



Date: 08/09/2022

**To,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-400001.**

Scrip Code – 543439

Sub: Submission of Annual Report of the Company for the Financial Year 2021-22 pursuant to Regulation 34 of the SEBI (LODR) Regulations, 2015 (Listing Regulations).

Dear Sir(s),

In terms of Regulation 34(1) of the Listing Regulations, please find enclosed the Annual Report for the Financial Year 2021-22 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 Friday 30th September 2022 AT 12:30 P.M At Office No.208, 2nd Floor, Shiv Shakti, SRA CHS Ltd Link Road, Anna Nagar, Andheri west, Mumbai-400053 Mumbai.

The Annual Report of the Company is also available on the website of the Company at www.brandbucketmediatech.com; Kindly take the afore said information on record in compliance of SEBI (LODR), Regulations 2015.

We request you to kindly take the above on your record

Thanking You,
Yours Faithfully,

**By Order of the Board of Directors
For Brandbucket Media & Technology Limited
Formerly Known As Brandbucket Media and Technology Private Limited**

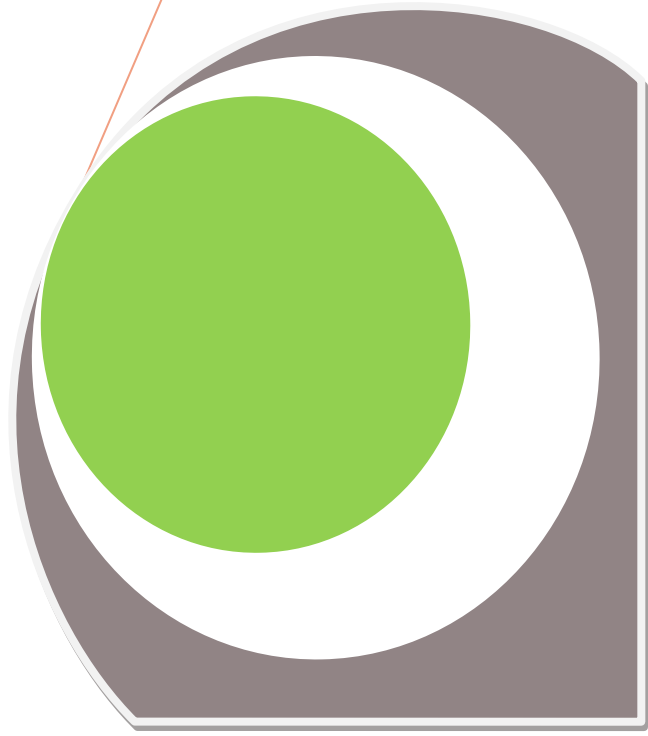
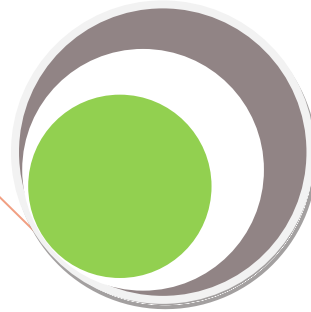
**Kanika Kabra
Company Secretary**

**BRANDBUCKET MEDIA
& TECHNOLOGY LIMITED**

Annual Report
2021-2022

**Registered Office: Office No.208, 2nd Floor, Shiv Shakti , SRA
CHS Ltd Link Road, Anna Nagar, Andheri West, Mumbai-400053**

Website: www.brandbucketmediatech.com
Email Id: info@brandbucketmediatech.com





9TH ANNUAL REPORT

CONTENTS	PAGE NO.
Index	2
Corporate Information	3
Notice of Annual General Meeting	4-16
Directors Report	17-25
Form MGT -9 Extract of Annual Return (Annexure- I)	26-36
Nomination & Remuneration Policy (Annexure II)	37-41
Secretarial Audit Report Annexure –III to the Director Report	42-45
Disclosures Pursuant to Section 197(12) Annexure –IV to the Directors Report	46-47
Annexure – V Information to the Shareholders	48-50
Management Discussion Analysis	51-52
CEO/CFO Certification	53
Declaration regarding Compliance by Board Members and Senior Management Personnel with the Code of Conduct	54
Certificate of Non-Disqualification of Directors	55
Independent Auditors Report	56-63
Balance Sheet	64
Statement of Profit And Loss	65
Cash Flow Statement	66
Notes On Financial Statement	67-73
Proxy Form MGT-11	74
Attendance Slip	75
Polling Paper	76
AGM Venue Map	77



CORPORATE INFORMATION

BOARD OF DIRECTORS

Nishigandha Shashikant Keluskar	Managing Director (Appointed w.e.f. 10/04/2021)
Sandeep Prabhakar Khare	Non-Executive and Independent Director (Appointed w.e.f. 18/09/2021)
Gaurav Mahendra Gore	Non-Executive Director
Amol GulabraoRokade	Additional Director (Appointed w.e.f. 23/09/2021)

COMPANY SECRETARY & COMPLIANCE OFFICER

CS Sebi Goyal (Resigned from 30.05.2022)

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

CHIEF FINANCIAL OFFICER

Mr. Kailas Nandu Salve (Appointed w.e.f. 18/09/2021)

REGISTERED OFFICE

Office No.208, 2nd Floor, Shiv Shakti, SRA CHS Ltd Link Road,
Anna Nagar, Andheri West, Mumbai-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 9TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 9TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BRANDBUCKET MEDIA & TECHNOLOGY LIMITED (FORMERLY KNOWN AS BRANDBUCKET MEDIA AND TECHNOLOGY PRIVATE LIMITED) WILL BE HELD ON FRIDAY, 30TH SEPTEMBER, 2022 AT 12:30 P.M AT OFFICE NO.208, 2ND FLOOR, SHIV SHAKTI, SRA CHS LTD LINK ROAD, ANNA NAGAR, ANDHERI WEST, MUMBAI-400053 IN, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO.1:

ADOPTION OF AUDITED FINANCIALS AS ON 31ST MARCH, 2022:

To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March, 2022 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and 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.”

SPECIAL BUSINESS:

ITEM NO. 02:

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. 50.00 Crores (Rupees Fifty 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.”

ITEM NO. 3:

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. 50.00 Crores (Rupees Fifty 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.”

ITEM NO. 4:

Regularization for the appointment of Mr. Amol Gulabrao Rokade (DIN: 09325082) as Non Executive Independent Director of the company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Amol Gulabrao Rokade(DIN: 09325082) who was appointed as an additional director of the company, categorized as Independent director, by the Board of Directors with effect from 23rd September, 2021, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Independent director for a term of five consecutive years effective from 23rd September, 2021 up to 22ndSeptember, 2026 and shall not liable to retire by rotation.

“**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**ITEM NO. 05 TO APPROVE ISSUE OF EQUITY WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CASH:**

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

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the **“CA 2013”**); and in accordance with the provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 (**“SEBI LODR Regulations”**), (iv) the applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder (**“FEMA”**), (v) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), stock exchanges and/or any other statutory / regulatory authority; (vi) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 100,00,000 (One Crores) Equity Warrants (**“Equity Warrants”**) convertible into 100,00,000 (One Crores) Equity Shares of the Company, of face value of Re. 10/- (Rupees Ten Only) each (**“Equity Shares”**), in dematerialized form, on Preferential allotment basis, to non-promoters at a price of Rs. 33/- (including premium of Rs. 23) as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations:

Sr. No.	Name of the proposed Allottees	Nature of persons who are the ultimate beneficial owner	Equity Shares proposed to be allotted	Category	Allottee is: QIB/ MF/ FI/ Trust/ Banks
1	Synematic Media & Consulting Private Limited	Shareholders: i). Anand Mode ii). Paras Shah iii). Karan Punwani	2000000	Non-Promoter	Not applicable
2	Miniboss Consulting Private Limited	i). Azharuddin R. Mulla	20,00,000	Non-Promoter	Not applicable
3	Yogesh Kale	Yogesh Kale	20,00,000	Non-Promoter	Not applicable
4	Dev Pawar	Dev Pawar	20,00,000	Non-Promoter	Not applicable
5	Sachin puri	Sachin puri	20,00,000	Non-Promoter	Not applicable
Total			1,00,00,000		

RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the **“Relevant Date”** for the purpose of determination of the price of the Equity Warrants to be issued and allotted as above shall be 30th August, 2022, being the working day immediately preceding the date 30 (thirty) days prior to the date of General Meeting to approve this offer.



RESOLVED FURTHER THAT the Equity Warrants proposed to be issued and allotted to the Proposed Allottee shall inter-alia be subject to the following:

- (a) The Equity Warrants shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the approval of the Stock Exchanges for issuance of the Equity Warrants and the listing of Equity Shares allotted to Proposed Allottees upon conversion of Equity Warrants);
- (b) The Equity Warrants to be issued and allotted shall be subject to minimum lock-in, if any, for such period as specified under Chapter V of the SEBI ICDR Regulations;
- (c) No partly paid-up Equity Warrants or Equity Shares upon conversion of Equity Warrants shall be issued and allotted;
- (d) Allotment of the Equity Warrants shall only be made in dematerialised form;
- (e) The said Equity Warrants shall be converted within a period not exceeding 18 (Eighteen) months from the date of allotment of the Equity Warrants, in one or more tranches, in accordance with the SEBI Regulations and other relevant regulations as may be prevailing at the time of allotment of equity shares, and that the Equity Warrants so issued or allotted give rise (on allotment or conversion/ exercise of right) to not more than 100,00,000 (One Crores) equity shares of face value Re.10/- each fully paid-up;
- (f) The Equity Shares to be issued and allotted pursuant to conversion of Equity Warrants shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals; and
- (g) The Equity Shares, to be issued and allotted upon conversion of Equity Warrants, shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

RESOLVED FURTHER THAT the warrants shall be issued by the Company on the following terms and conditions:

- (i) An amount equivalent to 25% of the offer price of the Equity Warrants shall be payable at the time of making the application for Equity Warrants, which amount will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Warrants payable by the Equity Warrants Holder at the time of exercising the option;
- (ii) In the event the Equity Warrants Holder does not exercise the option of conversion within 18 months from the date of allotment of Equity Warrants, the Equity Warrants shall lapse and the deposit of 25% as indicated in point (i) above shall be forfeited by the Company;
- (iii) The balance 75% of the offer price shall be payable at the time of exercise of option to convert the Equity Warrants into equity shares of face value Re. 10/- per share of the Company.
- (iv) The issue of the Equity Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid, shall be governed by the respective provisions of the Companies Act, 2013, the Memorandum & Articles of Association of the Company and also the Guidelines/Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof;
- (v) Each Equity Warrants shall be convertible into one (1) equity share of face value of Rs. 10/- per share; and
- (vi) The equity shares allotted, upon Equity Warrants to be issued on preferential basis to above allottee, shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.



RESOLVED FURTHER THAT the Equity Warrants to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate by Brajesh Gupta & Co., Practicing Company Secretary (ACS No. 33070, CP No. 21306) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Ms. Nishigandha S. Keluskar, Chairman & Managing Director, Mr. Gaurav M. Gore, Director and Ms. Kanika Kabra, Company Secretary cum Compliance officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

**By Order of the Board of Directors
For Brandbucket Media & Technology Limited
(Formerly Known as Brandbucket Media and Technology Private Limited)**

**Sd/-
Nishigandha Shashikant Keluskar
Managing Director
DIN: 09154554**

**Place: Mumbai
Date: 07/09/2022**

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 (24/09/2022 to 30/09/2022) (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 2021-22 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 2021-22 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 Kumar 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 9thAGM).



- 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 23rdSeptember,2022.
 - 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,2022, 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 02ndOctober, 2022 and shall be placed on the website of the Company www.navodayenterprise.com 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

IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO 2:

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, with prior approval of Members by means of a Special Resolution is required to be passed by way of postal ballot.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits, subject to the approval of members the proposed to be increased in the limit up to Rs. 50 Crores for the company. Hence, the Special Resolution at Item No.2 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors, therefore, recommend the Resolution as set out in item no. 2 for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

ITEM NO. 3:

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits up to 50 Crores for the Company. Pursuant to Section 180(1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1) (a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorization is also proposed to be increased to Rs. 50 Crores for the Company.

The Directors, therefore, recommend the Resolution as set out in item no. 3 for the approval of the Members of the Company.



None of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution

ITEM NO. 4:

Board Appointed Mr. Amol Gulabrao Rokade (DIN: 09325082) as Additional Non Executive Independent Director w.e.f. 23.09.2021 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Amol Gulabrao Rokade (DIN: 09325082) will hold office up to the date of the ensuing AGM, was appointed as additional Independent Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

It is proposed to appoint Mr. Amol Gulabrao Rokade (DIN: 09325082) as Non Executive Independent Director under Section 149 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a period of five consecutive and he shall not be liable to retire by rotation. In the opinion of the Board Mr. Amol Gulabrao Rokade (DIN: 09325082) fulfils the conditions specified in the Act and rules made there under as also under the Listing Regulation for his appointment as Independent Director of the Company.

Further Mr. Amol Gulabrao Rokade (DIN: 09325082) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director. The Company has also received declaration from the Director that he meets the criteria of Independence as prescribed both under sub section (6) of Section 149 of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received notices in writing from member proposing his candidature for the office of Independent Director of the Company.

The Directors, therefore, recommend the Resolution as set out in item no. 4 for the approval of the Members of the Company.

Except Mr. Amol Gulabrao Rokade none of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

ITEM NO. 05 TO APPROVE ISSUE OF EQUITY WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CASH:

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through E-Voting is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under: -

1. Objects of this issue:

To raise further capital in order to meet the funding and business requirements of the Company including in



relation to, and for [funding the business growth, capital expenditure, expansion plans including investments in subsidiaries, Investment in good business entities, Investment in any company for creating group/associate companies, exploring new initiatives, acquisition of business by making Investment or acquisition of stake in entities/companies for further expansion and diversification of the Business model, Inter body corporate loans in the requirements of business, mode of working capital, and other general corporate purposes] by way of fresh issue for cash and / or for consideration other than cash (including share swap).

2. Intent of Promoters Directors / Key Management Persons to subscribe to the preferential issue:

None of the promoters / directors / key management personnel of the Company intend to subscribe in the proposed issue of Equity Shares.

3. Maximum number of specified securities to be issued:

The Company intends to issue securities of the Company in the following manner:

1. 100,00,000 (One Crore) Equity Warrants convertible into equivalent 100,00,000 (One Crore) equity shares of face value Re. 10/- per share.

Thus, based on the assumption that all the Equity Warrants will be converted in equity shares of face value Re. 10/- of the Company, the Company intends to issue a maximum of 100,00,000 (One Crore) equity shares of face value Re. 10/- per share at a price of Rs. 33/- (including premium of Rs. 23 per share) as determined under Regulation 164 read with Regulation 166A of SEBI (ICDR) Regulations, 2018 in the following manner:

4. The shareholding pattern before and after completion of the proposed preferential issue would be as under:-

S. No.	Category	Pre-Issue Shareholding		Post-Issue Shareholding*	
		No. of Equity Shares	Percentage of Shareholdings	No. of Equity Shares	Percentage of Shareholdings
A	Promoters' holding:				
	Individual	156165	4.95	156165	1.19
	Bodies Corporate	1496487	47.46	1496487	11.38
	Sub Total (A)	1652652	52.42	1652652	12.57
B	Non- Promoters' Holding				
	Individual	1330261	42.19	7330261	55.73
	Bodies Corporate	58087	1.84	4058087	30.84
	Others [including HUF, NRI, IEPF Authorities, etc.]	112000	3.55	112000	0.85
	Sub Total (B)	1500348	47.58	11500348	87.42
	GRAND TOTAL (A+B)	3153000	100	13153000	100

Notes:-

1. The above shareholding pattern has been prepared on the basis of shareholding as on June 30, 2022 as provided by the Registrar and Share Transfer Agent and filed by the Company with the Stock Exchanges.

*2. Further, the post-issue capital is derived on the assumption that the 100,00,000 Equity Warrant proposed to be allotted in the present issue will be converted into 100,00,000 equity shares of the Company respectively.



5. Proposed time within which the preferential issue shall be completed:

(a) Allotment of Equity Shares upon conversion of Equity Warrants:

The Company shall complete the allotment of the Equity Shares upon conversion of Equity Warrants within a period of 15 (fifteen) days from the later of: (i) date of allotment of Equity Warrants respectively; or (ii) receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the approval of the Stock Exchanges for issuance of the Equity Shares to the Proposed Allottees).

Sr. No.	Name of the proposed allottees	The natural persons who are ultimate beneficial owner	Pre-Issue			Number of Equity Shares proposed to be allotted (including allotment of equity shares upon conversion of OCPS and Equity Warrants)	Post-Issue (Refer Note 1 below)		
			Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)		Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)
1	Synematic Media & Consulting Private Limited	Private Limited Company	Non-Promoter	-	-	20,00,000	Non-Promoter	20,00,000	15.21%
2	Miniboss Consulting Private Limited	Private Limited Company	Non-Promoter	-	-	20,00,000	Non-Promoter	20,00,000	15.21%
3	Yogesh Kale	Individual	Non-Promoter	-	-	20,00,000	Non-Promoter	20,00,000	15.21%
4	Dev Pawar	Individual	Non-Promoter	-	-	20,00,000	Non-Promoter	20,00,000	15.21%
5	Sachin Puri	Individual	Non-Promoter	-	-	20,00,000	Non-Promoter	20,00,000	15.21%
Total						1,00,00,000			76.05%

Note:

The post-issue capital is derived on the assumption that the 100,00,000 Equity Warrant proposed to be allotted in the present issue will be converted into 100,00,000 equity shares of the Company respectively.

7. Lock in period:

(a) Equity Warrants

The Equity Warrant convertible in to Equity Shares to be issued and allotted shall be subject to minimum lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations.

(b) Equity Shares allotted upon conversion of Equity Warrants

The Equity Shares to be issued and allotted shall be subject to minimum lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations.



8. Change in the control, if any:

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted pursuant to this preferential issue.

9. Price of the issue:

The offer price of equity shares of face value Re. 10/- (Rupees Ten only) per equity share is Rs. 33/- (Rupees Thirty Three Only) per share (including premium of Rs. 23 per share) as determined under Regulation 164 read with Regulation 166A of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from the IBBI Registered Valuer Valuer Bhavesh M Rathod, Registered Valuer (Reg. No: IBBI/RV/06/2019/10708) is available at the registered office of the Company for your review and is placed on the website of the Company at www.brandbucketmediatech.com.

10. Relevant Date:

The Relevant Date, on the basis of which the price of the Proposed issue of equity shares, Equity Warrants on preferential basis is determined, is 30th August, 2022.

11. Compliance Certificate from Practising Company Secretary:

A copy of the Compliance Certificate as issued by the Practising Company Secretary, Brajesh Gupta, Proprietor, FCS No. ACS No.33070; CP No.: 21306, Practising Company Secretaries certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of voting results. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company at the following link: www.brandbucketmediatech.com.

12. Undertakings:

- (a) The Issuer Company undertakes that they shall re-compute the price of the equity shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- (b) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.
- (c) The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

13. Wilful Defaulter or Fraudulent Borrower:

Neither the issuer nor any of or its promoters or directors are wilful defaulters or fraudulent borrowers.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution no. 5 as set out in the accompanying notice for the approval of members as a Special Resolution.



None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolution.

By Order of the Board of Directors**For, BRANDBUCKET MEDIA & TECHNOLOGY LIMITED****Formerly Known as Brandbucket Media and Technology Private Limited****Sd/-****Nishigandha Shashikant Keluskar****Managing Director****DIN: 09154554****Place: Mumbai****Date:07/09/2022****Details of Directors seeking re-appointment at the forthcoming Annual General Meeting**

Sr. No.	Name of the Director	Mr. Amol Gulabrao Rokade	Mr. Nishigandha Shashikant Keluskar
1	Date of Birth	14/04/1982	24/06/1976
2	Age	40	46
3	Date of Appointment	23/09/2021	10/04/2021
4	Permanent Account Number (PAN)	AWBPR5858G	AOCPB2380J
5	Director Identification Number (DIN)	09325082	09154554
6	No. of equity shares held in the Company	NIL	1,56,165
7	Qualifications	B.A	Fashion Designing and Diploma
8	Brief Profile	Amol G. Rokade, is an Independent director of Our Company. He has completed his B.A. from University of Pune. He is having experience of 12 years in field of accounts and finance. He has been on our Board since September 23, 2021.	Ms. Nishigandha Shashikant Keluskar, is the Managing Director of the Company. She is having experience of more than a decade in the field of textiles product development and marketing. She is having 2 years of experience in advertising and marketing. She provides Strategic guidance to our Company and take care of day to day business of our company and executes the strategy as per the approval of our Board of the Directors.
9	Directorship held in other companies	NIL	Createroi Financial Consultancy Limited Lemon Farms And Hospitality Private Limited
10	Membership/Chairmanship of other Public listed Companies (includes Audit Committee and Stakeholder Relationship Committee)	NIL	NIL
11	Relationships, if any between Directors, inter-se.	-	-

**DIRECTOR'S REPORT**

To,
The Members,
BRANDBUCKET MEDIA & TECHNOLOGY LIMITED,
(Formerly Known as Brandbucket Media and Technology Private Limited)

Your Directors have pleasure in presenting their Annual Report of the Company together with the Audited Statements of Accounts for the Financial Year ended **31st March, 2022**.

1) FINANCIAL STATEMENT

The Company's financial performance, for the year ended **March 31, 2022** is summarized below:
The Board's Report is prepared based on the standalone financial statements of the company.

Amount In Rs.

Particulars	2021-22	2020-21
Revenue from Operations	17,26,87,648	15,19,26,953
Other Income	-	-
Total	17,26,87,648	15,19,26,953
Profit Before Interest, Tax & Depreciation	44,97,777	47,28,093
Less: Financial Cost	-	-
Less: Depreciation	7,34,495	6,28,578
Profit before Tax	37,63,282	40,99,515
Less: Current Tax	9,40,821	10,04,935
Less: Deferred Tax Asset / (Liability)	4,89,606	1,80,972
Profit after Tax	23,32,856	29,13,608

2) RESULT HIGHLIGHTS

During the year the Company has generated revenue from operations of Rs. 17,26,87,648/- (including other income) and earned net profit after tax Rs. 23,32,856/- as compared with the corresponding figures in the previous year of Rs.15,19,26,953/- and Rs. 29,13,608/- respectively. The total revenue is increased by Rs.2,07,60,695/- as compared with last year and net profit after tax decreased by Rs. 5,80,752/- as compared with last year.

3) DIVIDEND

Your Directors are constrained not to recommend any dividend for the year under report.

4) TRANSFER TO RESERVE

Your Directors find it prudent not to transfer any amount to general reserve.

5) CHANGE IN SHARE CAPITAL

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

1. The Company in the EGM held in 10th April, 2021 has increased the Authorised Capital from Rs. 1,00,000 (One Lakhs Only) divided into 10,000 Equity Shares of Rs. 10/- each to Rs. 4,00,00,000 (Four Crores Only) divided into 40,00,000 Equity Shares of Rs. 10/- each and amend the Memorandum of Association of the Company accordingly.



2. The Company in the Board Meeting held in 12th May, 2021 allot 4,000 Equity Shares of Rs. 10/- at a premium of Rs. 700/- each on Right Basis, the Paid Up Capital of the Company after the above allotment is 1,40,000/-
3. The Company in the Board Meeting held in 28th May, 2021 allot 5000 Equity Shares of Rs. 10/- at a premium of Rs. 700/- each on Right Basis, the Paid Up Capital of the Company after the above allotment is 1,90,000/-
4. The Company in the Board Meeting held in 11th June, 2021 issue 16,34,000 Equity Shares as Bonus Share of an aggregate nominal value of Rs. 1,63,40,000/- . After this effect the Paid Up Share Capital of the Company is 1,65,30,000/-
5. The Company in the Board Meeting held in 15th September, 2021 raising of Capital through further Issue of Securities by the company and board issue and allot Equity Shares of the face value of Rs. 10/- each for an aggregate of up to 16,00,000 (Sixteen Lakhs Only) Equity Shares.
6. The Authorised and Paid up Share Capital at the end of the year as on 31st March, 2022 was 4,00,00,000/- and 3,15,30,000/- respectively.
7. After the closure of Financial year before the finalization of this Report, Pursuant to resolution passed by the Board on dated 09th March, 2022, Company increase the Authorised Capital from Rs. 4,00,00,000 (Rupees Four Crore) to Rs. 25,00,00,000 (Rupees Twenty-Five Crore) and amend the Memorandum of Association of the Company.

The Shareholders of the Company in their Meeting held on 6th June, 2022 approved the increase of Authorised Capital and Alteration in Memorandum of Association.

6) MAJOR EVENTS DURING THE F.Y.2021-22

There was no major event in the company during the financial year, after closure of financial year and before adoption of board report other than increase in Authorised Capital from Rs. 4.00 crs to Rs. 25.00 crores.

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 I** to this Report.

8) REMUNERATION AND NOMINATION 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 II** to this Report.

9) DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board is properly constituted as per the provisions of the Companies Act, 2013. The Board at present comprises of:

Sr. No.	Name	Designation
1.	Mr. Nishigandha Shashikant Keluskar	Managing Director
2.	Mr. Sandeep Prabhakar Khare	Non-Executive - Independent Director
3.	Mr. Gaurav Mahendra Gore	Non-Executive -Independent Director
4.	Mr. Amol Gulabrao Rokade	Additional Director
5.	Mr. Kailas Nandu Salve	Chief Financial Officer



6.	Mr. Yogesh Shaikhilal Nagtilak	Director (Resigned w.e.f. 23 rd September, 2021)
7.	Ms. Sebi Goyal	Company Secretary and Compliance Officer (Resigned w.e.f. 30 th May,2022)
8.	Mrs. Kanika Kabra	Company Secretary and Compliance Officer (Appointed w.e.f. 1 st June,2022)

Ms. Sebi Goyal resigned from the post of Company Secretary with effect from 30th May,2022 and Mrs. Kanika Kabra appointed as Company Secretary cum Compliance Officer of the Company with effect from 1stJune,2022.

10) NUMBER OF BOARD MEETINGS

During the year under review, 10 (Ten) Board meetings were held and properly convened dated, 5thApril, 2021, 12thMay, 2021, 28thMay,2021, 11thJune,2021, 15thJuly, 2021, 15thSeptember, 2021, 23rdSeptember, 2021, 28thDecember, 2021 and 9thMarch, 2022.

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) 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.

15) DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors of your Company have submitted the declaration of Independence as required under Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence under Section 149(6) of the Companies Act, 2013.

16) 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, 2022 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.

17) MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

18) 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.

19) 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.

20) 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.

21) PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company has not carried out any business activities warranting conservation of the energy and technology absorption in accordance with Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. Since the company is not engage in any manufacturing activity, issues relating to technology absorption are not quite relevant to its functioning. During the year under consideration the Company has spent/incurred foreign exchange equivalent to Rs. Nil. There is no foreign exchange earnings during the year.

22) 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.

23) CHANGE IN THE NATURE OF BUSINESS

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

24) SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any subsidiary Joint Venture, Associate Company or LLPs during the year under review.

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



The Company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

26) 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.

27) 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.

28) AUDITORS & REPORT OF THE AUDITORS

In terms of section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, **M/s. Bhagat & Co. Chartered Accountant, (Firm Registration No. 127250W)** was appointed as the statutory auditors of the Company to hold office for one term of 5 years commencing from conclusion of the 8th Annual General Meeting till the conclusion of the 13th Annual General Meeting of the Company to be held in the calendar year 2026.

There are no qualifications, reservations or adverse remarks or disclaimers made by **M/s. Bhagat & Co., Chartered Accountants (FRN: 127250W)**, 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.

29) SECRETARIAL AUDIT REPORT

The Board of Directors of the Company has appointed **M/s. Brajesh Gupta & Co.**, Practicing Company Secretary to conduct the Secretarial Audit and his Report on Company's Secretarial Audit Report is appended to this Report as **ANNEXURE III**. There are no qualifications, reservations or adverse remarks or disclaimers made by **M/s. Brajesh Gupta & Co**, Practicing Company Secretaries, in their.

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:

1. *The company has not filed Form ADT-1 for Appointment of M/s Bhagat & Co. As Statutory Auditor of the Company for FY 2021-22.*
2. *The company has not filed DPT-3 For 2020-21 and 2021-22*
3. *The Company has not filed form MR-1 Return of appointment of Ms. Nishigandha Shashikant Keluskar Managing Director up to the Signing date of this report to ROC.*

The management comments and notes on the Observations of Secretarial Auditors are as follows:

With reference to the non-filing of other forms it was given to the professional for filing but due to covid issue he could file it and it was not informed by him to us about non filing of forms, secondly due to Covid-19 and nationwide lockdown staff of the company was not able to attend the office hence this ignorance



and non-filing event was taken placed.

COST AUDITORS

The Board of Directors of the Company here confirmed that according to the Companies working and business the company does not required to appoint the Cost Auditor as per the Section 148 of the Companies Act, 2013.

30) INTERNALAUDITORS

The Company has appointed Sailesh Pandey & Co., Chartered Accountants, as Internal Auditor of the company for the financial year 2021-22 and 2022-23.

31) 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 victimisation 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 2021-22, 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.com>

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.com/>

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 behaviour 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 were given appropriate training in this regard.

32) 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

33) MEETING OF INDEPENDENT DIRECTORS:

During the year under review, one Independent Director Meeting held on 20/02/2022 for the F. Y. 2021-22.

The object of Independent 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 held the Separate Meeting of Independent Director of the Company as earliest possible.

34) POSTAL BALLOT:

No Postal ballot was conducted by the company during the year 2021-22.

35) 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.

36) 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.

37) 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 have been appended to this report.

38) 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 2021- 2022, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-2022 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company is attached as Annexure IV.

39) SECRETARIAL STANDARDS



The Company complies with the Secretarial Standards, issued by the Institute of Company Secretaries of India, which are mandatorily applicable to the Company. The same has also been confirmed by Secretarial Auditors of the Company in the Secretarial audit Report.

40) 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: 07/09/2022**

Sd/-

**Nishigandha Shashikant Keluskar
Managing Director
DIN: 09154554**



ANNEXURE I
FORMNO.MGT-9

Extract of Annual Return as on the Financial Year Ended on 31stMarch, 2022

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

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	U93000MH2013PLC246147
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.208, 2nd Floor, Shiv Shakti, SRA CHS Ltd Link Road, Anna Nagar, Andheri west, Mumbai-400053 Mumbai MH 400053 IN 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	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 www.satellitecorporate.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

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%



III. **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.	-	-	-	-	-

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

1) **CATEGORY-WISE SHAREHOLDING:**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2021)				No. of Shares held at the end of the year (As on 31.03.2022)				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	1,796	1,796	17.96	1,56,165	0	156165	4.95	-13.01
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	0	8,200	8,200	82.00	14,96,487	0	14,96,487	47.46	-34.54
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)	0	9,996	9,996	99.96	16,52,652	0	16,52,652	52.42	-47.55
(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)	0	9,996	9,996	99.95	16,52,652	0	16,52,652	52.42	-47.55
B. Public Shareholding									



(1) Institutions	0	0	0	0	0	0	0	0	0
a) 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
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) 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) FII's	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	1	0	1	0.01	336087	0	336087	10.66	10.65
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3	0	3	0.03	902261	0	902261	28.62	28.59
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	122000	0	122000	3.86	3.87
c) Others (HUF, Clearing Members, Foreign Nationals, NRI Trust)	0	0	0	0	140000	0	140000	4.44	4.45
Sub-total (B)(2):-	4	0	4	0.04	1500348	0	1500348	47.58	47.56
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	10,000	0	10,000	100%	3153000	0	3153000	100%	0

V. **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 01.04.2021)			No. of Shares held at the end of the year (As on 31.03.2022)			% 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	1795	17.95%	NIL	156165	4.95%	NIL	-8.51%
B. Bodies Corporate							
Createroi Financial Consultancy Private	8200	82%	NIL	1061400	33.66%	NIL	-48.34%
zylo enterprises private limited	1	0.01%	NIL	435087	13.80%	NIL	13.79%
Total	9996	99.96%	NIL	1652652	52.41%	NIL	-43.06%

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

Sl No.	For Each of the Top 10 Shareholders			No. of Shares held at the beginning of the year	% of total shares of the company	Cumulative Shareholding during the year	% of total shares of the company
	Name of Shareholder's	As On Date	No. of Shares	No. of shares			
1	At the beginning of the year	MINIBOSS CONSULTANCY PRIVATE LIMITED	01-04-2021	0	0.00	0	0.00



	Date wise Increase / Decrease in Share holding during the year		28/12/2021	112000	7.47	112000	7.47
			07/01/2022	130000	4.12	242000	7.68
			14/01/2022	134000	4.25	376000	11.93
			21/01/2022	-306000	9.71	70000	2.22
			28/01/2022	-50000	1.59	20000	0.63
	At the End of the year		31/03/2022	0	0.00	20000	0.63
2	At the beginning of the year	ESPEON CONSULTING PRIVATE LIMITED.	01-04-2021	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		28/12/2021	114000	7.60	114000	7.60
			07/01/2022	86000	2.73	200000	6.34
			14/01/2022	124000	3.93	324000	10.28
			21/01/2022	-2000	0.06	322000	10.21
			28/01/2022	-38000	1.21	284000	9.01
			04/02/2022	-34000	1.08	250000	7.93
			25/03/2022	-26000	0.82	224000	7.10
	At the End of the year		31/03/2022	0	0.00	224000	7.10
3	At the beginning of the year	NNM SECURITIES	01-04-2021	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		28/12/2021	76000	5.07	76000	5.07
			07/01/2022	-2000	0.06	74000	2.35
			14/01/2022	12000	0.38	86000	2.73
			21/01/2022	-8000	0.25	78000	2.47
			28/01/2022	-2000	0.06	76000	2.41
			04/02/2022	2000	0.06	78000	2.47
			11/02/2022	-2000	0.06	76000	2.41
			18/02/2022	4000	0.13	80000	2.54



			25/02/2022	2000	0.06	82000	2.60
			04/03/2022	-4000	0.13	78000	2.47
			11/03/2022	-6000	0.19	72000	2.28
			25/03/2022	-4000	0.13	68000	2.16
	At the End of the year		31/03/2022	2000	0.06	70000	2.22
4	At the beginning of the year	AMIT HASMUKH PARIKH	01-04-2021	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year						
			14/01/2022	22000	0.70	22000	0.70
			21/01/2022	22000	0.70	44000	1.40
			28/01/2022	-16000	0.51	28000	0.89
	At the End of the year		31/03/2022	0	0.00	28000	0.89
5	At the beginning of the year	AKHIL JAIN HUF	01-04-2021	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year						
			14/01/2022	24000	0.76	24000	0.76
			21/01/2022	8000	0.25	32000	1.01
	At the End of the year		31/03/2022	0	0.00	32000	1.01
6	At the beginning of the year	ALPHA LEON ENTERPRISES LLP	01-04-2021	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year						
			18/03/2022	2000	0.06	2000	0.06
	At the End of the year		31/03/2022	22000	0.70	24000	0.76
7	At the beginning of	PRASHANT RAJESHKUMAR	01-04-2021	0	0.00	0	0.00



	the year	YADAV					
	Date wise Increase / Decrease in Share holding during the year		04/02/2022	6000	0.19	6000	0.19
			18/02/2022	4000	0.13	10000	0.32
	At the End of the year		31/03/2022	10000	0.32	20000	0.63
8	At the beginning of the year	VIMAL KUMAR BUNT	01-04-2021	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		21/01/2022	20000	0.63	20000	0.63
	At the End of the year		31/03/2022	0	0.00	20000	0.63
9	At the beginning of the year	KIRIT B JADAV	01-04-2021	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		21/01/2022	2000	0.06	2000	0.06
			28/01/2022	2000	0.06	4000	0.13
			11/02/2022	2000	0.06	6000	0.19
	At the End of the year		31/03/2022	10000	0.32	16000	0.51
10	At the beginning of the year	NANDA VISHWANATH MUDALIAR	01-04-2021	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		21/01/2022	16000	0.51	16000	0.51
	At the End of the year		31/03/2022	0	0.00	16000	0.51



11	At the beginning of the year	VIRAL PATEL	01-04-2021	87	0.01	87	0.01
	Date wise Increase / Decrease in Share holding during the year		24/09/2021	-87	0.01	0	0.00
	At the End of the year		31/03/2022	0	0.00	0	0.00
12	At the beginning of the year	AARNAH CAITAL ADVISORS PVT LTD	01-04-2021	87	0.01	87	0.01
	Date wise Increase / Decrease in Share holding during the year		24/09/2021	-87	0.01	0	0.00
	At the End of the year		31/03/2022	0	0.00	0	0.00
13	At the beginning of the year	POOJA PATEL	01-04-2021	87	0.01	87	0.01
	Date wise Increase / Decrease in Share holding during the year		24/09/2021	-87	0.01	0	0.00
	At the End of the year		31/03/2022	0	0.00	0	0.00
14	At the beginning of the year	ARUN PRAJAPATI	01-04-2021	87	0.01	87	0.01
	Date wise Increase / Decrease in Share holding during the year		24/09/2021	-87	0.01	0	0.00
	At the End of the year		31/03/2022	0	0.00	0	0.00



VII. Shareholding of Directors and Key Managerial Personnel:

S. No.	Name	Shareholding at the beginning of the year (01.04.2021)		Increase/ Decrease In shareholding	Cumulative shareholding during the year (From 01-04-2021 to 31-03-2022)	
		No. of shares	% of Total Shares		No. of shares	% of Total Shares
1.	Nishigandha Shashikant Keluskar	1795	17.95	Increase	156165	4.95

VIII. 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 (01-04-2021)				
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 (31-03-2021)				
i) Principal Amount	0	-	-	0
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+ iii)	0	-	-	0

IX. 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
1.	Gross Salary	Nishigandha Shashikant Keluskar	Gaurav Mahendra Gore	



	(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 undersection17(3)Income-taxAct,1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - As % of profit - Others, specify...	Nil	Nil	Nil
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	Total Amount		
		Sandeep Prabhakar Khare	Amol GulabraoRokade	Total
1.	Independent Directors			
a	Fee for attending Board/ Committee Meetings			
b	Commission			
c	Others, please specify			
	Total (1)			
2.	Other Non-Executive Directors			
a	Fee for attending Board /Committee Meetings	Nil	Nil	Nil
b	Commission	Nil	Nil	Nil
c	Others, please specify	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil
	Total (B)=(1+2)			
	Total Managerial Remuneration	Nil	Nil	Nil
	Ceiling as per the Act under section 197 (3) Schedule V of the CompaniesAct,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	Sebi Goyal
1.	Gross salary		
	(a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	2,40,000	1,40,000
	(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	1,40,000

X. **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: 07/09/2022

Sd/-
Nishigandha Shashikant Keluskar
Managing Director
DIN: 09154554



ANNEXURE II NOMINATION & REMUNERATION POLICY

1. OBJECTIVE:

The Nomination, Remuneration and Compensation Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 42 under the Model Listing Agreement (as amended from time to time). The Key Objectives of the Committee would be:

- 1.1 To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2 To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3 To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.4 To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort , performance, dedication and achievement relating to the Company's operations.
- 1.5 To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.6 To devise a policy on Board diversity
- 1.7 To develop a succession plan for the Board and to regularly review the plan;
- 1.8 To formulate detailed ESOS Plan and the terms and conditions thereof including but not limited to determination of the Exercise Price, Exercise Period, Lock – in period, consequence of failure to exercise option, method of valuation, accounting policies, disclosures, etc. and matters related thereto.

2. DEFINITIONS:

- 2.1. Act means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- 2.2. Board means Board of Directors of the Company.
- 2.3. Directors mean Directors of the Company.
- 2.4. Key Managerial Personnel means
 - 2.4.1. Managing Director;
 - 2.4.2. Whole-time director;
 - 2.4.3. Chief Financial Officer;
 - 2.4.4. Company Secretary; and
 - 2.4.5. Such other officer as may be prescribed.
- 2.5. Senior Management means Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

3. ROLE OF COMMITTEE:

The Committee shall:

1.1 Terms of reference:

- 3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a director
- 3.1.2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial in accordance with the criteria laid down in this policy.
- 3.1.3. Recommend to the Board, appointment Remuneration and removal of Director, KMP and Senior Management Personnel.
- 3.1.4 formulate detailed ESOS Plan and the terms and conditions thereof including but not limited to determination of the Exercise Price, Exercise Period, Lock – in period, consequence of failure to exercise option, method of valuation, accounting policies, disclosures, etc. and matters related thereto.

1.2 Policy for appointment and removal of Director, KMP and Senior Management:

3.2.1. Appointment criteria and qualifications:

- 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 to the Board his /her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he /she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Managing Director or 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 based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

3.2.2. Term/Tenure:

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Managing Director or Whole-time 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, 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. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on date as may be determined by the Committee as per regulatory requirement; he/she shall be eligible for appointment for One more term of 5 years only.
- 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.

3.2.3. Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

3.2.4. Removal:

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

3.2.5. 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.

3.3. Policy relating to the Remuneration for the Managing Director or Whole- time Director, KMP and Senior Management Personnel:

3.3.1. General:

- a) The remuneration / compensation / commission etc. to the Managing Director or Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Managing Director or Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down as per the provisions of the Act and in line with the Company's policy.
- c) Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director or Whole-time Director.
- d) Where any insurance is taken by the Company on behalf of its Managing Director or Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

3.3.2. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

a) Fixed pay:

The Managing Director or Whole-time Director/KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director or Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration:

If any Managing Director or Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

3.3.3. Remuneration to Non-Executive/Independent Director:

a) Remuneration/Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and/or the Act.

b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

d) Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

4. MEMBERSHIP:

- 4.1 The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- 4.2 Minimum two(2) members shall constitute a quorum for the Committee meeting.
- 4.3 Term of the Committee shall be continued unless terminated by the Board of Directors.
- 4.4 Membership of the Committee shall be disclosed in the Annual Report.

5. CHAIRPERSON:

- 5.1 Chairperson of the Committee shall be an Independent Director.
- 5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee. In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- 5.3 Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS:

The meeting of the Committee shall be held at such regular intervals as may be required.

7. COMMITTEE MEMBERS' INTERESTS:

- 7.1 A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- 7.2 The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the

Committee.

8. SECRETARY:

The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING:

9.1 Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

9.2 In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. NOMINATION DUTIES:

The duties of the Committee in relation to nomination matters include:

10.1 Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;

10.2 Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;

10.3 Identifying and recommending Directors who are to be put forward for retirement by rotation.

10.4 Determining the appropriate size, diversity and composition of the Board;

10.5 Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;

10.6 Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;

10.7 Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;

10.8 Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.

10.9 Delegating any of its powers to one or more of its members or the Secretary of the Committee;

10.10 Recommend any necessary changes to the Board; and

10.11 Considering any other matters, as may be requested by the Board.

11. REMUNERATION DUTIES:

The duties of the Committee in relation to remuneration matters include:

11.1 to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

11.2 to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

11.3 to delegate any of its powers to one or more of its members or the Secretary of the Committee.

11.4 to consider any other matters as may be requested by the Board.

11.5 Professional indemnity and liability insurance for Directors and senior management.

12. MINUTES OF COMMITTEE MEETING:

Proceedings of all meetings must be minutes and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

**By Order of the Board of Directors
FOR, BRANDBUCKET MEDIA & TECHNOLOGY LIMITED**

Sd/-

Gaurav Mahendra Gore

Director

DIN: 08534900

Place: Mumbai

Date: 07/09/2022

Sd/-

Nishigandha Shashikant Keluskar

Managing Director

DIN: 09154554

Annexure III
SECRETARIAL AUDIT REPORT
For the financial year ended 31st March 2022 [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.208, 2nd Floor, Shiv Shakti, SRA CHS Ltd. Link Road, Anna Nagar, Andheri (W), Mumbai-400053

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 2021 to 31st March 2022 ('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, 2022 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;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ; - **the Company has issued 23,04,000 Equity shares of Rs.10 each on June 22, 2021 through Public Issue and securities of the company has been listed on BSE SME Platform w.e.f. 25/06/2021.**

The company has issued 23,04,000 Equity Shares having face value of Rs. 10.00 each at a cash price of Rs. 20.00 per Equity Share (including a share premium of Rs. 10.00 per Equity share) aggregating Rs. 460.80 lakhs

- (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, 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 not filed Form ADT-1 for Appointment of M/s Bhagat & Co. As Statutory Auditor of the Company for FY 2021-22.*
2. *The company has not filed DPT-3 For 2020-21 and 2021-22*
3. *The Company has not filed form MR-1 Return of appointment of Ms. Nishigandha Shashikant Keluskar Managing Director up to the Signing date of this report to ROC.*

I further report that

- I) 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, except the Return of appointment of **Ms. Nishigandha Shashikant Keluskar Managing Director** of the Company, as the company has not filed the necessary forms for the same to ROC.
- II) 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 at least seven

days in advance and where the same were given at shorter notice than 7 (seven) days, proper consent thereof were obtained 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.

III) 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
Mem. No.: ACS 33070
CP No.: 21306**

**Date:18/08/2022
Place: Mumbai
UDIN: A033070D000813511**

Note:

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

Annexure A Part of the Secretarial Audit Report 2021-22

To

The Members

BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

Office No.208, 2nd Floor, Shiv Shakti,

SRA CHS Ltd. Link Road, Anna Nagar,

Andheri (W), Mumbai-400053

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

Mem. No.: ACS 33070

CP No.: 21306

Date:18/08/2022

Place: Mumbai

UDIN: A033070D000813511

ANNEXURE IV
TO THE DIRECTORS' REPORT
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 2021-22	Nishigandha Shashikant Keluskar	Managing Director	
		Kailas Nandu Salve	CFO(KMP)	
		Sandeep Prabhakar Khare	Independent Director	
		Gaurav Mahendra Gore	Non Executive Director	
		Amol Gulabrao Rokade	Independent Director	
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	
		Kailas Nandu Salve	CFO(KMP)	63.16
		Sandeep Prabhakar Khare	Independent Director	
		Gaurav Mahendra Gore	Non Executive Director	
		Amol Gulabrao Rokade	Independent Director	
3	The percentage increase or Decreases in the median remuneration of employees in the financial year	CS Sebi Goyal	Company Secretary	36.84
4	The number of permanent employees on the rolls of Company	2		
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	NA		

7	Company	
8	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.
9	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company	Key Managerial Personnel
10	Key parameters for any variable component of remuneration availed by the directors	N.A.
11	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
12	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
Date: 07/09/2022**

**Sd/-
Nishigandha Shashikant Keluskar
Managing Director
DIN: 09154554**

Annexure V

1. General Shareholder Information:

a.	AGM: Day, Date, Time and Venue	Friday, 30 th September, 2022 At 12:30 P.M At Office No.208, 2 nd Floor, Shiv Shakti, SRA CHS Ltd. Link Road, Anna Nagar, Andheri (W), Mumbai-400053		
b.	Financial Year	1 st April, 2021 to 31 st March, 2022		
c.	Date of Book Closure	Saturday 24 th September, 2022 to Friday 30 th September,2022		
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	INEOILD01014		
h.	Payment of Listing Fee	The Company confirms that it has paid Annual listing fees due to the stock exchange for the financial year 2021- 2022		
i.	Market Price Data (High, Low during each month in last financial year 2020-21)	Month	High(Rs.)	Low(Rs.)
		Dec 21	55.25	52.50
		Jan 22	67.00	29.10
		Feb 22	33.85	20.45
		March 22	31.35	18.05
j.	Registrar and share transfer agents	Satellite Corporate Services Private Limited Unit. No 49, Building No. 13 AB, 2nd Floor, Samhita Commercial Co-Op Society Ltd, Off Andheri Kurla Road, MTNL Lane, Saki Naka, Mumbai – 400 072, Maharashtra, India		

2. 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.com. 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.

(ii) *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'.

(iii) *The presentation made to institutional investors or to the analysts*

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

(iv) Dividend payment date: Not Applicable

(v) Stock Market Data:

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

Stock Code: 543439

ISIN: INE0ILD01014

Distribution of Shareholding as on 31st March, 2022

Share or Debenture holding Nominal Value	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount	% Total Amount
Up To 5,000	2	0.54%	174	0.01%
5001 To 10,000	0	0	0	0.00
10001 To 20,000	258	69.92	516000	16.37
20001 To 30,000	1	0.27	2087	0.07
30001 To 40,000	59	15.99	236000	7.48
40001 To 50,000	0	0	0	0.00
50001 To 1,00,000	32	8.67	222087	7.04
1,00,000 and Above	17	4.61	2176652	69.03
Total	7	100	15,50,000	100%

Pattern of Shareholding as on 31st March, 2022

Sr. No	Category of Shareholders	No. of shares Held	Percentage of holdings
1.	Promoters	1652652	52.42%
2.	Foreign Institutional Investors/ Mutual Funds	-	-
3.	Bodies Corporate	336087	10.66%
4.	Individual shareholders holding nominal shares Capital up to Rs. 1 Lakhs	902261	28.62%

5.	Individual Shareholders holding nominal Shares Capital in excess of Rs.1 Lakhs	122000	3.87%
6.	Clearing Members	14000	0.44%
7.	Firm	44000	1.40%
8.	Hindu Undivided Family	52000	165%
9.	Trusts	-	-
10.	Non Resident Indians (Non Repatriable)	2000	0.06%
11.	Non Resident Indians (Repatriable)	28000	0.89%
11	Foreign National	-	-
12.	Any other specify	-	-
	Total	31,53,000	100%

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. INDUSTRY OVERVIEW:

The company treats marketing and advertising fundamentals to business strategy and revenue management. It provides outdoor, print, ground events/activations and digital marketing. The company's primary offering is in outdoor or out-of-home media company also known as OOH advertising.

The offering of outdoor media includes advertising on hoardings, billboards on roads, highways, streets, lamp post boards, mobile sign trucks, kiosks, traffic booths, etc.

The company's outdoor media operations are spread across Mumbai and Thane. The company helps its clients run a focused campaign in consumer-populated areas. The company is focused on cost-effective and impactful solutions tailor-made as per their client needs so that their clients get the necessary reach and frequency to further propel their business.

The company is also engaged in events management which includes planning, organizing, and managing events. Brand Bucket media manage commercial events, corporate events, cultural events, and also small brand promotion events for their clients.

They are also engaged in branding and designing through print and online & digital media. And also design various publicity materials for their clients such as Pham plates, brochures, flyers, etc. for their own consumption. The company has in-house design capabilities for the same.

The company has always believed in the best quality in its services. The company is dedicated to the quality of its services and adheres to quality standards as prescribed by its clients. The company strives for complete transparency and satisfaction of its clients with an unwavering thrust and focus on professional excellence and integrity.

It is focused on increasing the number of client relationships and having more relationship managers to service these relationships. Its strategy is to increase the number of client relationships and then leverage those client relationships into offering a whole suite of financial products.

2. 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:

- 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;
- Our ability to expand our client base through promotion of our services and cross-selling;
- 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;

- Our ability to successfully enter into the mobile handset network advertising business, in part through our acquisition of Focus Media Wireless;
- Our ability to successfully operate and market our new outdoor LED network;
- Our ability to successfully operate and market our new Internet advertising marketing and technology agency; and
- Our ability to acquire companies that operate advertising businesses complementary to our existing operations.

3. OUR COMPETITIVE STRENGTHS:

Leveraging on our strong management team/ experience and relationships

Our Company is managed by a team of competent personnel having knowledge of core aspects of our Business. We believe that our management team has a long-term vision and has the ability to achieve long term growth of the Company. We believe that the strength of our management team and their understanding of the industry will enable us to continue to take advantage of current and future market opportunities.

4. TO CONTINUE EXPANDING OUR BUSINESS BY INCLUDING NEW SERVICES:

We intend to explore opportunities to expand our operations by developing new verticals within our existing lines of business. Further expanding our offerings will help us to build on existing diversification of our business.

**By Order of the Board of Directors
FOR, BRANDBUCKET MEDIA & TECHNOLOGY LIMITED**

**Sd/-
Gaurav Mahendra Gore
Director
DIN: 08534900
Place: Mumbai
Date: 07/09/2022**

**Sd/-
Nishigandha Shashikant Keluskar
Managing Director
DIN: 09154554**

CEO/CFO CERTIFICATION

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

- A.** We have reviewed the Financial Statements and the Cash Flow Statement of the Company for the financial year ended March 31, 2022 and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B.** There are, to the best of our knowledge and belief, no transactions entered into by the company during the period, which are fraudulent, illegal or violative of the company’s code of conduct.
- C.** We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have 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.
- D.** We have indicated to the auditors and the Audit Committee
 - i. Significant changes, if any, in internal control over financial reporting during the year;
 - ii. Significant changes, if any, in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - iii. 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-07/09/2022

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 2021-2022.

For **Brandbucket Media & Technology Limited**

Sd/-

Nishigandha Shashikant Keluskar

Managing Director

DIN: 09154554

Date: 07/09/2022

Place: Mumbai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(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.208, 2nd Floor, Shiv Shakti, SRA CHS Ltd Link Road,
Anna Nagar, Andheri west, 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 U93000MH2013PLC246147** and having **Registered office at Office No.208, 2nd Floor, Shiv Shakti, SRA Chs Ltd Link Road, Anna Nagar, Andheri west, Mumbai - 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, 2022 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	Active
2	Nishigandha Shashikant Keluskar	09154554	10/04/2021	Active
3	Sandeep Prabhakar Khare	09318311	18/09/2021	Active
4	Amol Gulabrao Rokade	09325082	23/09/2021	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 & Co
Membership No- 33070
COP No-21306

UDIN: A033070D000813509
Place: Indore
Date: 18/08/2022

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Brandbucket Media & Technology Limited

Report on the audit of the Financial Statements Opinion

We have audited the accompanying Financial Statements of Brandbucket Media & Technology Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2022, and the Statement of Profit and Loss and Statement of Cash Flows for the year ended on that date, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its Profit/Loss, changes in equity and its cash flows for the year ended on that date..

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's responsibilities for the audit of the 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 Financial Statements under the provisions of the Act and the rules 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 we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Emphasis of Matter

(It includes details related to but not limited to negative net worth, sudden disruptions in manufacturing or sales, any material change in business process, any unsecured loan granted to directors etc.)

Key Audit Matters

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

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

Information other than the Financial Statements and Auditors' Report thereon

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexure(s) to Board's Report, but does not include the 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 Financial Statements, our responsibility is to read the other information and, in doing so, 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.

Management's responsibility for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the audit of the 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 Financial Statements.

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

- Identify and assess the risks of material misstatement of the 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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 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 Company's ability 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 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 Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 financial statements.

We communicate with those charged with governance 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.

Report On Other Legal And Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the

Company so far as it appears from our examination of those books;

(c) The Balance Sheet, the Statement of Profit And Loss, and the Cash Flows Statement dealt with by this report are in agreement with the books of account;

(d) In our opinion, the aforesaid Financial Statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;

(e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) Since the Company's turnover as per audited Financial Statements is less than Rs.50 Crores and its borrowings from banks and financial institutions at any time during the year is less than Rs.25 Crores, the Company is exempted from getting an audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide MCA notification No. G.S.R. 583 (E) dated June 13, 2017;

(g) 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, we report that section 197 is not applicable on private company. Hence reporting as per section 197(16) is not required

(h) 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 according to the explanations 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 derivatives contracts for which there were any material foreseeable losses.
- iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds 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 to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- v. The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, 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; and

vi. Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (i) and (ii) contain any material mis-statement.

vii. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

For Bhagat & Co
Chartered Accountants
Firm Registration No 127250W

Sd/-
CA Sandeep Mulchandani
Partner
Membership No. : 144241
UDIN: 22144241AJXNDV9417
Date: 30/05/2022
Place: Ahmedabad

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report On Other Legal And Regulatory Requirements' section of our report to the members of **Brandbucket Media & Technology Limited** of even date)

On the basis of the information and explanation given to us during the course of our audit, we report that:

(i) a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of all fixed assets.

(B) The company is not having any intangible asset. Therefore, the provisions of Clause (i)(a)(B) of paragraph 3 of the order are not applicable to the company.

b) Pursuant to the company's programme of verifying fixed assets in a phased manner, physical verification of fixed assets was conducted during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us title deeds of immovable properties, classified as fixed assets, are held in the name of the company.

d) The company has not revalued its Property, Plant, and Equipment during the year. Therefore, the provisions of Clause (i)(d) of paragraph 3 of the order are not applicable to the company.

e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Therefore, the provisions of Clause (i)(e) of paragraph 3 of the order are not applicable to the company.

(ii) a) In our opinion, physical verification of inventory has been conducted at reasonable intervals by the management and the coverage and procedure of such verification by the management are

appropriate. No material discrepancies were noticed on such verification.

b) During any point of time of the year, the company has not been sanctioned any working capital limits, from banks or financial institutions on the basis of security of current assets. Therefore, the provisions of Clause(ii)(b) of paragraph 3 of the order are not applicable to the company

(iii) In our opinion and based on the information and explanation given to us the company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships, or other parties covered in the register maintained under section 189 of the Companies Act 2013. Accordingly, the provisions of clause 3 (iii) (a), (b) and (c) of the Order are not applicable to the Company.

(iv) According to the information and explanations given to us and on the basis of representations of the management which we have relied upon, the loans given by the company during the financial year 2021-22 are in compliance with the provisions of Section 185 and Section 186 of the Companies Act, 2013.

(v) According to the information and explanations given to us, the Company has not accepted deposits from the public in terms of provisions of sections 73 to 76 of the Companies Act, 2013 therefore reporting under this clause is not applicable.

(vi) According to the rules prescribed by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 is not applicable to the company therefore reporting under this clause is not required.

(vii) a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has been generally regular in depositing statutory dues as applicable, with the appropriate authorities except there have been certain delays in payment of ESIC & Provident Fund due to website error maintenance. There are no statutory dues that are outstanding as of March 31, 2022, for a period of more than six months.

b) As of the year-end, according to the records of the Company and information and explanations given to us, there are no disputed statutory dues outstanding on the company.

(viii) In our opinion and according to the information and explanations given to us, there is no any transaction not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961)

(ix) a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not obtained any loans from the financial institution and debenture holders therefore reporting of repayments of such loans under this clause is not applicable.

b) In our opinion and according to the information and explanations given to us, the company has not been a declared wilful defaulter by any bank or financial institution or other lender.

c) In our opinion and according to the information and explanations given to us, the loans were applied for the purpose for which the loans were obtained.

d) In our opinion and according to the information and explanations given to us, there are no funds raised on short-term basis which have been utilised for long-term purposes.

e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its

subsidiaries, associates or joint ventures.

f) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) According to the information and explanations given to us, on an overall basis, the company has not raised any money by way of initial public offer or further public offer (including debt instruments

(xi) a) According to the information and explanations given to us and on the basis of representation of the management which we have relied upon, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

b) During the year no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c) As auditors, we did not receive any whistle-blower complaints during the year.

(xii) According to the information and explanations given to us company has not paid any managerial remuneration during the year therefore the reporting under this clause does not require.

(xiii) Since the company is not a Nidhi company, therefore this clause is not applicable.

(xiv) According to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of The Companies Act, 2013 as applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

(xv) The company is not covered by section 138 of the Companies Act, 2013, related to appointment of internal auditor of the company. Therefore, the company is not required to appoint any internal auditor. Therefore, the provisions of Clause (xiv) of paragraph 3 of the order are not applicable to the Company.

(xvi) According to the information and explanations given to us based on our examination of the record of the company, the Company has not made any Preferential Allotment or Private Placement of Shares or fully or Partly Convertible Debentures during the Year.

(xvii) According to the information and explanations given to us based on our examination of the record of the company, the company has not entered into any noncash transactions with directors or persons connected with him. Therefore the provisions of clause 3(xv) of the order are not applicable.

(xviii) a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year.

c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

(d) As per the information and explanations received, the group does not have any CIC as part of the group.

(xix) The company has not incurred cash loss in current financial year as well in immediately preceding financial year

(xx) There has been no resignation of the previous statutory auditors during the year.

(xxi) On the basis of the financial ratios, aging and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is 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.

(xxii) There is no liability of the company under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility. Therefore, the provisions of Clause (xx) of paragraph 3 of the order are not applicable to the Company.

(xxiii) The company has not made investments in the subsidiary company. Therefore, the company does not require to prepare a consolidated financial statement. Therefore, the provisions of Clause (xxi) of paragraph 3 of the order are not applicable to the Company

For Bhagat & Co
Chartered Accountants
Firm Registration No 127250W

Sd/-
CA Sandeep Mulchandani
Partner
Membership No. : 144241
UDIN: 22144241AJXNDV9417
Date: 30/05/2022
Place: Ahmedabad

Brandbucket Media & Technology Limited
Balance Sheet as at March 31, 2022
(All amount in Rupees unless stated otherwise)

Particulars	Note	As at March 31, 2022 ₹	As at March 31, 2021 ₹
Equity and Liabilities			
Shareholders' Funds			
Share capital	3	3,15,30,000	1,00,000
Reserves and surplus	4	6,97,54,837	1,01,64,828
		10,12,84,837	1,02,64,828
Non-Current liabilities			
Long-term borrowings	5	-	1,18,25,000
		-	1,18,25,000
Current liabilities			
Trade payables	6	1,32,26,259	1,93,84,148
Other current liabilities	7	64,01,021	10,26,948
Short-term provisions	8	15,27,322	64,92,999
		2,11,54,602	2,69,04,095
Total		12,24,39,439	4,89,93,923
Assets			
Non-current assets			
Fixed Assets			
Tangible assets	9	23,10,756	22,330
Intangible Assets		3,17,69,269	28,00,822
Deferred tax assets (net)	10	(14,88,254)	(5,63,479)
Loans and advances		-	
Non-current investments	11	1,20,25,000	1,20,25,000
Current Assets			
Trade receivables	12	6,10,17,782	3,13,27,710
Cash and cash equivalents	13	1,68,04,885	33,81,540
		7,78,22,667	3,47,09,250
Total		12,24,39,439	4,89,93,923
Summary of significant accounting poli	2	0	(0)

The accompanying notes are an integral part of the financial statements

For Bhagat & Co
Firm Registration No 127250W
Chartered Accountants

For and on behalf of the Board

Sd/-
CA Sandeep Mulchandani
Partner
Membership No. : 144241
Place: Ahmedabad
UDIN 22144241AJXNDV9417
Date 30 May 2022

Sd/-
Gaurav M Gore
Director
Place: Mumbai
DIN : 08534900
Date 30 May 2022

Sd/-
Nishiqaandha S Keluskar
Director
Place: Mumbai
DIN: 09154554

Brandbucket Media & Technology Limited
Statement for Profit and Loss for the year ended March 31, 2022
(All amount in Rupees unless stated otherwise)

Particulars	Note	Year ended March 31, 2022 ₹	Year ended March 31, 2021 ₹
Revenue:			
Revenue from operations	14	17,26,87,648	15,19,26,953
Total Revenue		17,26,87,648	15,19,26,953
Expenses:			
Cost of Goods Sold	15	16,43,39,809	14,40,80,000
Employee cost	16	17,89,123	13,45,900
Depreciation and amortization expenses	9	7,34,495	6,28,578
Other Expenses	17	20,60,939	17,72,960
Total Expenses		16,89,24,366	14,78,27,438
Profit before tax		37,63,282	40,99,515
Tax Expenses			
Current Tax		9,40,821	10,04,935
Deferred Tax	18	4,89,606	1,80,972
		14,30,426	11,85,907
		38.01%	28.93%
Profit for the year		23,32,856	29,13,608
Earnings Per equity share (nominal value of shares Rs. 10):			
	20		
Basic		0.74	291.36
Diluted		0.74	291.36
Summary of significant accounting policy	2		

The accompanying notes are an integral part of the financial statements

For Bhagat & Co
Firm Registration No 127250W
Chartered Accountants

For and on behalf of the Board

CA Sandeep Mulchandani
Partner
Membership No. : 144241
UDIN 22144241AJXNDV9417
Place: Ahmedabad
Date 30 May 2022

Sd/-
Gaurav M Gore
Director
Place: Mumbai
DIN : 08534900
Date 30 May 2022

Sd/-
Nishigandha S Keluskar
Director
Place: Mumbai
DIN: 09154554

Summary Statement of Cash Flow, As Restated		
PARTICULARS	31.03.22	31.03.21
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax	37,63,282	40,99,515
<i>Adjusted for :</i>		
a. Depreciation	7,34,495	6,28,578
b. Interest Expenses & Finance Cost	-	-
c. Interest & Other Income	-	-
d. Other Adjustment	(20,27,678)	
Operating profit before working capital changes	24,70,099	47,28,093
<i>Adjusted for :</i>		
a. Decrease /(Increase) in Inventories	-	-
b. Decrease / (Increase) in trade receivable	(2,96,90,072)	(91,93,210)
b. Decrease / (Increase) in Current Investments	-	(50,25,000)
c. (Increase) / Decrease in short term loans and advances	1,18,25,000	93,25,000
d. Increase / (Decrease) in Trade Payables	(61,57,889)	2,09,243
e. Increase / (Decrease) in short term provisions	(49,65,677)	47,52,365
f. Increase / (Decrease) in other current liabilities	53,74,073	(17,38,252)
g. (Increase) / Decrease in Other Current Assets	-	-
other adjustments		(1,19,724)
Cash generated from operations	(2,36,14,565)	(17,89,578)
Income Tax Paid (net of refunds)	9,40,821	10,04,935
NET CASH GENERATED FROM OPERATION	(2,45,55,386)	(27,94,513)
B. CASH FLOW FROM INVESTING ACTIVITES		
a. (Purchase) / Sale of Fixed Assets	(3,19,91,368)	-
b.(Purchase) / Sale of non-current investment	-	-
c. (Increase) / Decrease in Long term loans and advances	-	-
d. Increase / (Decrease) in Long Term Provisions	-	-
e. (Increase) / Decrease in Other Non Current Assets	-	-
f. (Increase) in Misc. Expenses	-	-
g. Interest & Other Income	-	-
h. Dividend Income	-	-
Net cash (used) in investing activities	(3,19,91,368)	-
C. CASH FLOW FROM FINANCING ACTIVITES		
a. Interest & Finance Cost	-	-
b. Proceeds from share issued / application	6,75,00,000	-
c. (Repayments) / proceeds of long term borrowings	-	-
d. (Repayments) / proceeds of short term borrowings	-	-
Net cash generated/(used) in financing activities	6,75,00,000	-
Net Increase / (Decrease) in cash and cash equivalents	1,34,23,345	19,33,580
Cash and cash equivalents at the beginning of the year	33,81,540	14,47,960
Cash and cash equivalents at the end of the year	1,68,04,885	33,81,540
	1,34,23,345	19,33,580

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Notes :

1) The Above Cash flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 Cash Flow Statement Previous year's Figure have been regrouped /rearranged/recasted wherever necessary to make them comparable with those of current.

2) The above Statement should be read with the significant accounting policies and notes of Financial Statement appearing Respectively

NBRANDBUCKET MEDIA & TECHNOLOGY LIMITED**Notes to the Financial Statements for the year ended March 31, 2022**

(All amount in Rupees unless stated otherwise)

1 Corporate information

BRANDBUCKET MEDIA & TECHNOLOGY LIMITED is a public company domiciled in India and incorporated under The Companies Act, 1956. This is the Ninth year of operation of company. The company is engaged in the business of Media services and consulting and its principal place of business is at Office No.208, 2nd Floor, Shiv Shakti, SRA Chs Ltd Link Road, Anna Nagar, Andheri west, Mumbai-400053 Mumbai - 400053

2 Significant accounting policies**2.1 Basis of accounting and preparation of financial statements**

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

2.2 Depreciation and amortisation

Till the year ended March 31, 2014, Schedule XIV to Companies Act, 1956 prescribed requirements concerning depreciation of fixed assets. From Financial Year 2014-15 onwards, Schedule XIV has been replaced with Schedule II to the Companies Act, 2013.

Depreciation is provided on written down value method in the manner and as per useful life prescribed under Schedule II:

2.3 Revenue recognition

The Company follows accrual method of accounting for all significant items of expenses and income.

2.4 Tangible fixed assets

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date.

2.5 Foreign currency transactions and translations

Foreign currency translation in respect of revenue items are stated at actual rates transacted and in respect of balance sheet items converted at relevant rates as at the end of the accounting year followed.

2.6 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share.

2.7 Taxes on income

Tax expense comprises of current and deferred. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income-tax Act, 1961 enacted in India. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each balance sheet date the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

2.8 Provisions and contingencies

Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the 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 disclosed on the basis of information available with the Company.

2.9 Balances with third parties

Insurance Claims are accounted for on the basis of actual loss assessed, as and when finally settled and received.

2.10 Balances with third parties

Balances of Sundry Debtors, Creditors, Loans, Deposits, Advances are subject to confirmation reconciliation and adjustments, if any.

2.11 Cash and cash equivalents

Cash and cash equivalents for the purpose of cash flow comprise Cash at bank, Cash in Hand and short term fixed deposits.

Brandbucket Media & Technology Limited
Notes to Financial Statements for the period ended March 22, 2022
(All amounts in Rupees, unless stated otherwise)

3 Share Capital

Particulars	As at March 31, 2022 ₹	As at March 31, 2021 ₹
Authorised		
40,00,000 equity shares of Rs 10 each (March 31, 2016: 10,000 equity shares of Rs 10 each)	4,00,00,000	1,00,000
Issued, subscribed and fully paid-up		
3153000 equity shares of Rs.10 each (March 31, 2021: 10,000 equity shares of Rs 10 each)	3,15,30,000	1,00,000
	3,15,30,000	1,00,000

a) Reconciliation of number of shares

	March 31, 2022		March 31, 2021	
	Shares	₹	Shares	₹
Outstanding at beginning of the year	16,53,000	1,65,30,000	10,000	1,00,000
Issued during the year	15,00,000	1,50,00,000	16,43,000	1,64,30,000
Outstanding at year end	31,53,000	3,15,30,000	16,53,000	1,65,30,000

b) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The company has not declared any dividend during the year.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of any preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of shareholder holding more than 5% shares

Name of shareholder	March 31, 2022	March 31, 2021
Baneesh Dhar		8,000
Ritu Minocha		2,000
ESPEONCONSULTINGPRIVATE LIMITED.	224000	

Note: As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

Brandbucket Media & Technology Limited**Notes to Financial Statements for the period ended March 22, 2022***(All amounts in Rupees, unless stated otherwise)***4 Reserves and surplus:**

Particulars	As at March 31, 2022 ₹	As at March 31, 2021 ₹
Surplus in the statement of profit and loss		
Balance as per last financial statements	21,05,988	73,51,216
Depreciation & Deferred Tax Adjustment	-	(99,996)
Profit for the year	1,48,849	29,13,608
Less: Utilised for Bonus Issue	-	-
Balance as at the end of the year	22,54,837	-
Share Premium		
Opening Balance	-	-
Add: Additions during the year	6,75,00,000	-
Less: Utilised for Bonus Issue	-	-
Balance as at the end of the year	6,75,00,000	-
Total Reserve and Surplus	6,97,54,837	1,01,64,828

5 Long term Borrowings:

Particulars	As at March 31, 2022 ₹	As at March 31, 2021 ₹
Unsecured:		
Related Parties	-	-
Others	-	1,18,25,000
Total	-	1,18,25,000

6 Trade Payables

Particulars	As at March 31, 2022 ₹	As at March 31, 2021 ₹
Dues for Service	1,32,26,259	1,93,84,148
Total	1,32,26,259	1,93,84,148

Trade Payables ageing schedule: As at 31st March,2022

Particulars	Outstanding for following periods from due date of payment			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
	-	-	-	-
(i) MSME	-	-	-	-
(ii) Others	1,32,26,259	0.00	0.00	0.00
(iii) Disputed dues- MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-

Brandbucket Media & Technology Limited
Notes to Financial Statements for the period ended March 22, 2022
(All amounts in Rupees, unless stated otherwise)
Trade Payables ageing schedule: As at 31st March 2021

Particulars	Outstanding for following periods from due date of payment			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
	-	-	-	-
(i) MSME	-	-	-	-
(ii) Others	1,91,74,905	0.00	0.00	0.00
(iii) Disputed dues- MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-

7 Other current liabilities:

Particulars	As at March 31, 2022 ₹	As at March 31, 2021 ₹
Other Payables		
Duties and taxes	64,01,021	10,26,948
Total	64,01,021	10,26,948

8 Short term provision:

Particulars	As at March 31, 2022 ₹	As at March 31, 2021 ₹
Provision for expenses and income tax (net of advance tax and TDS)	15,27,322	64,92,999
Total	15,27,322	64,92,999

10 Deferred Tax Assets (net)

Particulars	As at March 31, 2022 ₹	As at March 31, 2021 ₹
Deferred tax assets:		
On account of disallowances of expenses	-	-
On account of depreciation	(14,88,254)	(5,63,479)
Total	(14,88,254)	(5,63,479)

11 Non-current Investments

Particulars	As at March 31, 2022 ₹	As at March 31, 2021 ₹
Trade Investments (valued at cost)		
Quoted equity instruments	-	-
(A)	-	-

Brandbucket Media & Technology Limited
Notes to Financial Statements for the period ended March 22, 2022
(All amounts in Rupees, unless stated otherwise)

Unquoted equity instruments			
10,35,000 Equity shares of Aventez Media and Technologies Limited (P.Y. 7,00,000 Equity Shares)		1,20,25,000	1,20,25,000
	(B)	1,20,25,000	1,20,25,000
Total		1,20,25,000	1,20,25,000

12 Trade Receivables:

Particulars	As at	
	March 31, 2022	March 31, 2021
	₹	₹
(Unsecured, Considered good)		
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	-	-
Doubtful	-	-
	(A)	-
Other receivables		
Unsecured, considered good	6,10,17,782	3,13,27,710
Doubtful	-	-
	(B)	6,10,17,782
Total	6,10,17,782	3,13,27,710

Trade Receivables ageing schedule as at 31st March, 2022

Particulars	Outstanding for following periods from due date of payment			
	Less than 6 months	6 months -1 year	1-2 years	2-3 years
(i) Undisputed Trade receivables	1,83,05,335	4,27,12,447		
(ii) Undisputed Trade receivables -considered doubtful				
(iii) Disputed trade receivables considered good			-	
(iv) Disputed trade receivables considered doubtful				

Trade Receivables ageing schedule as at 31st March, 2021

Particulars	Outstanding for following periods from due date of payment			
	Less than 6 months	6 months -1 year	1-2 years	2-3 years
(i) Undisputed Trade receivables	77,47,075	1,43,87,425		
(ii) Undisputed Trade receivables -considered doubtful				
(iii) Disputed trade receivables considered good		0.00		
(iv) Disputed trade receivables considered doubtful				

13 Cash and bank balances:

Particulars	As at	
	March 31, 2022	March 31, 2021
	₹	₹
Cash on hand	37,546	2,04,640
Balance with bank: in current account	1,67,67,339	31,76,900
Total	1,68,04,885	33,81,540

Brandbucket Media & Technology Limited**Notes to Financial Statements for the period ended March 22, 2022***(All amounts in Rupees, unless stated otherwise)***14 Revenue from Operations:**

Particulars		Year ended March 31, 2022 ₹	Year ended March 31, 2021 ₹
Revenue	Media Exempt	17,26,87,648	15,19,26,953
	Total	17,26,87,648	15,19,26,953

15 Cost of Goods sold:

Particulars		Year ended March 31, 2022 ₹	Year ended March 31, 2021 ₹
Purchases		16,43,39,809	14,40,85,553
	Total	16,43,39,809	14,40,85,553

16 Employee costs:

Particulars		Year ended March 31, 2022 ₹	Year ended March 31, 2021 ₹
Salaries, wages and incentives		17,89,123	13,45,900
	Total	17,89,123	13,45,900

17 Other expenses:

Particulars		Year ended March 31, 2022 ₹	Year ended March 31, 2021 ₹
Conveyance & travelling expenses		1,78,900	1,54,890
Meals & Entertainment		65,120	45,340
Printing & Stationery		1,89,721	1,44,390
Office expenses		4,64,123	4,23,450
Courier & Postage		1,25,680	1,21,349
Telephone and internet expenses		1,02,345	99,821
Legal & professional charges		2,12,340	1,25,600
Audit Fees		50,000	15,000
Rent		2,16,000	2,86,720
Bank charges			
Miscellaneous expenses		4,56,710	3,56,400
	Total	20,60,939	17,72,960

9 Depreciation and amortization expense:

Particulars		Year ended March 31, 2022 ₹	Year ended March 31, 2021 ₹
Depreciation of tangible assets		7,34,495	6,28,578
	Total	7,34,495	6,28,578

**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 9th Annual General Meeting of the company, to be held on at Office No.208, 2nd Floor, Shiv Shakti, SRA CHS Ltd Link Road, Anna Nagar, Andheri west, Mumbai-400053 Mumbai MH 400053 IN on Friday 30th September 2022 at 12:30 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.	To receive, consider and adopt the Audited Balance Sheet of the Company as on 31 st March, 2022 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.		
2	Approval for increase in granting loan and investment and guarantee by company u/s. 186 of the companies act, 2013.		
3	Approval for increase in borrowing power u/s. 180 (1) (c) of the companies act, 2013		
4	Regularisation of Amol Gulabrao As Independent Director of the Company		
5	Approval of Issue Of Equity Convertible Warrants On Preferential Basis		

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

Signed this ___ day of ___ 2022

Signature of Shareholder _____

Signature of Proxyholder _____

*Affix Revenue
Stamps*

Signature of the shareholder Across Revenue Stamp

Note:

- 1) 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.
- 2) 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 9th Annual General Meeting of the **BRANDBUCKET MEDIA & TECHNOLOGY LIMITED** at Office No.208, 2nd Floor, Shiv Shakti, SRA CHS Ltd Link Road, Anna Nagar, Andheri west, Mumbai-400053 MH 400053 on Friday 30th September 2022 at 12:30 P.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.208, 2nd Floor, Shiv Shakti, SRA CHS Ltd Link Road, Anna Nagar, Andheri west, Mumbai-400053 Mumbai MH 400053 IN		
CIN:U93000MH2013PLC246147		
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 investor 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.	To receive, consider and adopt the Audited Balance Sheet of the Company as on 31 st March, 2022 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.				
2.	Approval for increase in granting loan and investment and guarantee by company u/s. 186 of the companies act, 2013.				
3.	Approval for increase in borrowing power u/s. 180 (1) (c) of the companies act, 2013				
4.	Regularisation of Amol Gulabrao As Independent Director of the Company				
5.	Approval of Issue Of Equity Convertible Warrants On Preferential Basis				

Place: Mumbai

Date:

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

ROAD MAP FOR VENUE OF THE AGM

VENUE OF AGM