



BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

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

CIN: U93000MH2013PLC246147

Tel: +91 86523 69975

Website: www.brandbucketmediatech.in

E-mail: brandbucketmediatech@gmail.com

Date: 08/09/2023

To,

The Department of Corporate Services

BSE Limited

P.J. Towers, Dalal Street,

Mumbai - 400 001

Scrip Code: 543439

Subject: Submission of Annual Report for the FY 2022-23 along with the Notice of 10th Annual General Meeting (AGM) of the Company under Regulation 34(1) & 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

In terms of Regulation 34(1) & 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report for the FY 2022-23 along with the Notice of 10th Annual General Meeting (AGM) of the members of the Company, scheduled to be held on Saturday, 30th September, 2023 AT 3:00 PM At office No. 208, 2nd Floor, Shiv Shakti, Sra Chs Ltd Link Road, Anna Nagar, Andheri West, Mumbai-400053.

The Notice of 10th Annual General Meeting along with the Annual Report is being sent to the shareholders of the Company separately through permitted mode.

The above is also uploaded on the websites of the Company.

Please take the same on your record and acknowledge the receipt of the same

Thanking you,

Yours Faithfully,

For Brandbucket Media & Technology Limited

SANJIV
HASMUKH SHAH
Digitally signed by SANJIV
HASMUKH SHAH
Date: 2023.09.08 22:15:04
+05'30'

Sanjiv Has Mukh Shah

Director

DIN-06709778



10th Annual Report

CONTENTS	PAGE NO.
Index	1
Corporate Information	2
Notice of Annual General Meeting	3-18
Directors Report	19-32
Secretarial Audit Report (Annexure- I)	33-36
MGT-9 (Annexure II)	37-47
Nomination and Remuneration Committee -III	48-51
Disclosures Pursuant to Section 197(12) Annexure -IV to the Directors Report	52-53
General information to shareholder	54-56
Management Discussion Analysis	57-58
CEO/CFO Certification	59
Declaration regarding Compliance by Board Members and Senior Management Personnel with the Code of Conduct	60
Certificate of Non-Disqualification of Directors	61
Independent Auditors Report	62-67
Balance Sheet	
Statement of Profit And Loss	
Cash Flow Statement	
Notes On Financial Statement	



CORPORATE INFORMATION

BOARD OF DIRECTORS

Nishigandha Shashikant Keluskar	Managing Director
Sandeep Prabhakar Khare	Non-Executive and Independent Director
Gaurav Mahendra Gore	Non-Executive Director
Amol Gulabrao Rokade	Non-Executive and Independent Director
Ramiz Rashid Sayyed	Additional Executive Director (Appointed w.e.f. 13/04/2023)
Sanjiv Hasmukh Shah	Executive Director (Appointed w.e.f. 20/10/2022)

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

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 10TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 10TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BRANDBUCKET MEDIA & TECHNOLOGY LIMITED (FORMERLY KNOWN AS BRANDBUCKET MEDIA AND TECHNOLOGY PRIVATE LIMITED) WILL BE HELD ON SATURDAY, 30TH SEPTEMBER, 2023 AT 03:00 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, 2023

To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March, 2023 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, 2023 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."

ITEM NO. 02

APPOINTMENT OF DIRECTOR IN PLACE OF RETIRING DIRECTOR BY ROTATION

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

"RESOLVED THAT Mr. Sanjiv Hasmukh Shah (DIN: 06709778) Director of the Company, who retires by rotation at this 10th Annual General Meeting and being eligible offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company and that her period of office be liable to determination by retirement of Directors by rotation."

SPECIAL BUSINESS:

ITEM NO. 3

AUTHORIZATION UNDER SECTION 186 OF COMPANIES ACT, 2013

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

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



notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

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

ITEM NO. 4:

AUTHORISATION UNDER SECTION 180 OF THE COMPANIES, ACT, 2013

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

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

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

ITEM NO. 05 APPROVAL OF RELATED PARTY TRANSACTION

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

“RESOLVED THAT in continuation of earlier resolution passed in this behalf and pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, as amended from time to time, consent of the Company be and is hereby accorded to the Board to enter into any and all transactions/contracts/arrangements with the ‘related party’ as defined in the Act and Regulation 2(zb) of the Listing Regulation and mentioned in below table, relating to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any



services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate or promoter group Company, making of loans to, and/or giving of guarantees or providing security and/or making of investments and the purchase from and/or sale to it of any securities by the Company, or any combination thereof, etc. on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount/value of all such transactions/contracts/arrangements that may be entered into and remaining outstanding at any time shall not exceed Rs. 100 Crores with each related parties respectively during any Financial year.”

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

ITEM NO. 6 TO APPROVE THE ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH (SHARE SWAP)

To consider and if thought fit to pass, with or without modifications, if any, 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) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (‘SEBI’), Reserve Bank of India (‘RBI’), stock exchange and/or any other statutory/ regulatory authority; (v) 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 1,27,38,232 equity shares of the Company of face value of Rs. 10/- each (“Equity Shares”), in dematerialized form, on Preferential allotment basis, to non-promoters at a price of Rs. 34/- (including premium of Rs. 24/-) as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to the following persons, for consideration other than cash (share swap), being discharge of total purchase consideration of Rs. 43,30,99,888/- (Rupees Forty Three Crores Thirty Lacs Ninety Nine Thousand Eight Hundred and Eight Only) (“Purchase Consideration”) for the acquisition of 15,92,279 equity shares (“Sale Shares”) of Binarycode IT and Consulting Private Limited (BICPL) from the Proposed Allottees at a price of Rs. 272/- (Rupees Two Seventy Two Only) per equity share of Binarycode IT and Consulting Private Limited (BICPL), on such terms and conditions as agreed and set forth in the agreements, deeds and other documents:

S.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	Pratiksha Santosh	Individual	21,21,600	Non-	Not applicable



	Shenkar			Promoter	
2	Ram Shamkant Mayekar	Individual	21,21,600	Non-Promoter	Not applicable
3	Ravindra Dhondu Dhuri	Individual	21,21,600	Non-Promoter	Not applicable
4	Sandip Suresh Khopade	Individual	21,21,600	Non-Promoter	Not applicable
5	Santosh Chandrabhan Shenkar	Individual	21,21,600	Non-Promoter	Not applicable
6	Copo Holdings Private Limited	Corporate	9,52,936	Non-Promoter	Not applicable
7	Rishabh Shashikant Nirbhavne	Individual	11,77,296	Non-Promoter	Not applicable
Total			1,27,38,232		

“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 shares to be issued and allotted as above shall be 31st August, 2023, 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 Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

- The Equity Shares 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 in- principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the share purchase agreement executed amongst the Company, Binarycode IT and Consulting Private Limited (BICPL) and Proposed Allottees, subject to approval by the board of directors of the Company;
- No partly paid-up Equity Shares shall be issued and allotted;
- Allotment of the Equity Shares shall only be made in dematerialised form;
- The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;
- The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of Sale Shares from the Proposed Allottees i.e. for consideration other than cash; and
- The Equity Shares to be issued and allotted 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 equity shares 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 from Mr. Brajesh Gupta (Practicing Company Secretary) 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, Nishigandha Shashikant Keluskar, Managing Director and /or Mr. Sanjiv Hasmukh Shah Executive Director and /or Kanika Kabra, Company Secretary and 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**

**Sd/-
Nishigandha Shashikant Keluskar
Managing Director
DIN: 09154554
Place: Mumbai
Date:07/09/2023**

NOTES:

- 1) An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
- 2) A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself /herself, and the proxy need not be a member of the company. A person can act as a proxy on behalf of not exceeding fifty (50) members in aggregate not more than ten (10) percent of the total share capital of the company.
- 3) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
- 4) The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
- 5) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.



- 6) Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 7) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 8) The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 9) Pursuant to Reg. 42 of the SEBI (LODR) Regulations, 2015 read with section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books will remain closed from (24/09/2023 to 30/09/2023) (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 2022-23 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 port. For members who have not registered their email addresses, physical copies of the Annual Report 2022-23 are being sent by the permitted mode.
- 13) As per Section 108 of the Companies Act, 2013, Rule 20(2) of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Company has not provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Depository due to non-applicability. Voting through ballot paper will only be made available at the AGM.
- 14) **Mr. Brajesh Gupta, Practicing Company Secretary (Membership No: ACS 33070)** has been appointed as the scrutinizer to act as scrutinizer for the purpose of Annual General Meeting (Ballot Voting in 10thAGM).
- 15) The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
- 16) All documents referred to in the Notice will be available for inspection at the Company's registered office during 11:00 am to 1:00 pm normal business working days up to the date of the AGM.
- 17) The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
- 18) As per provisions of the Companies Act, 2013, facility for making s is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Company affairs. Information required to be furnished under Reg. 36 of the of the SEBI (LODR) REGULATIONS, 2015 for Directors retired by rotation/Appointment of

**Director/Reappointment/ratifications:**

- I. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 23rd September, 2023.
- 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, 2023, 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 04th October, 2023 and shall be placed on the website of the Company www.brandbucketmediatech.in after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013;**Item No. 3 Authorization Under Section 186 Of Companies Act, 2013**

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

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

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

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

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

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

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

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

Item No. 5 Approval of Related Party Transaction

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

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

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

Item No. 6 To Approve The Issue Of Equity Shares of the Company on preferential Basis for consideration other than cash (Share Swap)

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through EVoting 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 acquire 15,92,279 equity shares of Binarycode IT and Consulting Private Limited ("BICPL") equivalent to 100% of paid up share capital of BICPL.



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 a maximum of 1,27,38,232 equity shares of face value Re. 10/- per share at a price of Rs. 34/- (including premium of Rs. 24/- per share) as determined under Regulation 164 read with Regulation 166A of SEBI (ICDR) Regulations, 2018.

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

S.No.	Category	Pre-issue		POST-ISSUE (Upon conversion in 18 months from date of allotment)	
		No. of shares held	%of share holding	No. of shares held	%of share holding
A	Promoters' holding:				
	Individual	1,56,165	1.49	1,56,165	0.67
	Body-Corporate	9,12,487	8.69	9,12,487	3.93
	Sub total (A)	10,68,652	10.18	10,68,652	4.60
B	Non Promoters' holding:				
	Individual	52,96,261	50.42	1,70,81,555	73.50
	Body-Corporate	39,62,087	37.72	49,15,028	21.14
	Others(including HUF, NRI, IEPF, Authorities, etc.)	1,76,000	1.68	176,000	0.76
	Sub Total (B)	94,34,348	89.82	2,21,72,583	95.40
	GRAND TOTAL (A+B)	1,05,03,000	100.00	2,32,41,232	100.00

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

The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution; 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 in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees)

6. The Identity of the proposed Allottee and the percentage of post preferential issue capital that may be held by them:

S.No.	Name of the proposed allottee	The Natural persons who are ultimate beneficial owner	Pre-issue			Number of Equity Shares proposed to be allotted	Post-issue (Refer Note 1 below)		
			Category	No.	Percentage		Category	No. of	Percentage



			(promoter/ Non-promoter)	of shares	ge holding (%)		(promoter/ Non-promoter)	shares	ge holding (%)
1	Pratiksha Santosh Shenkar	Individual	Non Promoter	0	0.00%	21,21,600	Non Promoter	21,21,600	9.13
2	Ram Shamkant Mayekar	Individual	Non Promoter	0	0.00%	21,21,600	Non Promoter	21,21,600	9.13
3	Ravindra Dhondu Dhuri	Individual	Non Promoter	0	0.00%	21,21,600	Non Promoter	21,21,600	9.13
4	Sandip Suresh Khopade	Individual	Non Promoter	0	0.00%	21,21,600	Non Promoter	21,21,600	9.13
5	Santosh Chandrabhan Shenkar	Individual	Non Promoter	0	0.00%	21,21,600	Non Promoter	21,21,600	9.13
6	Copo Holdings Private Limited	Corporate	Non Promoter	0	0.00%	9,52,936	Non Promoter	9,52,936	4.10
7	Rishabh Shashikant Nirbhavne	Individual	Non Promoter	0	0.00%	11,77,296	Non Promoter	11,77,296	5.06

7. Lock in period:

The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the Definitive Agreement (if any) subject to approval by the board of directors of the Company.

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 on preferential allotment.

9. Price of the issue: -

The offer price of equity shares of face value Re.10/- (Rupees Ten only) per equity share is Rs. 34/- (Rupees Thirty Four Only) per share (including premium of Rs. 24/- 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 is available at the registered office of the Company for your review and is placed on the website of the Company at www.brandbucketmediatech.in

10. Relevant Date:

The Relevant Date on the basis of which the price of the proposed issue of equity shares on preferential basis is determined is 31st August, 2023.

11. Compliance Certificate from Practicing Company Secretary:

A copy of the Compliance Certificate as issued by the Practicing Company Secretary, Mr. Brajesh Gupta (ACS: 33070, CP 21306), proprietor of M/s. Brajesh Gupta & Associates, Practicing 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: <https://vasudhagama.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. Willful Defaulter or Fraudulent Borrower

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

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution. The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days, during business hours up to the last date of remote e-voting.

The Board recommends the Special Resolution set out at Item No.06 of the Notice for approval of Members.

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

**Sd/-
Nishigandha Shashikant Keluskar
Managing Director
DIN: 09154554
Place: Mumbai
Date: 07/09/2023**


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

Sr. No.	Name of the Director	Mr. Sanjiv Hasmukh Shah
1	Date of Birth	11/03/1975
2	Age	48
3	Date of Appointment	22/10/2022
4	Permanent Account Number (PAN)	AXQPS4718N
5	Director Identification Number (DIN)	06709778
6	No. of equity shares held in the Company	0
7	Qualifications	12 th Pass
8	Brief Profile	He is High Secondary passout and has experience in the field of administration of 5 years.
9	Expertise	Administration
10	Directorship held in other companies	NIL
11	Membership/Chairmanship of other Public listed Companies (includes Audit Committee and Stakeholder Relationship Committee)	NIL
12	Relationships, if any between Directors, inter -se.	-

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

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

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

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

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th 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 Saturday, 30th September 2023 at 03:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(S)	I/we Assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1.	Adoption Of Audited Financials As on 31 st March, 2023		
2	Appointment of Director in Place of Retiring Director by Rotation		
3.	Authorization Under Section 186 Of Companies Act, 2013		
4.	Authorisation Under Section 180 Of The Companies, Act, 2013		
5.	Approval of Related Party Transaction		
6.	To Approve The Issue Of Equity Shares of the Company on preferential Basis for consideration other than cash (Share Swap)		

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

Signed this ___ day of ___ 2023

Signature of Shareholder _____

Signature of Proxy holder _____

Affix Revenue

Stamps

Signature of the shareholder across Revenue Stamp

Note:

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



ATTENDANCE SLIP

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

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

Name of Proxy _____

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

I hereby record my presence at the 10th 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 Saturday, 30th September 2023 at 03:00 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 investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

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

S. No.	Item No.	Type of Resolution	No. of Shares held by Me	I assent to the Resolution	I dissent from resolution
1.	Adoption Of Audited Financials As on 31 st March, 2023				
2.	Appointment of Director in Place of Retiring Director by Rotation				
3.	Authorization Under Section 186 Of Companies Act, 2013				
4.	Authorisation Under Section 180 Of The Companies, Act, 2013				
5.	Approval of Related Party Transaction				
6.	To Approve The Issue Of Equity Shares of the Company on preferential Basis for consideration other than cash (Share Swap)				

Place: Mumbai

Date: 07/09/2023

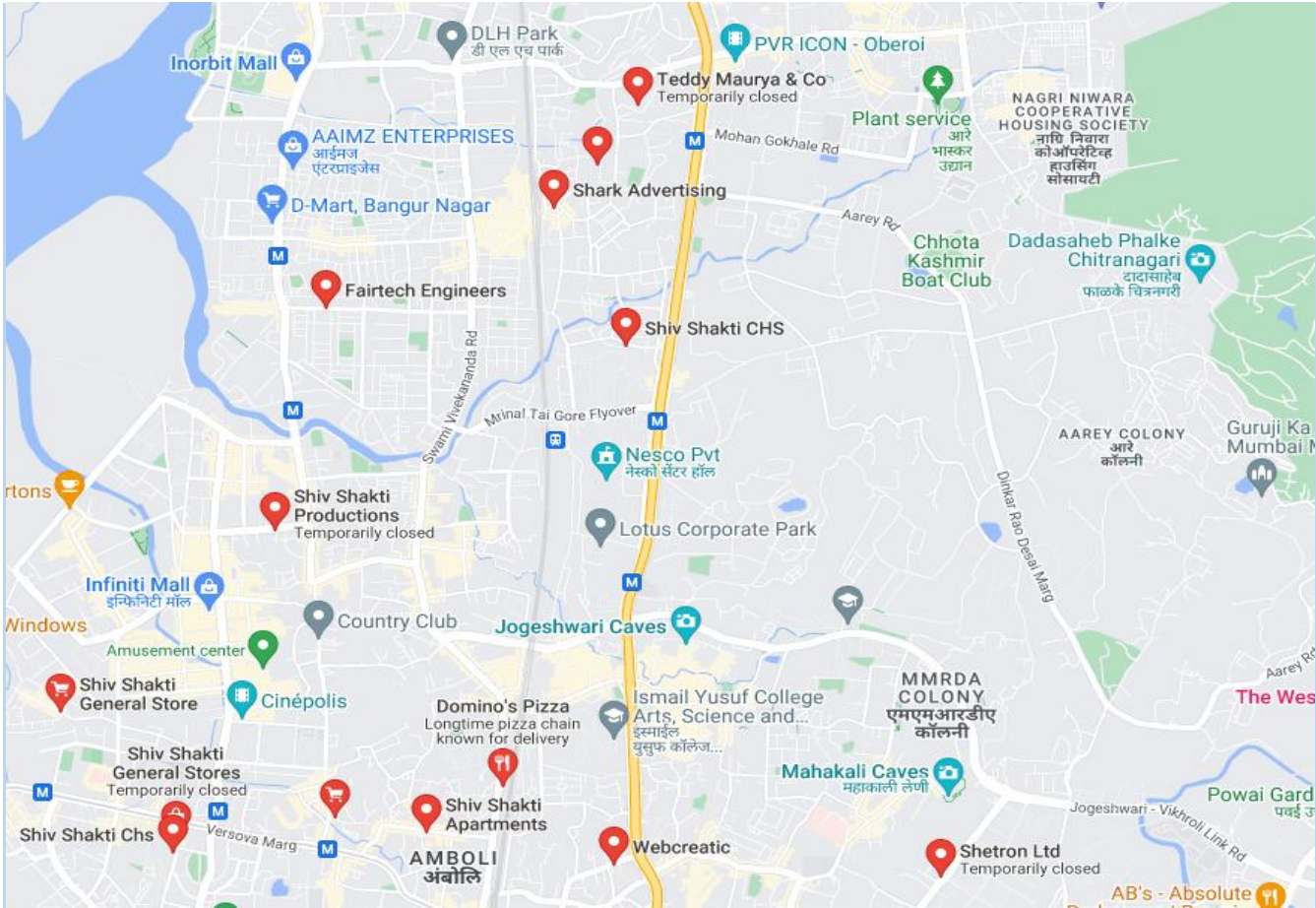
Signature of the shareholder

(*as per Company records)



ROAD MAP FOR VENUE OF THE AGM

VENUE OF AGM- Office No.208, 2nd Floor, Shiv Shakti, SRA CHS Ltd Link Road, Anna Nagar, Andheri west, Mumbai-400053 Mumbai City MH 400053 IN





DIRECTOR'S REPORT

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

Your Directors take pleasure in presenting the 10th Annual Report on the business and operations of our Company together with Audited Financial Statement for the Financial Year ended March 31, 2023.

1) FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

The key highlights of the Standalone and Consolidated Audited Financial Statements of your Company for the financial year ended March 31, 2023 and comparison with the previous financial year ended March 31, 2022 are summarized below:

Particulars	Amount In Rs.	
	2022-23	2021-22
Revenue from Operations	18,31,31,160	17,26,87,648
Other Income	-	-
Total	18,31,31,160	17,26,87,648
Profit Before Interest, Tax & Depreciation	97,49,075	44,97,777
Less: Financial Cost	-	-
Less: Depreciation	61,66,154	7,34,495
Profit before Tax	35,82,921	37,63,282
Less: Current Tax	11,80,101	9,40,821
Less: Deferred Tax Asset / (Liability)	-284371	4,89,606
Profit after Tax	26,87,190	23,32,856

2) RESULT HIGHLIGHTS

During the year under review the Company has generated revenue from operations of Rs. 18,31,31,160/- (including other income) and earned net profit after tax Rs. 26,87,190/- as compared with the corresponding figures in the previous year of Rs. 17,26,87,648/- and Rs. 23,32,856/- respectively. The total revenue is increased by Rs. 1,04,43,512/- as compared with last year and net profit after tax decreased by Rs. 3,54,334/- as compared with last year.

3) DIVIDEND

In order to conserve the resources for business requirement, your Board of Directors do not recommend dividend for financial year 2022-2023.

4) TRANSFER TO RESERVE

Your Directors find it prudent not to transfer any amount to general reserve for the financial year 2022-2023

5) CHANGE IN CAPITAL STRUCTURE

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

- 1) The Company in the EGM held on 06th June, 2022 has increased the Authorised Capital from Rs. 4,00,00,000 (Four Crores Only) divided into 40,00,000 Equity Shares of Rs. 10/- each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lacs) Equity



Shares of Face Value of Rs. 10/- each and amend the Memorandum of Association of the Company accordingly.

- II) The Company in the Board Meeting held on 07th September, 2022 took on record the In-Principle approval from BSE Ltd for allotment of 1,00,00,000 Equity Convertible Warrants on Preferential Basis to Non-promoters for cash aggregating up to an amount of Rs. 33,00,00,000/- (Rupees Thirty Three Crores Only). After the above approval from the respective authorities Companies allot the following No. of warrants on following dates;

Date	No. of Equity Convertible Warrants issued
20 th October, 2022	17,50,000
21 st October, 2022	32,50,000
24 th October, 2022	30,00,000

According to the above table, the Company allotted 80,00,000 Equity Convertible Warrants out of 1,00,00,000 Equity Convertible Warrants to the Non –Promoter Allottees.

In between the allotment of the Equity Convertible Warrants, Company convert the following No. of warrants into Equity Shares out of allotted 8000000 Equity Convertible Warrants;

Date	No. of Equity Warrants converted into Equity Shares
03 rd January, 2023	9,00,000
05 th January, 2023	8,00,000
07 th January, 2023	8,00,000
09 th January, 2023	8,00,000
11 th January, 2023	9,00,000
12 th January, 2023	9,50,000
13 th January, 2023	8,50,000
17 th January, 2023	13,50,000
Total	73,50,000

After conversion of 73,50,000 warrants the Paid up Share Capital of the Company was 10,50,30,000/- (Rupees Ten Crores Fifty Lakhs Thirty Thousand Only).

- III) The Authorised and Paid up Share Capital at the end of the year as on 31st March, 2023 was 25,00,00,000/- and 105030000/- respectively.

- IV) After the closure of Financial year before the finalization of this Report, Pursuant to resolution passed by the Board on dated 20th March, 2023, Company increase the Authorised Capital from Rs. 25,00,00,000/- (Rupees Twenty Five Crores) to 60,00,00,000/- (Rupees Sixty Crores) and amend the Memorandum of Association of the Company.

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

The Shareholders of the Company in their Meeting held on 24th April, 2023 approved the increase of Authorised Capital and Alteration in Memorandum of Association accordingly.

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

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report other than increase in Authorised Capital from Rs. 25.00 Crores to Rs. 60.00 Crores.

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



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

7) **EXTRACT OF ANNUAL RETURN**

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

8) **NOMINATION AND REMUNERATION POLICY**

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

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

a) **Board of Director**

As on March 31, 2023, the Board of Directors of the Company comprises of 5 (Five) Directors, of which 3 (Three) are Non-Executive Directors, 1 (One) is Executive Directors & 1(One) is Managing Director. The constitution of the Board of the Company is in accordance with Section 149(6) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details are as follows:

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

Note:

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

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

b) **Key Managerial Personnel**

As per the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company as on March 31, 2023 were as under:

Name of KMP	Designation	Date of Appointment and Cessation
Mr. Kailas Nandu Salve	Chief Financial Officer	Appointed w.e.f 18/09/2021
Mrs. Kanika Kabra	Company Secretary and Compliance Officer	Appointed w.e.f 01/06/2022
Ms. Sebi Goyal	Company Secretary	Cessation w.e.f 30/05/2022

10) **NUMBER OF BOARD MEETINGS**



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

Sr. No.	Date of Board Meeting
1.	30/05/2022
2.	26/07/2022
3.	07/09/2022
4.	20/10/2022
5.	14/11/2022
6.	23/11/2022
7.	03/01/2023
8.	20/03/2023

11) NUMBER OF PREFERENTIAL ALLOTMENT COMMITTEE MEETINGS

During the year under review, 9 (Nine) Preferential Allotment Committee meetings were held in respect of which meetings proper notice were given and the proceedings were properly recorded and signed in the minute's book maintained for the purpose.

Sr. No.	Date of Meeting
1.	21/10/2022
2.	24/10/2022
3.	05/01/2023
4.	07/01/2023
5.	09/01/2023
6.	11/01/2023
7.	12/01/2023
8.	13/01/2023
9.	17/01/2023

12) 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.

13) 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.

14) 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.

15) **EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY:**

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

S.No	Date of EGM	Purpose
1.	06 th June, 2022	a) Increase in Authorised Share Capital of the Company. a) Alteration of Capital Clause of Memorandum of Association of the Company.

16) **COMMITTEES OF THE BOARD:**

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

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

- a) Audit Committee
- b) Stakeholders' Relationship Committee
- c) Nomination and Remuneration Committee

(1) **AUDIT COMMITTEE**

Committee Constitution is as follows:

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

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

During the year under reference, 4 (Four) Audit Committee meetings were dated 30/05/2022, 07/09/2022, 14/11/2022 and 20/03/2023 properly convened & held.

Terms & Scope of Work of Committee:

- a. Oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b. Recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of our Company;
- c. Reviewing and monitoring the auditor's independence and performance and the effectiveness of audit process;
- d. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- e. Reviewing the financial statements with respect to its unlisted Subsidiary(ies), in particular investments made by such Subsidiary(ies);
- f. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:



- i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
- ii. Changes, if any, in accounting policies and practices and reasons for the same;
- iii. accounting entries involving estimates based on the exercise of judgment by management;
- iv. Significant adjustments made in the financial statements arising out of audit findings;
- v. Compliance with listing and other legal requirements relating to financial statements;
- vi. Disclosure of any related party transactions; and
- vii. Modified opinion(s) in the draft audit report.
 - g. Reviewing, the quarterly financial statements with the management before submission to the Board for approval;
 - h. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 - i. Approval or any subsequent modification of transactions of our Company with related parties;
 - j. Scrutiny of inter-corporate loans and investments;
 - k. Valuation of undertakings or assets of our Company, wherever it is necessary;
 - l. Evaluation of internal financial controls and risk management systems;
 - m. Monitoring the end use of funds raised through public offers and related matters;
 - n. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - o. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - p. Discussion with internal auditors of any significant findings and follow up thereon;
 - q. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 - r. Discussion with statutory auditors before the commencement of the audit, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - s. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - t. To establish and review the functioning of the whistle blower mechanism;
 - u. Establishing and over viewing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
 - v. Approval of appointment of the chief financial officer (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
 - w. Carrying out any other terms of reference as may be decided by the Board or specified/ provided under the Companies Act, 2013 or the SEBI Listing Regulations or by any other regulatory authority; and
 - x. reviewing the utilization of loans and/ or advances from/investment by the and holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances /investments existing as on the date of coming into force of this provision.
 - y. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
 - z. Review of (1) management discussion and analysis of financial condition and results of operations; (2) statement of significant related party transactions (as defined by the audit committee), submitted by management; (3) management letters / letters of internal control weaknesses issued by the statutory auditors; (4) internal audit reports relating to internal control weaknesses; (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; (6) statement of deviations including (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; (b) annual statement of funds utilized for purposes other than those stated in the



offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

(2) STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Committee Constitution is as follows:

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

During the year, only 3 Stakeholder's Relationship Committee meeting were dated, 07/09/2022, 20/10/2022 and 20/03/2022 properly convened & held.

Terms & Scope of Work of Committee:

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

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

(3) NOMINATION AND REMUNERATION COMMITTEE:

Committee Constitution is as follows;

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

During the year, 3(Three) Nomination and Remuneration Committee meeting were dated, 30/05/2022, 07/09/2022 and 20/03/2023 properly convened & held.

Terms & Scope of Work of Committee:

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

- a. identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- b. formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees
- c. while formulating the policy under (b) above, ensure that
 - i. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - ii. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - iii. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to



the working of the company and its goals:

- d. such other functions / activities as may be assigned / delegated from time to time by the Board of Directors of the Company and/or pursuant to the provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable from time to time to the Company.
- e. formulation of criteria for evaluation of performance of independent directors and the board of directors;
- f. devising a policy on diversity of board of directors;
- g. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- h. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- i. Recommend to the board, all remuneration, in whatever form, payable to senior management.

17) 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.

18) DECLARATION BY INDEPENDENT DIRECTORS

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

Further, the Company has received the declarations from the Independent Directors confirming that they meet with the criteria of Independence as prescribed under the amended provisions of Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective January 01, 2022 and the same has been taken on the records of the Company in the Board meeting and Annual Report 2022-23 there has been no change in the circumstances affecting their status as Independent Directors of the Company.

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



19) **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, 2023 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.

20) **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.

21) **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

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

22) **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.

23) **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.

24) **STATUTORY DISCLOSURES**

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

A	CONSERVATION OF ENERGY	
i)	Steps taken or impact on conservation of energy	Your Company accords highest priority to energy conservation and is committed for energy conservation measures including regular review of energy consumption and effective control on



		utilization of energy. The Company has designed its facilities keeping in view the objective of minimum energy loss. The Company has taken all steps to conserve Energy in the work places by educating and training the employees to conserve energy. The Company has installed invertor AC in areas which are operating extended hours. Energy saving LED lights are installed at various laboratories and collection centers.
ii)	Steps taken by the Company for utilizing alternate sources of energy	The Company being in the service industry does not have any power generation units and did not produce/generate any renewable or conventional power
iii)	Capital investment on energy conservation equipment	The Capital investment on energy conservation equipment is insignificant.
B	TECHNOLOGY ABSORPTION	
i)	Efforts made towards technology absorption	The Company being in Service Sector has adopted all new technology in terms of new software and hardware and latest machinery with automated processes available in the current Techno-environment and commensurate to the size, scale and complexity of its operations.
ii)	Benefits derived from technology absorption	Technology absorption has helped the Company to provide better and more accurate service to the Customers.
iii)	Details of Imported technology (last three years)	
	3Details of technology imported	Nil
	4Year of Import	N.A.
	5Whether technology being fully absorbed	N.A.
	6If not fully absorbed, areas where absorption has not taken place and reasons thereof	N.A.
iv)	Expenditure incurred on Research and development	Nil
C	FOREIGN EXCHANGE EARNINGS AND OUTGO (₹ in Lakhs)	
i)	Foreign Exchange inflow	Nil
ii)	Foreign Exchange outflow	Nil

25) **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.

26) CHANGE IN THE NATURE OF BUSINESS

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

27) SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

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

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

29) CORPORATE SOCIAL RESPONSIBILITY

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

30) 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.

31) 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.

32) STATUTORY 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.



33) SECRETARIAL AUDIT REPORT

Pursuant to Section 204 read with Section 134(3) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Board of Directors of the Company has appointed M/s. Brajesh Gupta & Co., Practicing Company Secretary; to undertake the Secretarial Audit of the Company for the Financial Year 2022-23. The Secretarial Audit Report in the prescribed Form No. MR-3 is attached as “**Annexure I**” and forms a part of this Report.

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

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, 2021-22 and 2022-23.*
3. *The Company has filed some of the Forms like DIR-12, AOC-4 XBRL, MGT-7 with the Additional fees.*
4. *The Company has not filed Form DIR-12 for the regularization of Amol Gulabrao Rokade.*

Management Response:

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

34) COST AUDITORS

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

35) INTERNAL AUDITORS

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

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

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

36) POLICY ON VIGIL MECHANISM/CODE OF CONDUCT

The Company has a Whistle Blower Policy in line with the provisions of the Section 177 of the Companies Act, 2013. This policy establishes a vigil mechanism for directors and employees to report their genuine concerns actual or suspected fraud or violation of the Company’s code of conduct. The said mechanism also provides for adequate safeguards against victimization of the persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee. We confirm that during the financial year 2022-23, no employee of the Company was denied access to the Audit Committee. The said Whistle Blower Policy is available on the website of the Company at <https://www.brandbucketmediatech.in>

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board



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

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

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

37) 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

38) MEETING OF INDEPENDENT DIRECTORS:

During the year under review, one Independent Director Meeting held on 27/03/2023 for the F. Y. 2022-23.

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

39) POSTAL BALLOT:

No Postal ballot was conducted by the company during the year 2022-23.

40) 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.

41) 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.

**42) CEO/CFO CERTIFICATION:**

The Chief Executive Officer and Chief Financial Officer Certification as required under Regulation 17(8) read with Part B of Schedule II of the SEBI (LODR) Regulation, 2015 not applicable on the Company as the Company is listed on the SME platform and the exemption is granted to the Companies listed on the SME platform under Regulation 15(2) of SEBI (LODR), Regulations, 2015 under Annexure VII of this report.

43) 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 2022- 2023, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-2023 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company is attached as **Annexure IV**.

44) CORPORATE GOVERNANCE

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

45) SECRETARIAL STANDARDS

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

46) ACKNOWLEDGEMENT:

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

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

Sd/- Gaurav Mahendra Gore Director DIN: 08534900	Sd/- Nishigandha Shashikant Keluskar Managing Director DIN: 09154554
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**Place: Mumbai
Date: 07/09/2023**



ANNEXURE I
Form MR-3-SECRETARIAL AUDIT REPORT
For the financial year ended 31st March 2023 [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 2022 to 31st March 2023 ('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, 2023 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 80,00,000 Equity Convertible Warrants on preferential basis and convert and allot 73,50,000 Warrants into Equity Shares During the year.**
 - (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, 2021-22 and 2022-23.*
3. *The Company has filed some of the Forms like DIR-12, AOC-4 XBRL, MGT-7 with the Additional fees.*
4. *The Company has not filed Form DIR-12 for the regularization of Amol Gulabrao Rokade .*

I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Proper notice is given to all Directors to schedule the Board meetings in compliance with the provisions of Section 173 (3) of the Companies Act, 2013, agenda and detailed notes on agenda were sent 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.

- Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

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

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

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

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

**Sd/-
Brajesh Gupta (Proprietor)
Mem. No.: ACS 33070
CP No.: 21306
UDIN: A033070E000591705**

**Date: 12/07/2023
Place: Mumbai**

Note:

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



Annexure A
Part of the Secretarial Audit Report 2022-23

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, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility:

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

For Brajesh Gupta & Co.
Practicing Company Secretary
Sd/-
Brajesh Gupta (Proprietor)
Mem. No.: ACS 33070
CP No.: 21306
UDIN: A033070E000591705

Date: 12/07/2023
Place: Mumbai



**ANNEXURE II
FORM NO.MGT-9**

Extract of Annual Return as on the Financial Year Ended on 31st March, 2023

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

1. REGISTRATION AND OTHER DETAILS:

i.	CIN	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	Purva Sharegistry (India) Private Limited 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai – 400059 Tel: 022-23010771 / 49614132 Fax: 022-2301 2517 Email: Support@purvashare.com Website: www.purvashare.com Appointment Date: 23/11/2022 Satellite Corporate Services Private Ltd 106 & 107, Dattani Plaza, Kurla Andheri Road, Kurla (w), Nr. Safed Poll East West Ind Estate, Mumbai, MH- 400072 Tel :2228520461 Email: service@satellitecorporate.com Website: www.satellitecorporate.com Resignation Date: 23/11/2022

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

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

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:



Sr. No.	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of Shares held	Applicable Section
1.	-	-	-	-	-

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

b) **CATEGORY-WISE SHAREHOLDING:**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2022)				No. of Shares held at the end of the year (As on 31.03.2023)				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Promoters									
b) Indian									
a) Individual/HUF	1,56,165	0	1,56,165	4.95	1,56,165	0	1,56,165	1.49	-3.46
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	14,96,487	0	14,96,487	47.46	9,12,487	0	9,12,487	8.69	-38.77
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)	16,52,652	0	16,52,652	52.42	10,68,652	0	10,68,652	10.17	-42.24
(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)	16,52,652	0	16,52,652	52.42	10,68,652	0	10,68,652	10.17	-42.24
c) Public Shareholding									
(1) Institutions	0	0	0	0	0	0	0	0	0
b) Mutual Fund /UTI / LIC	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0



d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Alternate Investor Fund/Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	336087	0	336087	10.66	12087	3950000	3962087	37.72	27.06
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	902261	0	902261	28.62	908261	0	908261	8.64	19.98
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	122000	0	122000	3.86	988000	3400000	4388000	41.78	37.92
c) Others (HUF, Clearing Members, Foreign Nationals, NRI, Trust)	140000	0	140000	4.44	176000	0	176000	1.68	2.76
Sub-total (B)(2):-	1500348	0	1500348	47.58	2084348	7350000	9434348	89.82	42.24
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)	3153000	0	3153000	100%	3153000	7350000	10503000	100%	0

5. 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 01.04.2022)	No. of Shares held at the end of the year (As on 31.03.2023)	% Change in



	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	Shareholding during the year*
A. Individuals							
Nishigandha Shashikant Keluskar	1,56,165	4.95%	NIL	1,56,165	1.49%	NIL	-3.46%
B. Bodies Corporate							
Createroi Financial Consultancy Private	1061,400	33.66%	NIL	4,77,400	4.55%	NIL	-29.11%
zylo enterprises private limited	4,35,087	13.80%	NIL	4,35,087	4.14%	NIL	-9.66%
Total	1652652	52.42%	NIL	10,68,652	10.17%	NIL	-42.25%

* % of Change in Shareholding during the year occurred due to allotment of Bonus Shares.

6. 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		As On Date	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	No. of Shares					
1	At the beginning of the year	CREATEROI FINANCIAL CONSULTANCY PRIVATE LIMITED	01-04-2022	1061400	33.66	1061400	33.66
	Date wise Increase / Decrease in Share holding during the year		20-01-2023	-32000	-1.01	1029400	32.65
			27-01-2023	-112000	-3.55	917400	29.10
			31-01-2023	-30000	-0.95	887400	28.14
			03-02-2023	-154000	-4.88	733400	23.26



			10-02-2023	-12000	-0.38	721400	22.88
			17-02-2023	-18000	-0.57	703400	22.31
			24-02-2023	-226000	-7.17	477400	15.14
	At the End of the year		31-03-2023	0	0.00	477400	15.14
2	At the beginning of the year	ZYLO ENTERPRISES PRIVATE LIMITED	01-04-2022	435087	13.80	435087	13.80
	At the End of the year		01-04-2023	0	0.00	435087	13.80
3	At the beginning of the year	ESPEON CONSULTING PRIVATE LIMITED	01-04-2022	224000	7.10	224000	7.10
	Date wise Increase / Decrease in Share holding during the year		08-04-2022	-202000	-6.41	22000	0.70
			15-04-2022	-10000	-0.32	12000	0.38
			22-04-2022	-12000	-0.38	0	0.00
	At the End of the year		31-03-2023	0	0	0	0.00
4	At the beginning of the year	NISHIGANDHA SHASHIKANT KELUSKAR	01-04-2022	156165	4.95	156165	4.95
	At the End of the year		31-03-2023	0	0.00	156165	4.95
5	At the beginning of the year	NNM SECURITIES	01-04-2022	70000	2.22	70000	2.22
	Date wise Increase / Decrease in Share holding during the year		08-04-2022	-8000	-0.25	62000	1.97
			22-04-2022	-12000	-0.38	50000	1.59
			29-04-2022	-2000	-0.06	48000	1.52
			06-05-2022	4000	0.13	52000	1.65
			13-05-2022	-6000	-0.19	46000	1.46
			20-05-2022	4000	0.13	50000	1.59
			27-05-2022	-12000	-0.38	38000	1.21
			03-06-2022	2000	0.06	40000	1.27
			10-06-2022	-2000	-0.06	38000	1.21
			17-06-2022	-2000	-0.06	36000	1.14
			24-06-2022	4000	0.13	40000	1.27



			15-07-2022	-2000	-0.06	38000	1.21
			22-07-2022	-2000	-0.06	36000	1.14
			29-07-2022	4000	0.13	40000	1.27
			05-08-2022	4000	0.13	44000	1.40
			19-08-2022	2000	0.06	46000	1.46
			26-08-2022	2000	0.06	48000	1.52
			02-09-2022	-6000	-0.19	42000	1.33
			09-09-2022	-10000	-0.32	32000	1.01
			16-09-2022	-4000	-0.13	28000	0.89
			23-09-2022	-16000	-0.51	12000	0.38
			30-09-2022	-2000	-0.06	10000	0.32
			07-10-2022	-2000	-0.06	8000	0.25
			14-10-2022	6000	0.19	14000	0.44
			21-10-2022	-2000	-0.06	12000	0.38
			28-10-2022	2000	0.06	14000	0.44
			31-10-2022	-2000	-0.06	12000	0.38
			11-11-2022	-6000	-0.19	6000	0.19
			25-11-2022	4000	0.13	10000	0.32
			30-11-2022	2000	0.06	12000	0.38
			02-12-2022	-8000	-0.25	4000	0.13
			09-12-2022	-2000	-0.06	2000	0.06
			23-12-2022	2000	0.06	4000	0.13
			30-12-2022	4000	0.13	8000	0.25
			13-01-2023	-2000	-0.06	6000	0.19
			20-01-2023	-4000	-0.13	2000	0.06
			03-02-2023	2000	0.06	4000	0.13
			10-02-2023	-2000	-0.06	2000	0.06
			17-02-2023	-2000	-0.06	0	0.00
			24-02-2023	6000	0.19	6000	0.19
			28-02-2023	2000	0.06	8000	0.25
			10-03-2023	-6000	-0.19	2000	0.06
			17-03-2023	4000	0.13	6000	0.19
			24-03-2023	2000	0.06	8000	0.25
			31-03-2023	2000	0.06	10000	0.32
	At the End of the year		31-03-2023	0	0	10000	0.32
6	At the beginning of the year	AKHIL JAIN HUF	01-04-2022	32000	1.01	32000	1.01
	Date wise Increase / Decrease in Share holding during the year		08-04-2022	-12000	-0.38	20000	0.63
			06-05-2022	-4000	-0.13	16000	0.51



			13-05-2022	-16000	-0.51	0	0.00
	At the End of the year		31-03-2023	0	0	0	0.00
7	At the beginning of the year	AMIT HASMUKH PARIKH	01-04-2022	28000	0.89	28000	0.89
	Date wise Increase / Decrease in Share holding during the year						
			23-09-2022	-28000	-0.89	0	0.00
	At the End of the year		31-03-2023	0	0.00	0	0.00
8	At the beginning of the year	ALPHA LEON ENTERPRISES LLP	01-04-2022	24000	0.76	24000	0.76
	Date wise Increase / Decrease in Share holding during the year						
			08-04-2022	-24000	-0.76	0	0.00
	At the End of the year		31-03-2023	0	0.00	0	0.00
9	At the beginning of the year	VIMAL KUMAR BUNT	01-04-2022	20000	0.63	20000	0.63
	Date wise Increase / Decrease in Share holding during the year						
			13-05-2022	-20000	-0.63	0	0.00
	At the End of the year		31-03-2023	0	0.00	0	0.00
10	At the beginning of the year	MINIBOSS CONSULTANCY PRIVATE LIMITED	01-04-2022	20000	0.63	20000	0.63
	Date wise Increase / Decrease in Share holding during the year						
			15-04-2022	-20000	-0.63	0	0.00
			20-10-2022	450000	14.27	450000	14.27
			21-10-2022	-150000	-4.76	300000	9.51
			22-10-2022	-300000	-9.51	0	0.00
			24-10-2022	1250000	39.64	1250000	39.64



			25-10-2022	- 1250000	-39.64	0	0.00
			17-01-2023 (Preferential Allotment on 17-01-2023)	2000000	19.04	2000000	19.04
	At the End of the year		31-03-2023			2000000	19.04
11	At the beginning of the year	YOGESH JOTIRAM KALE	01-04-2022	2000	0.06	2000	0.06
	Date wise Increase / Decrease in Share holding during the year		22-04-2022	-2000	-0.06	0	0.00
			20-10-2022	500000	15.86	500000	15.86
			21-10-2022	650000	20.62	1150000	36.47
			22-10-2022	-1150000	-36.47	0	0.00
			24-10-2022	350000	11.10	350000	11.10
			25-10-2022	-350000	-11.10	0	0.00
			17-01- 2023(Prefere ntial Allotment on 17-01-2023)	1800000	17.14	1800000	17.14
	At the End of the year		31-03-2023		0.00	1800000	17.14
12	At the beginning of the year	SYNEMATIC MEDIA AND CONSULTING PRIVATE LIMITED	01-04-2022	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year				25.37		
			20-10-2022	800000		800000	25.37
			21-10-2022	400000	25.37	1200000	38.06
			22-10-2022	-1200000	-38.06	0	0.00
			17-01-2023	1950000	18.57	1950000	18.57
	At the End of the year		31-03-2023	0	0.00	1950000	18.57
13	At the beginning of the year	DEV GANPAT PAWAR	01-04-2022	0	0.00	0	0.00
	Date wise Increase / Decrease in		17-01-2023	1600000	15.23	1600000	15.23



	Share holding during the year						
	At the End of the year		31-03-2023	0	0.00	1600000	15.23

7. **Shareholding of Directors and Key Managerial Personnel:**

S. No.	Name	Shareholding at the beginning of the year (01.04.2022)		Increase/ Decrease In shareholding	Cumulative shareholding during the year (From 01-04-2022 to 31-03-2023)	
		No. of shares	% of Total Shares		No. of shares	% of Total Shares
1.	Nishigandha Shashikant Keluskar	156165	4.95	-	156165	1.49*

* The above changes in the percentage occurred due to allotment of Bonus Shares during the year.

8. **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 (01-04-2022)				
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 (31-03-2023)				
i) Principal Amount	0	-	-	0
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+ iii)	0	-	-	0

9. **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	Sanjiv Hasmukh Shah	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission (i) As % of profit (ii) 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	Sandeep Prabhakar Khare	Amol Gulabrao Rokade	Gaurav Mahendra Gore	Ramiz Rashid Sayyed	Total Amount
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			
b	Commission	Nil	Nil			
c	Others, please specify	Nil	Nil			
	Total (2)	Nil	Nil			
	Total (B)=(1+2)					
	Total Managerial Remuneration	Nil	Nil			
	Ceiling as per the Act under section 197 (3) Schedule V of the Companies Act, 2013)					

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

S. No.	Particulars of Remuneration	Key Managerial Personnel- Company Secretary		
		Kailas Nandu Salve	Kanika Kabra	Sebi Goyal*
1.	Gross salary			
	A. Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	2,40,000	2,00,000	40,000
	B. Value of perquisites u/s 17(2) Income-Tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission -as % of profit -others, specify...	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil
6.	Total	2,40,000	2,00,000	40000

* Sebi Goyal resigned from the post of Company Secretary from 30.05.2022.

*Kanika Kabra Appointed as Company Secretary from 01.06.2022

10. 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: 07/09/2023

Sd/-
Nishigandha Shashikant Keluskar
Managing Director
DIN: 09154554



ANNEXURE III NOMINATION & REMUNERATION POLICY

PREFACE

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

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

DEFINITIONS:

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

"Key Managerial Personnel" means:

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

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

OBJECTIVE:

The objective of the policy is to ensure that:

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

ROLE OF THE COMMITTEE:

The role of the NRC will be the following:

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



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

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

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

TERM / TENURE

a) Managing Director/Whole-time Director:

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

b) Independent Director:

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

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

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

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



Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION

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

REMOVAL

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

RETIREMENT

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

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

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

3 The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2. Remuneration to Non- Executive / Independent Directors:

a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

- i The Services are rendered by such Director in his capacity as the professional; and
- ii In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).



3. Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive any, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
- c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- e) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

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

By order of the Board of Directors

For, Brandbucket Media & Technology Limited

Sd/-

Gaurav Mahendra Gore

Director

DIN: 08534900

Sd/-

Nishigandha Shashikant Keluskar

Managing Director

DIN: 09154554

Place: Mumbai

Date: 07/09/2023



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 2022-23	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	
		Sanjiv Hasmukh Shah	Executive Director	
		Ramiz Rashid Sayyed	Additional Executive 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)	0.00
		Sandeep Prabhakar Khare	Independent Director	
		Gaurav Mahendra Gore	Non Executive Director	
		Amol Gulabrao Rokade	Independent Director	
		Sanjiv Hasmukh Shah	Executive Director	
		Ramiz Rashid Sayyed	Additional Executive Director	



		CS Kanika Kabra	Company Secretary	0.00
3	The percentage increase or Decreases in the median remuneration of employees in the financial year			
4	The number of permanent employees on the rolls of Company		8	
5	The explanation on the relationship between average increase in remuneration and Company performance		NA	
6	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company		NA	
7	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration		N.A.	
8	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company		Key Managerial Personnel	
9	Key parameters for any variable component of remuneration availed by the directors		N.A.	
10	Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year		NIL	
11	It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial personnel and Senior Management		The Company is in compliance with its compensation policy.	

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

**Sd/-
Gaurav Mahendra Gore
Director**

**Sd/-
Nishigandha Shashikant Keluskar
Managing Director**



DIN: 08534900

DIN: 09154554

Place: Mumbai

Date: 07/09/2023

Annexure V

A. General Shareholder Information:

a.	AGM: Day, Date, Time and Venue	Saturday, 30th September, 2023 At 03:00 P.M At Office No.208, 2nd Floor, Shiv Shakti, SRA CHS Ltd. Link Road, Anna Nagar, Andheri (W), Mumbai-400053
b.	Financial Year	1 st April, 2022 to 31 st March, 2023
c.	Date of Book Closure	24 th September, 2023 to 30 th September,2023
d.	Listing on Stock Exchanges	The Shares of the Company are listed on The Bombay Stock Exchange Ltd (SME Segment) BSE Limited (SME Platform) 25 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 4000 01
e.	Scrip Code	543439
f.	Scrip ID	BRANDBUCKT
g.	ISIN	INE0ILD01014
h.	Payment of Listing Fee	The Company confirms that it has paid Annual listing fees due to the stock exchange for the financial year 2022- 2023
i.	Market Price Data: (High, Low during each month in last financial year 2022-23)	*Table attached below
j.	Registrar and share transfer agents	Purva Sharegistry (India) Private Limited 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai - 400059 Tel: 022-23010771 / 49614132 Fax: 022-2301 2517 Email: Support@purvashare.com Website: www.purvashare.com Appointment Date: 23/11/2022 Satellite Corporate Services Private Ltd 106 & 107, Dattani Plaza, Kurla Andheri Road, Kurla (w), Nr. Safed Poll East West Ind Estate, Mumbai, MH- 400072 Tel :2228520461 Email: service@satellitecorporate.com Website: www.satellitecorporate.com Resignation Date: 23/11/2022

*Market Price Data



Month	High	Low	No. of shares transferred
April, 2022	20.45	16.00	5,10,000
May, 2022	17.25	12.85	2,20,000
June, 2022	18.20	13.21	1,58,000
July, 2022	16.00	13.21	1,38,000
August, 2022	15.40	13.40	1,12,000
September, 2022	30.77	14.80	14,56,000
October, 2022	29.95	21.10	3,22,000
November, 2022	38.20	25.90	4,62,000
December, 2022	29.90	24.40	2,50,000
January, 2023	38.70	25.90	5,20,000
February, 2023	26.95	18.20	6,58,000
March, 2023	23.34	17.44	2,20,000

B. Other Information

(i) *Quarterly and Half-yearly financial results*

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

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

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

1. *Official News Releases*

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

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

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

3. *Dividend payment date: Not Applicable*

4. *Stock Market Data*

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

Stock Code: 543439

ISIN: INE0ILD01014

Distribution of Shareholding as on 31st March, 2023

Share or Debenture holding Nominal Value	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount	% Total Amount
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Up To 100	4	1.02	3480	0
101 To 200	0	0	0	0
201 To 500	0	0	0	0
501 To 1,000	0	0	0	0
1001 To 5,000	303	77.49	7420000	7.06
5001 To 10,000	39	9.97	2900000	2.76
10001 To 1,00,000	38	9.72	10520000	10.02
1,00,001 and Above	7	1.79	84186520	80.15
Total	391	100	105030000	100

Pattern of Shareholding as on 31st March, 2023

Sr. No	Category of Shareholders	No. of shares Held	Percentage of holdings
1.	Promoters	1068652	10.17%
2.	Foreign Institutional Investors/ Mutual Funds	-	-
3.	Bodies Corporate	3962087	37.72%
4.	Individual shareholders holding nominal shares Capital up to Rs. 2 Lakhs	1144261	10.89%
5.	Individual Shareholders holding nominal Shares Capital in excess of Rs.2 Lakhs	4152000	39.53%
6.	Clearing Members	30000	0.29%
7.	LLP	10000	0.10%
8.	Hindu Undivided Family	88000	0.84%
9.	Trusts	-	-
10.	Non Resident Indians (Non Repatriable)	0	0.00%
11.	Non Resident Indians (Repatriable)	48000	0.46%
11	Foreign National	-	-
12.	Any other specify	-	-
	Total	10503000	100%



ANNEXURE VI

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(ii) 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 Pam 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.

(iii) OUT OF HOME ADVERTISING NETWORK:

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

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

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



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

(iv) 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.

(v) 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**

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

**Place: Mumbai
Date: 07/09/2023**



ANNEXURE VII
CEO/CFO CERTIFICATION

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

- i. We have reviewed the Financial Statements and the Cash Flow Statement of the Company for the financial year ended March 31, 2023 and that to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- ii. There are, to the best of our knowledge and belief, no transactions entered into by the company during the period, which are fraudulent, illegal or violative of the company’s code of conduct.
- iii. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- iv. We have indicated to the auditors and the Audit Committee
 - Significant changes, if any, in internal control over financial reporting during the year;
 - Significant changes, if any, in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company’s internal control system over financial reporting.

Sd/-
Kailas Nandu Salve
Chief Financial Officer
Date-07/09/2023



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 2022-23.

For **Brandbucket Media & Technology Limited**

Sd/-

Nishigandha Shashikant Keluskar

Managing Director

DIN: 09154554

Date: 07/09/2023

Place: Mumbai



ANNEXURE VIII
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, 2023 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	De-Active
4.	Amol Gulabrao Rokade	09325082	23/09/2021	De-Active
5.	Sanjiv Hasmukh Shah	06709778	20/10/2022	Active

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

For Brajesh Gupta & Co.
Practicing Company Secretary
Sd/-
Brajesh Gupta(Proprietor)
Membership No- 33070
COP No-21306
UDIN: A033070E000591727
Place: Indore
Date:12/07/2023

Independent Auditor's Report

To the Members of Brandbucket Media & Technology Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Brandbucket Media & Technology Limited** ('the Company'), which comprise the balance sheet as at **31st March 2023**, the Statement of Profit and Loss and the Cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the 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 **31st March 2023** and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we have given in the **Annexure A**, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. 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 flow statement dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid standalone 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 **31st March 2023** taken on record by the Board of Directors, none of the directors is disqualified as on **31st March 2023** from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) In our opinion with respect to internal financial control, the said Para is applicable to Company and & hereby attached as **Annexure - B**
 - (g) 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 litigation which would impact its financial position.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which are required to be transferred to the investor education and protection fund by the company.

For Bhagat & Co
Firm Reg. No. 127250W
Chartered Accountant(s)

Shankar Prasad Bhagat
Partner
M. No.- 052725

Place:- Ahmedabad
Date:- 30/05/2023

UDIN: 23052725BGWWCT6466

“Annexure - A “to” the Auditors’ Report

The Annexure referred to in Independent Auditors’ Report to the members of the Company on the standalone financial statements for the year ended 31st March 2023, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The Company is regular in maintaining physical inventory in accordance with paragraph 3(ii) of the Order applicable to the Company.
- (iii) The Company has not granted any loans to bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 (‘the Act’).
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public.
- (vi) Pursuant to the rules made by the Central Government of India, the Company is not required to maintain cost records as prescribed under Section 148(1) of the Act in respect of its products.
- (vii) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the book of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees’ state insurance and duty of excise.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at **31st March 2023** for a period of more than six months from the date they became payable.
- (viii) The Company has taken loans or borrowings from any financial institution, banks, government or debenture holders during the year.
- (ix) The Company has raised money by way of issue of equity shares.
- (x) According to the information and explanations given to us, no material fraud by the Company or on

the Company by its officers or employees has been noticed or reported during the course of our audit.

- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration in accordance with the requisite the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Bhagat & Co
Firm Reg. No. 127250W
Chartered Accountant(s)

Shankar Prasad Bhagat
Partner
M. No.- 052725

Place:- Ahmedabad
Date:- 30/05/2023

UDIN: 23052725BGWWCT6466

ANNEXURE B TO THE AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **Brandbucket Media & Technology Limited** ('the Company') as of **31st March 2023** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect

the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of the management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at **31st March 2023**, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Bhagat & Co
Firm Reg. No. 127250W
Chartered Accountant(s)

Shankar Prasad Bhagat
Partner
M. No.- 052725

Place:- Ahmedabad
Date:- 30/05/2023
UDIN: 23052725BGWWCT6466

Brandbucket Media & Technology Limited
CIN L93000MH2013PLC246147
Balance Sheet as at March 31, 2023
(All amount in Rupees unless stated otherwise)

Particulars	Note	As at March 31, 2023 ₹	As at March 31, 2022 ₹
Equity and Liabilities			
Shareholders' Funds			
Share capital	3	10,50,30,000	3,15,30,000
Reserves and surplus	4	24,68,54,027	6,97,54,837
		35,18,84,027	10,12,84,837
Non-Current liabilities			
Long-term borrowings	5	-	-
Current liabilities			
Trade payables	6	1,40,28,119	1,32,26,259
Other current liabilities	7	20,56,367	64,01,021
Short-term provisions	8	79,82,331	15,27,322
		2,40,66,817	2,11,54,602
Total		37,59,50,843	12,24,39,439
Assets			
Non-current assets			
Fixed Assets			
Tangible assets	9	2,78,98,137	23,10,756
Intangible Assets		-	3,17,69,269
Deferred tax assets (net)	10	(7,68,714)	(14,88,254)
Loans and advances		-	-
Loans and Advances		25,95,72,509	
Non-current investments	11	1,20,25,000	1,20,25,000
Current Assets			
Trade receivables	12	5,33,10,767	6,10,17,782
Cash and cash equivalents	13	2,39,13,144	1,68,04,885
		7,72,23,911	7,78,22,667
Total		37,59,50,843	12,24,39,439
Summary of significant accounting policies	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

(SHANKAR PRASAD BHAGAT)
Partner
MembershipNo:052725
Place: Ahmedabad
UDIN : 23052725BGWWCT6466
Date 30 May 2023

GAURAV GORE
Director
Din: 08534900
Place: Mumbai
Date 30 May 2023

NISHIGANDHA KELUSKAR
Director
Din : 09154554
Place: Mumbai
Date 30 May 2023

Brandbucket Media & Technology Limited

CIN L93000MH2013PLC246147

Statement for Profit and Loss for the year ended March 31, 2023*(All amount in Rupees unless stated otherwise)*

Particulars	Note	Year ended March 31, 2023 ₹	Year ended March 31, 2022 ₹
Revenue:			
Revenue from operations	14	18,31,31,160	17,26,87,648
Total Revenue		18,31,31,160	17,26,87,648
Expenses:			
Cost of Goods Sold	15	16,92,28,086	16,43,39,809
Employee cost	16	18,55,200	17,89,123
Depreciation and amortization expenses	9	61,66,154	7,34,495
Other Expenses	17	22,98,799	20,60,939
Total Expenses		17,95,48,239	16,89,24,366
Profit before tax		35,82,921	37,63,282
Tax Expenses			
Current Tax		11,80,101	9,40,821
Deferred Tax	18	(2,84,371)	4,89,606
		8,95,730	14,30,426
		25.00%	38.01%
Profit for the year		26,87,190	23,32,856
Earnings Per equity share (nominal value of shares Rs. 10):	20		
Basic		0.26	0.74
Diluted		0.26	0.74
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****(SHANKAR PRASAD BHAGAT)**
Partner
Membership No:052725
UDIN : 23052725BGWWCT6466
Place: Ahmedabad
Date 30 May 2023GAURAV GORE
Director
Din: 08534900
Place: Mumbai
Date 30 May 2023NISHIGANDHA KELUSKAR
Director
Din : 09154554
Place: Mumbai
Date 30 May 2023

Brandbucket Media & Technology Limited
CIN L93000MH2013PLC246147

Summary Statement of Cash Flow for fy23

(All amount in Rupees unless stated otherwise)

Summary Statement of Cash Flow		
PARTICULARS	31.03.23	31.03.22
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax	35,82,921	37,63,282
<i>Adjusted for :</i>		
a. Depreciation	61,66,154	7,34,495
b. Interest Expenses & Finance Cost	-	-
c. Interest & Other Income	-	-
d. Other Adjustment	(4,19,436)	(20,27,678)
Operating profit before working capital changes	93,29,639	24,70,099
<i>Adjusted for :</i>		
a. Decrease /(Increase) in Inventories	-	-
b. Decrease / (Increase) in trade receivable	77,07,015	(2,96,90,072)
b. Decrease / (Increase) in Current Investments	-	-
c. (Increase) / Decrease in short term loans and advances	(25,95,72,509)	1,18,25,000
d. Increase / (Decrease) in Trade Payables	8,01,860	(61,57,889)
e. Increase / (Decrease) in short term provisions	64,55,009	(49,65,677)
f. Increase / (Decrease) in other current liabilities	(43,44,654)	53,74,073
g. (Increase) / Decrease in Other Current Assets	-	-
other adjustments		
Cash generated from operations	(24,89,53,279)	(2,36,14,565)
Income Tax Paid (net of refunds)	11,80,101	9,40,821
NET CASH GENERATED FROM OPERATION	(25,01,33,380)	(2,45,55,386)
B. CASH FLOW FROM INVESTING ACTIVITIES		
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 ACTIVITIES		
a. Interest & Finance Cost	-	-
b. Proceeds from share issued / application	24,79,12,000	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	24,79,12,000	6,75,00,000
Net Increase / (Decrease) in cash and cash equivalents	71,08,259	1,34,23,345
Cash and cash equivalents at the beginning of the year	1,68,04,885	33,81,540
Cash and cash equivalents at the end of the year	2,39,13,144	1,68,04,885
	71,08,259	1,34,23,345

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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

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

(SHANKAR PRASAD BHAGAT)
Partner
MembershipNo:052725
Place: Ahmedabad
UDIN : 23052725BGWCT6466
Date 30 May 2023

GAURAV GORE NISHIGANDHA KELUSKAR
Director Director
Din: 08534900 Din : 09154554
Place: Mumbai Place: Mumbai
Date 30 May 2023 Date 30 May 2023

3 Share Capital

Particulars	As at	As at
	March 31, 2023	March 31, 2022
	₹	₹
Authorised		
2,50,00,000 equity shares of Rs 10 each (March 31, 2022: 40,00,000 equity shares of Rs 10 each)	25,00,00,000	4,00,00,000
Issued, subscribed and fully paid-up		
1,05,30,000 equity shares of Rs.10 each (March 31, 2022: 31,50,000 equity shares of Rs 10 each)	1,05,30,000	31,50,000
	1,05,30,000	31,50,000

a) Reconciliation of number of shares

	March 31, 2023		March 31, 2022	
	Shares	₹	Shares	₹
Outstanding at beginning of the year	31,53,000	3,15,30,000	16,53,000	1,65,30,000
Issued during the year	73,50,000	7,35,00,000	15,00,000	1,50,00,000
Outstanding at year end	1,05,03,000	10,50,30,000	31,53,000	3,15,30,000

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, 2023		March 31, 2022	
	Shares	%	Shares	%
NISHIGANDHA SHASHIKANT KELUSKAR	1,56,165	1.49%	1,56,165	4.95%
CREATEROI FINANCIAL CONSULTANCY PRIVATE LIMITED.	4,77,400	4.55%	4,77,400	15.14%
ZYLO ENTERPRISES PRIVATE LIMITED	4,35,087	4.14%	10,61,400	33.66%
DEV PAWAR	16,00,000	15.23%		
YOGESH KALE	18,00,000	17.14%		
MINIBOSS CONSULTING PRIVATE LIMITED	20,00,000	19.04%		
SYNEMATIC MEDIA & CONSULTING PRIVATE LIMITED	19,50,000	18.57%		
ESPEON CONSULTING PRIVATE LIMITED.			2,24,000	7.10%

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

CIN L93000MH2013PLC246147

Notes to Financial Statements for the period ended March 22, 2023*(All amounts in Rupees, unless stated otherwise)***4 Reserves and surplus:**

Particulars	As at March 31, 2023 ₹	As at March 31, 2022 ₹
Surplus in the statement of profit and loss		
Balance as per last financial statements	22,54,837	21,05,988
Depreciation & Deffered Tax Adjustment	-	-
Profit for the year	26,87,190	1,48,849
Less: Utilised for Bonus Issue		
Balance as at the end of the year	49,42,027	22,54,837
Share Premium		
Opening Balance	6,75,00,000	-
Add: Additions during the year	16,90,50,000	6,75,00,000
Less: Utilised for Bonus Issue		
Balance as at the end of the year		6,75,00,000
Share Warrant unconverted	53,62,000	
Total Reserve and Surplus	24,68,54,027	6,97,54,837

5 Long term Borrowings:

Particulars	As at March 31, 2023 ₹	As at March 31, 2022 ₹
Unsecured:		
Related Parties	-	-
Others	-	-
Total	-	-

6 Trade Payables

Particulars	As at March 31, 2023 ₹	As at March 31, 2022 ₹
Dues for Service	1,40,28,119	1,32,26,259
Total	1,40,28,119	1,32,26,259

Brandbucket Media & Technology Limited

CIN L93000MH2013PLC246147

Notes to Financial Statements for the period ended March 22, 2023

(All amounts in Rupees, unless stated otherwise)

Trade Payables ageing schedule: As at 31st March,2023

Particulars	Outstanding for following periods from due date of payment			
	Less than 1 year	1-2 years	2-3 years	2-3 years
	-	-	-	-
(i) MSME	-	-	-	-
(ii) Others	1,30,46,151	9,81,968	0.00	0.00
(iii) Disputed dues- MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-

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	2-3 years
	-	-	-	-
(i) MSME	-	-	-	-
(ii) Others	1,32,26,259	0.00	0.00	0.00
(iii) Disputed dues- MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-

7 Other current liabilities:

Particulars	As at March 31, 2023 ₹	As at March 31, 2022 ₹
Other Payables	25,00,000	
Duties and taxes	(4,43,633)	64,01,021
Total	20,56,367	64,01,021

8 Short term provision:

Particulars	As at March 31, 2023 ₹	As at March 31, 2022 ₹
audit fees payable	1,00,000	
expenses payable	41,95,741	
FY22 IT	11,80,100	
Provision for expenses and income tax (net of advance tax and TDS)		15,27,322
salary payable	25,06,490	
Total	79,82,331	15,27,322

Brandbucket Media & Technology Limited

CIN L93000MH2013PLC246147

Notes to Financial Statements for the period ended March 22, 2023*(All amounts in Rupees, unless stated otherwise)***10 Deferred Tax Assets (net)**

Particulars	As at March 31, 2023 ₹	As at March 31, 2022 ₹
Deferred tax assets:		
On account of disallowances of expenses	-	-
On account of depreciation	(8,85,801)	(8,85,801)
Total	(8,85,801)	(8,85,801)

11 Non-current Investments

Particulars	As at March 31, 2023 ₹	As at March 31, 2022 ₹
Trade Investments (valued at cost)		
Quoted equity instruments		
	-	-
(A)	-	-
Unquoted equity instruments		
10,35,000 Equity shares of Aventez Media and Technologies Limited (P.Y. 10,35,000 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, 2023 ₹	As at March 31, 2022 ₹
(Unsecured, Considered good)		
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	-	-
Doubtful	-	-
(A)	-	-

Brandbucket Media & Technology Limited

CIN L93000MH2013PLC246147

Notes to Financial Statements for the period ended March 22, 2023*(All amounts in Rupees, unless stated otherwise)***Other receivables**

Unsecured, considered good	5,33,10,767	6,10,17,782
Doubtful	-	-
(B)	5,33,10,767	6,10,17,782

Total**5,33,10,767****6,10,17,782****Trade Receivables ageing schedule as at 31st March,2023**

Particulars	Outstanding for following periods from due date of payment			
	Less than 6 months	6 months -1 year	1-2 years	1-2 years
(i) Undisputed Trade receivab	1,86,58,768	3,19,86,460	26,65,538	
(i) 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,2022

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

13 Cash and bank balances:

Particulars	As at March 31, 2023 ₹	As at March 31, 2022 ₹
Cash on hand	1,43,537	37,546
Balance with bank: in current account	2,37,69,607	1,67,67,339
Total	2,39,13,144	1,68,04,885

14 Revenue from Operations:

Particulars	Year ended March 31, 2023 ₹	Year ended March 31, 2022 ₹
Revenue	18,31,31,160	17,26,87,648
Media Exempt		
Total	18,31,31,160	17,26,87,648

Brandbucket Media & Technology Limited

CIN L93000MH2013PLC246147

Notes to Financial Statements for the period ended March 22, 2023*(All amounts in Rupees, unless stated otherwise)***15 Direct expenses:**

Particulars	Year ended March 31, 2023 ₹	Year ended March 31, 2022 ₹
Purchases	16,92,28,086	16,43,39,809
	-	-
Total	16,92,28,086	16,43,39,809

16 Employee costs:

Particulars	Year ended March 31, 2023 ₹	Year ended March 31, 2022 ₹
Salaries, wages and incentives	18,55,200	17,89,123
Total	18,55,200	17,89,123

17 Other expenses:

Particulars	Year ended March 31, 2023 ₹	Year ended March 31, 2022 ₹
Conveyance & travelling expenses	44,725	1,78,900
Meals & Entertainment	16,280	65,120
Printing & Stationery	94,881.00	1,89,721
Office expenses	140.75	4,64,123
Courier & Postage	31,420	1,25,680
Telephone and internet expenses	25,586	1,02,345
Legal & professional charges	53,085	2,12,340
Audit Fees	50,000	50,000
Rent	1,08,000	2,16,000
Bank charges		
Miscellaneous expenses	1,14,178	4,56,710
Total	22,98,799	20,60,939

9 Depreciation and amortization expense:

Particulars	Year ended March 31, 2023 ₹	Year ended March 31, 2022 ₹
Depreciation of tangible assets	61,66,154	7,34,495
Total	61,66,154	7,34,495

Brandbucket Media & Technology Limited**Notes to Financial Statements for the year ended March 31, 2023***(All amounts in Rupees, unless stated otherwise)*

As per WDV Method									
Asset	Carring Cost as on	Addition this year	Deletion this year	Estimated useful life (in years)	Balance days of Assets as on	Days used in Period	Rate of Dep.	Dep. Amount	Net block
	1-Apr-2022				31-Mar-2023				31-Mar-2023
Computers	1,149	-	-			365	63.16%	726	423
Software	22,93,873	-	-			365	18.10%	4,15,191	18,78,682
Software	3,17,69,269					365	18.10%	57,50,238	2,60,19,031
Plant & Machinery	-	-		15		365	18.10%	-	-
TOTAL	3,40,64,291							61,66,154	2,78,98,137