



BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

Registered Office : Office No. 302, 3rd Floor Kilfire Premises Co Op Soc
Ltd, C-17, Dalia Industrial Area, New Link Road, Near
Fun Republic Cinema, Andheri West, Andheri,
Mumbai, 400053

CIN: U93000MH2013PLC246147

Tel: +91 86523 69975

Website: www.brandbucketmediatech.in

E-mail: brandbucketmediatech@gmail.com

Date: 06/09/2023

To,
The Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai — 400 001

Scrip Code - 543439

**Subject: Submission of Annual Report of the Company for the Financial Year 2023-2024
pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations
and Disclosure Requirements) Regulations, 2015 (Listing Regulations).**

Dear Sir/Madam,

In terms of Regulation 34(1) of the Listing Regulations, please find enclosed the Annual Report for the Financial Year 2023-24 along with the Notice of the Annual General Meeting being dispatched to Shareholders of the Company through electronic mode whose e-mail addresses are registered with the Company/ Depository Participants/ Registrar and Transfer Agent.

The Annual General Meeting ('AGM') of the company will be held on Monday, 30th September, 2024 at at Registered Office of the Company Office No. 302, 3rd Floor Kilfire Premises Co Op Soc Ltd, C-17, Dalia Industrial Area, New Link Road, Near Fun Republic Cinema, Andheri West, Andheri, Mumbai, 400053

The Annual Report of the Company is also available on the website of the company at <https://brandbucketmediatech.in/fi.html>

Kindly take the same on your record.

Thanking You,
Yours Faithfully,

For Brandbucket Media & Technology Limited

SANJIV
HASMUKH
SHAH

Digitally signed by
SANJIV HASMUKH SHAH
Date: 2024.09.06
21:04:00 +05'30'

Sanjiv Hasmukh Shah
Director
DIN:06709778



11th Annual Report

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BOARD OF DIRECTORS

Nishigandha Shashikant Keluskar	Managing Director
Sandeep Prabhakar Khare	Non-Executive and Independent Director
Gaurav Mahendra Gore	Non-Executive Director
Amol Gulabrao Rokade	Non-Executive and Independent Director
Ramiz Rashid Sayyed	Additional Executive Director (Appointed w.e.f. 13/04/2023) (Ceased from 04/09/2024)
Sanjiv Hasmukh Shah	Executive Director

COMPANY SECRETARY & COMPLIANCE OFFICER

CS Kanika Kabra (Appointed w.e.f. 01/06/2022)

CHIEF FINANCIAL OFFICER

Mr. Kailas Nandu Salve

REGISTERED OFFICE

Office No. 302, 3rd Floor Kilfire Premises Co Op Soc Ltd, C-17, Dalia Industrial Area, New Link Road, Near Fun Republic Cinema, Andheri West, Andheri, Mumbai, Mumbai, Maharashtra, India, 400053

SECRETARIAL AUDITOR

Mr. Brajesh Gupta
Practicing Company Secretary
Mem. No. 33070
COP Number: 21306

INTERNAL AUDITOR

Sailesh Pandey & Co.,
Chartered Accountants

BANKER

Kotak Bank Limited

LISTED ON STOCK EXCHANGE

BSE SME Platform

NOTICE OF 11TH ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN THAT 11TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BRANDBUCKET MEDIA & TECHNOLOGY LIMITED WILL BE HELD ON MONDAY, 30TH SEPTEMBER, 2024 AT 5:30 P.M AT OFFICE NO. 302, 3RD FLOOR KILFIRE PREMISES CO OP SOC LTD, C-17, DALIA INDUSTRIAL AREA, NEW LINK ROAD, NEAR FUN REPUBLIC CINEMA, ANDHERI WEST, ANDHERI, MUMBAI, MUMBAI, 400053, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO.1: ADOPTION OF AUDITED FINANCIALS AS ON 31ST MARCH, 2024

To consider and adopt (a) the standalone audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon; and

(b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions with or without modifications, if any as Ordinary Resolutions:

- a) **"RESOLVED THAT** the Standalone audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
- b) **"RESOLVED THAT** the Consolidated audited financial statement of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

"RESOLVED FURTHER THAT any of the Director of the company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution and file necessary form with concerned ROC."

ITEM NO. 02 APPOINTMENT OF DIRECTOR IN PLACE OF RETIRING DIRECTOR BY ROTATION

To appoint a Director in place of Mr. Sanjiv Hasmukh Shah (DIN: 06709778) who retires by rotation and being eligible offer himself for re-appointment, and, in this regard, to consider and if thought fit, to pass the following resolutions with or without modifications as Ordinary Resolutions:

"RESOLVED THAT Mr. Sanjiv Hasmukh Shah (DIN: 06709778) Director of the Company, who retires by rotation at this 11th Annual General Meeting and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."

ITEM NO. 03 APPOINTMENT OF M/S. P.H. SHAH & CO. AS STATUTORY AUDITOR OF THE COMPANY:

To consider and if thought fit to pass with our without modifications, if any, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. P.H.SHAH & CO. - (Partnership Firm), Chartered Accountants (FRN No. 115464W), be and is hereby appointed as the Statutory Auditors of the Company due to resignation of M/s. S.D Mehta & Co., Chartered Accountant (FRN No. 137193W), commencing the appointment of M M/s. P.H.SHAH & CO. - (Partnership Firm), Chartered Accountants (FRN No. 115464W), from the conclusion of this 11th Annual General Meeting till the conclusion of 16th Annual General Meeting schedule to be held in the year 2029 at a remuneration to be fixed by the Audit



Committee and/or Board of Directors of the Company, in addition to the re-imbusement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit.

“RESOLVED FURTHER THAT, Company Secretary or any of the Director of the company be and are hereby authorized, as the case may be, and file necessary form(s) with concerned ROC, to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

SPECIAL BUSINESS:

ITEM NO. 4 AUTHORIZATION UNDER SECTION 186 OF COMPANIES ACT, 2013

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

“RESOLVED THAT in supersession to all resolutions passed earlier, if any, pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 100.00 Crores (Rupees Hundred Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors and Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

“RESOLVED FURTHER THAT the approval of shareholders for granting loan and investment and giving guarantee by company u/s. 186 of the companies Act, 2013 shall be valid for a period of 5 years i.e. w.e.f. 1st April, 2024 to 31st March, 2029.”

ITEM NO. 5: AUTHORISATION UNDER SECTION 180 OF THE COMPANIES, ACT, 2013

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

“RESOLVED THAT in supersession to all resolutions passed earlier pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 100.00 Crores (Rupees Hundred Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.”



“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

“RESOLVED FURTHER THAT the approval of shareholders for Increase in Borrowing Powers u/s. 180(1) (c) of the Companies Act, 2013 shall be valid for a period of 5 years i.e. w.e.f. 1st April, 2024 to 31st March, 2029.”

ITEM NO. 06 APPROVAL OF RELATED PARTY TRANSACTION

To consider and, if thought fit, to pass, the following resolution with or without modifications, if any as an Special Resolution:

“RESOLVED THAT in continuation of earlier resolution passed in this behalf and pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, as amended from time to time, consent of the Company be and is hereby accorded to the Board to enter into any and all transactions/contracts/arrangements with the ‘related party’ as defined in the Act and Regulation 2(zb) of the Listing Regulation and mentioned in below table, relating to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate or promoter group Company, making of loans to, and/or giving of guarantees or providing security and/or making of investments and the purchase from and/or sale to it of any securities by the Company, or any combination thereof, etc. on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount/value of all such transactions/contracts/arrangements that may be entered into and remaining outstanding at any time shall not exceed Rs. 100 Crores with each related parties respectively during any Financial year.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

**By Order of the Board of Directors
For Brandbucket Media & Technology Limited**

**Sd/-
Nishigandha Shashikant Keluskar
Managing Director
DIN: 09154554
Place: Mumbai
Date: 04/09/2023**

NOTES:

1) An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.



- 2) A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself /herself, and the proxy need not be a member of the company. A person can act as a proxy on behalf of not exceeding fifty (50) members in aggregate not more than ten (10) percent of the total share capital of the company.
- 3) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
- 4) The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
- 5) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 6) Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 7) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 8) The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 9) Pursuant to Reg. 42 of the SEBI (LODR) Regulations, 2015 read with section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books will remain closed from (24/09/2024 to 30/09/2024) (Both days inclusive) for the purpose of AGM.
- 10) Members are requested to notify any correction /change in their name / address including Pin Code number immediately to the Companies Register/ Depository Participant. In the event of non – availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
- 11) Members are requested to kindly mention their Folio Number/ Client ID Number (in case of Demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.
- 12) With a view to using natural resources responsibly, we request shareholders to update their mail address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2023-24 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of their part. For members who have not registered their email addresses, physical copies of the Annual Report 2023-24 are being sent by the permitted mode.
- 13) As per Section 108 of the Companies Act, 2013, Rule 20(2) of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Company has not provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Depository due to non-applicability. Voting through ballot paper will only be made available at the AGM.
- 14) **Mr. Brajesh Gupta, Practicing Company Secretary (Membership No: ACS 33070)** has been appointed as the scrutinizer to act as scrutinizer for the purpose of Annual General Meeting (Ballot Voting in 11thAGM).
- 15) The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.



16) All documents referred to in the Notice will be available for inspection at the Company's registered office during 11:00 am to 1:00 pm normal business working days up to the date of the AGM.

17) The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.

18) As per provisions of the Companies Act, 2013, facility for making s is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Company affairs. Information required to be furnished under Reg. 36 of the of the SEBI (LODR) REGULATIONS, 2015 for Directors retired by rotation/Appointment of Director/Reappointment/ratifications:

- I. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **23rd September, 2024**.
- II. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice through Electronic means and holding shares as of the cut-off date i.e. 23rd September, 2024, may sending a request at brandbucketmediatech@gmail.com
- III. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting at the AGM through ballot paper.
- IV. **Mr. Brajesh Kumar Gupta**, Practicing Company Secretary (Membership No. ACS 33070) has been appointed as the Scrutinizer for the Annual General Meeting to scrutinize the ballot voting and process in a fair and transparent manner.
- V. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.
- VI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VII. The Results of AGM voting will be declared along with the report of the Scrutinizer on or before 03rd October, 2024 and shall be placed on the website of the Company www.brandbucketmediatech.in after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013;

Item No. 3 Authorization Under Section 186 Of Companies Act, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 100 Crores, as proposed in the Notice.



The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.3 for approval by the members of the Company. None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 3 of the accompanying notice.

The Board recommends the resolution at Item no.3 to be passed as Special Resolution.

Item No. 4 Authorization Under Section 180 Of The Companies, Act, 2013

In supersession to all the resolutions passed earlier, the Board of Directors in their Meeting authorised to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company amount in excess of aggregate of the Paid up Share Capital and free reserves but not exceeding Rs 100.00 crores (Rs. One Hundred Crores Only). Section 180(1) (c) of the Companies Act, 2013, provides that the Board of Directors of a Company shall not borrow money in excess of the aggregate of Paid up Share Capital and free reserves without the consent of the Members of the Company is accorded by a Special Resolution.

The Board of Directors feels that it may be necessary for the Company to raise further monies from various sources which may exceed aggregate of Paid up Share Capital and free reserves. Accordingly the Special Resolution as set out in item No. 4 of the Notice is proposed for approval of Members.

None of the Directors, Key Managerial Personnel and their relative is concerned or interested in the resolution.

Item No. 6 Approval of Related Party Transaction

Pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), all related party transactions beyond the thresholds mentioned in Rule 15(3) (a) require prior approval of the Members in general meeting. Further, as per the provisions of Regulation 23(2) (4) of the SEBI (LODR), Regulation 2015, as amended from time to time, all related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of a public listed company through an Ordinary resolution and the related parties are required to abstain from voting on such resolution whether the entity is a related party to the particular transaction or not. The Board informs that currently there is no relate party and no related party transaction in preceding financial year, but looking to company's aggressive nature towards the growth, it is better to take prior approval of the shareholders.

Accordingly the Special Resolution as set out in item No. 5 of the Notice is proposed for approval of Members.

None of the Directors, Key Managerial Personnel and their relative is concerned or interested in the resolution.

**By Order of the Board of Directors
For Brandbucket Media & Technology Limited**

Sd/-
Nishigandha Shashikant Keluskar
Managing Director
DIN: 09154554
Place: Mumbai
Date: 04/09/2024


Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

Sr. No.	Name of the Director	Mr. Sanjiv Hasmukh Shah
1	Date of Birth	11/03/1975
2	Age	49
3	Date of Appointment	22/10/2022
4	Permanent Account Number (PAN)	AXQPS4718N
5	Director Identification Number (DIN)	06709778
6	No. of equity shares held in the Company	0
7	Qualifications	12 th Pass
8	Brief Profile	He is High Secondary passout and has experience in the field of administration of 6 years.
9	Expertise	Administration
10	Directorship held in other companies	NIL
11	Membership/Chairmanship of other Public listed Companies (includes Audit Committee and Stakeholder Relationship Committee)	NIL
12	Relationships, if any between Directors, inter -se.	-



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

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

Name of the Member(s)		
Registered Address		
E-mail Id:	Folio No/Client ID:	DPID:

Name:	E-mail Id:
Address:	
Signature, or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the company, to be held on at Office No. 302, 3rd Floor Kilfire Premises Co Op Soc Ltd, C-17, Dalia Industrial Area, New Link Road, Near Fun Republic Cinema, Andheri West, Andheri, Mumbai, Mumbai, Maharashtra, India, 400053 on Monday, 30th September 2024 at 05:30 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(S)	I/we Assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1.	Adoption Of Audited Financials As on 31 st March, 2024		
2	Appointment of Director in Place of Retiring Director by Rotation		
3.	Appointment Of M/S. P.H.SHAH & CO. as Statutory Auditor of the Company		
4.	Authorization Under Section 186 Of Companies Act, 2013		
5.	Authorisation Under Section 180 Of The Companies, Act, 2013		
6.	Approval of Related Party Transaction		

***Applicable for investors holding shares in Electronic form.**

Signed this ___ day of __2024

Signature of Shareholder _____

Signature of Proxy holder _____

Affix Revenue

Stamps

Signature of the shareholder across Revenue Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- The proxy need not be a member of the company.



ATTENDANCE SLIP

(Full name of the member's attending _____ (In block capitals)

Ledger Folio No. /Client ID No. _____ No. of shares held _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 11th Annual General Meeting of the **BRANDBUCKET MEDIA & TECHNOLOGY LIMITED** at Office No. 302, 3rd Floor Kilfire Premises Co Op Soc Ltd, C-17, Dalia Industrial Area, New Link Road, Near Fun Republic Cinema, Andheri West, Andheri, Mumbai, Mumbai, Maharashtra, India, 400053 on Monday, 30th September 2024 at 05:30P.M.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

POLLING PAPER (FORM NO.MGT-12)

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies



(Management and Administration) Rules, 2014]

Name of the Company: Brandbucket Media & Technology Limited
Registered Office: Office No. 302, 3rd Floor Kilfire Premises Co Op Soc Ltd, C-17, Dalia Industrial Area, New Link Road, Near Fun Republic Cinema, Andheri West, Andheri, Mumbai, , 400053
CIN: L93000MH2013PLC246147

BALLOTPAPER

S. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions numbered at below by recording my assent or dissent to the said resolutions in the following manner:

S. No.	Item No.	Type of Resolution	No. of Shares held by Me	I assent to the Resolution	I dissent from resolution
1.	Adoption Of Audited Financials As on 31 st March, 2024				
2.	Appointment of Director in Place of Retiring Director by Rotation				
3.	Appointment Of M/S. P.H.SHAH & CO. as Statutory Auditor of the Company				
4.	Authorization Under Section 186 Of Companies Act, 2013				
5.	Authorization Under Section 180 Of The Companies, Act, 2013				
6.	Approval of Related Party Transaction				

Place: Mumbai

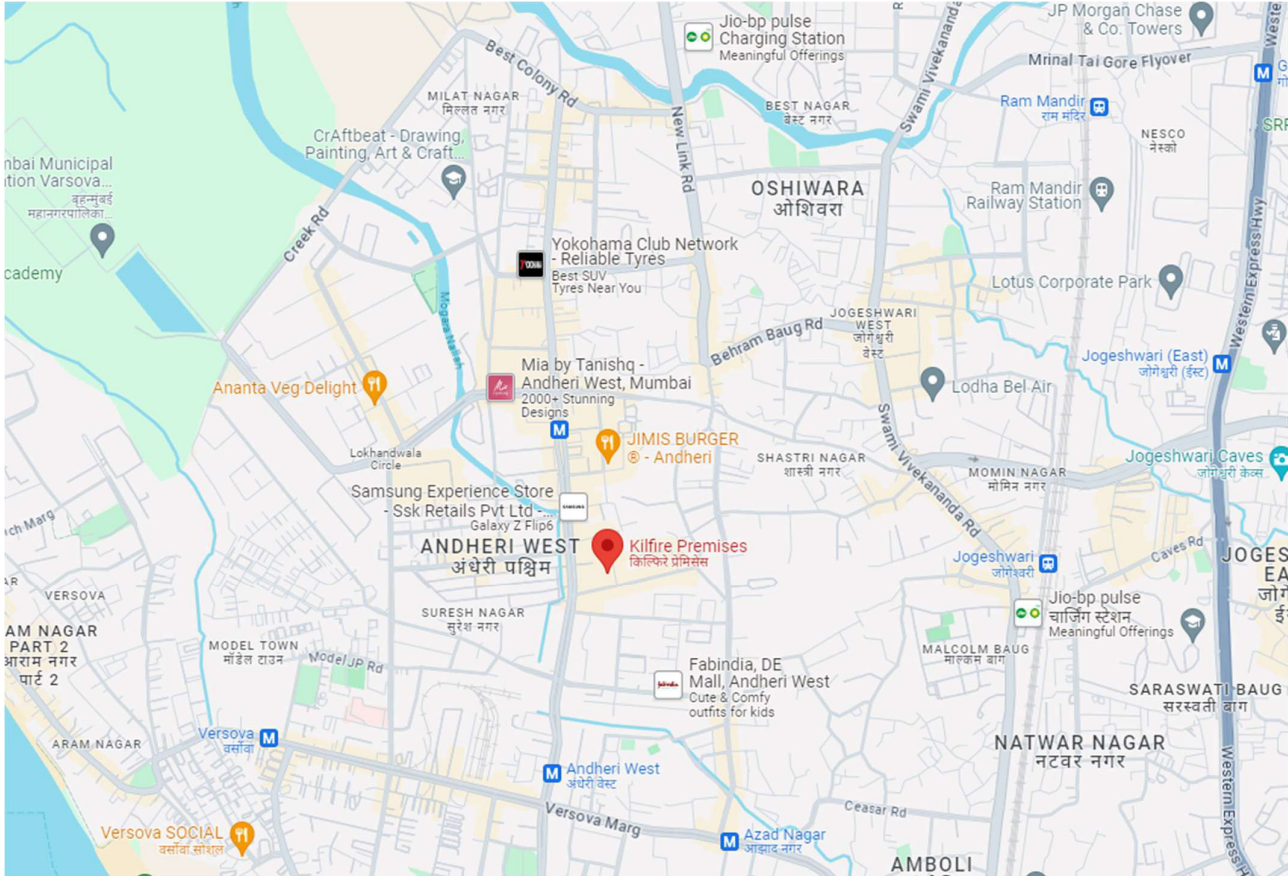
Date: 04/09/2024

**Signature of the shareholder
 (*as per Company records)**



ROAD MAP FOR VENUE OF THE AGM

VENUE OF AGM- Office No. 302, 3rd Floor Kilfire Premises Co Op Soc Ltd, C-17, Dalia Industrial Area, New Link Road, Near Fun Republic Cinema, Andheri West, Andheri, Mumbai, Mumbai, Maharashtra, India, 400053





DIRECTOR'S REPORT

**To,
The Members,
BRANDBUCKET MEDIA & TECHNOLOGY LIMITED,**

Your Directors take pleasure in presenting the 11th Annual Report on the business and operations of our Company together with Audited Financial Statement for the Financial Year ended March 31, 2024.

1) FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

The key highlights of the Standalone and Consolidated Audited Financial Statements of your Company for the financial year ended March 31, 2024 and comparison with the previous financial year ended March 31, 2023 are summarized below:

Particulars	Amount In lakhs .	
	2023-24	2022-23
Revenue from Operations	3,132.96	1,831.31
Other Income		-
Total	3,132.96	1,831.31
Profit after Interest & Depreciation	93.05	35.83
Profit before Tax	93.05	35.83
Less: Current Tax	-0.01	11.80
Less: Deferred Tax Asset / (Liability)	24.20	-2.84
Profit after Tax	68.86	26.87

2) RESULT HIGHLIGHTS

During the year under review the Company has generated revenue from operations of Rs. 3,132.96/- lakhs (including other income) and earned net profit after tax Rs 68.86 Lakhs as compared with the corresponding figures in the previous year of Rs. 1,831.31 lakh and Rs. 26.87 respectively. The total revenue is increased by Rs. 1301.62 lakhs as compared with last year and net profit after tax increased by Rs. 17.98 lakhs as compared with last year.

3) DIVIDEND

In order to conserve the resources for business requirement, your Board of Directors do not recommend dividend for financial year 2023-2024.

4) TRANSFER TO RESERVE

Your Directors find it prudent not to transfer any amount to general reserve for the financial year 2023-2024

5) CHANGE IN CAPITAL STRUCTURE

During the Financial year, there are following changes occurred, in the Share Capital of the Company:

- I) The Authorised and Paid up Share Capital at the end of the year as on 31st March, 2024 was 25,00,00,000/- and 23,24,12,320/- respectively.
- II) During the Financial year, Pursuant to resolution passed by the Board on dated 20th March, 2023, Company increases the Authorised Capital from Rs. 25,00,00,000/- (Rupees Twenty Five Crores) to 60,00,00,000/- (Rupees Sixty Crores) and amend the Memorandum of Association of the Company.

And obtained consent of Shareholders of the Company in their Meeting held on 24th April, 2023 for increase of Authorized Capital and Alteration in Memorandum of Association accordingly.



**However the company has revoked the approval received from the shareholders of the company for increase in the Authorized Share Capital to Rs. 60,00,00,000/- (Rupees Sixty Crores) due to shortage of fund during the period, amount utilized in expanding the business matters rather than paying ROC fee and Stamp Duty.*

III) During the year under review, the Company has issued and allotted 1,27,38,232 Equity Shares on preferential basis for consideration other than cash (share swap) being discharge of total purchase consideration of Rs. 43,30,99,888/- (Rupees Forty Three Crores Thirty Lacs Ninety Nine Thousand Eight Hundred and Eight Only) ("Purchase Consideration") for the acquisition of 15,92,279 equity shares ("Sale Shares") of Binary code IT and Consulting Private Limited (BICPL) from the Proposed Allottees at a price of Rs. 272/- (Rupees Two Seventy Two Only) per equity share of Binary code IT and Consulting Private Limited (BICPL).

The Company has obtained shareholders' approval in their meeting held on 30th September, 2023 and after in-principle approval from BSE Ltd allotted the Equity shares in their Board Meeting held on 18th December, 2023.

The allotted Equity shares are listed and traded on BSE Ltd.

6) **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report other than as stated below

1. Increase in Authorized Capital from Rs. 25.00 Crores to Rs. 60.00 Crores.

**However the company has revoked the approval received from the shareholders of the company for increase in the Authorized Share Capital to Rs. 60,00,00,000/- (Rupees Sixty Crores) due to shortage of fund during the period, amount utilized in expanding the business matters rather than paying ROC fee and Stamp Duty.*

And simultaneously the current Authorized Share Capital of the Company is 25 Cr.

2. Allotment of Equity Shares on preferential basis to Shareholders of Binarycode IT and Consulting Private Limited (BICPL) resulting, the said company become the wholly owned subsidiary company of the Company.

3. During the year under review the Company has took shareholders' approval vide their meeting dated 26th December, 2023 for migration of listing /trading of equity shares from SME platform of BSE Ltd to Main Board of BSE Ltd.

Later on BSE Ltd has changed the criteria for applicability of migration from SME to Main Board and therefore the Company proposal for migration from SME to main Board could not be processed.

7) **EXTRACT OF ANNUAL RETURN**

The Extract of Annual Return as provided under Section 92(3) of the Companies Act, 2013 and as prescribed in Form No. MGT- 9 of the Companies (Management and Administration) Rules, 2014 is appended as **ANNEXURE II** to this Report.

8) **NOMINATION AND REMUNERATION POLICY**



The Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The details of this Policy are given in **ANNEXURE III** to this Report.

9) **BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

a) **Board of Director**

As on March 31, 2024, the Board of Directors of the Company comprises of 5 (Five) Directors, of which 3 (Three) are Non-Executive Directors, 1 (One) is Executive Directors & 1(One) is Managing Director. The constitution of the Board of the Company is in accordance with Section 149(6) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details are as follows:

Sr. No.	Name	Designation	Date of Appointment
1.	Ms. Nishigandha Shashikant Keluskar	Managing Director	10/04/2021
2.	Mr. Sandeep Prabhakar Khare	Non-Executive Independent Director	18/09/2021
3.	Mr. Gaurav Mahendra Gore	Non-Executive Director	14/08/2019
4.	Mr. Amol Gulabrao Rokade	Non-Executive -Independent Director	23/09/2021
5.	Mr. Sanjiv Hasmukh Shah	Executive Director	20/10/2022

Note:

Ramiz Rashid Sayyed appointed as Additional Executive Director of the Company w.e.f. 13th April, 2023 and ceased w.e.f. 07th September, 2023

On the basis of the written representations received from the Directors, none of the above directors are disqualified under Section 164 (2) of the Companies Act, 2013 and are also not debarred by SEBI or any other statutory authority for holding office of a Director.

b) **Key Managerial Personnel**

As per the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company as on March 31, 2024 were as under:

Name of KMP	Designation	Date of Appointment and Cessation
Mr. Kailas Nandu Salve	Chief Financial Officer	Appointed w.e.f 18/09/2021
Mrs. Kanika Kabra	Company Secretary and Compliance Officer	Appointed w.e.f 01/06/2022

10) **NUMBER OF BOARD MEETINGS**

During the year under review, the Board of Directors duly met 8 (Eight) times, in respect of which meetings proper notice were given and the proceedings were properly recorded and signed in the minute's book maintained for the purpose.

Sr. No.	Date of Board Meeting
1.	13/04/2023
2.	30/05/2023
3.	07/09/2023
4.	09/11/2023
5.	28/11/2023
6.	18/12/2023



7.	10/02/2024
8.	28/03/2024

11) DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016

During the year under review, there was no application made or proceedings pending in the name of the Company under the Insolvency Bankruptcy Code, 2016.

12) DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS

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

13) ANNUAL EVALUATION PERFORMANCE OF THE BOARD

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual evaluation of its own performance, the directors individually, as well as the evaluation of the working of its Committees. The Company has devised a questionnaire to evaluate the performances of each of Executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Committee Meetings;
- ii. Quality of contribution to Board Deliberations;
- iii. Strategic perspectives or inputs regarding future growth of the Company and its performance;
- iv. Providing perspectives and feedback going beyond information provided by the management.

14) EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY:

During the year under review, there was two Extra-Ordinary General Meeting was held;

S.No	Date of EGM	Purpose
1.	24 th April, 2023	a) Increase of Authorized Share Capital and Alteration in Capital Clause of Memorandum of Association of the Company
2.	26 th December, 2023	b) Migration of Listing / Trading of Equity Shares from SME platform of BSE Ltd to Main Board of BSE Ltd

15) COMMITTEES OF THE BOARD:

The Board of Directors of your Company have formed various Committees, as per the provisions of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as a part of the best corporate governance practices, the terms of reference and the constitution of those Committees is in compliance with the applicable laws.

There are currently three Committees of the Board, as follows:

- a) Audit Committee
- b) Stakeholders' Relationship Committee



c) Nomination and Remuneration Committee

(1) AUDIT COMMITTEE

Committee Constitution is as follows:

Name of the Director	Designation	Nature of Directorship
A. Mr. Sandeep Prabhakar Khare	Chairman	Non-Executive and Independent Director
B. Mr. Gaurav Mahendra Gore	Member	Non-Executive Director
C. Mr. Amol Gulabrao Rokade	Member	Non-Executive and Independent Director

Company Secretary and Compliance Officer of our Company is the Secretary to the Audit Committee.

During the year under reference, 4 (Four) Audit Committee meetings were dated 30/05/2023, 07/09/2023, 09/11/2023 and 18/12/2023 properly convened & held.

Terms & Scope of Work of Committee:

- a. Oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b. Recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of our Company;
- c. Reviewing and monitoring the auditor's independence and performance and the effectiveness of audit process;
- d. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- e. Reviewing the financial statements with respect to its unlisted Subsidiary(ies), in particular investments made by such Subsidiary(ies);
- f. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions; and
 - vii. Modified opinion(s) in the draft audit report.
- g. Reviewing, the quarterly financial statements with the management before submission to the Board for approval;
- h. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- i. Approval or any subsequent modification of transactions of our Company with related parties;
- j. Scrutiny of inter-corporate loans and investments;
- k. Valuation of undertakings or assets of our Company, wherever it is necessary;
- l. Evaluation of internal financial controls and risk management systems;
- m. Monitoring the end use of funds raised through public offers and related matters;
- n. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- o. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- p. Discussion with internal auditors of any significant findings and follow up thereon;
- q. Reviewing the findings of any internal investigations by the internal auditors into matters where there



is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

r. Discussion with statutory auditors before the commencement of the audit, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

s. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

t. To establish and review the functioning of the whistle blower mechanism;

u. Establishing and over viewing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

v. Approval of appointment of the chief financial officer (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

w. Carrying out any other terms of reference as may be decided by the Board or specified/ provided under the Companies Act, 2013 or the SEBI Listing Regulations or by any other regulatory authority; and

x. reviewing the utilization of loans and/ or advances from/ investment by the and holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

y. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

z. Review of (1) management discussion and analysis of financial condition and results of operations; (2) statement of significant related party transactions (as defined by the audit committee), submitted by management; (3) management letters / letters of internal control weaknesses issued by the statutory auditors; (4) internal audit reports relating to internal control weaknesses; (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; (6) statement of deviations including (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

(2) STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Committee Constitution is as follows:

Name of the Director	Designation	Nature of Directorship
a) Mr. Sandeep Prabhakar Khare	Chairman	Non-Executive and Independent Director
b) Mr. Gaurav Mahendra Gore	Member	Non-Executive Director
c) Mr. Amol Gulabrao Rokade	Member	Non-Executive and Independent Director

During the year, only 3 Stakeholder's Relationship Committee meeting were dated, 28/11/2023, properly convened & held.

Terms & Scope of Work of Committee:

The terms of reference of the Stakeholder's Relationship Committee include the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

(3) NOMINATION AND REMUNERATION COMMITTEE:



Committee Constitution is as follows;

Name of the Director	Designation	Nature of Directorship
a) Mr. Sandeep Prabhakar Khare	Chairman	Non-Executive and Independent Director
b) Mr. Gaurav Mahendra Gore	Member	Non-Executive Director
c) Mr. Amol Gulabrao Rokade	Member	Non-Executive and Independent Director

During the year, 2(Two) Nomination and Remuneration Committee meeting were dated, 13/04/2023 , 30/05/2023 , 07/09/2023 and 28/03/2024 properly convened & held.

Terms & Scope of Work of Committee:

The terms of reference of the Nomination and Remuneration Committee are:

- a. identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- b. formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, keymanagerial personnel and other employees
- c. while formulating the policy under (b) above, ensure that
 - i. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - ii. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - iii. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
- d. such other functions / activities as may be assigned / delegated from time to time by the Board of Directors of the Company and/or pursuant to the provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable from time to time to the Company.
- e. formulation of criteria for evaluation of performance of independent directors and the board of directors;
- f. devising a policy on diversity of board of directors;
- g. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directorstheir appointment and removal.
- h. Whether to extend or continue the term of appointment of the independent director, on the basisof the report of performance evaluation of independent directors.
- i. Recommend to the board, all remuneration, in whatever form, payable to senior management.

16) FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The Company has practice of conducting familiarization Programme for Independent Directors of the Company.

Every new independent director of the Board attended an orientation program. To familiarize the new inductees with the strategy, operations and functions of our Company, the executive directors/senior managerial personnel make presentations to the inductees about the Company's Strategy, operations, product and service offerings, markets, software delivery, organization structure, finance, human resources, technology, quality, facilities and risk management.

The Company has organized the following workshops for the benefit of Directors and Independent Directors:

- (a) a program on how to review, verify and study the financial reports;



- (b) a program on Corporate Governance;
- (c) provisions under the Companies Act, 2013; and
- (d) SEBI Insider Trading Regulation, 2015.

Further, at the time of appointment of an independent director, the Company issues a formal letter of appointment outlining his/her role, functions, duties and responsibilities as a director.

17) DECLARATION BY INDEPENDENT DIRECTORS

Pursuant to the provisions of Section 149, 152 of the Companies Act, 2013, read with Schedule IV and other applicable provisions, if any, and the Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors are appointed for a term of 5 years and are not liable to retire by rotation.

Further, the Company has received the declarations from the Independent Directors confirming that they meet with the criteria of Independence as prescribed under the amended provisions of Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same has been taken on the records of the Company in the Board meeting and Annual Report 2023-24 there has been no change in the circumstances affecting their status as Independent Directors of the Company.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than receiving the Sitting fees, Commission, if any, and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board / Committees of the Company.

18) DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) read with Section 134(5) of the Act, on the basis of information placed before them, the Directors state that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. appropriate accounting policies have been selected and applied consistently, and the judgments and estimates that have been made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2024 and of the Profit of the Company for the said period;
- iii. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the annual accounts have been prepared on a going concern basis;
- v. the internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi. There is a proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

19) INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Companies Act, 2013.

20) MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the (Listing Obligations Disclosures Requirements), Regulations, 2015 is presented in a separate section and forms part of the Annual Report of the Company. The details of this Report are given in ANNEXURE VI to this Report.

21) PARTICULARS OF LOANS, GUARANTEES, OR INVESTMENTS



The details of Loans given, Investments made and guarantees given and securities provided under the Section 186 of the Companies Act, 2013 have been provided in the notes to the Financial Statements.

22) PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Companies Act in Form AOC-2 is not applicable. Attention of the members is drawn to the disclosures of transactions with the related parties is set out in Notes to Accounts forming part of the financial statement.

23) STATUTORY DISCLOSURES

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 read with the Rule 8(3) of The Companies Accounts) Rules, 2014 is as follows:

A CONSERVATION OF ENERGY		
i)	Steps taken or impact on conservation of energy	Your Company accords highest priority to energy conservation and is committed for energy conservation measures including regular review of energy consumption and effective control on utilization of energy. The Company has designed its facilities keeping in view the objective of minimum energy loss. The Company has taken all steps to conserve Energy in the work places by educating and training the employees to conserve energy. The Company has installed inverter AC in areas which are operating extended hours. Energy saving LED lights are installed at various laboratories and collection centers.
ii)	Steps taken by the Company for utilizing alternate sources of energy	The Company being in the service industry does not have any power generation units and did not produce/generate any renewable or conventional power
iii)	Capital investment on energy conservation equipment	The Capital investment on energy conservation equipment is insignificant.
B TECHNOLOGY ABSORPTION		
i)	Efforts made towards technology absorption	The Company being in Service Sector has adopted all new technology in terms of new software and hardware and latest machinery with automated processes available in the current Techno-environment and commensurate to the size, scale and complexity of its operations.
ii)	Benefits derived from technology absorption	Technology absorption has helped the Company to provide better and more accurate service to the Customers.
iii)	Details of Imported technology (last three years)	
	3 Details of technology imported	Nil
	4 Year of Import	N.A.
	5 Whether technology being fully absorbed	N.A.



	6If not fully absorbed, areas where absorption has not taken place and reasons thereof	N.A.
iv)	Expenditure incurred on Research and development	Nil
C	FOREIGN EXCHANGE EARNINGS AND OUTGO (₹ in Lakhs)	
i)	Foreign Exchange inflow	Nil
ii)	Foreign Exchange outflow	Nil

24) **RISKS MANAGEMENT AND AREA OF CONCERN**

The Company has laid down a well-defined Risk Management Policy covering the risk mapping, trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non- business risk. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

Although, market conditions are likely to remain competitive, future success will depend upon offering improved products through technology innovation and productivity. The Company continues to invest in these areas.

The Company has the risk management and internal control framework in place commensurate with the size of the Company. However Company is trying to strengthen the same. The details of the risks faced by the Company and the mitigation thereof are discussed in detail in the Management Discussion and Analysis report that forms part of the Annual Report.

25) **CHANGE IN THE NATURE OF BUSINESS**

During the year under review there is no change in the nature of Business of the Company.

26) **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

During the year under review, after allotment of Equity Shares on preferential basis, for consideration other than cash (share swap), being discharge of total purchase consideration of Rs. 43,30,99,888/- (Rupees Forty Three Crores Thirty Lacs Ninety Nine Thousand Eight Hundred and Eight Only) ("Purchase Consideration") for the acquisition of 15,92,279 equity shares ("Sale Shares") of Binarycode IT and Consulting Private Limited (BICPL) from the Proposed Allottees at a price of Rs. 272/- (Rupees Two Seventy Two Only) per equity share of Binarycode IT and Consulting Private Limited (BICPL).

Resulting the BICPL has become the wholly owned Subsidiary Company of the Company w.e.f. 18th December, 2023.

A separate statement containing the salient features of financial statements of Subsidiary Company of your Company forms part of Annual Report in the prescribed Form AOC-1 as Annexure II in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013.

The Financial Statements of the Subsidiary company and related information are available for inspection by the Members at the Registered Office of the Company during the business hours on all days except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting (AGM) as required under Section 136 of the Companies Act, 2013. Further in line with the SEBI (Listing Obligations and



Disclosures Requirements) Regulations, 2015 and in accordance with IND AS – 110, Consolidated Financial Statement prepared by the Company includes financial information of its Subsidiary Company

27) DETAILS RELATING TO DEPOSITS, COVERED UNDER CHAPTER V OF THE COMPANIES ACT 2013

Pursuant to the provisions of Section 73 & 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules 2014, the Company has not invited/accepted any deposits from the public during the year under review. However, the Company has not taken unsecured deposits from Directors and relatives of the Directors of the Company.

28) CORPORATE SOCIAL RESPONSIBILITY

During the year under review, the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, are not applicable to the Company.

29) SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

30) INTERNAL FINANCIAL CONTROL SYSTEM

Your Company has an internal financial control system commensurate with the size, scale and complexity of its operations. The Audit Committee has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. The Audit Committee has a process for timely check for compliance with the operating systems, accounting procedures and policies. Major risks identified by the businesses and functions are systematically addressed through mitigating action on continuing basis.

31) STATUTORY AUDITORS & REPORT OF THE AUDITORS

Due to resignation of M/s. Bhagat & Co, Chartered Accountant, as Statutory Auditor of the Company w.e.f. 14th February, 2024. The Board in their Meeting held on 28th March, 2024 proposed to appoint M/s. S D Mehta & Co., Chartered Accountants having Firm Registration No. 137193W, for a period of 1 years till the completion of 11th Annual General Meeting.

Under review, after the closure of financial year M/s. S D Mehta & Co have tendered their resignation w.e.f. 10th July, 2024.

The Board in their Meeting held on 04-09-2024 proposed to appoint M/s. P.H.SHAH & CO. Chartered Accountants having Firm Registration No. 115464W, for a period of 5 years till the completion of 16th Annual General Meeting.

The Statutory Auditors have confirmed their eligibility pursuant to section 139 of the Companies Act, 2013. The Board proposed the resolution for appointment of M/s. P.H.SHAH & CO, Chartered Accountants for approval of the Members in the ensuing 11th Annual General Meeting of the Company

There are qualifications, reservations or adverse remarks or disclaimers made by **M/s. S D MEHTA & CO., Chartered Accountants (FRN: 137193W)**, Statutory Auditors, in their Report on the accounts of the Company for the year under review. The observations made by them in their Report are self-explanatory and do not call for any further clarifications from the Board.

32) SECRETARIAL AUDIT REPORT



Pursuant to Section 204 read with Section 134(3) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Board of Directors of the Company has appointed M/s. Brajesh Gupta & Co., Practicing Company Secretary; to undertake the Secretarial Audit of the Company for the Financial Year 2023-24. The Secretarial Audit Report in the prescribed Form No. MR-3 is attached as “**Annexure I**” and forms a part of this Report.

Secretarial audit report except what have been specifically mentioned the Report which is self-explanatory. There are following qualifications, reservations or adverse remarks or disclaimers made by Secretarial Auditors:

The Company has filed some of the Forms like DIR-12, AOC-4 XBRL, MGT-7 with the Additional fees.

Management Response:

With reference to the non-filing of forms it was given to the professional for filing but due to some unavoidable Reasons Company was not able to file and hence this ignorance and non-filing event was taken placed.

33) COST AUDITORS

During the year under review, the provisions of the Section 148 of the Companies Act, 2013, are not applicable to the Company. Hence, the company does not required to appoint the Cost Auditor.

34) INTERNAL AUDITORS

The Company has robust internal audit system for assessment of audit findings and its mitigation. The Internal Audit function covers all the labs, inventory audit, stock takes, audit for project related accounts, corporate accounts etc.

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014, and on the recommendation of the Audit Committee, Shailesh Pandey & Co., Chartered Accountant, were appointed by the Board of Directors to conduct internal audit reviews of the Company and the Internal Auditor directly reports to the Audit Committee for functional matters.

The Audit Committee in its quarterly meetings reviews the internal audit and controls reports. The Company's internal controls are commensurate with the size and operations of the business. Continuous internal monitoring mechanism ensures timely identification and Redressal of issues.

35) POLICY ON VIGIL MECHANISM/CODE OF CONDUCT

The Company has a Whistle Blower Policy in line with the provisions of the Section 177 of the Companies Act, 2013. This policy establishes a vigil mechanism for directors and employees to report their genuine concerns actual or suspected fraud or violation of the Company's code of conduct. The said mechanism also provides for adequate safeguards against victimization of the persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee. We confirm that during the financial year 2023-24, no employee of the Company was denied access to the Audit Committee. The said Whistle Blower Policy is available on the website of the Company at <https://www.brandbucketmediatech.in>

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The Code has been posted on the Company's website <https://www.brandbucketmediatech.in/>

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to



integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management staff was given appropriate training in this regard.

36) DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013

Your Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation and intimidation. Accordingly the Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act 2013. Internal Complaints Committee (ICC) was set up to redress complaints received regarding sexual harassment. All employees (Permanent, Contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year:

No. of Complaints received	NIL
No. of Complaints disposed off	NIL

37) MEETING OF INDEPENDENT DIRECTORS:

During the year under review, one Independent Director Meeting held on 28/03/2024 for the F. Y. 2023-24.

The object of Independent Directors Meeting was to review the performance of Non- independent Director and the Board as a whole including the Chairperson of the Company. The Company assures to hold the Separate Meeting of Independent Director of the Company as earliest possible.

38) POSTAL BALLOT:

No Postal ballot was conducted by the company during the year 2023-24.

39) PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code.

40) LISTING FEES:

The Equity Shares of the Company is listed on BSE (SME Platform) Limited and the Company has paid the applicable listing fees to the Stock Exchange till date.

41) CEO/CFO CERTIFICATION:

The Chief Executive Officer and Chief Financial Officer Certification as required under Regulation 17(8) read with Part B of Schedule II of the SEBI (LODR) Regulation, 2015 not applicable on the Company as the Company is listed on the SME platform and the exemption is granted to the Companies listed on the SME



platform under Regulation 15(2) of SEBI (LODR), Regulations, 2015 under **Annexure VII** of this report.

42) **PARTICULARS OF EMPLOYEES AND RELATED INFORMATION:**

In terms of the provisions of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the disclosures pertaining to remuneration and other details as required under the Act and the above Rules are The disclosures as specified under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2023- 2024, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-2024 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company is attached as **Annexure IV**.

43) **CORPORATE GOVERNANCE**

As per the Guideline and direction of the SEBI & Stock Exchange accordingly the company has been adhering to the directions and guideline, as required and if applicable on the Companies size and type (as per the Regulations and rules the Corporate Governance is not applicable on SME Listed Companies).

44) **SECRETARIAL STANDARDS**

The Company has devised proper systems to ensure compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and the Company complies with all the applicable provisions of the same during the year under review.

45) **UTILISATION OF THE PROCEEDS FROM ISSUE OF EQUITY SHARES.**

In accordance with Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Statement of deviation/variation in utilization of funds as on March 31, 2024 as follows:

Name of listed entity	Brandbucket Media & Technology Ltd
Mode of Fund Raising	Preferential Issue of equity Shares through Swap
Date of Raising Funds	18/12/2023
Amount Raised	Rs. 43,30,99,888
Report filed for Quarter ended	31 st March, 2024
Is there a Deviation / Variation in use of funds raised	No
Explanation for the Deviation / Variation	Issue of Equity shares through Preferential basis for Consideration other than Cash (Share Swap) Being discharge of Total Purchase consideration of Rs. 43,30,99,888 for the acquisition of 15,92,279 Equity shares of Binarycode IT and Consulting Private Limited at a price of Rs. 272 per Equity share.

Objects for which funds have been raised and where there has been a deviation, in the following table:-



Original Object	Modified Object,if any	Original Allocation	Modified Allocation, if any	Funds Utilized	Amount of Deviation/ Variation for Quarter according to applicable object	Remarks, if
Issue of Equity shares through referential basis for Consideration other than Cash (Share Swap) Being discharge of Total Purchase consideration of Rs. 43,30,99,888 for the acquisition of 15,92,279 Equity shares of Binarycode IT and Consulting Private Limited at a price of Rs. 272 per Equity share..		Rs. 43,30,99,888		Rs. 43,30,99,888	-	

46) **ACKNOWLEDGEMENT:**

Your Directors wish to place on record their appreciation and sincere thanks to the State Governments, Government agencies, Banks & Financial Institutions, customers, shareholders, vendors and other related organizations, who through their continued support and co- operation have helped, as partners in your Company's progress. Your Directors, also acknowledge the hard work, dedication and Commitment of the employees.

**By order of the Board of Directors
For, Brandbucket Media & Technology Limited**

Sd/-
Gaurav Mahendra Gore
Director
DIN: 08534900
Place: Mumbai
Date: 04/09/2024

Sd/-
Nishigandha Shashikant Keluskar
Managing Director
DIN: 09154554

ANNEXURE I
Form MR-3-SECRETARIAL AUDIT REPORT
For the financial year ended 31st March 2024



[Pursuant to section 204(1) of The Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members

Brandbucket Media & Technology Limited

Office No. 302, 3rd Floor Kilfire Premises,
C-17, Dalia Industrial Area, New Link Road,
Near Fun Republic Cinema, Andheri West, Mumbai, 400 053,

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to corporate practices by **Brandbucket Media & Technology Limited** (hereinafter called the 'Company') for the audit period covering the financial year from 01st April 2023 to 31st March 2024 ('the audit period') Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has during the audit period complied with the statutory provisions listed hereunder and also that the company has proper Board processes and compliance mechanism in place to the extent in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the **Brandbucket Media & Technology Limited** for the financial year ended on 31st March, 2024 according to the provisions of:

1. The Companies Act, 2013 ('the Act') and the Rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
As per Regulation-2(1)(n) of SEBI (Prohibition of Insider Trading) Regulations, 2015, changes in Key Managerial Personnel is considered as unpublished price sensitive information but the necessary Entries for Change in Key Managerial Personnel was not made and made on delay basis in the Structure Digital Database during the Financial Year 2023-24. However the company explain that due to updation in software, some entry's made on delay basis.
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; -
 - **The Company has issued 1,27,38,232 Equity Shares on preferential Basis to the Shareholders of Binary code IT and Consulting Private Limited (BICPL) for consideration other than cash (share swap), being discharge of total purchase consideration of Rs. 43,30,99,888/- (Rupees Forty Three Crores Thirty Lacs Ninety Nine Thousand Eight Hundred and Eight Only) ("Purchase**



Consideration") for the acquisition of 15,92,279 equity shares ("Sale Shares") of Binary code IT and Consulting Private Limited (BICPL) from the Proposed Allottees at a price of Rs. 272/- (Rupees Two Seventy Two Only) per equity share of Binary code IT and Consulting Private Limited (BICPL).

- (e) The Securities and Exchange Board of India ((Share Based Employee Benefits and Sweat Equity) Regulations, 2021;-during the financial year under review, the Company has not issued any shares/options to directors/employees under the (ESOP) said guidelines / regulations. Hence the provisions of the said regulation are not applicable to the company.
- (f) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021;-the company has not issued any debt securities during the period under review the provisions of the said regulation are not applicable to the company;
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - the said regulation are not applicable to the company, as the Company is not registered as Registrar to Issue and Share Transfer Agent;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; - the equity shares of the company are neither delisted nor proposed to be delisted. Hence the provision of said regulation not applicable to the company;
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - During the period under review the company have not bought back any securities. Hence the said regulation is not applicable to the company;
6. Having regards to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the following laws are also applicable on company;
- (a) Maharashtra state tax on professions, Trades, Callings and Employment Act, 1975;
- (b) The Equal Remuneration Act, 1976;
- (c) Bombay Shops and Establishments Act, 1948;

During the period under review, the Company has complied with the provisions of the Act, Rules, and Regulations.

I have also examined compliance with the applicable clauses of the following:

- Secretarial Standards with respect to Meeting of Board of Director (SS-1), General Meeting (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India related to Board meetings, General Meeting and Dividend;
- The Listing Regulations Issued by the SEBI i.e. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to following observations:

1. *The Company has filed some of the Forms like DIR-12, AOC-4 XBRL, MGT-7 and MGT 14 and other with the Additional fees.*

I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors,



Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- Proper notice is given to all Directors to schedule the Board meetings in compliance with the provisions of Section 173(3) of the Companies Act, 2013, agenda and detailed notes on agenda were sent in advance, however in some cases where the Board /Committee meeting held , with shorter notice, the management of the Company has informed to us, that Company has complied with compliances as applicable Meeting of Board /Committee for Shorter Notice as prescribed under the Companies Act, 2013 and Secretarial Standard of Board Meeting -SS-1 and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting .
- Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

I further report that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further Inform/report that during the audit period, there were no instances of:

- i. Rights/Preferential issue of Shares/debentures/ sweat equity.
- ii. Redemption/buy-back of securities.
- iii. Merger/ amalgamation/ reconstruction etc.
- iv. Foreign technical collaborations.

**For Brajesh Gupta & Co.
Practicing Company Secretary**

Sd/-

Brajesh Gupta(Proprietor)

Mem. No.: ACS 33070

CP No.: 21306

UDIN: A033070F001046676

Date: 26/08/2024

Place: Mumbai

Note:

- **This report is to be read with our letter of even date which is annexed as “ANNEXURE A” and forms an integral part if this report.**

Annexure A
Part of the Secretarial Audit Report 2023-24

To



The Members

Brandbucket Media & Technology Limited

Office No. 302, 3rd Floor Kilfire Premises,
C-17, Dalia Industrial Area, New Link Road,
Near Fun Republic Cinema, Andheri West,
Mumbai, 400 053

Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility:

1. It is the responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility:

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. I believe that the processes and practices I followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the management representation about list of applicable laws, compliance of laws, rules and regulations and major events during the audit period.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Brajesh Gupta & Co.
Practicing Company Secretary**

Sd/-

Brajesh Gupta(Proprietor)

Mem. No.: ACS 33070

CP No.: 21306

UDIN: A033070F001046676

Date: 26/08/2024

Place: Mumbai

ANNEXURE II
FORM NO.MGT-9

Extract of Annual Return as on the Financial Year Ended on 31st March, 2024



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

1. **REGISTRATION AND OTHER DETAILS:**

i.	CIN	L93000MH2013PLC246147
ii.	Registration Date	25/07/2013
iii.	Name of the Company	Brandbucket Media & Technology Limited
iv.	Category/Sub-Category of the Company	Company Limited by Shares/Indian Non-Government Company
v.	Address of the Registered office and contact details	Office No. 302, 3rd Floor Kilfire Premises Co Op Soc Ltd, C-17, Dalia Industrial Area, New Link Road, Near Fun Republic Cinema, Andheri West, Andheri, Mumbai, Mumbai, Maharashtra, India, 400053 (shifting of RO w.e.f. 11.02.2024) Tel:91-22-62363222 Email : brandbucketmediatech@gmail.com Website: www.brandbucketmediatech.com
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Private Limited 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai – 400059 Tel: 022-23010771 / 49614132 Fax: 022-23012517 Email: Support@purvashare.com Website: www.purvashare.com Appointment Date: 23/11/2022

2. **PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

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

Sr. No.	Name and Description of Main Product Services	NIC Code of the Product /Service	% of Total Turnover of the Company
1.	Advertising & Media Consulting	73100	95%

3. **PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sr. No.	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of Shares held	Applicable Section
1.	BINARYCODE IT AND CONSULTING PRIVATE LIMITED	U72100MH2020PTC339135	Subsidiary	100	2(87)(ii)

4. **SHAREHOLDING PATTERN (Equity Share Capital) Breakup as percentage of Total Equity:**

b) **CATEGORY-WISE SHAREHOLDING:**



Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2023)				No. of Shares held at the end of the year (As on 31.03.2024)				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.Promoters									
(1) Indian									
a) Individual/HUF	1,56,165	0	1,56,165	1.49	1,56,165	0	1,56,165	0.67	-0.82
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	9,12,487	0	9,12,487	8.69	9,12,487	0	9,12,487	3.93	-4.76
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any other...	0	0	0	0	0	0	0	0	0
Sub-Total A (1)	10,68,652	0	10,68,652	10.17	10,68,652	0	10,68,652	4.60	-5.57
(2) Foreign	0	0	0	0	0	0	0	0	0
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any Other...	0	0	0	0	0	0	0	0	0
Sub-Total(A)(2):	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoters (A)=(A)(1)+(A)(2)	10,68,652	0	10,68,652	10.17	10,68,652	0	10,68,652	4.60	-5.57
B. Public Shareholding									
(1) Institutions	0	0	0	0	0	0	0	0	0
b) Mutual Fund / UTI / LIC	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Alternate Investor Fund/Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0



i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	12087	3950000	3962087	37.72	2999023	0	2999023	12.90	-24.82
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	908261	0	908261	8.64	1924261	0	1924261	8.28	-0.37
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	988000	3400000	4388000	41.78	16939296	0	16939296	72.88	31.11
c) Others (HUF, Clearing Members, Foreign Nationals, NRI, Trust)	176000	0	176000	1.68	310000	0	310000	1.33	0.36
Sub-total (B)(2):-	2084348	7350000	9434348	89.82	22172580	0	22172580	95.40	5.58
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2084348	7350000	9434348	89.82	22172580	0	22172580	95.40	5.58
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	3153000	7350000	10503000	100%	23241232	0	23241232	100%	0

(4) Change in Promoters' Shareholding (Please specify, if there is no change): Change Details as follows:

Shareholders Name	Shareholding at the beginning of the year (As on 01.04.2023)			No. of Shares held at the end of the year (As on 31.03.2024)			% Change in Shareholding during the year*
	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
A. Individuals							
Nishigandha Shashikant Keluskar	1,56,165	4.95%	NIL	1,56,165	0.67%	NIL	-4.28%
B. Bodies Corporate							



Createroi Financial Consultancy Private	4,77,400	15.14%	NIL	4,77,400	2.05%	NIL	-13.09%
Zylo enterprises private limited	4,35,087	13.80%	NIL	4,35,087	1.87%	NIL	-11.93%
Total	1068652	33.89%	NIL	1068652	4.59%	NIL	-29.30%

* % of Change in Shareholding during the year occurred due to allotment of Equity Shares on preferential basis.

(5) Shareholding Pattern of Top Ten Shareholders (Other than Director, Promoters and Holders of GDRs and ADRs):

S No.	For Each of the Top 10 Shareholders		No. of Shares held at the beginning of the year	Cumulative Shareholding during the year			
	Name of Shareholder's	As On Date					
1	At the beginning of the year	SYNEMATIC MEDIA AND CONSULTING PRIVATE LIMITED	01-04-2023	1950000	61.85	-	-
	Date wise Increase / Decrease in Share holding during the year		19-05-2023	1950000	61.85	3900000	123.69
			29-09-2023	72000	2.28	3972000	125.98
			06-10-2023	2000	0.06	3974000	126.04
			13-10-2023	74000	2.35	4048000	128.39
			10-11-2023	2000	0.06	4050000	128.45
			24-11-2023	6000	0.19	4056000	128.64
			12-01-2024	-616000	-19.54	3440000	109.10
			19-01-2024	-210000	-6.66	3230000	102.44
			26-01-2024	-158000	-5.01	3072000	97.43
			09-02-2024	-2736000	-86.77	336000	10.66
	At the End of the year		31-03-2024	0	0.00	336000	10.66
2	At the beginning of the year	DEV GANPAT PAWAR	01-04-2023	1600000	50.75	-	-
			19-05-2023	1600000	50.75	3200000	101.49



			09-02-2024	-1600000	-50.75	1600000	50.75
	At the End of the year		31-03-2024	0	0.00	1600000	50.75
3	At the beginning of the year	MAHAVEER CHAND .	01-04-2023	66000	2.09	-	-
	Date wise Increase / Decrease in Share holding during the year						
			07-04-2023	-60000	-1.90	6000	0.19
			14-04-2023	-6000	-0.19	0	0.00
	At the End of the year		31-03-2024	0	0	0	0.00
4	At the beginning of the year	SAVIO GERARD PINTO	01-04-2023	64000	2.03	-	-
			12-05-2023	20000	0.63	84000	2.26
			19-05-2023	14000	0.44	98000	3.11
			08-03-2024	64000	2.03	162000	5.14
	At the End of the year		31-03-2023	0	0.00	162000	5.14
5	At the beginning of the year	JANE SEQUEIRA PINTO	01-04-2023	62000	1.97	-	-
	Date wise Increase / Decrease in Share holding during the year						
			19-05-2023	22000	0.70	84000	2.66
			26-05-2023	10000	0.32	94000	2.98
			31-05-2023	2000	0.06	36000	3.04
			08-03-2024	20000	0.63	116000	3.68
	At the End of the year		31-03-2024	0	0	116000	3.68
6	At the beginning of the year	ASHISH NAHATA	01-04-2023	58000	1.84	-	-
	Date wise Increase / Decrease in Share holding during the year						
			28-07-2023	2000	0.06	60000	1.90
			31-07-2023	2000	0.06	62000	1.97
			13-10-2023	-16000	-0.51	46000	1.46
			20-10-2023	6000	0.19	52000	1.65



			27-10-2023	6000	0.19	58000	1.84
			15-12-2023	-2000	-0.06	56000	1.78
			19-12-2023	-2000	-0.06	54000	1.71
			12-01-2024	-32000	-1.01	22000	0.70
			31-01-2024	32000	1.01	54000	1.71
	At the End of the year		31-03-2024	0	0	54000	1.71
7	At the beginning of the year	CHITRESH KUMAR LUNAWAT	01-04-2023	54000	1.71	-	-
	Date wise Increase / Decrease in Share holding during the year		28-07-2023	2000	0.06	56000	1.78
			25-08-2023	16000	0.51	72000	2.28
			31-08-2023	6000	0.91	78000	2.47
			15.12-2023	2000	0.06	80000	2.54
			22-12-2023	2000	0.06	82000	2.60
			19-01-2024	-14000	-0.44	68000	2.16
			26-01-2024	-18000	-0.57	50000	1.59
			09-02-2024	-2000	-0.06	48000	1.52
	At the End of the year		31-03-2024	0	0.00	48000	1.52
8	At the beginning of the year	SUDHIR KANTILAL NAYAK	01-04-2023	50000	1.59	-	-
	Date wise Increase / Decrease in Share holding during the year		13-10-2023	20000	0.63	70000	2.22
	At the End of the year		31-03-2024	0	0.00	70000	2.22
9	At the beginning of the year	MINIBOSS CONSULTANCY PRIVATE LIMITED	01-04-2023	2000000	63.43	-	-
	Date wise Increase / Decrease in		19-05-2023	2000000	63.43	4000000	126.86



	Share holding during the year						
			12-01-2024	-468000	-14.84	3532000	112.02
			19-01-2024	-248000	-7.87	3284000	104.15
			09-02-2024	-2000000	-63.43	1284000	40.72
			16-02-2024	-88000	-2.79	1196000	37.93
			01-03-2024	-10000	-0.32	1186000	37.62
			08-03-2024	-198000	-6.28	988000	31.34
			29-03-2024	-150000	-4.76	838000	26.58
	At the End of the year		31-03-2024	0	0.00	838000	26.58
10	At the beginning of the year	YOGESH JOTIRAM KALE	01-04-2023	1800000	57.09	-	-
	Date wise Increase / Decrease in Share holding during the year						
			19-05-2023	1800000	57.09	3600000	114.18
			03-11-2023	14000	0.44	3614000	114.62
			12-01-2024	-162000	-5.14	3452000	109.48
			19-01-2024	8000	0.25	3460000	109.74
			09-02-2024	-1800000	-57.09	1660000	52.65
			16-02-2024	-66000	-2.09	1594000	50.56
			23-02-2024	-444000	-14.08	1150000	36.47
			29-02-2024	-100000	-3.17	1050000	33.30
	At the End of the year		31-03-2024	0	0.00	1050000	33.30

(6) **Shareholding of Directors and Key Managerial Personnel:**

S. No.	Name	Shareholding at the beginning of the year (01.04.2023)		Increase/ Decrease In shareholding	Cumulative shareholding during the year (From 01-04-2023 to 31-03-2024)	
		No. of shares	% of Total Shares		No. of shares	% of Total Shares
1.	Nishigandha Shashikant Keluskar	156165	1.49	-	156165	0.67*

* The above changes in the percentage occurred due to allotment of Equity Shares on preferential basis during the year.



(7) INDEBTEDNESS: Indebtedness of the Company including interest outstanding/ accrued but not due for payment:

Particulars	Secured Loans	Unsecured Loan	Deposits	Total Indebtedness (In Rupees)
Indebtedness at the beginning of the Financial year (01-04-2023)				
i) Principal Amount	0	-	-	0
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	0	-	-	0
Change in Indebtedness				
Addition	-	-	-	-
Reduction	0	-	-	0
Net Change	0	-	-	0
Indebtedness at the end of the financial year (31-03-2024)				
i) Principal Amount	0	-	-	0
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+ iii)	0	-	-	0

(8) REMUNERATION OF DIRECTORS AND KEYMANAGERIAL PERSONNEL:

(a) Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total
		Nishigandha Shashikant Keluskar	Sanjiv Has Mukh Shah	
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income- tax Act, 1961	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission			
	(i) As % of profit	Nil	Nil	Nil
	(ii) Others, specify...			
5.	Others, please specify	Nil	Nil	Nil



6.	Total(A)	Nil	Nil	Nil
	Ceiling as per the Act under section 197(3) Schedule V of the Companies Act,2013)			

(b) **Remuneration to Other Directors:**

S.No.	Particulars of Remuneration	Sandeep Prabhakar Khare	Amol Gulabrao Rode	Gaurav Mahendra Gore	Ramiz Rashid Sayyed	Total Amount
1.	<u>Independent Directors</u>					
a	Fee for attending Board/ Committee Meetings	Nil	Nil	Nil	Nil	Nil
b	Commission					
c	Others, please specify					
	Total (1)					
2.	<u>Other Non-Executive Directors</u>					
a	Fee for attending Board /Committee Meetings	Nil	Nil	Nil	Nil	Nil
b	Commission	Nil	Nil	Nil	Nil	Nil
c	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)					
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
	Ceiling as per the Act under section 197 (3) Schedule V of the Companies Act,2013)					

(c) **Remuneration to Key Managerial Personnel other than MD /Manager/ WTD:**

S. No.	Particulars of Remuneration	Key Managerial Personnel- Company Secretary	
		Kailas Nandu Salve	Kanika Kabra
1.	Gross salary		
	A. Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	2,40,000	2,40,000
	B. Value of perquisites u/s 17(2) Income-Tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2.	Stock Option	Nil	Nil



3.	Sweat Equity	Nil	Nil
4.	Commission -as % of profit -others, specify...	Nil	Nil
5.	Others, please specify	Nil	Nil
6.	Total	2,40,000	2,40,000

(9) **PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Property/Punishment/Compounding Fees imposed	Authority	Appeal made, if any (give details)
				RD/NCLT/COURT	
A) COMPANY					
Penalty	None				
Punishments					
Compounding					
B) DIRECTORS & C) OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishments					
Compounding					

By order of the Board of Directors
For, Brandbucket Media & Technology Limited

Sd/-
Gaurav Mahendra Gore
Director
DIN: 08534900
Place: Mumbai
Date: 04/09/2024

Sd/-
Nishigandha Shashikant Keluskar
Managing Director
DIN: 09154554



ANNEXURE III
NOMINATION & REMUNERATION POLICY

PREFACE

The Company considers human resources as its invaluable assets. This policy on Nomination & Remuneration of Directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation"), as amended from time to time, in order to pay equitable remuneration to the Directors, KMPs and Employees of the Company and to harmonize the aspirations of human resources consistent with the goals of the Company.

This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

DEFINITIONS:

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

"Key Managerial Personnel" means:

- i) Managing Director, or Chief Executive Officer or Manager;
- ii) Whole-time Director
- iii) Chief Financial Officer;
- iv) Company Secretary; and
- v) Such other officer as may be prescribed.

"Senior Managerial Personnel" mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

OBJECTIVE:

The objective of the policy is to ensure that:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

ROLE OF THE COMMITTEE:

The role of the NRC will be the following:

- Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board for their appointment and removal and shall carry out evaluation of every director's performance;
- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for directors, KMPs and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;



- Devising a policy on diversity of board of directors;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Determine our Company's policy on specific remuneration package for the Managing Director/ Executive Director including pension rights;
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole time Directors;
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.; and
- To formulate and administer the Employee Stock Option Scheme.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.



REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

1. Remuneration to Managing Director / Whole-time Directors:

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2. Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i The Services are rendered by such Director in his capacity as the professional; and
 - ii In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

3. Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive any, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.



b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.

c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.

e) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.

By order of the Board of Directors

For, Brandbucket Media & Technology Limited

Sd/-

Gaurav Mahendra Gore

Director

DIN: 08534900

Sd/-

Nishigandha Shashikant Keluskar

Managing Director

DIN: 09154554

Place: Mumbai

Date: 04/09/2024



DISCLOSURES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 ARE AS UNDER:

Sr. No	Disclosure Requirement	Disclosure Details		
		Director	Designation	Ratio
1	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2023-24	Nishigandha Shashikant Keluskar	Managing Director	Nil
		Kailas Nandu Salve	CFO(KMP)	1:1
		Sandeep Prabhakar Khare	Independent Director	Nil
		Gaurav Mahendra Gore	Non Executive Director	Nil
		Amol Gulabrao Rokade	Independent Director	Nil
		Sanjiv Hasmukh Shah	Executive Director	Nil
		Ramiz Rashid Sayyed (ceased w.e.f. 07.09.2023)	Additional Executive Director	Nil
2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Directors and other Key Managerial Personnel	Designation	% increase in remuneration
		Nishigandha Shashikant Keluskar	Managing Director	Nil
		Kailas Nandu Salve	CFO(KMP)	0.00
		Sandeep Prabhakar Khare	Independent Director	Nil
		Gaurav Mahendra Gore	Non Executive Director	Nil
		Amol Gulabrao Rokade	Independent Director	Nil
		Sanjiv Hasmukh Shah	Executive Director	Nil
		Ramiz Rashid Sayyed (ceased w.e.f. 07.09.2023)	Additional Executive Director	Nil
		CS Kanika Kabra	Company Secretary	0.00
3	The percentage increase or Decreases in the median remuneration of employees in the financial year	0.00		



4	The number of permanent employees on the rolls of Company	8
5	The explanation on the relationship between average increase in remuneration and Company performance	NA
6	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	NA
7	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration	N.A.
8	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company	Key Managerial Personnel
9	Key parameters for any variable component of remuneration availed by the directors	N.A.
10	Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	NIL
11	It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial personnel and Senior Management	The Company is in compliance with its compensation policy.

By order of the Board of Directors

For, Brandbucket Media & Technology Limited

Sd/-

Gaurav Mahendra Gore

Director

DIN: 08534900

Place: Mumbai

Datess: 04/09/2024

Sd/-

Nishigandha Shashikant Keluskar

Managing Director

DIN: 09154554



Annexure V

A. General Shareholder Information:

a.	AGM: Day, Date, Time and Venue	Monday, 30th September, 2024 At 03:00 P.M At Office Office No. 302, 3rd Floor Kilfire Premises Co Op Soc Ltd, C-17, Dalia Industrial Area, New Link Road, Near Fun Republic Cinema, Andheri West, Andheri, Mumbai, 400053
b.	Financial Year	1 st April, 2023 to 31 st March, 2024
c.	Date of Book Closure	24 th September, 2024 to 30 th September,2024
d.	Listing on Stock Exchanges	The Shares of the Company are listed on The Bombay Stock Exchange Ltd (SME Segment) BSE Limited (SME Platform) 25 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 4000 01
e.	Scrip Code	543439
f.	Scrip ID	BRANDBUCKT
g.	ISIN	INE0ILD01014
h.	Payment of Listing Fee	The Company confirms that it has paid Annual listing fees due to the stock exchange for the financial year 2023- 2024
i.	Market Price Data: (High, Low during each month in last financial year 2023-24)	*Table attached below
j.	Registrar and share transfer agents	Purva Sharegistry (India) Private Limited 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai – 400059 Tel: 022-23010771 / 49614132 Fax: 022-2301 2517 Email: Support@purvashare.com Website: www.purvashare.com Appointment Date: 23/11/2022 Satellite Corporate Services Private Ltd 106 & 107, Dattani Plaza, Kurla Andheri Road, Kurla (w), Nr. Safed Poll East West Ind Estate, Mumbai, MH- 400072 Tel :2228520461 Email: service@satellitecorporate.com Website: www.satellitecorporate.com Resignation Date: 23/11/2022

***Market Price Data**

Month	High	Low	No. of shares traded
April, 2023	22.57	17.55	1,66,000
May, 2023	28.10	18.00	2,80,000
June, 2023	27.66	23.47	1,14,000
July, 2023	25.95	20.40	1,24,000
August, 2023	23.24	20.11	1,48,000
September, 2023	33.03	20.47	3,48,000
October, 2023	42.14	28.60	4,26,000
November, 2023	36.75	31.52	1,40,000
December, 2023	38.83	32.50	1,36,000
January, 2024	45.40	28.01	33,54,000
February, 2024	27.94	15.52	40,62,000
March, 2024	17.77	11.65	16,90,000

B. Other Information**(i) Quarterly and Half-yearly financial results**

The Half yearly and Annual Results of the Company are available on the website of the Company www.brandbucketmediatech.in. The Half-Year Results and Annual Results of the Company are regularly submitted to the Stock Exchanges in accordance with the Listing Agreement and are published in a leading English daily newspaper.

The 'Investors' section on the Company's website keeps the investors updated on material developments in the Company by providing key and timely information such as Financial Results, Annual Reports etc. Members also have the facility of raising queries/making complaints on share related matters through a facility provided on the Company's website.

The Company has a dedicated help desk with email ID: brandbucketmediatech@gmail.com in the Secretarial Department for providing necessary information to the investors.

1. Official News Releases

Official news releases are made whenever it is considered necessary. The Financial Results and other Communications of the Company were normally published in 2 papers i.e. English 'Active Times' and Marathi 'Praathkaal'.

2. The presentation made to institutional investors or to the analysts

There were no specific presentation made to the investors or analysts during the year

3. Dividend payment date: Not Applicable**4. Stock Market Data**

During the year the trading of the shares of the Company continues shares of the Company is regularly trading in M Group.

Stock Code: 543439

ISIN: INE0ILD01014

Distribution of Shareholding as on 31st March, 2024



Share or Debenture holding Nominal Value	Number of Shareholders	% to Total Numbers	No of Share or Debenture holding	% Total Amount
Up To 100	3	0.41	261	0
101 To 200	0	0	0	0
201 To 500	0	0	0	0
501 To 1,000	0	0	0	0
1001 To 5,000	504	69.61	1264000	5.44
5001 To 10,000	115	15.88	864000	3.72
10001 To 1,00,000	84	11.60	2304087	9.91
1,00,001 and Above	18	2.49	18808884	80.93
Total	724	100	23241232	100

Pattern of Shareholding as on 31st March, 2024

Sr. No	Category of Shareholders	No. of shares Held	Percentage of holdings
1.	Promoters	1068652	10.17%
2.	Foreign Institutional Investors/ Mutual Funds	-	-
3.	Bodies Corporate	2999023	12.90%
4.	Individual shareholders holding nominal shares Capital up to Rs. 2 Lakhs	2438261	10.49%
5.	Individual Shareholders holding nominal Shares Capital in excess of Rs.2 Lakhs	16425296	70.67%
6.	Clearing Members	22000	0.09%
7.	LLP	12000	0.05%
8.	Hindu Undivided Family	240000	1.03%
9.	Trusts	-	-
10.	Non Resident Indians (Non Repatriable)	0	0.00%
11.	Non Resident Indians (Repatriable)	36000	0.15%
11.	Foreign National	-	-
12.	Any other specify	-	-
	Total	22172580	100%



ANNEXURE VI MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(ii) INDUSTRY OVERVIEW:

Your Directors have pleasure in presenting the management discussion and analysis report for the year ended on March 31, 2024. The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The Management of the Company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the Company and its outlook for the future. This outlook is based on Management's own assessment and it may vary due to future economic and other future developments in the country.

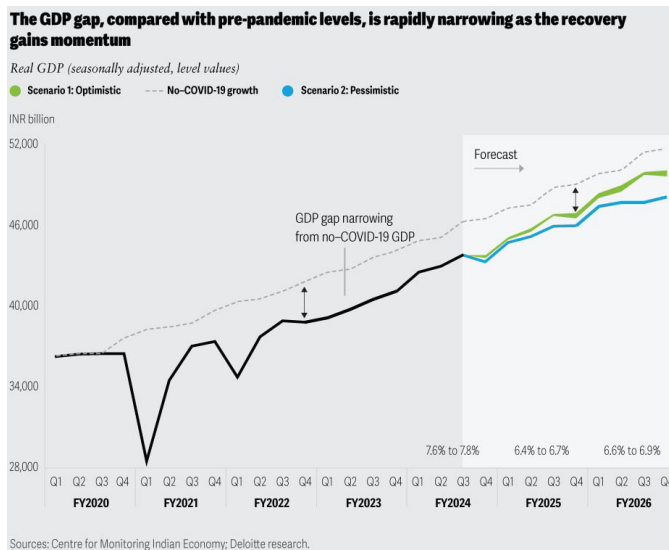
GLOBAL ECONOMIC OUTLOOK

The baseline forecast is for the world economy to continue growing at 3.2 percent during 2024, at the same pace as in 2023. A slight acceleration for advanced economies—where growth is expected to rise from 1.6 percent in 2023 to 1.7 percent in 2024 and 1.8 percent in 2025—will be offset by a modest slowdown in emerging market and developing economies from 4.3 percent in 2023 to 4.2 percent in both 2024 and 2025. The forecast for global growth five years from now—at 3.1 percent—is at its lowest in decades. Global inflation is forecast to decline steadily, from 6.8 percent in 2023 to 5.9 percent in 2024 and 4.5 percent in 2025, with advanced economies returning to their inflation targets sooner than emerging market and developing economies. Core inflation is generally projected to decline more gradually. The global economy has been surprisingly resilient, despite significant central bank interest rate hikes to restore price stability. Chapter 2 explains that changes in mortgage and housing markets over the pre-pandemic decade of low interest rates moderated the near-term impact of policy rate hikes. Chapter 3 focuses on medium-term prospects and shows that the lower predicted growth in output per person stems, notably, from persistent structural frictions preventing capital and labor from moving to productive firms. Chapter 4 further indicates how dimmer prospects for growth in China and other large emerging market economies will weigh on trading partners.

United Nations Projection (World Economic Situation and Prospects, mid-2024): India's economy is projected to grow by 6.9% in 2024 and 6.6% in 2025.

The 6.9% growth forecast for 2024 is an upward revision from the earlier 6.2% projection made in January 2024

INDIAN ECONOMIC OUTLOOK



India’s GDP took a big leap on Leap Day in 2024: The country’s remarkable growth rate of 7.8 % in the third quarter of the fiscal year 2024 surpassed all expectations, as market analysts had penciled in a slower growth this quarter, between 6.6% and 7.2%. projected growth for the quarter was between 7.1% and 7.4%. With substantial revisions to the data from the past three quarters of the fiscal year, India’s GDP growth already touched 8.2% year over year (YoY) in these quarters.

We have revised our growth prediction for this year to a range of 7.6% to 7.8%, up from our previous estimates due to GDP revisions and stronger-than-expected growth in fiscal 2024. However, we expect growth in the fourth quarter to be modest because of uncertainties related to India’s 2024 general elections and modest consumption growth. Our expectations for the near-term future remain in line with previous forecasts with a slight change in the forecast range due to a higher base effect in fiscal 2024. We believe GDP growth to be around 6.6% in the next fiscal year (fiscal 2025) and 6.75% in the year after (fiscal 2026), as markets learn to factor in geopolitical uncertainties in their investment and consumption decisions.

INDUSTRY STRUCTURE AND DEVELOPMENTS. SEGMENT WISE PERFORMANCE

The Company operates in three reportable segments i.e. Commodity Trading Business, Finance Business Activities and Information Technology. During the year company has started new business growing Digital Media Space with the launch of “GudGudi” the first OTT Channel dedicated to humour.

The Viewers would have free access to GudGudi and enjoy both professionally produced Content as well as User Generated Content. It would stream Comedy Movies and TV Series, Stand-up Comedy and humorous Poetry (HasyaKavi) Sessions. It would include Classic Shows and Movies from yesteryears to take Viewers down memory lane. It would also be streaming freshly produced Content made exclusively for Gudgudi as well to attract young Viewers.

The business Segments has been identified as separate segment in accordance with Accounting standard 17 ‘Segment Reporting’. The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, guidelines issued by the Securities and Exchange Board of India (SEBI) and Generally Accepted Accounting Principles (GAAP) in India. The Company has decided to venture in to new business i.e Sports and Entertainment Industry which will help the Company to faces stiff competition and perform well in the long run.

OPPORTUNITIES & THREATS

The growth of the Company is subject to opportunities and threats as are applicable to the industry from time to time. The Company has risk management policy in place for risk assessment and treatment of the same. Due to rise in Competitive business, the company has decided to change the name and object of the Company to expand and diversified the business in Sports and Entertainment Industry.



Company believed change in industry due to will be more beneficial to sustain in the long run of business.

RISK & CONCERN

The Company is mainly exposed to market risk (including liquidity risk), interest risk and credit risk. While risk is an inherent aspect of any business, the Company is conscious of the need to have an effective monitoring mechanism and has put in place appropriate measures for its mitigation including business portfolio risk, financial risk, legal risk and internal process risk.

INTERNALCONTROLSYSTEM

The Company has a sound internal control system and the company has also appointed Internal Audit. All transactions are subject to proper scrutiny. The Management takes immediate corrective action wherever it is being pointed out to help streamline the internal control process. Also the CEO and CFO certification provided in the CEO and CFO certification section in Annual Report discusses the adequacy of internal control systems and procedures.

HUMAN RESOURCES

The Management believes in maintaining cordial relations with its employees. The management recognizes the importance of Human Resources and effective steps will be taken to strengthen the same depending on the requirements. The Company provided excellent working environment so that the individual staff can reach his/her full potential. The Company is poised to take on the challenges and march towards accomplishing its mission with success. The Company maintained good Industrial/Business relation in market which enhanced the creditworthiness of the Company.

(iii) OUT OF HOME ADVERTISING NETWORK:

Our out-of-home advertising network consists of (i) our commercial location network (including our outdoor LED, movie theater networks), in-store network, and our poster frame network, which we collectively refer to as our digital out-of-home television networks, (ii) our mobile handset advertising network and (iii) our Internet advertising agency business.

The significant increase in our operating results since we commenced our current business operations is attributable to a number of factors, including the substantial expansion of our flat-panel display network, the launch and ongoing expansion of our in-store network, the commencement of operations of our poster frame network, the successful execution of strategic acquisitions, such as our acquisition of Framedia, Target Media, Focus Media Wireless, Allyes and CGEN, and the growing acceptance of our multi-platform network as an appealing advertising medium by our clients.

We expect our future growth to be driven by a number of factors and trends including:

1. Our ability to increase sales of advertising time slots and extend the duration of our advertising cycle on our commercial location and in-store networks;
2. Our ability to expand our client base through promotion of our services and cross-selling;
3. Our ability to identify and create new advertising channels by establishing separate advertising networks that enable advertisers to target a diverse range of consumer groups with specific demographic profiles;
4. Our ability to successfully enter into the mobile handset network advertising business, in part through our acquisition of Focus Media Wireless;
5. Our ability to successfully operate and market our new outdoor LED network;
6. Our ability to successfully operate and market our new Internet advertising marketing and technology agency; and



7. Our ability to acquire companies that operate advertising businesses complementary to our existing operations.

CHANGES IN KEY FINANCIAL RATIOS:

Pursuant to provisions of Regulation 34 (3) of SEBI (LODR) Regulation, 2015 read with Schedule V part B(1) details of changes in Key Financial Ratios is given in the financial statement for the FY 2023-24 as attached below :

DISCLOSURE ON WEBSITE:

Following information has been disseminated on the website of the Company at kamalakshifinance.wordpress.com

1. Details of business of the Company
2. Terms and conditions of appointment of Independent Directors
3. Composition of various Committees of Board of Directors
4. Code of Conduct for Board of Directors and Senior Management Personnel
5. Details of establishment of vigil mechanism/Whistle Blower policy
6. Criteria of making payments to Non-Executive Directors
7. Policy on dealing with Related Party Transactions
8. Policy for determining 'material' subsidiaries
9. Details of familiarization programmes imparted to Independent Directors
10. Policy for determination of materiality of events

DISCLOSURE OF PENDING CASES/INSTANCES OF NON-COMPLIANCE:

There were no non-compliances by the Company except delay submission of report's, compliance with BSE and only one instances of penalties imposed on the Company by the BSE only and no other by SEBI or any other statutory authority on any matter related to the capital market during the last years. The Company has been impleaded in certain legal cases related to disputes over title to shares arising in the ordinary course of share transfer operations. However, none of these cases are material in nature, which may lead to material loss or expenditure to the Company.

CAUTIONARY STATEMENT

Statement made here in describing the Company's expectations is "forward looking statement." The actual results may differ from those expected or predicted since the Company's operations are influenced by many external factors which are beyond the control of the Company. Prime factors that may make difference to the Company's performance include market conditions, economic conditions, Government regulations and Tax Laws, Political situation etc over which the Company does not have any direct control.

By order of the Board of Directors

For Brandbucket Media & Technology Limited

Sd/-

Gaurav Mahendra Gore

Director

DIN: 08534900

Sd/-

Nishigandha Shashikant Keluskar

Managing Director

DIN: 09154554

Place: Mumbai

Date: 04/09/2024

ANNEXURE VII



CEO/CFO CERTIFICATION

I, **Kailas Nandu Salve**, CFO of Brandbucket Media & Technology Limited (“company”) hereby certify that:

- i. We have reviewed the Financial Statements and the Cash Flow Statement of the Company for the financial year ended March 31, 2024 and that to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- ii. There are, to the best of our knowledge and belief, no transactions entered into by the company during the period, which are fraudulent, illegal or violative of the company’s code of conduct.
- iii. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- iv. We have indicated to the auditors and the Audit Committee
 - Significant changes, if any, in internal control over financial reporting during the year;
 - Significant changes, if any, in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company’s internal control system over financial reporting.

Sd/-

Kailas Nandu Salve
Chief Financial Officer
Date-04/09/2024

DECLARATION



COMPLIANCE OF CODE OF CONDUCT BY BOARD MEMBERS AND SENIOR MANAGEMENT

Compliance with the Code of Business Conduct and Ethics:

I, hereby confirm that, as per the provisions Regulation 26 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the “Code of Conduct for the Board of Directors and the Senior Management Personnel”, for the financial year 2023-24.

For **Brandbucket Media & Technology Limited**

Sd/-

Nishigandha Shashikant Keluskar

Managing Director

DIN: 09154554

Date: 04/09/2024

Place: Mumbai



(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**To,
The Members,
M/s. Brandbucket Media & Technology Limited**

Office No. 302, 3rd Floor Kilfire Premises Co
, C-17, Dalia Industrial Area, New Link Road,
Near Fun Republic Cinema,
Andheri West, Andheri, Mumbai, 400053

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s. Brandbucket Media & Technology Limited**, having **CIN L93000MH2013PLC246147** and having **Registered office at Office No. 302, 3rd Floor Kilfire Premises Co Op Soc Ltd, C-17, Dalia Industrial Area, New Link Road, Near Fun Republic Cinema, Andheri West, Andheri, Mumbai, Maharashtra, India, 400053** produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), BSE as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name Of Directors	DIN	Date of Appointment	Status of the Directors
1.	Gaurav Mahendra Gore	08534900	14/08/2019	Deactivated
2.	Nishigandha Shashikant Keluskar	09154554	10/04/2021	Active
3.	Sandeep Prabhakar Khare	09318311	18/09/2021	Deactivated
4.	Amol Gulabrao Rokade	09325082	23/09/2021	Deactivated
5.	Sanjiv Hasmukh Shah	06709778	20/10/2022	Active

I further hereby inform that, ensuring the eligibility for the appointment / continuity of Director on the Board is the responsibility of the Company. Our responsibility is to issue this certificate based on verification of documents and information available in the public domain. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Brajesh Gupta & Co.
Practicing Company Secretary**

Sd/-
Brajesh Gupta (Proprietor)
Membership No- 33070
COP No-21306
UDIN: A033070F001046698
Place: Indore
Date: 26/08/2024

Financial Year

2023-24

Brandbucket Media &
Technology Limited

Auditors

S. D. Mehta & Co.

Chartered Accountants

STANDALONE FINANCIAL STATEMENTS

Independent Auditors' Report

To the Members of,
Brandbucket Media & Technology Limited

1. Qualified Opinion

We have audited the accompanying Standalone Financial Statements of **Brandbucket Media & Technology Limited (the "Company")** which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in the 'Basis for Qualified Opinion' section of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the Profit and other comprehensive Income, and its cash flows for the year ended on that date.

Basis of Qualified Opinion

As described in Note 16 to the Notes Forming part of the financial statements, concerning the purchases Amounting to Rs. 29.02 crores includes items like Biscuits, Aerated water, razors etc. In our opinion these items do not form part of companies business particularly when in respect of these items, no sales have been made by the company. Also no stock records are available in respect of these items.

As described in Note 14 to the Notes Forming part of the financial statements, in absence of proper information and logical explanation given by the company, we are unable to verify the correctness of transactions appearing in Input GST A/c.

As described in Note 6 and 12 to the Notes Forming part of the financial statements, the correctness of figures of debtors and creditors are not verifiable in absence of confirmations from respective debtors and creditors as the same have not been made available for verification till the time of issue of this report.

As described in Note 9 to the Notes Forming part of the financial statements, the company has incurred capital expenditure on Software to the tune of Rs. 168.645 Lakhs during the year under review. However, authentic evidence and details of the said expenditure have not been provided to the auditor till the time of issue of this report.

As described in Note 13 to the Notes Forming part of the financial statements, in view of voluminous entries, the banking transactions requires verification with bank statement on individual entry basis.

As described in Note 6 to the Notes Forming part of the financial statements, regarding provision made for Expenses Payable, the details of proportion and heads of the same are not provided to us till the time of issue of the report.

As described in Note 17 to the Notes Forming part of the financial statements, regarding Employee benefit cost which includes salary expenses, the total salary expenses amount to Rs. 22.66 Lakhs. However, salary expenses have been provided through journal entries and otherwise than by way of banking channels. The said salary transactions are only verifiable upon confirmations from the receiving parties.

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our qualified audit opinion on the Standalone Financial Statements.

Key Audit Matters

Key Audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's

Information, but does not include the Standalone Financial Statements and our auditor's report thereon.

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

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

2. Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in the section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the respective Management and Board of Directors are responsible for assessing the ability of company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

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

3. Auditor's Responsibility for the audit of the Standalone Financial Statements

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

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

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

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative

factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance of the Company included in the Standalone Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

4. Report on Other Legal and Regulatory Requirements

- i. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section (11) of section 143 of the Companies Act, 2015 we give in the "**Annexure-A**" a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
- ii. As required by section 143(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit, except for the matters described in the Basis for Qualified Opinion paragraph;
 - b. In our opinion proper books of account as required by law relating to preparation of the afore said Standalone Financial Statements have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, Statement of Profit and Loss including other comprehensive Income, Statement of changes in equity and Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Standalone Financial Statements.

- d. In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under section 133 of the Act, read with the Rule 7 of the Companies (Accounts) Rules, 2014, except for possible effects of the matters described in the Basis for Qualified Opinion paragraph;
- e. The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the company;
- f. On the basis of written representations received from the directors as on March 31, 2024, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of section 164(2) of the Act.
- g. The qualification relating to the other matters connected with the Standalone Financial Statements are as stated in the Basis for Qualified Opinion paragraph above;
- h. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”; Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.
- i. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- j. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and accordance to the explanation given to us:
 - i. The company does not have any pending litigations as informed to us which would impact its financial position.
 - ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The respective Managements of the Company, whose Standalone Financial Statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either

individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Company, whose Standalone Financial Statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company whose Standalone Financial Statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

V. In Our Opinion and according to the information and explanation given to us, the company has not declare any dividend.

VI. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which does not have a feature of recording audit trail facility enabled and the same was not operated throughout the year for all relevant transactions recorded in the software.

For, **S. D. Mehta & Co.**
Chartered Accountants
(Registration No. 137193W)

Date: 30th May, 2024
Place: Ahmedabad

Shaishav D. Mehta
Partner
M.No.: 032891
UDIN: 24032891BKAFZN9533

Annexure-A to Independent Auditors' Report

Referred to in Paragraph 4(i) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date.

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

1. In respect of Property, Plant and Equipment and Intangible Assets:

- a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
(B) The Company has maintained proper records showing full particulars of intangible assets Except for the matters described in the Basis for Qualified Opinion paragraph.
- b. The Property, Plant and Equipment and right-of-use assets are physically verified by the management at regular intervals and in our opinion is reasonable having regard to the size of Company and the nature of its assets. Pursuant to the verification a portion of the Property, Plant and Equipment has been physically verified by the management during the year and no material discrepancies have been noticed on such verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company does not possess any immovable property and as such this para is not applicable.
- d. The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- e. The company doesn't have any proceedings initiated or are pending against for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there.

2.

- a. The Company has not maintained inventory records for the year under consideration.
- b. During the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks and financial institution on the basis of security of current assets.

3. The Company has neither made any investment nor granted any loans secured or unsecured to any companies, firms or other parties covered in the register required to be maintained under section 189 of the Companies Act, 2013.

4. The Company has complied with the provisions of section 185 and section 186 of the Companies Act 2013 in respect of the loans granted, investments made and guarantees and securities provided, as applicable.

5. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

6. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company

7. In respect of Statutory Dues:

a. In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. However, company is irregular in depositing of Tax deducted amount to the income tax authorities.

There were undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable are as under:

Name of Statute	Nature of dues	Amount (Rs.)	Assessment year to which the amount relates	Demand Raised By
Income Tax Act, 1961	Income Tax	4,56,850/-	2018-2019	CPC, Income tax Department
Income Tax Act, 1961	Income Tax	74,610/-	2016-2017	CPC, Income tax Department
Income Tax Act, 1961	Income Tax	80,840/-	2014-2015	Assessing Officer, Income tax Department

b. According to the information and explanation given to us, there were no dues of Goods and services tax, sales tax, Income tax and Cess which have not been deposited on account of any dispute.

8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

9.

- a. The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c. The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- d. On an overall examination of the Standalone Financial Statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e. On an overall examination of the Standalone Financial Statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- f. The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.

10.

- a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b. The Company has made preferential allotment of shares during the year and have complied with the provisions of section 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI Regulations. According to information and explanations given to us and on the basis of our examination of the records of the Company, the company has not made any private placement of shares and has not raised funds by way of issue of fully, partly or optionally convertible debentures during the year.

11.

- a. No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.

- c. We have not been provided with any details relating to the whistle blower complaints received by the Company during the year, while determining the nature, timing and extent of our audit procedures and as such we are unable to express our opinion on this para.
12. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
13. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.
14. The company has not provided internal audit report for the year and as such we are not able to give opinion on the internal audit system.
15. In our opinion during the year, the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
16.
 - a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
 - b. In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
17. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
18. There has been resignation of the statutory auditors of the Company during the year by M/s Bhagat & Co. However, the outgoing auditor has not communicated any objections or concerns to us.
19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however,

state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20.

- a. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For, **S. D. Mehta & Co.**
Chartered Accountants
(Registration No. 137193W)

Date: 30th May, 2024

Place: Ahmedabad

Shaishav D. Mehta
Partner
M.No.: 032891
UDIN: 24032891BKAFZN9533

Annexure-B to Independent Auditors' Report

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Brandbucket Media & Technology Limited** ("the Company") as of 31 March 2024 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, **S. D. Mehta & Co.**
Chartered Accountants
(Registration No. 137193W)

Date: 30th May, 2024

Place: Ahmedabad

Shaishav D. Mehta
Partner
M.No.: 032891
UDIN: 24032891BKAFZN9533

BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

(CIN: L93000MH2013PLC246147)

(Address: 208, Shiv Shakti SRA CHS Ltd, 2nd Floor, Link Road, Anna Nagar, Andheri West, Mumbai, Maharashtra, 400053)

Balance Sheet as at 31 March 2024

(Rs in lakhs)

Particulars	Note	31 March 2024	31 March 2023
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	3	2,324.12	1,050.30
(b) Reserves and Surplus	4	5,594.58	2,468.54
Total		7,918.70	3,518.84
(2) Non-current liabilities			
(a) Deferred Tax Liabilities (net)	5	31.89	7.69
Total		31.89	7.69
(3) Current liabilities			
(a) Trade Payables	6		
- Due to Micro and Small Enterprises		-	-
- Due to Others		2,885.57	140.28
(b) Other Current Liabilities	7	-	20.57
(c) Short-term Provisions	8	48.88	79.82
Total		2,934.45	240.67
Total Equity and Liabilities		10,885.04	3,767.20
II. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment and Intangible Assets			
(i) Property, Plant and Equipment	9	-	-
(ii) Intangible Assets		369.03	278.98
(b) Non-current Investments	10	4,525.25	120.25
(c) Long term Loans and Advances	11	187.27	2,595.73
Total		5,081.55	2,994.96
(2) Current assets			
(a) Trade Receivables	12	5,533.81	533.11
(b) Cash and cash equivalents	13	78.38	239.13
(c) Other Current Assets	14	191.30	-
Total		5,803.49	772.24
Total Assets		10,885.04	3,767.20

See accompanying notes to the financial statements

As per our report of even date

For S. D. Mehta & Co.

Chartered Accountants

Firm's Registration No. 137193W

**For and on behalf of the Board of
BRANDBUCKET MEDIA & TECHNOLOGY LIMITED****Mrs. KANIKA KABRA**
Company Secretary**SANDEEP KHARE**
Director**Shaishav D. Mehta**

Partner

Membership No. 032891

UDIN: 24032891BKAFZN9533

Place: Ahemdabad

Date: 30 May 2024

NISHIGANDHA KELUSKAR

Managing Director

09154554

GAURAV GORE

Director

08534900

Place: Mumbai

Date: 30 May 2024

BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

(CIN: L93000MH2013PLC246147)

(Address: 208, Shiv Shakti SRA CHS Ltd, 2nd Floor, Link Road, Anna Nagar, Andheri West, Mumbai, Maharashtra,

Statement of Profit and loss for the year ended 31 March 2024

(Rs in lakhs)

Particulars	Note	31 March 2024	31 March 2023
Revenue from Operations	15	3,132.96	1,831.31
Total Income		3,132.96	1,831.31
Expenses			
Purchases of Stock in Trade	16	2,902.71	1,692.28
Employee Benefit Expenses	17	27.99	18.55
Depreciation and Amortization Expenses	18	78.60	61.66
Other Expenses	19	30.61	22.99
Total expenses		3,039.91	1,795.48
Profit/(Loss) before Exceptional and Extraordinary Item and Tax		93.05	35.83
Exceptional Item		-	-
Profit/(Loss) before Extraordinary Item and Tax		93.05	35.83
Extraordinary Item		-	-
Profit/(Loss) before Tax		93.05	35.83
Tax Expenses	20		
- Current Tax		-0.01	11.80
- Deferred Tax		24.20	-2.84
Profit/(Loss) after Tax		68.86	26.87
Earnings Per Share (Face Value per Share Rs.10 each)			
-Basic (In Rs)	21	0.49	0.26
-Diluted (In Rs)	21	0.49	0.26

See accompanying notes to the financial statements

As per our report of even date

For S. D. Mehta & Co.

Chartered Accountants

Firm's Registration No. 137193W

**For and on behalf of the Board of
BRANDBUCKET MEDIA & TECHNOLOGY LIMITED****Mrs. KANIKA KABRA SANDEEP KHARE**

Company Secretary Director

Shaishav D. Mehta

Partner

Membership No. 032891

UDIN: 24032891BKAFZN9533

Place: Ahemdabad

Date: 30 May 2024

NISHIGANDHA KELUSKAR

Director

09154554

GAURAV GORE

Director

08534900

Place: Mumbai

Date: 30 May 2024

BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

CIN : L93000MH2013PLC246147

Registered Office : 208, 2nd Floor, Shiv Shakti, SRA CHS Ltd, Link Road, Anna Nagar, Andheri West, Mumbai-400053

Standalone Cash Flow Statement for the period ended on 31-03-2024

Rs. In Lakhs

Particulars	Note No	For Year ended 31 March 2024	For Year ended 31 March 2023
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax for the year		93.06	35.83
Adjustments for:			
Depreciation and amortisation		78.60	61.67
(Gain)/Loss on disposal of property, plant and equipment		-	-
(Gain)/Loss on disposal of Investments		-	-
(Gain)/Loss on investments measured at fair value through profit and loss		-	-
Provision for Income tax and Deferred Tax		-	-
Bad debts, provision for trade receivables and advances, net		-	-
Finance Cost		-	-
Interest Income & Dividend Income		-	-
Operating profit before working capital changes		171.66	97.50
Adjustment for (increase) / decrease in operating assets			
Trade receivables		-5,000.71	77.07
Unbilled revenue		-	-
Loans & Advances		-	-2,595.72
Other financial assets		-	-
Inventories		-	-
Other current assets		-191.29	-
Adjustment for (Increase) / decrease in operating liabilities			
Trade payables		2,745.29	8.02
Other financial liabilities		-	-
Other Liabilities		-20.56	-43.45
Provisions		-30.94	60.35
Cash generated from operations		-2,326.55	-2,396.23
Income tax paid (net)		-	11.80
Net cash generated by operating activities		-2,326.55	-2,408.03
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments to acquire financial assets		-	-
Purchase of property, plant and equipment		-	-
Purchase of Intangible Assets		-168.65	-
Purchase of other Investments		-74.00	-
Inter-corporate deposits matured		-	-
Proceeds from disposal of property, plant and equipment		-	-
Proceeds from disposal of intangible assets		-	-
Proceeds from ear marked deposits with banks		-	-
Proceeds from sale of other Investment		-	-
Loan and Advances(net)		2,408.45	-
Change in other non current assets		-	-
Interest received & Dividend received		-	-
Net cash (used in) / generated by investing activities		2,165.80	-
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from short term borrowings		-	-
Repayment of shor term borrowings		-	-

Proceeds from long term borrowings	-	-
Repayment of long term borrowings	-	-
Finance cost	-	-
Dividend paid (including tax on dividend)	-	-
Issue of Equity Shares	-	2,479.12
Other Equity	-	-
Net cash used in financing activities	-	2,479.12
Net increase / (decrease) in cash and cash equivalents	-160.75	71.09
Cash and cash equivalents at the beginning of the year	239.13	168.04
Exchange gain loss on Cash and cash equivalents	-	-
Cash and cash equivalents at the end of the year	78.38	239.13

Particulars		For Year ended 31 March 2023
Reconciliation of Cash and Cash Equivalents with Balance Sheet:		
Cash and cash equivalents includes		
Cash on hand	0.94	1.43
Balances with Banks	77.45	237.70

Chartered Accountants
For S. D. Mehta & Co.
Chartered Accountants
Firm's Registration No. 137193W

For and on behalf of the Board of
BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

Mrs. KANIKA KABRA **SANDEEP KHARE**
Company Secretary Director

Shaishav D. Mehta
Partner
Membership No. 032891
UDIN: 24032891BKAFZN9533
Place: Ahemdabad
Date: 30 May 2024

NISHIGANDHA KELUSKAR **GAURAV GORE**
Director Director
09154554 08534900

Place: Mumbai
Date: 30 May 2024

BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

(CIN: L93000MH2013PLC246147)

Notes forming part of the Financial Statements

1 COMPANY INFORMATION

Brandbucket Media & Technology Ltd (“the Company”) is a listed entity incorporated in India in the year 2013. The Registered office of the company is located at 208, Shiv Shakti SRA CHS Ltd, 2nd Floor, Link Road, Anna Nagar, Andheri West, Mumbai, Maharashtra, 400053. The Company is Primarily engaged in media and technology operating services. The Shares of the company are listed in Bombay Stock Exchange.

2 SIGNIFICANT ACCOUNTING POLICIES

a Basis of Preparation

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (‘Indian GAAP’) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, as applicable. The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value.

b Use of estimates

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expense during the year. Examples of such estimates include provisions for doubtful receivables, provision for income taxes, the useful lives of depreciable Property, Plant and Equipment and provision for impairment. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognised in the period in which the results are known / materialise.

c Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, less accumulated depreciation / amortisation. Costs include all expenses incurred to bring the asset to its present location and condition.

d Depreciation / amortisation

In respect of Property, Plant and Equipment (other than freehold land and capital work-in-progress) acquired during the year, depreciation/amortisation is charged on a straight line basis so as to write-off the cost of the assets over the useful lives.

Type of	Period
Buildings	30 Years
Plant and Equipment	15 Years
Furniture and Fixtures	10 Years
Vehicles	8 Years
Office equipment	5 Years
Computers	4 Years

e Leases

Assets taken on lease by the Company in its capacity as lessee, where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating leases. Lease rentals under operating leases are recognised in the statement of profit and loss on a straight-line basis.

f Impairment

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset. Reversal of impairment loss is recognised as income in the statement of profit and loss.

g Investments

Long-term investments and current maturities of long-term investments are stated at cost, less provision for other than temporary diminution in value. Current investments, except for current maturities of long-term investments, comprising investments in mutual funds, government securities and bonds are stated at the lower of cost and fair value.

h Revenue recognition

Revenue from the sale of equipment are recognised upon delivery, which is when title passes to the customer.

Dividend is recorded when the right to receive payment is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

i Taxation

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income taxpayable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognised as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with it will fructify.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

j Foreign currency transactions

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses are recognised in the statement of profit and loss. Exchange difference arising on a monetary item that, in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in a foreign currency translation reserve.

k Inventories

Raw materials are carried at the lower of cost and net realisable value. Cost is determined on a weighted average basis. Purchased goods-in-transit are carried at cost. Work-in-progress is carried at the lower of cost and net realisable value. Stores and spare parts are carried at lower of cost and net realisable value. Finished goods produced or purchased by the Company are carried at lower of cost and net realisable value. Cost includes direct material and labour cost and a proportion of manufacturing overheads.

l Provisions, Contingent liabilities and Contingent assets

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

m Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

(CIN: L93000MH2013PLC246147)

Notes forming part of the Financial Statements**3 Share Capital**

(Rs in lakhs)

Particulars	31 March 2024	31 March 2023
Authorised Share Capital		
Equity Shares, Rs. 10 par value, 25000000 (Previous Year -25000000) Equity Shares	2,500.00	2,500.00
Issued, Subscribed and Fully Paid up Share Capital		
Equity Shares, Rs. 10 par value 23241232 (Previous Year -10530000) Equity Shares paid up	2,324.12	1,053.00
Total	2,324.12	1,053.00

(i) Reconciliation of number of shares

Particulars	31 March 2024		31 March 2023	
	No. of shares	(Rs in lakhs)	No. of shares	(Rs in lakhs)
Equity Shares				
Opening Balance	1,05,03,000	1,050.30	31,53,000	315.30
Issued during the year	1,27,38,232	1,273.82	73,50,000	735.00
Deletion	-	-	-	-
Closing balance	2,32,41,232	2,324.12	1,05,03,000	1,050.30

(ii) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has one class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(iii) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company

Equity Shares	31 March 2024		31 March 2023	
	No. of shares	In %	No. of shares	In %
DEV PAWAR	16,20,000	6.97%	16,00,000	15.23%
YOGESH KALE	-	0.00%	18,00,000	17.14%
MINIBOSS CONSULTING PRIVATE LIMITED	-	0.00%	20,00,000	19.04%
SYNEMATIC MEDIA & CONSULTING PRIVATE LIMITED	-	0.00%	19,50,000	18.57%
RISHABH SHASHIKANT NIRBHAVNE	11,77,296	5.07%	-	0.00%
SANTOSH CHANDRABHAN SHENKAR	21,21,600	9.13%	-	0.00%
RAM SHAMKANT MAYEKAR	21,21,600	9.13%	-	0.00%
PRATIKSHA SANTOSH SHENKAR	21,21,600	9.13%	-	0.00%
SANDIP SURESH KHOPADE	21,21,600	9.13%	-	0.00%
RAVINDRA DHONDU DHURI	21,21,600	9.13%	-	0.00%

(iv) Shares held by Promoters at the end of the year 31 March 2024

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the
NISHIGANDHA SHASHIKANT KELUSKAR	Equity Shares	1,56,165	0.67%	-0.81%
CREATEROI FINANCIAL CONSULTANCY PRIVATE LIMITED.	Equity Shares	4,77,400	2.05%	-2.49%
ZYLO ENTERPRISES PRIVATE LIMITED	Equity Shares	4,35,087	1.87%	-2.27%

Shares held by Promoters at the end of the year 31 March 2023

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the
NISHIGANDHA SHASHIKANT KELUSKAR	Equity Shares	1,56,165	1.49%	-3.46%
CREATEROI FINANCIAL CONSULTANCY PRIVATE LIMITED.	Equity Shares	4,77,400	4.55%	-29.11%
ZYLO ENTERPRISES PRIVATE LIMITED	Equity Shares	4,35,087	4.14%	-29.52%

4 Reserves and Surplus

(Rs in lakhs)

Particulars	31 March 2024	31 March 2023
Securities Premium		
Opening Balance	2,365.50	675.00
Add: Issue of Shares	3,057.18	1,690.50
Closing Balance	5,422.68	2,365.50
Share Warrant Uncovered		
Opening Balance	53.62	53.62
Closing Balance	53.62	53.62
Statement of Profit and loss		
Balance at the beginning of the year	49.42	22.55
Add: Profit/(loss) during the year	68.86	26.87
Balance at the end of the year	118.28	49.42
Total	5,594.58	2,468.54

5 Deferred tax liabilities Net

(Rs in lakhs)

Particulars	31 March 2024	31 March 2023
Deferred Tax	31.89	7.69
Total	31.89	7.69

6 Trade payables

(Rs in lakhs)

Particulars	31 March 2024	31 March 2023
Due to Micro and Small Enterprises	-	-
Due to others	2,885.57	140.28
Total	2,885.57	140.28

6.1 Trade Payable ageing schedule as at 31 March 2024

(Rs in lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME					-
Others	693.25	1,216.72	79.16	896.44	2,885.57
Disputed dues- MSME					-
Disputed dues- Others					-
Sub total					2,885.57
MSME - Undue					
Others - Undue					
Total					2,885.57

6.2 Trade Payable ageing schedule as at 31 March 2023

(Rs in lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME					-
Others	63.13	35.07	28.06	14.03	140.28
Disputed dues- MSME					-
Disputed dues- Others					-
Sub total					140.28
MSME - Undue					
Others - Undue					
Total					140.28

the correctness of figures of creditors are not verifiable in absence of confirmations from respective creditors as the same have not been made available for verification

7 Other current liabilities

(Rs in lakhs)

Particulars	31 March 2024	31 March 2023
Statutory dues	-	-4.43
Other Payables	-	25.00
Total	-	20.57

8 Short term provisions

(Rs in lakhs)

Particulars	31 March 2024	31 March 2023
Provision for income tax	48.88	11.80
Audit Fees Payable	-	1.00
Expense Payable	-	41.96
Salary Payable	-	25.06
Total	48.88	79.82

BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

(CIN: L93000MH2013PLC246147)

Notes forming part of the Financial Statements

9 Property, Plant and Equipment

(Rs in lakhs)

Name of Assets	Gross Block				Depreciation and Amortization				Net Block	Net Block
	As on 01-Apr-23	Addition	Deduction	As on 31-Mar-24	As on 01-Apr-23	for the year	Deduction	As on 31-Mar-24	As on 31-Mar-24	As on 31-Mar-23
(i) Property, Plant and Equipment										
Computer	53.16	-	-	53.16	53.16	0.00	-	53.16	0.00	0.00
Total	53.16	-	-	53.16	53.16	0.00	-	53.16	0.00	0.00
Previous Year	-	-	-	-	-	-	-	-	-	-
(ii) Intangible Assets										
Software 1	22.91	168.65	-	191.56	4.12	26.88	-	31.01	160.55	18.79
Software 2	317.88	-	-	317.88	57.69	51.71	-	109.40	208.48	260.19
Total	340.79	168.65	-	509.43	61.81	78.60	-	140.41	369.03	278.98
Previous Year	-	-	-	-	-	-	-	-	-	-

The company has incurred capital expenditure on Software to the tune of Rs. 168.645 Lakhs during the year under review. However, authentic evidence and details of the said expenditure have not been provided to the auditor till the time of issue of this report.

12.2 Trade Receivables ageing schedule as at 31 March 2023

(Rs in lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables- considered	213.24	149.27	63.97	63.97	42.65	533.11
Undisputed Trade Receivables- considered						-
Disputed Trade Receivables considered						-
Disputed Trade Receivables considered						-
Sub total						533.11
Undue - considered good						
Total						533.11

the correctness of figures of debtors are not verifiable in absence of confirmations from respective debtors as the same have not been made available for verification

13 Cash and cash equivalents

(Rs in lakhs)

Particulars	31 March 2024	31 March 2023
Cash on hand	0.93	1.43
Balances with banks in current accounts	77.45	237.70
Total	78.38	239.13

In view of voluminous entries, the banking transactions requires verification with bank statement on individual entry basis.

14 Other current assets

(Rs in lakhs)

Particulars	31 March 2024	31 March 2023
Statutory dues	191.30	-
Total	191.30	-

In absence of proper information and logical explanation given by the company, we are unable to verify the correctness of transactions appearing in Input GST A/c. Further, a TDS liability to the tune of Rs. 41.12 is also included in the above net amount.

15 Revenue from operations

(Rs in lakhs)

Particulars	31 March 2024	31 March 2023
Sale of services	3,132.96	1,831.31
Total	3,132.96	1,831.31

16 Purchases of stock in trade

(Rs in lakhs)

Particulars	31 March 2024	31 March 2023
Purchases	2,902.71	1,692.28
Total	2,902.71	1,692.28

purchases Amounting to Rs. 29.02 crores includes items like Biscuits, Aerated water, razors etc. In our opinion these items do not form part of companies business particularly when in respect of these items, no sales have been made by the company. Also no stock records are available in respect of these items.

17 Employee benefit expenses

(Rs in lakhs)

Particulars	31 March 2024	31 March 2023
Salaries and wages	27.99	18.55
Total	27.99	18.55

Employee benefit cost which includes salary expenses, the total salary expenses amount to Rs. 22.66 Lakhs. However, salary expenses have been provided through journal entries and otherwise than by way of banking channels. The said salary transactions are only verifiable upon confirmations from the receiving parties.

18 Depreciation and amortization expenses

(Rs in lakhs)

Particulars	31 March 2024	31 March 2023
Depreciation on property, plant and equipment	78.60	61.66
Total	78.60	61.66

19 Other expenses

(Rs in lakhs)

Particulars	31 March 2024	31 March 2023
Auditors' Remuneration	2.50	1.00
Rent	2.15	2.33
Travelling Expenses	1.59	2.19
Miscellaneous expenses	2.60	6.37
Bank Charges	0.08	-
Cleaning Charges	0.76	-
Courier & Postage	2.67	1.67
Legal & Professional Charges	4.59	2.13
Meals & Entertainment Expense	3.37	1.40
Office Expense	8.41	4.19
Printing & Stationery	1.38	1.16
Telephone & Internet Expense	0.51	0.55
Total	30.61	22.99

20 Tax Expenses

(Rs in lakhs)

Particulars	31 March 2024	31 March 2023
Current Tax	-0.01	11.80
Deferred Tax	24.20	-2.84
Total	24.19	8.96

BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

(CIN: L93000MH2013PLC246147)

Notes forming part of the Financial Statements

21 Earning per share

Particulars	31 March 2024	31 March 2023
Profit attributable to equity shareholders (Rs in lakhs)	68.86	26.87
Weighted average number of Equity Shares	1,41,57,411	1,05,30,000
Earnings per share basic (Rs)	0.49	0.26
Earnings per share diluted (Rs)	0.49	0.26
Face value per equity share (Rs)	10	10

22 Auditors' Remuneration

(Rs in lakhs)

Particulars	31 March 2024	31 March 2023
Payments to auditor as		
- Auditor	2.50	1.00
Total	2.50	1.00

23 Related Party Disclosure**(i) List of Related Parties****Relationship**

Nishigandha S. Keluskar	Managing Director
Gaurav M. Gore	Non Executive Director
Sandeep P. Khare	Independent Director
Amol G. Rokade	Independent Director
Mr. Ramiz Sayyed Rashid	Executive Director

(ii) Related Party Transactions

(Rs in lakhs)

Particulars	Relationship	31 March 2024	31 March 2023
Remuneration - Nishigandha S. Keluskar	Managing Director	1.92	-

23 Ratio Analysis

Particulars	Numerator/Denominator	31 March 2024	31 March 2023	Change in %
(a) Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	1.98	3.21	-38.36%
(b) Return on Equity Ratio	$\frac{\text{Profit after Tax}}{\text{Average Shareholder's Equity}}$	1.20%	1.19%	1.54%
(c) Trade receivables turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Account Receivable}}$	1.03	3.20	-67.76%
(d) Trade payables turnover ratio	$\frac{\text{Total Purchases}}{\text{Average Account Payable}}$	1.92	12.42	-84.55%
(e) Net capital turnover ratio	$\frac{\text{Total Turnover}}{\text{Net Working Capital}}$	1.09	3.45	-68.30%
(f) Net profit ratio	$\frac{\text{Net Profit}}{\text{Total Turnover}}$	2.20%	1.47%	49.80%
(g) Return on Capital employed	$\frac{\text{Earning before interest and taxes}}{\text{Capital Employed}}$	1.17%	1.02%	15.20%

CONSOLIDATED FINANCIAL STATEMENTS

Independent Auditors' Report

To the Members of,
Brandbucket Media & Technology Ltd

1. **Qualified Opinion**

We have audited the accompanying AS Consolidated Financial Statements of **Brandbucket Media & Technology Ltd (hereinafter referred to as the 'Holding Company') and its Subsidiary (Holding Company and its subsidiaries together referred to as "the Group")**, which comprise the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss (Including Other Comprehensive Income), the statement of changes in equity, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in the 'Basis for Qualified Opinion' section of our report, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, ("AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2024, its consolidated profit, consolidated total comprehensive income and its consolidated cash flows for the year ended on that date.

Basis of Qualified Opinion

As described in Note 18 to the Notes Forming part of the financial statements, concerning the purchases Amounting to Rs. 29.02 crores includes items like Biscuits, Aerated water, razors etc. In our opinion these items do not form part of companies business particularly when in respect of these items, no sales have been made by the company. Also no stock records are available in respect of these items.

As described in Note 16 to the Notes Forming part of the financial statements, in absence of proper information and logical explanation given by the company, we are unable to verify the correctness of transactions appearing in Input GST A/c.

As described in Note 6 and 13 to the Notes Forming part of the financial statements, the correctness of figures of debtors and creditors are not verifiable in absence of confirmations from respective debtors and creditors as the same have not been made available for verification till the time of issue of this report.

As described in Note 9 to the Notes Forming part of the financial statements, the company has incurred capital expenditure on Software to the tune of Rs. 168.645 Lakhs during the year under review. However, authentic evidence and details of the said expenditure have not been provided to the auditor till the time of issue of this report.

As described in Note 14 to the Notes Forming part of the financial statements, in view of voluminous entries, the banking transactions requires verification with bank statement on individual entry basis.

As described in Note 6 to the Notes Forming part of the financial statements, regarding provision made for Expenses Payable, the details of proportion and heads of the same are not provided to us till the time of issue of the report.

As described in Note 19 to the Notes Forming part of the financial statements, regarding Employee benefit cost which includes salary expenses, the total salary expenses amount to Rs. 22.66 Lakhs. However, salary expenses have been provided through journal entries and otherwise than by way of banking channels. The said salary transactions are only verifiable upon confirmations from the receiving parties.

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (“SA”s) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor’s Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our qualified audit opinion on the Consolidated Financial Statements.

Key Audit Matters

Key Audit matters (‘KAM’) are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

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

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

2. Management's Responsibility for the Consolidated Financial Statements

The Parent Company's Board of Directors is responsible for the matters stated in the section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Consolidated Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of each company.

3. Auditor's Responsibility for the audit of the Consolidated Financial Statements

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

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

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

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the Consolidated Financial Statements.

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

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

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

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

4. Other Matters

The accompanying statement includes the audited financial statements and other financial information in respect of wholly owned subsidiary, whose financial statement include total asset of Rs. 952.53 lakhs as at March 31, 2024, total revenues of Rs. 288.78 lakhs, total net profit after tax of Rs. 15.86 lakhs, total comprehensive income of Rs. 15.86 lakhs, for the year ended on that date, as considered in the statement which have been audited by their respective Statutory auditors.

The independent auditors report on the financial statements of these entity have not been furnished to us by the management and our opinion on the statement in so far as it relates to the amounts and disclosures included in respect of these subsidiary is based solely on the reports of such auditor and procedure performed by us as stated in paragraph above.

5. Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of other auditors on separate financial statements of its subsidiaries, referred in the Other Matters paragraph above we report, to the extent applicable, that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the afore said Consolidated Financial Statements; except for the matters described on the Basis for Qualified Opinion paragraph;
 - b. In our opinion proper books of account as required by law relating to preparation of the afore said Consolidated Financial Statements have been kept by the Company so far as appears from our examination of those books and the reports of other auditors.
 - c. The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss including other comprehensive Income, Consolidated Statement of changes in equity and Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
 - d. In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under section 133 of the Act, read with the Rule 7 of the Companies (Accounts) Rules, 2014, except for the matters described on the Basis for Qualified Opinion paragraph;
 - e. The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Parent company;
 - f. On the basis of written representations received from the directors as on March 31, 2024, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of section 164(2) of the Act.
 - g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure A**"; which is based on the auditors' reports of the Parent Company and auditor's report on separate financial statement of its subsidiary. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those entities.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and accordance to the explanation given to us:

- i. The company does not have any pending litigations which would impact its financial position.

- ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

- iv. (a) The respective Managements of the Parent , its Subsidiary Company, whose Financial Statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) The respective Managements of the Parent , its Subsidiary Company, whose Consolidated Financial Statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of such subsidiary, whose Consolidated Financial Statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

V. In Our Opinion and according to the information and explanation given to us, the company has not declare any dividend.

VI. Based on our examination which included test checks performed by us on the Parent Company and based on the consideration of reports of the other auditor of the subsidiary company, the Parent company and subsidiary company have used an accounting software for maintaining its books of account which does not have a feature of recording audit trail facility enabled and the same was not operated throughout the year for all relevant transactions recorded in the software.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For, **S. D. Mehta & Co.**
Chartered Accountants
(Registration No. 137193W)

Date: 30th May, 2024
Place: Ahmedabad

Shaishav D. Mehta
Partner
M.No.: 032891
UDIN: 24032891BKAFZO8167

Annexure-A to Independent Auditors' Report

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Brandbucket Media & Technology Ltd** ("the Parent Company") as of 31 March 2024 in conjunction with our audit of the Consolidated Financial Statements of the Parent, its subsidiary Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Company's management are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the parent company, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting of the Parent Company and its subsidiary company.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated Financial Statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors, have maintained, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Parent Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, **S. D. Mehta & Co.**
Chartered Accountants
(Registration No. 137193W)

Date: 30th May, 2024
Place: Ahmedabad

Shaishav D. Mehta
Partner
M.No.: 032891
UDIN: 24032891BKA FZO8167

BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

(CIN: L93000MH2013PLC246147)

(Address: 208, Shiv Shakti SRA CHS Ltd, 2nd Floor, Link Road, Anna Nagar, Andheri West, Mumbai, Maharashtra, 400053)

Consolidated Balance Sheet as at 31 March 2024

(Rs in lakhs)

Particulars	Note	31 March 2024
I. EQUITY AND LIABILITIES		
(1) Shareholders' funds		
(a) Share Capital	3	2,324.12
(b) Reserves and Surplus	4	5,610.44
Total		7,934.56
(2) Non-current liabilities		
(a) Deferred Tax Liabilities (net)	5	57.40
Total		57.40
(3) Current liabilities		
(a) Trade Payables	6	
- Due to Micro and Small Enterprises		-
- Due to Others		2,906.45
(b) Other Current Liabilities	7	19.88
(c) Short-term Provisions	8	48.88
Total		2,975.22
Total Equity and Liabilities		10,967.17
II. ASSETS		
(1) Non-current assets		
(a) Property, Plant and Equipment and Intangible Assets		
(i) Property, Plant and Equipment	9	0.00
(ii) Intangible Assets		4,072.44
(b) Non-current Investments	10	237.45
(c) Long term Loans and Advances	11	187.27
(c) Other Non-current Assets	12	67.77
Total		4,564.94
(2) Current assets		
(a) Trade Receivables	13	5,956.18
(b) Cash and cash equivalents	14	86.05
(c) Short-term Loans and Advances	15	90.00
(c) Other Current Assets	16	270.00
Total		6,402.23
Total Assets		10,967.17

See accompanying notes to the financial statements

As per our report of even date

For S. D. Mehta & Co.

Chartered Accountants

Firm's Registration No. 137193W

For and on behalf of the Board of
BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

Mrs. KANIKA KABRA

Company Secretary

SANDEEP KHARE

Director

Shaishav D. Mehta

Partner

Membership No. 032891

UDIN: 24032891BKAFZO8167

Place: Ahemdabad

Date: 30 May 2024

NISHIGANDHA KELUSKAR

Director

09154554

GAURAV GORE

Director

08534900

Place: Mumbai

Date: 30 May 2024

BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

(CIN: L93000MH2013PLC246147)

(Address: 208, Shiv Shakti SRA CHS Ltd, 2nd Floor, Link Road, Anna Nagar, Andheri West, Mumbai, Maharashtra, 400053)

Consolidated Statement of Profit and loss for the year ended 31 March 2024

(Rs in lakhs)

Particulars	Note	31 March 2024
Revenue from Operations	17	3,421.74
Total Income		3,421.74
Expenses		
Purchases	18	3,145.28
Employee Benefit Expenses	19	32.02
Depreciation and Amortization Expenses	20	91.53
Other Expenses	21	38.71
Total expenses		3,307.54
Profit/(Loss) before Exceptional and Extraordinary Item and Tax		114.20
Exceptional Item		-
Profit/(Loss) before Extraordinary Item and Tax		114.20
Extraordinary Item		-
Profit/(Loss) before Tax		114.20
Tax Expenses	22	
- Current Tax		4.27
- Deferred Tax		25.21
Profit/(Loss) after Tax		84.72
Earnings Per Share (Face Value per Share Rs.10 each)		
-Basic (In Rs)	23	0.60
-Diluted (In Rs)	23	0.60

See accompanying notes to the financial statements

As per our report of even date

For S. D. Mehta & Co.

Chartered Accountants

Firm's Registration No. 137193W

For and on behalf of the Board of**BRANDBUCKET MEDIA & TECHNOLOGY LIMITED****Mrs. KANIKA KABRA**

Company Secretary

SANDEEP KHARE

Director

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08534900

Place: Mumbai

Date: 30 May 2024

BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

(CIN: L93000MH2013PLC246147)

Notes forming part of the Consolidated Financial Statements

1 COMPANY INFORMATION

Brandbucket Media & Technology Ltd (“the Company”) is a listed entity incorporated in India in the year 2013. The Registered office of the company is located at 208, Shiv Shakti SRA CHS Ltd, 2nd Floor, Link Road, Anna Nagar, Andheri West, Mumbai, Maharashtra, 400053. The Company is Primarily engaged in engaged in media and technology operating services. The Shares of the company are listed in Bombay Stock Exchange.

2 SIGNIFICANT ACCOUNTING POLICIES

a Basis of Preparation

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (‘Indian GAAP’) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, as applicable. The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value.

b Use of estimates

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expense during the year. Examples of such estimates include provisions for doubtful receivables, provision for income taxes, the useful lives of depreciable Property, Plant and Equipment and provision for impairment. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognised in the period in which the results are known / materialise.

c Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, less accumulated depreciation / amortisation. Costs include all expenses incurred to bring the asset to its present location and condition.

d Depreciation / amortisation

In respect of Property, Plant and Equipment (other than freehold land and capital work-in-progress) acquired during the year, depreciation/amortisation is charged on a straight line basis so as to write-off the cost of the assets over the useful lives.

Type of	Period
Buildings	30 Years
Plant and Equipment	15 Years
Furniture and Fixtures	10 Years
Vehicles	8 Years
Office equipment	5 Years
Computers	4 Years

e Leases

Assets taken on lease by the Company in its capacity as lessee, where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating leases. Lease rentals under operating leases are recognised in the statement of profit and loss on a straight-line basis.

f Impairment

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset. Reversal of impairment loss is recognised as income in the statement of profit and loss.

g Investments

Long-term investments and current maturities of long-term investments are stated at cost, less provision for other than temporary diminution in value. Current investments, except for current maturities of long-term investments, comprising investments in mutual funds, government securities and bonds are stated at the lower of cost and fair value.

h Revenue recognition

Revenue from the sale of equipment are recognised upon delivery, which is when title passes to the customer. Revenue is reported net of discounts.

Dividend is recorded when the right to receive payment is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

i Taxation

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income taxpayable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognised as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with it will fructify.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

j Foreign currency transactions

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses are recognised in the statement of profit and loss. Exchange difference arising on a monetary item that, in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in a foreign currency translation reserve.

k Inventories

Raw materials are carried at the lower of cost and net realisable value. Cost is determined on a weighted average basis. Purchased goods-in-transit are carried at cost. Work-in-progress is carried at the lower of cost and net realisable value. Stores and spare parts are carried at lower of cost and net realisable value. Finished goods produced or purchased by the Company are carried at lower of cost and net realisable value. Cost includes direct material and labour cost and a proportion of manufacturing overheads.

l Provisions, Contingent liabilities and Contingent assets

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

m Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

(CIN: L93000MH2013PLC246147)

Notes forming part of the Financial Statements

3 Share Capital

(Rs in lakhs)

Particulars	31 March 2024
Authorised Share Capital Equity Shares, Rs. 10 par value, 25000000 (Previous Year -25000000) Equity Shares	2,500.00
Issued, Subscribed and Fully Paid up Share Capital Equity Shares, Rs. 10 par value 23241232 (Previous Year -10530000) Equity Shares paid up	2,324.12
Total	2,324.12

(i) Reconciliation of number of shares

Particulars	31 March 2024	
	No. of shares	(Rs in lakhs)
Opening Balance	1,05,03,000	1,050.30
Issued during the year	1,27,38,232	1,273.82
Deletion	-	-
Closing balance	2,32,41,232	2,324.12

(ii) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has one class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(iii) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company

Equity Shares	31 March 2024	
	No. of shares	In %
Name of Shareholder		
DEV PAWAR	16,20,000	6.97%
YOGESH KALE	-	0.00%
MINIBOSS CONSULTING PRIVATE LIMITED	-	0.00%
SYNEMATIC MEDIA & CONSULTING PRIVATE LIMITED	-	0.00%
RISHABH SHASHIKANT NIRBHAVNE	11,77,296	5.07%
SANTOSH CHANDRABHAN SHENKAR	21,21,600	9.13%
RAM SHAMKANT MAYEKAR	21,21,600	9.13%
PRATIKSHA SANTOSH SHENKAR	21,21,600	9.13%
SANDIP SURESH KHOPADE	21,21,600	9.13%
RAVINDRA DHONDU DHURI	21,21,600	9.13%

(iv) Shares held by Promoters at the end of the year 31 March 2024

Name of Promoter	Class of Shares	Class of Shares	No. of Shares
NISHIGANDHA SHASHIKANT KELUSKAR	Equity Shares	Equity Shares	1,56,165
CREATEROI FINANCIAL CONSULTANCY PRIVATE LIMITED.	Equity Shares	Equity Shares	4,77,400
ZYLO ENTERPRISES PRIVATE LIMITED	Equity Shares	Equity Shares	4,35,087

4 Reserves and Surplus

(Rs in lakhs)

Particulars	31 March 2024
Securities Premium	
Opening Balance	2,365.50
Add: Issue of Shares	3,057.18
Closing Balance	5,422.68
Share Warrant Uncovered	
Opening Balance	53.62
Closing Balance	53.62
Statement of Profit and loss	
Balance at the beginning of the year	49.42
Add: Profit/(loss) during the year	84.72
Balance at the end of the year	134.14
Total	5,610.44

5 Deferred tax liabilities Net

(Rs in lakhs)

Particulars	31 March 2024
Deferred Tax	57.40
Total	57.40

6 Trade payables

Particulars	31 March 2024
Due to Micro and Small Enterprises	-
Due to others	2,906.45
Total	2,906.45

6.1 Trade Payable ageing schedule as at 31 March 2024

(Rs in lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME					-
Others	703.69	1,224.03	81.25	897.48	2,906.45
Disputed dues- MSME					-
Disputed dues- Others					-
Sub total					2,906.45
MSME - Undue					
Others - Undue					
Total					2,906.45

the correctness of figures of creditors are not verifiable in absence of confirmations from respective creditors as the same have not been made available for verification

7 Other current liabilities

(Rs in lakhs)

Particulars	31 March 2024
Statutory dues	-
Other Payables	19.88
Total	19.88

8 Short term provisions

(Rs in lakhs)

Particulars	31 March 2024
Provision for income tax	48.88
Total	48.88

BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

(CIN: L93000MH2013PLC246147)

Notes forming part of the Financial Statements

9 Property, Plant and Equipment

(Rs in lakhs)

Name of Assets	Gross Block			Depreciation and Amortization				Net Block	
	As on 01-Apr-23	Addition	Deduction	As on 31-Mar-24	As on 01-Apr-23	for the year	Deduction	As on 31-Mar-24	As on 31-Mar-24
(i) Property, Plant and Equipment									
Computer	53.16	-	-	53.16	53.16	0.00	-	53.16	0.00
Total	53.16	-	-	53.16	53.16	0.00	-	53.16	0.00
(ii) Intangible Assets									
Software 1	22.91	168.65	-	191.56	4.12	26.88	-	31.01	160.55
Software 2	317.88	-	-	317.88	57.69	51.71	-	109.40	208.48
Software 3	13.64	-	-	13.64	6.38	0.37	-	6.75	6.89
Software 4	134.13	-	-	134.13	38.37	4.84	-	43.21	90.92
Software 5	175.23	-	-	175.23	22.48	7.73	-	30.20	145.03
Goodwill	-	3,460.57	-	3,460.57	-	-	-	-	3,460.57
Total	340.79	168.65	-	509.43	129.04	91.53	-	220.57	4,072.44

The company has incurred capital expenditure on Software to the tune of Rs. 168.645 Lakhs during the year under review. However, authentic evidence and details of the said expenditure have not been provided to the auditor till the time of issue of this report.

BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

(CIN: L93000MH2013PLC246147)

Notes forming part of the Financial Statements

10 Non current investments

(Rs in lakhs)

Particulars	31 March 2024
Unquoted Other Investments in Equity Instruments	237.45
Total	237.45

10.1 Details of Investments

Name of Entity	No of Shares	31 March 2024
Lemon Management Consultancy Ltd	2,40,000	43.20
Aventez Media and Technologies Limited	10,35,000	120.25
Optionally Convertible Redeemable Preference Share of Peqtor Real Estate Private Limited	7,40,000	74.00

11 Long term loans and advances

(Rs in lakhs)

Particulars	31 March 2024
Others -Loans and Advances	187.27
Total	187.27

12 Other non current assets

(Unsecured, considered good unless otherwise stated)

(Rs in lakhs)

Particulars	31 March 2024
Long term advances to client empanelment	67.77
Total	67.77

13 Trade receivables

(Rs in lakhs)

Particulars	31 March 2024
Unsecured considered good	5,956.18
Total	5,956.18

13.1 Trade Receivables ageing schedule as at 31 March 2024

(Rs in lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables- considered good	1,863.15	2,284.40	776.44	687.52	344.67	5,956.18
Undisputed Trade Receivables- considered doubtful						-
Disputed Trade Receivables considered good						-
Disputed Trade Receivables considered doubtful						-
Sub total						5,956.18
Undue - considered good						
Total						5,956.18

the correctness of figures of debtors are not verifiable in absence of confirmations from respective debtors as the same have not been made available for verification

14 Cash and cash equivalents

(Rs in lakhs)

Particulars	31 March 2024
Cash on hand	4.16
Balances with banks in current accounts	81.89
Total	86.05

In view of voluminous entries, the banking transactions requires verification with bank statement on individual entry basis.

15 Short-term Loans and Advances

(Rs in lakhs)

Particulars	31 March 2024
Corporate Advances	90.00
Total	90.00

16 Other current assets

(Rs in lakhs)

Particulars	31 March 2024
Statutory dues	191.29
Giftcard Advances to vendors	78.71
Total	270.00

In absence of proper information and logical explanation given by the company, we are unable to verify the correctness of transactions appearing in Input GST A/c. Further, a TDS liability to the tune of Rs. 41.12 is also included in the above net amount.

17 Revenue from operations

(Rs in lakhs)

Particulars	31 March 2024
Sale of services	3,421.74
Total	3,421.74

18 Purchases of stock in trade

(Rs in lakhs)

Particulars	31 March 2024
Purchases	2902.71
Cost of services	242.57
Total	3,145.28

purchases Amounting to Rs. 29.02 crores includes items like Biscuits, Aerated water, razors etc. In our opinion these items do not form part of companies business particularly when in respect of these items, no sales have been made by the company. Also no stock records are available in respect of these items.

19 Employee benefit expenses

(Rs in lakhs)

Particulars	31 March 2024
Salaries and wages	32.02
Total	32.02

Employee benefit cost which includes salary expenses, the total salary expenses amount to Rs. 22.66 Lakhs. However, salary expenses have been provided through journal entries and otherwise than by way of banking channels. The said salary transactions are only verifiable upon confirmations from the receiving parties.

20 Depreciation and amortization expenses

(Rs in lakhs)

Particulars	31 March 2024
Depreciation on property, plant and equipment	91.53
Total	91.53

21 Other expenses

(Rs in lakhs)

Particulars	31 March 2024
Auditors' Remuneration	2.65
Rent	3.91
Travelling Expenses	2.46
Miscellaneous expenses	4.46
Bank Charges	0.08
Cleaning Charges	0.76
Courier & Postage	2.67
Legal & Professional Charges	5.04
Meals & Entertainment Expense	3.37
Office Expense	8.41
Printing & Stationery	1.38
Telephone & Internet Expense	1.07
Outsourcing Expense	2.45
Total	38.71

22 Tax Expenses

(Rs in lakhs)

Particulars	31 March 2024
Current Tax	4.27
Deferred Tax	25.21
Total	29.48

BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

(CIN: L93000MH2013PLC246147)

Notes forming part of the Financial Statements**23 Earning per share**

Particulars	31 March 2024
Profit attributable to equity shareholders (Rs in lakhs)	84.72
Weighted average number of Equity Shares	1,41,57,411
Earnings per share basic (Rs)	0.60
Earnings per share diluted (Rs)	0.60
Face value per equity share (Rs)	10

24 Auditors' Remuneration

(Rs in lakhs)

Particulars	31 March 2024
Payments to auditor as	
- Auditor	2.65
Total	2.50

25 Related Party Disclosure**(i) List of Related Parties**

Nishigandha S. Keluskar
Gaurav M. Gore
Sandeep P. Khare
Amol G. Rokade
Mr. Ramiz Sayyed Rashid

Managing Director
Non Executive Director
Independent Director
Independent Director
Executive Director

(ii) Related Party Transactions

Particulars		31 March 2024
Remuneration - Nishigandha S. Keluskar	Managing Director	1,92,370.00