gradiente
Infotainment Limited

Date: 07th September, 2026

To

The National Stock Exchange of India Limited (NSE), Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai -400051 Symbol: GRADIENTE	The Listing Department, The Calcutta Stock Exchange Ltd, 7 Lyons Range, Dalhousie, Kolkata-700001, (CSE Scrip Code: 10032161)

Dear Sir/Madam,

Sub: Annual Report of the Company for the financial year 2025-26 along with the Notice of the 34th Annual General Meeting.

Dear Sir/Madam,

Pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are enclosing herewith the Annual Report of the Company for the financial year 2025-26 along with the Notice of the 34th Annual General Meeting which is being sent through electronic mode to the Members.

The Annual Report containing the Notice is also uploaded on the Company's website at www.gradientinfotainment.com/uploads/financials/34th%20Anual%20Report%202025-26.pdf

You are requested to take the same on record.

Thanking you

For **Gradiente Infotainment Limited**

VIMAL RAJ MATHUR
Digitally signed by VIMAL RAJ MATHUR
Date: 2026.09.07 18:02:06 +05'30'

Vimal Raj Mathur
Managing Director
(DIN-03138072)

Gradiente Infotainment Limited
Hyd.

ANNUAL REPORT

2025-26

Creating Stories. Connecting People.
Inspiring Tomorrow

CONTENTS

CHAIRMAN'S SPEECH

Dear Shareholders,

A very warm welcome to the 34th Annual General Meeting of our Company.

It gives me immense pleasure and a deep sense of responsibility to present to you the Annual Report for the financial year 2025-26 of Gradiente Infotainment Limited.

A Significant Milestone – Listing on NSE

This year has been particularly significant in the journey of your Company, as Gradiente Infotainment Limited achieved listing on the National Stock Exchange of India Limited (NSE).

Being listed on a leading national stock exchange provides the Company with enhanced visibility and a broader platform among investors and the business community.

Most importantly, this milestone has brought Gradiente closer to a larger investor community and has placed the Company's growth journey before a wider section of the market.

Growing Before Your Eyes

Dear Shareholders, the most satisfying aspect of our journey is that you have been witnessing the transformation of Gradiente Infotainment Limited before your own eyes.

Our objective has never been merely to grow in size. We aspire to build a diversified media and entertainment enterprise with a strong presence across films, web series, vertical content, digital entertainment, music, OTT platforms, digital marketing and intellectual property creation.

The Company is gradually expanding its presence across different segments of the entertainment ecosystem. We believe that the convergence of cinema, digital platforms, music, short-form content and OTT is creating significant opportunities, and Gradiente is positioning itself to participate meaningfully in this evolving landscape.

Strengthening Our Content Portfolio

During the year, the Company continued to strengthen its content creation and entertainment pipeline.

We are pleased to share that the trailer of our feature film "Abhaya" was launched successfully. The film is now progressing towards its release, and we look forward to presenting it to audiences in the near future. The Company has also initiated the launch of another feature film titled "Kanpur Road", further strengthening our feature-film pipeline and demonstrating our continued commitment towards original content creation.

Building a Multi-Platform Digital Entertainment Ecosystem

One of our key strategic priorities is to build a presence across multiple digital entertainment formats. As part of this strategy, the Company is preparing to launch its vertical OTT platform, "Drama Chaska", with a focus on short-form and vertical entertainment content suited to the rapidly changing consumption habits of digital audiences.

In addition, the Company is working towards the launch of its mainstream OTT platform, "Gradiente Entertainment", which is envisioned as a broader digital entertainment destination encompassing diverse forms of content.

100 Vertical Series and 100 Music Videos

The Company has also commenced a structured production and phased release plan for approximately 100 Vertical Series and 100 Music Videos as part of its content creation and digital entertainment strategy.

I am pleased to share that the Company has already completed and released approximately 10 Music Videos, which are available across leading digital platforms including YouTube, JioSaavn, Apple Music/iTunes, Spotify and Amazon Music.

Our Foray into Fashion & Beauty Entertainment

The Company has launched its flagship beauty pageant, "GRADIENTE MISS SHE INDIA 2026". We view this initiative as an opportunity to create a distinctive entertainment and media property that can potentially bring together beauty, fashion, entertainment, digital content and audience engagement.

Our Shareholders Remain at the Heart of Our Journey

Dear Shareholders, I would like to emphasise one principle that remains fundamental to us: The satisfaction and confidence of our shareholders matter the most to the Company.

Every milestone that Gradiente achieves ultimately belongs not only to its management and employees but also to every shareholder who has placed faith in the Company.

We may be at an important stage of our journey, but we consider this only the beginning. The projects and initiatives currently under development are intended to create a stronger foundation for the years ahead.

Looking Ahead

The road ahead is exciting, but we are equally conscious that the media and entertainment industry is competitive, dynamic and constantly evolving. Success requires creativity, financial discipline, operational execution, technology adoption and, above all, an understanding of the audience.

Our focus will therefore remain on building sustainable capabilities rather than pursuing growth for its own sake. I firmly believe that the Company's journey is no longer just about where Gradiente stands today; it is about what we can collectively build for tomorrow.

A Word of Gratitude

I take this opportunity to place on record my sincere appreciation to our Board of Directors for their guidance and continued support. I also thank our employees, creative professionals, business partners, banks and all other stakeholders who contribute to the Company's journey. Above all, I express my heartfelt gratitude to our shareholders.

The story of Gradiente is still being written.

And we are grateful that you, our shareholders, are writing this story with us.

With warm regards,

Sd/-

Vimal Raj Mathur
Chairman & Managing Director

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Vimal Raj Mathur	Chairman & Managing Director
Mr. Sudheep Raj Mathur	Executive Director
Mrs. Sunitee Raj	Non-Executive Director
Mr. Abdul Raoof	Independent Director
Mr. Nageshwara Rao Chitirala	Independent Director
Mr. Balaji Doradla	Independent Director

REGISTERED OFFICE

#306, 3rd Floor, May Fair Gardens,
Banjara Hills, Road No 12
Hyderabad– 500034, Telangana

CORPORATE OFFICE

#508, 5th floor, Gowra Fountainhead,
HUDA Techno Enclave,
HITEC City, Hyderabad,
Telangana 500081

STATUTORY AUDITORS

M/s. SUNIT M CHHATBAR & Co
Chartered Accountants,
Firm Reg No: 141068W
Peer Review No: 018746
Gokul, Govind Nagar St No 4, Gandhigram, Rajkot – 360007
Sunit.chhatbar@gmail.com

REGISTRAR & SHARE TRANSFER AGENTS

PURVA SHAREGISTRY (INDIA) PVT. LTD.
Unit no. 9, Shiv Shakti Ind. Estt.
J .R. Borichamarg, Lower Parel (E)
Mumbai 400 011
Tel : 022-2301 6761/8261 E-Mail : Support@Purvashare.Com

AUDIT COMMITTEE

Mr. Balaji Doradla	Chairman
Mr. Abdul Raoof	Member
Mr. Nageshwara Rao Chitirala	Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Abdul Raoof	Chairman
Mr. Balaji Doradla	Member
Mr. Nageshwara Rao Chitirala	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Nageshwara Rao Chitirala	Chairman
Mr. Abdul Raoof	Member
Mr. Balaji Doradla	Member

INDEPENDENT DIRECTORS

Mr. Abdul Raoof
Mr. Balaji Doradla
Mr. Nageshwara Rao Chitirala

BANKERS

IDFC First Bank
HDFC Bank Limited
IDBI Bank limited

LISTED AT

The National Stock Exchange Limited (NSE)

The Calcutta Stock Exchange Limited

CORPORATE IDENTITY NUMBER

L66120TG1992PLC014317

ISIN:

INE361K01017

WEBSITE: www.gradientinfotainment.com

INVESTOR E-MAILID: shareholders@gradientinfotainment.com

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Shareholders of M/s. Gradiente Infotainment Limited will be held on Wednesday, the 30th day of September 2026 at 12:00 Noon at Corporate office of the Company situated at 508, 05th Floor, Gowra Fountainhead, HUDA Techno Enclave, HITEC City, Hyderabad, Telangana-500081, to transact the following business:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEETS AS AT MARCH 31, 2026, THE STATEMENTS OF PROFIT & LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE NOTES ATTACHED THERETO, ALONG WITH THE REPORTS OF AUDITORS AND DIRECTORS THEREON.**

   *To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:***

   "RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March 2026 including Balance Sheets, Statements of Profit and Loss Account and Cash Flow Statements for the year ended as on that date together with the notes forming part of accounts as audited and reported by the Auditors of the Company and the Directors' Report, as circulated to the Members be and are hereby approved and adopted."

2. **RE-APPOINTMENT OF MRS. SUNITEE RAJ (DIN: 05223416) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR REAPPOINTMENT:**

   *To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:***

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, Mrs. Sunitee Raj (DIN: 05223416) who retires by rotation at the 34th AGM and being eligible, offers herself for reappointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

3. **APPOINTMENT OF M/S. SUNIT M CHHATBAR & Co, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 141068W) AS THE STATUTORY AUDITORS OF THE COMPANY.**

   *To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:***

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. SUNIT M CHHATBAR & Co, Chartered Accountants (Firm Registration No. 141068W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 34th Annual General Meeting (AGM) until the conclusion of the 39th AGM of the Company, i.e. from the financial year 2026-27 to 2030-31, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

SPECIAL BUSINESS:

4. TO APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES THROUGH QIP AND/OR FCCB AND/OR ANY OTHER PERMISSIBLE MODES

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:***

"RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 55, 62 (1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the relevant rules made thereunder, including, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (each including any amendment(s), statutory modification(s) or re-enactment thereof), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company; the Foreign Exchange Management Act, 1999 and the relevant Rules and Regulations made thereunder; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"); the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended (the "FCCB Scheme"), Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, as amended, the Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, (as amended from time to time), issued by Reserve Bank of India ("RBI"), (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force); the extant consolidated Foreign Direct Investment Policy (effective October 15, 2020), as amended and replaced from time to time ("FDI Policy") and the Foreign Exchange Management (Non- Debt Instruments) Rules, 2019, as amended, ("FEMA NDI Rules") and such other applicable laws, statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), RBI, the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited, Calcutta Stock Exchange Ltd (together the "Stock Exchanges") and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), approval of the Members be and is hereby accorded to the Board and the Board be and is hereby authorized to raise funds by way of issuance of equity shares, preference shares or other eligible securities through permissible modes, including but not limited to a private placement, preferential issue, qualified institutions placement and/or by way of issuance and allotment in one or more tranches of private or public offerings (including on preferential allotment basis) in international markets, through prospectus/ offer letter/ offering circular/ offering memorandum or other permissible/requisite offer documents, Foreign Currency Convertible Bonds (FCCBs) (in one or more tranches) and/or any other similar securities which are convertible or exchangeable into equity shares and/or preference shares and/or Global Depositary Receipts (GDRs) and/or American Depositary Receipts (ADRs) and/or any other financial instrument(s)/ securities convertible into and/or linked to equity shares of the Company ("Securities") including swap option or any other methods or combinations thereof, listed or unlisted, at the option of the Company and/ or the security holders, denominated and subscribed to in foreign currency by eligible persons as determined by the Board in its discretion, whether unsecured or secured by creation of charge/encumbrance on the assets of the Company, in such manner and on such terms and condition(s) or such modification(s) thereto as the Board may determine in consultation with the Lead Manager(s) and/or Underwriters and/or Arrangers and/or other advisors, subject to applicable laws; provided that the aggregate amount to be raised by issuance of such Securities shall not exceed **USD 110 Million (US Dollars One Hundred and Ten Million only)** or its equivalent thereof in Indian Rupees or in any other foreign currency(ies),in one or more tranches, inclusive of such premium as may be fixed on such securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion;

RESOLVED FURTHER THAT in the event of issuance of FCCBs, pursuant to the provisions of the FCCB Scheme, as amended and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or any committee duly authorized by the Board decides to open the proposed issue of such Securities and the pricing shall be determined by the Board or any Committee duly authorised by the Board, in accordance with the provision of the FCCB Scheme;

RESOLVED FURTHER THAT the Board or any committee duly authorized by the Board, be and is hereby authorised to offer, issue and allot the Securities or any or all of them, subject to such terms and conditions, as the Board or any committee duly authorized by the Board, may deem fit and proper in its absolute discretion, including terms for issue of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks/ financial institutions/ mutual funds or otherwise;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee duly authorized by the Board, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms and conditions of the issue including timing of the issue(s), the class of investors to whom the Securities are to be issued, number of Securities, number of issues, tranches, issue price, interest rate, listing, premium/ discount, redemption, allotment of Securities and to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time;

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution: a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and b) the Securities to be created, offered, issued and allotted in terms of this resolution, shall rank pari passu in all respects with the existing securities of the Company in all respects, if any;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, as described above, the Board or any committee duly authorized by the Board, be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered, face value of securities, issue price, rate of interest, discount, conversion ratio and proportion thereof, security for creation of charge, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer, offering circular, offering memorandum and/or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person duly authorized by the Board to do all such acts, deeds, matters and things, to execute such documents, writings etc. as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance, allotment and listing of the Securities, from any statutory or regulatory authority or the stock exchanges. Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the members."

5. **INCREASE IN INVESTMENT LIMITS FOR FOREIGN PORTFOLIO INVESTORS AND NON-RESIDENT INDIANS/ OVERSEAS CITIZENS OF INDIA.**

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:***

"RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended ("FEMA"), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, which came into force with effect from October 17, 2019, and the Consolidated FDI Policy Circular of 2017, as amended, the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the "Companies Act") and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India ("RBI"), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors of the Company ("Board"), the aggregate limit of investment by the Non-resident Indians ("NRI") and Overseas Citizens of India ("OCI"), together, in the equity shares of the Company in accordance with the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, is increased from 10% to 24% of the total paid-up equity share capital of the Company or such other limit as may be stipulated by RBI, from time to time and the aggregate limit of investment by the Foreign Portfolio Investors ("FPI") together, in the equity shares of the Company in accordance with the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 is increased from 24% to Sectoral cap Percentage of the total paid-up equity share capital of the Company, as may be applicable.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, things and deeds on behalf of the Company and make such filings / application with the regulatory authorities, including RBI, to effectively implement this resolution."

6. **TO CONSIDER AND ENHANCE THE BORROWING LIMIT OF THE COMPANY OVER AND ABOVE THE LIMIT AS PRESCRIBED UNDER SECTION 180 (1)(C) OF THE COMPANIES ACT, 2013:**

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:***

"RESOLVED THAT in supersession of the resolutions passed earlier in this regard and pursuant to the provisions of Section 180(1)(c) of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modifications or re-enactments thereof), and the Memorandum of Association and Articles of

Association of the Company, the consent of the Shareholders be and is hereby accord to the Board of Directors of the Company, to borrow from time to time any sum(s) of monies (exclusive of interest) on such terms and conditions as the Board of Directors may determine, from anyone or more of the Company's bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers' credit securities instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institutions, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, provided that the moneys to be borrowed together with the moneys already borrowed by the Company [apart from temporary loans obtained from the Company's bankers in the ordinary course of business] shall not exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount up to which the moneys may be borrowed by the Board of Directors and/or the Committee of Directors and outstanding at any time shall not exceed the sum of **Rs. 15,00,00,00,000/- (Rupees Fifteen Hundred Crores only).**

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all the requisite, incidental, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, any question, query, or doubt that may arise in this regard, and to execute/publish all such notices, deeds, agreements, papers and writings as may be necessary and required for giving effect to this resolution"

7. TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. VIMAL RAJ MATHUR (DIN: 03138072) AS THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY:

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:***

"RESOLVED THAT pursuant to the provisions of Sections 196, 203 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Articles of Association of the Company and in accordance with the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, consent of the Members be and is hereby accorded for the re-appointment of Mr. Vimal Raj Mathur (DIN: 03138072) as Managing Director, designated as Managing Director and Chief Executive Officer of the Company, not liable to retire by rotation, for a period of 5 (five) years commencing from September 7, 2026 to September 6, 2031 ("Term"), upon the terms and conditions set out in the Statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act, as recommended by the Nomination and Remuneration Committee, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and the managing director.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and to sign and further to execute all the necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

8. TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. SUDHEEP RAJ MATHUR (DIN 03138111) AS WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a ***SPECIAL RESOLUTION:***

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the rules made thereunder, as amended from time to time, pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including Regulation 17(1C) thereof, as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Sudheep Raj Mathur (DIN: 03138111) as Whole-time Director and Chief Financial Officer of the Company, for a period of 5 (five) years commencing from September 7, 2026 to September 6, 2031 ("Term"), on such terms and conditions, as may be approved by the Board of Directors and set out in the explanatory statement annexed to the Notice convening this General Meeting.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Ministry of Company Affairs."

9. APPOINTMENT OF M/s APARNA TRIPATHI & ASSOCIATES, COMPANY SECRETARIES, (FIRM REGISTRATION NO S2023MH956300), AS THE SECRETARIAL AUDITORS OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a ***ORDINARY RESOLUTION:***

"RESOLVED THAT pursuant to the provisions of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") read with Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act"), thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Aparna

Tripathi & Associates, Company Secretaries (Firm Registration No S2023MH956300), be and is hereby appointed as Secretarial Auditors of the Company for a period of 5 consecutive years, from April 01, 2026 to March 31, 2031 ('the Term'), on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

For and on behalf of the Board of
Gradiente Infotainment Limited

Sd/-
Vimal Raj Mathur
Managing Director
(DIN: 03138072)

Place: Hyderabad
Date: 07-09-2026

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the provisions of the Companies Act 2013 and the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the Company carrying voting rights

2. The Register of members and share transfer books of the company will remain closed from 24-09-2025 to 30-09-2025 (both days inclusive) for the purpose of annual closure.

3. Members / Proxies should bring the attendance slips duly filled in, sent herewith along with the Notice of the AGM at the Meeting and signed for attending the meeting.

4. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio.

5. As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members of the Company in respect of shares held by them. The members, who wish to nominate a person, may furnish the required details to the Company in the prescribed form.

6. In case of Joint holders attending the meeting, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will entitled to vote.

7. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to M/s Purva Sharegistry (India) Pvt Ltd /the Company by sending a duly signed letter along with self-attested copy of Pan Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of Bank passbook /Statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participants.

8. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses. In respect of electronic holdings, with the Depository through their concerned Depository Participants and members who hold shares in physical form are requested to register the same with our RTA, M/s Purva Sharegistry (India) Pvt Ltd, Unit no. Shiv Shakti Ind. Estt, J .R. Borichamarg, Lower Parel (E), Mumbai 400 011

9. In accordance with the MCA Circulars and Circular issued by the Securities and Exchange Board of India ("SEBI") vide SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May, 2022, the notice of the 34th Annual General Meeting ("AGM") along with the Annual Report for the Financial Year 2025-26 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

10. Electronic copy of the Notice of the 34th Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same.

11. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for 2025-26 will also be available on the Company's website www.gradientinfotainment.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection between 2:00 p.m. to 4:00 p.m. on all working days from Monday to Saturday. Even after registering for E- communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the Members may also send requests to the Company or to its Registrar and Share Transfer Agent, at the following Email ID respectively: shareholders@gradientinfotainment.com and support@purvashare.com.

12. The Company (Management and Administration) Rules, 2015 provide that the electronic voting period shall close at 5.00 p.m. on the date preceding the AGM. Accordingly, the e-voting will be available at the https://www.evoting.nsdl.com. The remote e-voting period will commence at 9.00 AM (IST) on 27th September, 2026 and will end at 5.00 PM (IST) on 29th September, 2026. The remote e-voting will not be allowed beyond the aforesaid period and time, and the remote e-voting module shall be displayed by NSDL for e-voting thereafter. Once the vote on a resolution is cast by a member shall not be allowed to change subsequently.

13. The member(s) who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again. In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set forth in their notice, the Company is enclosing a Ballot form with the Notice. Resolution(s) passed by the members through ballot forms, remote e-voting and voting at the AGM are deemed to have passed as if they have been passed at the AGM.

14. Members are requested to quote their Registered Folio No. in all correspondence(s) with the Company.

15. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e- voting shall be able to exercise their right at the meeting through ballot paper.

16. A person, whose name recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the 23rd September, 2026 only shall be entitled to avail the facility of remote e-voting as well voting at the AGM through ballot paper.

17. Mr. CS. N. Phani Chakravarthy, Practicing Company Secretary (Membership No. 32380) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

18. 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 but have not cast their votes by availing the remote e-voting facility.

19. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and hereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor 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.

20. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.gradientinfotainment.com and on the website of NSDL immediately 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 NSE and CSE stock exchanges.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 27th September, 2026 at 9:00 A.M. and ends on 29th September, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September 2026.

The EVEN Number of "Gradiente Infotainment Limited" is 142444 ____________

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. **Your User ID details are given below:**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cspchakravarthy@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to shareholders@gradientinfotainment.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to shareholders@gradientinfotainment.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

IN RESPECT OF ITEM NO. 3: APPOINTMENT OF M/s. SUNIT M CHHATBAR & Co, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 141068W) AS THE STATUTORY AUDITORS OF THE COMPANY.

The Board of Directors of the Company (the Board), at its meeting held on 07th September, 2026, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company, appointment of M/s. SUNIT M CHHATBAR & Co, Chartered Accountants (Firm Registration No. 141068W) as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 34th Annual General Meeting (AGM) until the conclusion of the 39th AGM of the Company, i.e. from the financial year 2026-27 to 2030-31, on such proposed remuneration of Rs. 2,75,000/- plus applicable taxes and out of pocket expenses, with the authority to the Audit Committee and Board of Directors of the Company to vary the said remuneration in consultation with the Auditors and duly approved by the Board of Directors of the Company, from time to time.

Accordingly, M/s. SUNIT M CHHATBAR & Co have consented to their appointment as Statutory Auditor of the Company and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act. They have also confirmed that they do not have any financial interest in or association with the Company which may lead to conflict-of-interest situations.

Brief Profile of M/s. SUNIT M CHHATBAR & Co

M/s. Sunit M Chhatbar & Co having firm Registration no 141068W is a peer reviewed firm with peer review certificate number 018746. Mr. Sunit Maganlal Chhatbar will be the signing partner for the audit of the Company. Mr. Sunit Maganlal Chhatbar is a Chartered Accountant and a commerce graduate having considerable audit and accounting experience. Mr. Sunit is regularly involved in imparting training on audit methodology and technical topics.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 03 of the Notice.

The Board recommends Ordinary Resolution set out at Item No. 03 of the Notice for approval of the Members for appointment of Statutory Auditor.

IN RESPECT OF ITEM NO. 4: TO APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES THROUGH QIP AND/OR FCCB AND/OR ANY OTHER PERMISSIBLE MODES:

Your Company is engaged in the Media & Entertainment, Digital Media, Advertising and Technology businesses, with a focus on the creation, production, distribution and monetisation of entertainment and digital content.

The Company is primarily engaged in the production of feature films, web series and digital content, including pre-production, production, post-production, VFX, editing, distribution and exhibition of films and motion pictures. The Company also undertakes the development and production of music content, including music videos, songs and other audio-visual entertainment formats, and collaborates with artists, musicians, performers, writers, directors, production houses and other industry participants.

The Company also operates in the OTT and digital entertainment space, including development, operation and management of digital platforms for hosting, distributing and monetising films, web series, music and other entertainment content. Through its digital initiatives, the Company seeks to create and distribute content across multiple digital channels and platforms and cater to the growing demand for digital and online entertainment.

In addition, the Company is engaged in digital marketing, advertising, providing integrated solutions covering advertising campaigns, digital promotion, brand communication, content marketing, social media and other promotional activities. The Company undertakes advertising and promotional campaigns through television, print, digital, audio-visual, outdoor and other media and provides related consultancy and execution services.

The Company's business also encompasses content creation and content-related services, including acting as a producer, distributor in relation to content created or supplied in various formats. We collaborate with domestic and international artists, agencies, production houses, media organisations, technology providers and other strategic partners for the creation, marketing, distribution and commercialisation of entertainment and digital content.

The Company has also incorporated Information Technology and IT-enabled services within its business activities, including software and hardware development, web-based applications, digital solutions, technology services and other IT-related activities that support its media, entertainment, advertising and digital businesses.
Overall, the Company operates across the integrated media and entertainment value chain, covering film and web-series production, music production, OTT and digital content, digital marketing, advertising, content distribution and technology-enabled services. The Company intends to leverage its capabilities across these segments to develop, produce, distribute and monetise original and acquired content across traditional as well as digital platforms in India and international markets.

Accordingly, the Board of Directors (hereinafter referred to as the ‘Board’) at its meeting held on August 03, 2026, has granted approval, inter-alia, by way of exploring available options for raising of funds through all permitted instruments, including but not limited to, by way of issuance of equity shares (for cash or other than cash)/ convertible bonds/ debentures/ warrants/ preference shares/ foreign currency convertible bond (FCCB) / any other equity linked securities and/ or any other securities including through preferential issue on a private placement basis, qualified institutional placement, including share swap or any other methods or combinations thereof, listed or unlisted, for an amount not exceeding USD 110 Million (US Dollar One Hundred and Ten Million) or its equivalent thereof in Indian Rupees or in any other foreign currency(ies),in one or more tranches, inclusive of such premium as may be fixed on such securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, subject to such approvals as may be required including that of shareholders / regulatory and statutory approvals;

The aforementioned fund-raise is intended to strengthen the financial capabilities of the Company and support its growth, expansion and diversification plans in the Media and Entertainment sector. The proposed fund-raise will also enable the Company to pursue opportunities across various segments of the evolving Media and Entertainment ecosystem, including film and television content, digital-first and short-form content, music, OTT platforms, digital marketing, entertainment-led intellectual properties and other emerging formats of content consumption. The Company intends to leverage these opportunities to create a diversified and scalable content library and expand its presence across domestic and, where commercially viable, international markets. Through these initiatives, the Company aims to enhance its content portfolio, increase audience reach and engagement, diversify its revenue streams and establish a stronger presence across the rapidly evolving digital and entertainment landscape. The proposed fund-raise will provide the Company with greater financial flexibility to pursue opportunities arising from the continued evolution of the global Media and Entertainment industry. The Company intends to strengthen its capabilities across content creation, production, distribution and digital delivery, while exploring opportunities to broaden its audience reach and enhance its presence across multiple entertainment formats and markets.

The issue of Securities may be consummated in one or more tranches at such time or times at such price as may be determined by the Board (including any Committee thereof) in its absolute discretion, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (‘ICDR Regulations), and other applicable law, guidelines, notifications, rules and regulations, each as amended.

The issuance of securities may lead to the allocation of securities to investors who may or may not be members of the Company. Accordingly, the consent of the members is being sought by way of Special Resolution outlined in the Notice, in accordance with the relevant provisions of the Companies Act, 2013, ("Act"), the SEBI (Listing obligations and disclosure requirements) Regulations, 2015 ("Listing Regulations"), as amended and any other applicable laws / Regulations in force.

With respect to the issuance of and allotment of Securities by way of qualified institutions placement, the Board, in consultation with the lead manager(s), may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the floor price.

The proposed issue of the Securities shall be within the overall borrowing limits of the Company in terms of Section 180(1)(c) read with Section 180(1)(a) of the Act or such other enhanced limit as may be approved by the Members of the Company, from time to time and the issue, if necessary, may be secured by way of mortgage / hypothecation of the Company's assets as may be finalized by the Board in consultation with the Security Holders / Trustees in favour of Security Holders/ Trustees for the holders of the said securities.

The proposed Special Resolution seeks to confer upon the Board (including any Committee thereof) the absolute discretion to issue Securities in one or more tranches, determine the terms of the issuance of Securities, including the exact price, face value, discount, conversion ratio, security, proportion and timing of such issuance, based on analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board (including any Committee thereof), considering prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations. Accordingly, the Board (including any Committee thereof) may, upon approval of the shareholders, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company.

The relevant date (where applicable) for the purpose of pricing the Securities shall be the date of the meeting in which the Board or any Committee duly authorised by the Board, decides to open the issue of such Securities, subsequent to receipt of Members' approval in terms of the applicable laws. For the purposes of clarity: (a) In the event that Securities are issued by way of a QIP, the relevant date for the purpose of pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such Securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board or any Committee duly authorised by the Board; (b) In the event the Securities are proposed to be issued as FCCBs and/or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the FCCB Scheme and/or the GDR Scheme and the other applicable pricing provisions issued by the Ministry of Finance.

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentation and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

Section 62(1)(c) of the Act inter-alia provides that, such further Securities may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting or through a postal ballot, subject to requisite approvals.

Accordingly, approval of the members is being sought for issuing any such instrument(s) as the Company may deem appropriate to parties including other than the existing shareholders.

The Board believes that the issue of Securities of the Company is in the best interest of the Company and none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 4 of the Notice except to the extent of their shareholding, if any, and to the extent of any Securities that may be subscribed by the companies/ institutions in which they are directors or members.

The Board recommends the enabling Special Resolution set out at Item No. 04 of the Notice for approval of the Members.

IN RESPECT OF ITEM NO. 5: INCREASE IN INVESTMENT LIMITS FOR FOREIGN PORTFOLIO INVESTORS AND NON-RESIDENT INDIANS/ OVERSEAS CITIZENS OF INDIA:

In terms of Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the “FEMA Regulations”), and the Consolidated Policy Circular of 2017, as amended (together with the FEMA Regulations, the “FEMA Laws”), all the Non Resident Indians (“NRI”) and Overseas Citizens of India (“OCI”), together, can acquire and hold up to an aggregate limit of 10% of the paid up equity share capital of the company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India. Further, the Foreign Portfolio Investors (“FPI”) (“OCI”), together, can acquire and hold up to an aggregate limit of 24% of the paid-up equity share capital of the company. The FEMA Laws further provide that the limit of 24% can be further increased up to Sectoral Cap percentage of the total paid up capital of the company by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India.

Keeping in view the issue of FCCB, the Company proposes to increase the aggregate limit of investment by non-resident Indians in the Company from 10% to 24% of the total paid-up equity share capital and the aggregate limit by Foreign Portfolio Investors in the Company from 24% to sectoral cap percentage of the total paid-up equity share capital. This would allow non-resident Indians to acquire to a greater extent the equity shares proposed to be offered in the Offer and also allow effective post-listing trading in the Equity Shares by non-resident Indians.

The Board commends the Special Resolution set out at Item No. 05 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 05 of the Notice.

IN RESPECT OF ITEM NO 06: TO INCREASE THE LIMITS OF BORROWING BY THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising funds by a way of Foreign Currency Convertible Bonds (FCCBs) (in one or more tranches) and/or any other similar securities which are convertible or exchangeable into equity shares and/or preference shares and/or Global Depositary Receipts (GDRs) and/or American Depositary Receipts (ADRs) and/or any other financial instrument(s)/ securities convertible into and/or linked to equity shares of the Company ("Securities") and finance from Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit.

In accordance with the provisions of 180(1)(c) of the Companies Act, 2013, the power to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, can be exercised by the Board of Directors with the consent of the Members by a Special Resolution.

The Board is of the view that the in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/ financial institutions/other body corporate, from time to time.

The Board of Directors of the Company proposes to increase the limits to borrow money not exceeding Rs. 15,00,00,00,000/- (Rupees Fifteen Hundred Crores only) therefore, required to obtain approval of members by Special Resolution under Sections 180(1)(c) of the Companies

Act, 2013, to enable the Board of Directors to borrow money in excess of the aggregate of the paid-up share capital and free reserves of the Company

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the above said Resolution set out in the Notice.

IN RESPECT OF ITEM NO:7 TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. VIMAL RAJ MATHUR (03138072) AS THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY:

The Board of Directors at its meeting held on 07th September, 2026 had re-appointed Mr. Vimal Raj Mathur (holding DIN 03138072) as Managing Director and Chief Executive Officer of the Company for a period of 5 (Five) years commencing from September 7, 2026 to September 6, 2031 subject to approval of shareholders in ensuing Annual General Meeting on the terms and conditions as set out in the resolution.

Mr. Vimal Raj Mathur (DIN 03138072) is currently the Managing Director and CEO of the Company and also a promoter of the Company. He is a postgraduate in Mass Communication from Osmania University and his professional journey began with international exposure at Grant Kenyon & Eckhaedt (GKE), where he developed deep expertise in global branding and integrated media solutions. He has been the architect of our Company’s projects and expansion strategy. His unique ability to align marketing objectives with storytelling innovation helped position many early-stage brands into market leaders. His work in advertising laid the creative and operational foundation that later evolved into one of India’s most agile and dynamic content enterprises.

He is a visionary leader, creative entrepreneur, and strategic media architect with over three decades of excellence in the entertainment and communications industry. As the Chairman and Managing Director of Gradiente Infotainment Ltd, he has transformed the company into a diversified multimedia powerhouse, bridging traditional storytelling with next-generation platforms and international markets.

Terms of Re-appointment

Particulars	**Details**
Designation	Managing Director and Chief Executive Officer
Tenure	5 (Five) years commencing from September 7, 2026 to September 6, 2031
Retirement by Rotation	Not liable to retire by rotation
Remuneration	Rs. 12,00,000 per Annum (Rupees Twelve Lakhs per annum only)
Perquisites	Transportation Expenses, communication expenses and such other perquisites as per Company policy, subject to Schedule V of the Companies Act, 2013
Overall Remuneration Cap	Within the limits prescribed under Section 197 read with Schedule V to the Companies Act, 2013 upto the amount as set out in this Notice.

Where in any financial year during the tenure of the Managing Director of the Company, the Company has no profits or its profits are inadequate, the Company may pay to the Managing Director, the above remuneration as the minimum remuneration in accordance with Schedule V of the Act**.**

Mr. Vimal Raj Mathur satisfies all the conditions set out in Part I of Schedule V to the Companies Act, 2013, for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the said Act.

Brief resume and other details of Mr. Vimal Raj Mathur are provided in Annexure A to this Notice pursuant to the provision of the Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution no. 7 as set out in this notice, for the approval of the shareholders as a Special Resolution.

Except Mr. Vimal Raj Mathur and his relatives, none of the Directors, Key Managerial Personnel, or their relatives, are concerned or interested in the resolution.

IN RESPECT OF ITEM NO.08 TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. SUDHEEP RAJ MATHUR (DIN 03138111) AS WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY

The Board of Directors at its meeting held on 07th September, 2026 had re-appointed Mr. Sudheep Raj Mathur (holding DIN 03138111) as Whole Time Director and Chief Financial Officer of the Company for a period of 5 (Five) years commencing from September 7, 2026 to September 6, 2031 subject to approval of shareholders in ensuing Annual General Meeting on the terms and conditions as set out in the resolution.

Considering his experience, knowledge and contribution towards the growth and development of the Company, the Board is of the view that his continued involvement in the management of the Company in the capacity of Whole-time Director would be in the best interests of the Company.

Terms of Re-appointment

Particulars	**Details**
Designation	Whole Time Director and Chief Financial Office
Tenure	5 (Five) years commencing from September 7, 2026 to September 6, 2031
Remuneration	Rs. 9,00,000 per Annum (Rupees Nine Lakhs per annum only)
Perquisites	Transportation Expenses, communication expenses and such other perquisites as per Company policy, subject to Schedule V of the Companies Act, 2013
Overall Remuneration Cap	Within the limits prescribed under Section 197 read with Schedule V to the Companies Act, 2013 upto the amount as set out in this Notice.

Brief resume and other details of Mr. Sudheep Raj Mathur are provided in Annexure A to this Notice pursuant to the provision of the Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution no. 8 as set out in this notice, for the approval of the shareholders as a Special Resolution.

Except Mr. Sudheep Raj Mathur and his relatives, none of the Directors, Key Managerial Personnel, or their relatives, are concerned or interested in the resolution.

IN RESPECT OF ITEM NO.09: APPOINTMENT OF M/s APARNA TRIPATHI & ASSOCIATES, COMPANY SECRETARIES, (FIRM REGISTRATION NO S2023MH956300), AS THE SECRETARIAL AUDITORS OF THE COMPANY.

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on September, 07, 2026 have approved subject to approval of Members, appointment of M/s Aparna Tripathi & Associates, Company Secretaries, (Firm Registration No S2023MH956300) represented by Ms. Aparna Tripathi, a peer reviewed Practicing Company Secretary (Membership No. A67594, CP No. 25278). (Peer review Number 7676/2026) as Secretarial Auditors for a term of 5(Five) consecutive years from April 01, 2026 till March 31, 2031 on such proposed remuneration of Rs. 3,00,000/- plus applicable taxes and out of pocket expenses, with the authority to the Board of Directors of the Company to vary the said remuneration in consultation with the Auditors and duly approved by the Board of Directors of the Company, from time to time.

Credentials of the Secretarial Auditor

Ms. Aparna Tripathi, Company Secretary, with (Membership No. No. A67594, CP No. 25278). (Peer review Number 7676/2026), specializes in providing comprehensive services in corporate laws, secretarial audits, advisory, etc. Ms. Aparna Tripathi has given her consent to act as Secretarial Auditors of the Company and confirmed that her appointment, if approved would be within the prescribed limits and that she is not disqualified to be appointed as Secretarial Auditor in terms of provisions of the Act & Rules made thereunder and SEBI (LODR).

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 09 of the Notice.

The Board recommends Ordinary Resolution set out at Item No. 09 of the Notice for approval of the Members for appointment of Secretarial Auditor.

ANNEXURE-I TO ITEM NO. 7 & 8 OF THE NOTICE

Details required under Section 102 of the Companies Act, 2013 in respect of the Directors proposed to be re-appointed at the ensuing AGM and their Brief Resume have been provided under the Explanatory Statement annexed to this Notice. The other Information/Disclosure in compliance with the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India have been provided herein below:

Particulars	Item No. 07	Item No. 08
Name of the Director	**Mr. Vimal Raj Mathur**	**Mr. Sudheep Raj Mathur**
Designation	Managing Director and CEO	Whole Time Director & CFO
DIN	03138072	03138111
Date of Birth	10-05-1958	10-11-1973
Age	68 years	53 years
Date of First Appointment on the Board	02-06-1992	09-08-2001
Qualification and Experience	He is a postgraduate in Mass Communication from Osmania University and his professional journey began with international exposure at Grant Kenyon & Eckhaedt (GKE), where he developed deep expertise in global branding and integrated media solutions.	He is a B.Com graduate and having experience of more than 20 years. He has been actively involved in overseeing the financials operations and ensuring efficient implementation of the company's business strategy.
Expertise in specific functional area	Media And Entertainment Industry	Media And Entertainment Industry
Relationships between Directors inter se	Mr. Vimal Raj Mathur is husband of Mrs. Sunitee Raj who is a director of the Company	Mr. Sudheep Raj Mathur is Cousin of Mr. Vimal Raj Mathur, who is the manging Director of the Company
Name of the Listed entities in which the person also holds the directorship and the membership of the	None	None

committees of the Board along with the Listed entities		
Number of shares held in the Company	3,03,23,157 equity shares	11,00,333 equity shares
Skills and capabilities required for the role and the manner in which the Director meet the requirements (Independent Directors)	He has been the architect of our Company's projects and expansion strategy. His unique ability to align marketing objectives with storytelling innovation helped position many early-stage brands into market leaders. His work in advertising laid the creative and operational foundation that later evolved into one of India's most agile and dynamic content enterprises. He is a visionary leader, creative entrepreneur, and strategic media architect with over three decades of excellence in the entertainment and communications industry	He enriched experience in the various segments of finance would help the Company to prosper in the industry by maintaining financial discipline.

DIRECTORS' REPORT

To
The Members,
Gradiente Infotainment Limited,

Your directors have pleasure in presenting the 34th Annual Report of Gradiente Infotainment Limited together with audited financial statements and the Auditor's Report for the financial year ended 31st March 2026.

In compliance with the applicable provisions of Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for time being in force and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this report covers the financial results and other developments during the financial year ended 31st March 2026, in respect of the Company.

1. FINANCIAL HIGHLIGHTS:

The performance during the period ended 31st March, 2026 has been as under:

(Rs. In Lakhs)

Particulars	**2025-26**	**2024-25**
Total Income	2,987.46	2128.73
Total Expenditure	2,573.63	2032.32
Profit before Tax	413.83	96.41
Provision for Taxation	117.00	25.07
Profit After Tax	296.83	71.34
Transfer to General Reserve	-	-
Profit available for appropriation	296.83	71.34
Provision for Proposed Equity Dividend	-	33.24
Balance Carried to Balance Sheet	296.83	38.10
Earning per Share		
Basic	0.09	0.02
Diluted	0.09	0.02

2. REVIEW OF OPERATIONS

During the year under review, the Company has recorded a turnover of Rs. 2,987.46 Lakhs and the profit of Rs. 296.83 Lakhs in the current financial year ending 31.03.2026 against the turnover of Rs. 2128.73 Lakhs and profit of Rs. 71.34 Lakhs in the previous financial year ending 31.03.2025.

3. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There were no material changes and commitments affecting financial position of the Company between 31st March, 2026 and the date of Board's Report.

4. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the period under review and the date of Board's Report there was no change in Business.

5. DIVIDEND:

The Board of Directors did not recommend any dividend for the financial year 2025-26.

6. TRANSFER TO RESERVES:

During the year under review, the Company has not transferred any amount to General Reserves.

7. AUTHORISED AND PAID-UP SHARE CAPITAL OF THE COMPANY:

During the year under review, the Company's authorized capital stands at Rs. 3,35,00,00,000/- divided into 33,50,00,000 equity shares of Rs.10/- each and the paid up capital stands at Rs. 3,32,40,00,000/- divided into 33,24,00,000 equity shares of Rs. 10/- each.

8. ANNUAL RETURN:

Pursuant to the provisions of Section 134(3)(a) of the Act, the Annual Return in Form MGT-7 of the Company for the financial year 2025-26 is available on the Company's website at www.gradientinfotainment.com

9. BOARD MEETINGS:

The Board of Directors met five (5) times during the financial year 2025-26 on 30th May 2025, 13th August 2025, 04th September 2025, 14th November 2025, 28th January 2026.

The gap between any two meetings was not more than one hundred twenty days as mandated under the provisions of Section 173 of the Companies Act, 2013 and Regulation 17(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

10. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Report and is annexed hereto as **ANNEXURE C.**

11. CORPORATE GOVERNANCE

The Company has implemented the procedures and adopted practices in conformity with the Code of Corporate Governance as laid down under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate report on Corporate Governance is annexed herewith, as part of the Annual Report along with the Auditor's Certificate on its compliance as **ANNEXURE D.**

12. DIRECTOR'S RESPONSIBILITY STATEMENT:

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) The Directors had prepared the annual accounts on a going concern basis; and

e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. RATIO OF REMUNERATION TO EACH DIRECTOR:

The details under section 197(12) of the Companies Act, 2013, and Rule 5(1)(2) & (3) of the Companies (Appointment & Remuneration) Rules, 2014 are provided at **ANNEXURE B.**

14. BOARD OF DIRECTORS, COMMITTEES AND MANAGEMENT

14.1 Composition of Board of Directors and Key Managerial Personnel

During the period under review, the composition of the Board of Directors of the Company remained in compliance with Section 149 of the Companies Act, 2013, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As on the date of this report, the following are the Directors of the Company:

S.No	Name of the Director	Designation
01	Mr. Vimal Raj Mathur	Chairman & Managing Director
02	Mr. Sudheep Raj Mathur	Executive Director & CFO
03	Mrs. Sunitee Raj	Non-Executive Director
04	Mr. Abdul Raoof	Independent Director
05	Mr. Nageshwara Rao Chitirala	Independent Director
06	Mr. Balaji Doradla	Independent Director

14.2 Changes in Board/KMP

The following are the details of changes in composition of the Board of Directors and KMP:

i. Sarita Paswan has resigned from the post of Company Secretary and Compliance Officer, with effect from 13th August, 2025
ii. Ms. Manvi Gupta has appointed as Company Secretary and Compliance Officer with effect from 14th November, 2025 and resigned with effect from 28th February 2026.
iii. Ms. Komal Aswani has appointed as Company Secretary and Compliance Officer with effect from 18th April. 2026 and resigned with effect from 05th September 2026.

The composition of the Board of Directors and its Committees, viz., Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, are constituted in accordance with the Act and the SEBI (LODR), wherever applicable. The Corporate Governance Report given in 'Annexure V' contains an overview of the role, terms of reference, meetings and composition of the Board of Directors of the Company and its Committees.

15. MECHANISM FOR EVALUATION OF PERFORMANCE OF THE BOARD:

The Board of Directors has carried out an annual evaluation of its own performance, board Committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

In a separate meeting of independent directors, performance of non-independent directors, the board as a whole and the Chairman of the Company was evaluated, taking into account the views of executive directors and non-executive directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the board, its committees, and individual directors was also discussed.

Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

16. NON-EXECUTIVE DIRECTORS’ COMPENSATION AND DISCLOSURES:

None of the Independent Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

17. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received declaration from each independent director under section 149 (7) of the companies Act, 2013, that he meets the criteria of independence laid down in section 149 (6) of the companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

18. FAMILIARISATION PROGRAMMES:

The Company familiarizes its Independent Directors on their appointment as such on the Board with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc. through familiarization programme. The Company also conducts orientation programme upon induction of new Directors, as well as other initiatives to update the Directors on a continuing basis. The familiarization programme for Independent Directors is disclosed on the Company's website www.gradientinfotainment.com

19. STATUTORY AUDITORS:

M/s. SUNIT M CHHATBAR & Co Chartered Accountants has been appointed as statutory Auditors of the Company to hold office from the conclusion of 34th Annual General Meeting till the conclusion of 39th Annual General Meeting of the Company for the financial year 2025-26 on such remuneration as may be determined by the Board of Directors of the Company

20. SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204 of the Companies Act, 2013, Secretarial Audit has been conducted for the Financial Year 2025-26 by Mr. Phani Chakravarthy, Practicing Company Secretary and their Secretarial Audit report for the financial year ended 31st March 2026 is enclosed at **ANNEXURE E.**

M/s Aparna Tripathi & Associates, Company Secretaries (Firm Registration No S2023MH956300), is appointed as Secretarial Auditors of the Company for a period of 5 consecutive years, from April 01, 2026 to March 31, 2031.

21. QUALIFICATIONS IN AUDIT REPORTS:

(a) Statutory Auditors Report:

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2026 and the same are discussed in details in Audit report annexed to it.

(b) Secretarial Audit Report:

The Board has duly reviewed the Secretarial Audit Report on the Compliances according to the provisions of section 204 of the Companies Act, 2013 has noted that the same. The details for observation are enclosed in Secretarial Audit report.

22. CORPORATE SOCIAL RESPONSIBILTY POLICY:

Since your Company does not have net worth of Rs. 500 Crore or more or turnover of Rs. 1000 Crore or more or a net profit of Rs. 5 Crore or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

23. VIGIL MECHANISM:

Vigil Mechanism Policy has been established by the Company for directors and employees to report genuine concerns pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 read with Regulation 22 of SEBI (LODR) Regulations, 2015. The same has been placed on the website of the Company.

24. CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING:

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and the applicable Securities laws. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading, is available on website of the company.

25. INSURANCE:

The properties and assets of your Company are adequately insured.

26. RISK MANAGEMENT POLICY:

Your Company follows a comprehensive system of Risk Management. Your Company has adopted a procedure for assessment and minimization of probable risks. It ensures that all the risks are timely defined and mitigated in accordance with the well-structured risk management process.

27. RELATED PARTY TRANSACTIONS:

The related party transactions entered into by the company during the financial year under review have been disclosed in the financial statements of the company for the financial year ended 31st March 2026. All the transactions entered into are at an arm's length basis and in the ordinary course of business. The relevant details in form AOC- 2 is enclosed hereto at **ANNEXURE -A.**

28. NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR.

During the period under review, Gradiente Music Limited cease to be the Subsidiary of your Company with effect from 14th November, 2025.

29. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES /ASSOCIATES /BRANCHES /JOINT VENTURES:

The Company has no such Subsidiaries /Associates /Branches /Joint Ventures

30. INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY:

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

31. SECRETARIAL STANDARDS:

The companies are in compliance with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings.

32. CEO/ CFO CERTIFICATION:

The CEO and CFO's Certification is provided as **ANNEXURE-III** to the Corporate Governance Report in the Annual Report.

The CEO and CFO's Certification of the Financial Statements, the Cash Flow Statement and the Internal Control Systems for financial reporting for the financial year ended March 31st 2026, was placed before the Board of Directors at all their meetings held.

33. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

The required information as per Sec.134 of the Companies Act 2013 is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

- the efforts made towards technology absorption – **NIL**
- the benefits derived like product improvement, cost reduction, product development or import substitution - **NIL**
- in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
  - (a) The details of technology imported; - **NIL**
  - (b) The year of import - **NIL**
  - (c) Whether the technology been fully absorbed - **NIL**
  - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof - **NIL**
- the expenditure incurred on Research and Development –**NIL**

C. Foreign Exchange Earnings and Out Go:

Foreign Exchange Earnings: **Rs. NIL**
Foreign Exchange Outgo: **Rs. NIL**

34. WEBSITE:

In terms of the provisions of Section 134(3)(a) read with 92(3) of the Companies Act, 2013 and the relevant rules made thereunder, a copy of the Annual return as prescribed under Section 92 of the Companies Act, 2013, as amended shall be made available on the official website of the Company www.gradientinfotainment.com

35. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:

There have been no frauds reported by the auditor's u/s 143(12).

36. DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY REGULATORS, COURTS, TRIBUNALS, IMPACTING THE GOING CONCERN BASIS OF THE COMPANY:

During the period under review, there were no significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future.

37. DETAILS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of loans, guarantees and investments under Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, from part of the notes to the financial statement provided in this Annual Report.

38. DETAILS RELATING TO DEPOSITS:

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

39. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your Company has well established procedures for internal control across its various locations, commensurate with its size and operations. The organization is adequately staffed with qualified and experienced personnel for implementing and monitoring the internal control environment. The internal audit function is adequately resourced commensurate with the operations of the Company and reports to the Audit Committee of the Board.

40. DISCLOSURE ABOUT COST AUDIT:

Cost Audit is not applicable to Company**.**

41. DISCLOSURE UNDER SECTION 43(a) (ii) OF THE COMPANIES ACT, 2013:

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a) (ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014.

42. DISCLOSURE UNDER SECTION 54(1) (d) OF THE COMPANIES ACT, 2013:

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1) (d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014.

43. DISCLOSURE UNDER SECTION 62(1) (b) OF THE COMPANIES ACT, 2013:

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1) (b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014.

44. DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013:

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

45. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place a Sexual Harassment Policy in compliance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment. The Internal Complaints Committee (ICC) has been set up to redress complaints regarding sexual harassment, if any.

The Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

a	Number of complaints of sexual harassment received in the year;	NIL
b	Number of complaints disposed off during the year; and	NA
c	Number of cases pending for more than 90 days	NA

46. DISCLOSURE UNDER THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT, 1961

During the year under review, the Company has ensured full compliance with the provisions of the Maternity Benefit Act, 1961. The Company remains committed to upholding the rights and welfare of its female employees by providing all statutory maternity benefits, including paid leave, job protection, and other entitlements as mandated under the Act.

Number of employees availed benefits under the Act during the year	NIL

47. APPRECIATION & ACKNOWLEDGEMENT:

Your directors place on records their appreciation for the overwhelming co-operation and assistance received from the investors, customers, business associates, bankers, vendors, as well as regulatory and governmental authorities. Your directors also thank the employees at all levels, who through their dedication, co-operation, support and smart work have enabled the Company to achieve a moderate growth and is determined to poise a rapid and remarkable growth in the year to come.

For and on behalf of the Board of
Gradiente Infotainment Limited

Sd/-	**Sd/-**
Vimal Raj Mathur	**Sudheep Raj Mathur**
Managing Director	**Director**
(DIN: 03138072)	**(DIN: 03138111)**
Place: Hyderabad	**Place: Hyderabad**
Date: 07-09-2026	**Date: 07-09-2026**

ANNEXURE- A

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	N.A

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL.	Particulars	Particular	Particular	Particular
a)	Name (s) of the related party & nature of relationship	Vimal Raj Mathur Managing Director	Sudheep Raj Mathur Executive Director	Manvi Gupta Company Secretary
b)	Nature of contracts/arrangements/transaction	Overall management of the business operations	Oversight of financial management	Availing Professional services for Compliances
c)	Duration of the contracts/arrangements/transaction	NA	NA	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 12,00,000/- per annum for the FY 2025-26	Rs. 6,50,000/- per annum for the FY 2025-26	Rs. 7,80,000/- per annum for the FY 2025-26
e)	Date of approval by the Board	30th May, 2022	30th May, 2022	14th November, 2025
f)	Amount paid as advances, if any	N.A	N.A	N.A

ANNEXURE – B

REMUNERATION RATIO OF THE DIRECTORS/KEY MANAGERIAL PERSONNEL/EMPLOYEES

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of managerial personnel) Rules, 2014:

1. The percentage increase in remuneration of each Director, other key managerial personnel (KMP), Ratio of the remuneration of each director to the median remuneration of the employees of the company and the comparison of the remuneration of each KMP against the performance of the Company during the financial year 2025-26 are as under.

S. No	Name	Designation	Remuneration of Director / KMP for financial year 2025-26 (Rs in lacs)	% increase in Remuneration in the Financial Year 2025-26	Ratio of Remuneration of each Director / KMP to median remuneSratio n
01	Vimal Raj Mathur	Chairman and Managing Director	12.00	Nil	7.18
02	Sudheep Raj Mathur	Executive Director	6.75	Nil	4.04
03	Sunitee Raj Mathur	Non-executive and Non Independent	Nil	Nil	Nil
04	Abdul Raoof	Independent Director	Nil	Nil	Nil
05	Nageshwara Rao Chitirala	Independent Director	Nil	Nil	Nil
06	Balaji Doradla	Independent Director	Nil	Nil	Nil
07	Sarita Paswan	Company Secretary	0.69	Nil	0.43
08	Manvi Gupta	Company Secretary	2.49	Nil	1.49

2. The median remuneration of employees of the Company during the financial year 2025-26 was Rs 1.67 lacs.
3. In the Financial year, median remuneration of employees was decreased from Rs. 2.53 lacs to Rs. 1.67 lacs;
4. There were 19 permanent employees on the rolls of Company as on March 31, 2026;
5. There was a slightly increase in the salaries of employees and managerial personnel in FY 2025-26.
6. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

ANNEXURE – C

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(Pursuant to Regulation 34(2) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended)

1. OVERVIEW:

The Management Discussion and Analysis ("MD&A") is intended to provide shareholders and other stakeholders with management's perspective on the business environment, strategic priorities, operating developments, opportunities, risks and internal processes of **Gradiente Infotainment Limited** ("*the Company*"). The discussion should be read together with the audited financial statements, notes thereto, the Directors' Report and other disclosures forming part of the Annual Report.

The Company operates in the evolving media and entertainment ecosystem and is pursuing a digital-first growth strategy with a focus on content, music, OTT, creator networks, business media and entertainment-led digital properties. The Company's strategy also contemplates the use of artificial intelligence and other emerging technologies to improve content creation, distribution, audience engagement and operating efficiency.

2. INDUSTRY STRUCTURE AND DEVELOPMENTS

The Media and entertainment industry continues to experience structural change as consumption increasingly shifts towards digital platforms, streaming services and creator-led ecosystems. Technology-led changes are influencing the manner in which content is produced, distributed, discovered and monetised.

Within India and the wider MENA region, the increasing adoption of OTT services, Digital video, music streaming and multilingual content provides opportunities for media companies with scalable digital distribution capabilities. Growing smartphone penetration, internet accessibility and demand for regional and culturally relevant content are supporting the expansion of digital entertainment markets.

The Company believes that the convergence of content, technology and digital distribution creates a favourable environment for building differentiated media properties. At the same time, the sector remains competitive and subject to rapid technological, regulatory and consumer-behavior changes.

3. COMPANY PROFILE AND BUSINESS MODEL

Gradiente Infotainment Limited is developing a diversified Media and entertainment platform with a combination of content-led and technology-enabled business verticals. The Company's business strategy is designed to create multiple audience touchpoints and potential revenue channels while building a scalable digital media ecosystem.

Key Business Verticals

- **Film, Series & Original Content Production** – The Company is engaged in the development, production and promotion of films, web series, original digital content and other audio-visual properties across regional and multilingual markets. Its activities encompass creative development, production and associated content services, with a focus on building and monetising original intellectual properties.
- **Digital Content & OTT –Gradiente Stream** represents the Company's OTT and digital content vertical, focused on the aggregation, development and distribution of curated regional, Indian and international content. The platform forms part of the Company's strategy to participate in the expanding digital entertainment and streaming ecosystem.
- **Gradiente Music** – The Company's music vertical focuses on the acquisition, creation, distribution and promotion of music content across multiple genres and languages, including film music, devotional, regional and multilingual content. The vertical is aimed at developing music properties and expanding their reach through digital platforms and contemporary distribution channels.
- **Digital Media, YouTube & MCN Networks** – The Company operates and develops digital-first content initiatives across YouTube and creator-oriented networks, with a focus on entertainment, lifestyle, music and other audience-led formats. These activities provide opportunities to collaborate with creators, influencers and digital talent and participate in the rapidly evolving creator economy.
- **Advertising, Digital Marketing & Brand Communication** – The Company provides advertising, publicity, digital marketing and integrated media communication solutions across traditional and digital platforms. Its capabilities include campaign development, media placement, digital outreach and brand communication designed to connect businesses and audiences through contemporary media channels.
- **Media Consultancy & Communication Solutions** – The Company provides media consultancy and mass communication solutions, supporting organisations in developing communication strategies, publicity initiatives and audience engagement programmes across multiple media formats.
- **Gradiente Business** – **Gradiente Business** is positioned as a business and corporate communication platform covering leadership conversations, investor and industry interactions, conferences, round tables and other business-oriented content initiatives. The vertical seeks to create a bridge between corporate communication, media and digital audiences.
- **Gradiente Entertainment** – This vertical encompasses entertainment-led digital content, including film and entertainment news, celebrity features, lifestyle programming, reviews and audience-oriented entertainment coverage, with an emphasis on digital distribution and engagement.

- **Talent, Fashion & Beauty Entertainment Properties** – The Company is also developing entertainment-led talent and fashion properties that bring together media, fashion, beauty, digital content and talent discovery. These initiatives provide an integrated platform for identifying and promoting emerging talent while creating opportunities across films, web series, music videos, fashion shows, brand collaborations and digital media.
- **Gradiente Miss & Mrs She India 2026** – As part of its expansion into talent, fashion and experiential entertainment, the Company has conceptualised "Gradiente Miss & Mrs She India 2026", a national beauty and talent platform combining pageantry, fashion, entertainment and digital media. The initiative is designed to provide participating talent with opportunities for national and international exposure across fashion shows, brand campaigns, music videos, films, web series, vertical content and digital platforms. The event is proposed to feature participation from Indian and NRI contestants, thereby providing an international dimension to the Company's entertainment and talent-development initiatives.
- **News, Lifestyle & Allied Digital Channels** – The Company continues to explore and develop digital content propositions spanning business, lifestyle, entertainment and allied audience segments, enabling diversification of its content portfolio and increasing engagement across digital platforms.

The Company's stated strategy is to scale these verticals progressively across India and selected international markets, including the MENA region, subject to market conditions, execution capabilities and regulatory requirements.

Gradiente Infotainment Limited has harnessed and fortified its professional energies steadily, adding substantially to its service portfolio with a plethora of value additions that combine business and financial communication, public relations, direct marketing and Web Media.

Gradiente is home to new-edge talent and the best in-house facilities that nurture and brew creativity, innovation and out-of-the-box thinking, without compromising on quality and delivery.

A complete dedication to client needs and expected outcomes drives us at every step, from strategy, concept to creation. Gradiente Infotainment Ltd. is poised to be one of India's fastest growing entertainment networks and a house of entertainment which can offer multi-platform, multi-generational and multicultural brand experiences.

Gradiente will be touching the lives of people through its properties online, like general entertainment, movies, sports, youth, music and kids' genres and its programming mix. OTT platform, is budding to be one of India's most popular destinations for entertainment.

4. BUSINESS STRATEGY AND KEY PRIORITIES

- Build and strengthen a diversified portfolio of digital media and entertainment properties.
- Expand the reach of regional, multilingual and culturally relevant content.
- Develop scalable digital distribution through OTT, music, video and creator-led channels.
- Develop business-media and entertainment properties that can create recurring audience and commercial engagement.

- Explore opportunities in India and the MENA region in a calibrated manner.

5. OPPORTUNITIES AND THREATS

Opportunities

- **Technology adoption:** AI-assisted content creation, editing, localisation and personalisation may improve scalability and turnaround times.
- **Digital consumption:** Continued migration towards OTT, streaming, short-form video and creator-led platforms can expand addressable audiences.
- **Regional and multilingual content:** Demand for content in multiple Indian languages and culturally relevant formats offers scope for audience expansion.
- **MENA expansion:** The MENA market may provide opportunities for Indian and multilingual content as well as digital entertainment propositions.
- **Portfolio diversification:** Presence across music, OTT, business media, entertainment and creator networks can support multiple potential revenue streams.
- **Content monetisation:** Digital advertising, subscriptions, partnerships, licensing, branded content and other commercial models may provide avenues for future monetisation, subject to execution and market response.

Threats

- Strong competition from established media groups, OTT platforms, music labels, digital publishers and creator-led businesses.
- Rapid technological change may require continuous investment and adaptation.
- Changes in laws and regulations relating to digital media, OTT, AI, copyright, privacy and content may affect operations.
- Piracy, unauthorised distribution and intellectual property infringement may adversely affect content monetisation.
- Risks relating to misinformation, deepfakes, authenticity and inappropriate use of AI-generated content may affect audience trust.
- Macroeconomic conditions may influence advertising expenditure and discretionary consumer spending.

6. SEGMENT-WISE / PRODUCT-WISE PERFORMANCE

Based on the business information available to management, the Company’s principal verticals are at different stages of development. The following qualitative assessment should be read together with the financial statements and segment disclosures, wherever applicable.

- **Gradiente Music:** The Company is positioning the music vertical for multilingual and pan-Indian reach, with emphasis on regional, devotional, folk and other music content.
- **Gradiente Business:** The platform is being developed to serve corporates, SMEs, institutions and leadership audiences through conferences, discussions, interviews and business-oriented communication.

- **Gradiente Entertainment:** The vertical is intended to engage audiences through Indian and international entertainment news, lifestyle features, celebrity-related content and reviews.
- **Gradiente Stream:** The OTT proposition is under development and is intended to address demand for diversified digital viewing experiences.
- **YouTube and MCN Networks:** The Company intends to strengthen its participation in the creator ecosystem through digital video channels and network-based audience development.

7. OPERATIONAL PERFORMANCE

The Company's operating strategy during the period has been focused on developing and positioning its digital media verticals, building content capabilities and preparing platforms for scalable growth.

8. OUTLOOK

Management remains focused on building a sustainable and scalable digital media and entertainment ecosystem. The Company intends to progressively develop its content and platform capabilities while evaluating opportunities arising from changing consumption patterns, AI-enabled production tools and the expansion of digital audiences.

The medium-term direction includes strengthening the music and entertainment properties, progressing the OTT proposition, expanding creator and digital video networks, developing business-media offerings and evaluating opportunities in India and the MENA region. The pace and scale of expansion will depend on market conditions, capital allocation, regulatory developments, technology readiness and the Company's execution capabilities.

The Company expects technology-enabled workflows to support faster content development, multilingual adaptation, audience personalisation and potentially improved cost efficiency. However, these benefits will depend on responsible implementation, appropriate human oversight and commercial adoption.

9. RISKS AND CONCERNS

- **Intellectual property and content rights:** The Company may face challenges relating to ownership, licensing, infringement and protection of original content, including AI-assisted content.

- **Cybersecurity and data protection:** Increased dependence on digital platforms creates exposure to cyber incidents, unauthorised access, data loss and service disruption.

- **Regulatory uncertainty:** Evolving regulations governing OTT, digital media, AI, privacy and content may affect business models and compliance requirements.

- **Technology risk:** Rapid changes in AI and digital technologies may require continuing investment and capability development.

- **Competition risk:** The Company competes for audiences, talent, content, advertisers and partnerships in markets with established and emerging players.

- **Reputation risk:** Errors in content, insufficient disclosure of AI use, misinformation or other content-quality issues may adversely affect stakeholder confidence.

- **Piracy and unauthorised distribution:** Illegal copying and distribution can affect intellectual property value and monetization.

- **Talent and capability risk:** The Company must maintain an appropriate balance between technology-enabled processes and human creativity, editorial judgement and specialist skills.

- **Economic and advertising risk:** Changes in economic conditions can influence advertising budgets and demand for discretionary entertainment services.

10. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company maintains internal processes and controls designed to support operational discipline, financial integrity, information security and compliance. Management is strengthening processes relevant to digital content, technology adoption, data security, content authenticity and regulatory monitoring.

Internal review mechanisms and periodic assessments are intended to identify control gaps and support timely corrective action. The adequacy of the Company's internal financial controls and related matters should be read together with the disclosures and auditor observations, if any, contained elsewhere in the Annual Report.

11. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company considers its employees and creative, managerial and technical capabilities to be important to the execution of its digital media strategy. As the business adopts newer technologies, management intends to strengthen employee capabilities in digital content production, AI-assisted workflows and emerging media technologies.

The Company seeks to promote a working environment that combines human creativity, editorial judgement and technological efficiency. The source material states that industrial relations remain cordial and aligned with the Company's growth objectives.

The Company will continue to connect with all stakeholders on a regular basis, communicate in an open and transparent manner that yield desired results. The total number of employees in the Company as on March 31, 2026 were 19, including 11 Male, 8 female and 0 transgender.

12. CAUTIONARY STATEMENT

This MD&A contains statements concerning the Company's plans, expectations, strategies, opportunities and future prospects that may constitute forward-looking statements. Such statements are based on management's current understanding and assumptions and are subject to risks and uncertainties. Actual results may differ materially from those expressed or implied due to changes in economic conditions, market demand, competition, regulations, technology, content rights, execution capabilities and other factors beyond the Company's control.

The Company does not undertake to publicly update or revise forward-looking statements except as may be required under applicable laws and regulations.

14. MANAGEMENT'S NOTE

This MD&A has been prepared using the business and strategic information made available for the purpose of the Annual Report. Quantitative financial, employee, ratio and operating disclosures should be reconciled with the audited financial statements, statutory records and other applicable Annual Report disclosures before finalization.

Also, Some of the statements in this management discussion and analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a downtrend in industry, significant changes in political and economic environment in India and abroad, tax laws, litigation and labor relations.

ANNEXURE – D

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your company strongly believes in the principles of corporate governance and hence has been continuously making efforts to implement and follow in the conduct of its affairs.

2. BOARD OF DIRECTORS

Your Company has a balanced mix of Executive and Non-Executive Directors during the year. The composition of the Board is being broadened to represent a blend of professionals from various backgrounds which will further enable the Board to discharge its responsibilities more efficiently and provide effective leadership by taking the Company's business to achieve the goals in future.

The Chairman of the Board for the financial year 2025-26 was Mr. Vimal Raj Mathur and at least half of the Board was Independent Directors and therefore the composition of the Board is in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(a) Composition and Category of Directors

The Board of Directors had an optimum combination of Executive and Non-Executive Directors and had one women Director and not less than fifty percent of the Board members are Non-Executive and Independent Directors. At this year end the Board composition consisted of Six (6) Directors comprising two Executive Directors, one Non-Executive Director and three Independent Directors.

Executive Directors

Mr. Vimal Raj Mathur

Mr. Sudheep Raj Mathur

Non-Executive - Non Independent Director

Mrs. Sunitee Raj

Non-Executive - Independent Director

Mr. Abdul Raoof

Mr. Nageshwara Rao Chitirala

Mr. Balaji Doradla

Notes:

1) Number of Directorships held in other companies includes all companies, whether listed or unlisted and excludes Foreign Companies, other Bodies Corporate and professional bodies. The limits on the Directorships of Independent Directors and Executive Directors are within the permissible limits.
2) The necessary disclosures regarding change in the Committee positions, if any, have been made by all the directors during the year under review. None of the Directors is a member of more than 10 committees or Chairman of more than 5 committees across all Indian Companies
3) Independent Director means a Non-Executive Director, who fulfils the criteria as laid down in Section 149 (3) of the Companies Act, 2013.
4) The Company has issued formal letter of appointment to its Independent Directors. The maximum tenure of Independent Directors is in accordance with the Companies Act, 2013.
5) As per Schedule IV of the Companies Act, 2013 (Act") mandates Independent Directors of a Company will at least one separate meeting in a year without the presence of non-independent directors and members of management.
6) In the said Meetings the Independent Directors review the matters as stipulated in the SEBI (Listing obligations and disclosure requirements) Regulations 2015 and action items, if any, are communicated and tracked to closure to the satisfaction of the independent directors.

The calendar of Board meetings is decided in consultation with the Board and the schedule of such meetings is communicated to all Directors well in advance. Generally, the Board Meetings are held at the registered office of your Company is situated. The agenda for the Board Meeting includes applicable matters and agenda matters as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is generally circulated few days prior to the date of the Meeting and includes detailed notes on the items to be discussed at the meeting to enable the Directors to take informed decisions.

Members of the Board and key executives, disclose to the Board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the Company. The Board and key executives also conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining the confidentiality of information in order to foster a culture for good decision making.

The Board of Directors met Five (5) times during the financial year 2025-26 on 30th May 2025, 13th August 2025, 04th September 2025, 14th November 2025, 28th January 2026.

The necessary quorum was present for all the Board Meetings. The maximum interval between any two Board Meetings was well within the maximum gap of one hundred and twenty days.

After each Board Meeting, your Company has a well-articulated system of follow up, review and reporting on actions taken by the Management on the decisions of the Board and Committees of the Board.

(b) Attendance of the Directors at the Board Meetings

The Attendance Record of the Directors at the Board Meetings held for the financial year 2025-26 is as follows:

S.N	Name of the Directors	Category	Attendance particular		
			Board Meetings		
			Entitled to Attend	Attended	% of attendance
1	Vimal Raj Mathur	Managing Director	5	5	100
2	Sudheep Raj Mathur	Executive Director	5	5	100
3	Sunitee Raj	Non-Executive - Non Independent Director	5	5	100
4	Mohd Abdul Raoof	Non-Executive - Independent Director	5	5	100
7	Nageshwara Rao Chitirala	Non-Executive - Independent Director	5	5	100
8	Balaji Doradla	Non-Executive - Independent Director	5	5	100

All changes being additions and deletions are communicated by the Board Members and recorded in the statutory registers and applicable disclosures also made to the Stock Exchanges.

The Board has constituted the following Committees and each Committee has their terms of reference as a Charter.

The Chairman of each Committee along with the other Members of the Committee and if required other Members of the Board, decide the agenda, frequency and the duration of each meeting of that Committee. Currently, the Board has at the end of the year three Committees:

(i) Audit Committee;

(ii) Nomination and Remuneration Committee

(iii) Stakeholders Relationship Committee

I. THE AUDIT COMMITTEE

The Audit Committee reports to the Board and is primarily responsible for:

1. Overseeing of the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment, the replacement or removal of the Auditor (financial) and fixing of audit fees & Approval of payment to Auditors

(financial) for any other services rendered by them.

3. Reviewing, with the management, the annual financial statements and auditor's and director's report thereon be for submission to the Board for approval.
4. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
5. Valuation of undertakings or assets of the Company, wherever it is necessary.
6. Evaluation of internal financial controls and risk management systems.
7. 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.
8. Discussion with internal auditors on any significant findings and follow up there on.
9. Discussion with Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
10. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee consists of Three Directors, as per the details given below. All Members are financially literate and have the required accounting and financial management expertise.

Mr. Balaji Doradla is the Chairman of the Audit Committee and was present at the 34th Annual General Meeting to answer the Shareholders' queries.

The Audit Committee met Five (5) times during the financial year 2025-26 on 30th May 2025, 13th August 2025, 04th September 2025, 14th November 2025, 28th January 2026 and not more than four months had elapsed between two Audit Committee meetings. The necessary quorum was present for all the said Audit Committee Meetings.

The composition of the Audit Committee as on 31-03-2026 and the attendance of each member of the Audit Committee are given below:

S.N	Name of the Committee member	Designation	Attendance particular Committee Meetings		
			Entitled to attend	Attended	% of attendance
1	Balaji Doradla	Chairman	5	5	100
2	Mohd Abdul Raoof	Member	5	5	100
3	Nageshwara Rao Chitirala	Member	5	5	100

II. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is primarily responsible to Identify potential candidates to become Board Members.

1. Recommending nominees to various Committees of the Board.
2. Ensuring that appropriate procedures are in place to assess Board's effectiveness.
3. Developing an annual evaluation process of the Board and its Committees.
4. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
5. Formulation of criteria for evaluation of Independent Directors and the Board;
6. Devising a policy on Board diversity;
7. Assist the Board in ensuring that affordable, fair and effective compensation philosophy and policies are implemented;
8. Approve and make recommendations to the Board in respect of salary structure and actual compensation (inclusive of performance-based incentives and benefits) of the Executive Directors, including the Chief Executive Officer;
9. Review and approve the overall budgetary increment proposals for annual increase of compensation and benefits for the employees;
10. Review and approve any disclosures in the annual report or elsewhere in respect of compensation policies or Directors' compensation;
11. Any other matter referred to the Remuneration Committee by the Board of Directors of the Company.
12. Nomination and Remuneration Committee - salary, benefits, perquisites and allowances (fixed component) and performance incentives, commission (variable component) to its Chairman, Managing Director and other Executive Directors.

The Nomination and Remuneration Committee has Five (5) times during the financial year 2025-26 on 30th May 2025, 13th August 2025, 04th September 2025, 14th November 2025, 28th January 2026.

The composition of the Nomination and Remuneration Committee for the FY 2025-26 and the attendance of each member of the Nomination and Remuneration Committee are given below:

S.N	Name of the Committee member	Designation	Attendance particular Committee Meetings		
			Entitled to attend	Attended	% of attendance
1	Mohd Abdul Raoof	Chairman	5	5	100
2	Balaji Doradla	Member	5	5	100
3	Nageshwara Rao Chitirala	Member	5	5	100

III. STAKEHOLDER RELATIONSHIP COMMITTEE (SHAREHOLDERS /INVESTOR GRIEVANCE AND SHARE TRANSFER COMMITTEE):

The Shareholders/Investors Grievance Committee was constituted to look into the redressing of Shareholders and Investors complaints concerning transfer of shares, non-receipt of Annual Reports, and non-receipt of Dividend and other allied complaints.

To approve, transfer, transmission, and issue of duplicate / fresh share certificate(s)

- Consolidate and sub-division of share certificates etc.
- To redress, approve and dispose off any, other complaints, transactions and requests etc., received from any shareholder of the company and investor in general.

The Board has delegated the power to process the transfer and transmission of shares to the Registrar and Share Transfer Agents, who process share transfers within a week of lodgement in the case of shares held in physical form.

The Stakeholder Relationship Committee has met Five (5) times during the financial year 2025-26 on 30th May 2025, 13th August 2025, 04th September 2025, 14th November 2025, 28th January 2026.

The composition of the Stakeholder Relationship Committee for the FY 2025-26 and the attendance of each member of the Stakeholder Relationship Committee are given below:

S.N	Name of the Committee member	Designation	Attendance particular Committee Meetings		
			Entitled to Attend	Attended	% of attendance
1	Nageshwara Rao Chitirala	Chairman	5	5	100
2	Mohd Abdul Raoof	Member	5	5	100
3	Balaji Doradla	Member	5	5	100

The Compliance Officer monitors the share transfer process and reports to the Company's Board in each meeting and the said Officer also directly liaises with the authorities such as SEBI, Stock Exchanges, ROC etc., and investors with respect to implementation of various clauses, rules, regulations and other directives of such authorities and investor service & complaints related matter.

There is no share transfer pending for more than 15 days.

Your Company has a designated e-mail ID, shareholders@gradientinfotainment.com for the redressal of any Stakeholders' related grievances exclusively for the purpose of registering complaints by Members/stakeholders. Your Company has also displayed the said email ID under the investors section at its website, and other relevant details prominently for creating investor/ stakeholder awareness. Your Company maintains a functional website containing necessary information about the Company e.g. details of its business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the Company and the contents of the said website are updated at any given point of time as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as per the requirements of the Companies Act, 2013.

Nature of Complaints/ Correspondence/ Requests

Opening Balance	NIL
Received	one (1)
Resolved	one (1)
Outstanding as on March 31, 2026	NIL

3. GENERAL BODY MEETINGS:

Date, Time and Location of the last three Annual General Meetings are:

S.No	AGM	DATE	TIME	VENUE
1	31st	30-09-2023	11:00 A.M	#306, 3rd Floor, May Fair Gardens, Banjara Hills, Road No 12 Hyderabad, Telangana, 500034
2	32nd	30-09-2024	12:00 P.M	#306, 3rd Floor, May Fair Gardens, Banjara Hills, Road No 12 Hyderabad, Telangana, 500034
3.	33rd	30-09-2025	12:00 P.M	#508, 5th Floor, Gowra Fountainhead, HUDA Techno Enclave, HITEC City, Hyderabad, Telangana-500081

Attendance of Board of Directors in the Annual General Meeting is as follows:

S.No	Name of the Directors	Category	Attendance Whether present in the 34th AGM
1	Vimal Raj Mathur	Managing Director	Yes
2	Sudheep Raj Mathur	Executive Director	Yes
3	Sunitee Raj	Non-Executive - Non Independent Director	Yes
5	Mohd Abdul Raoof	Non-Executive - Independent Director	Yes
5	Balaji Doradla	Non-Executive - Independent Director	Yes
6	Nageshwara Rao Chitirala	Non-Executive - Independent Director	Yes

4. DISCLOSURES

A. RELATED PARTYTRANSACTIONS

All material transactions entered with related parties as defined under the Act and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business. These have been approved by the audit committee. The board has approved a policy for related party transactions which has been uploaded on the Company's website.

B. VIGIL MECHANISM:

Vigil Mechanism Policy has been established by the Company for directors and employees to report genuine concerns pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013. The same has been placed on the website of the Company i.e. www.gradientinfotainment.com.

For employees to report concerns about unethical behavior:

- To establish a mechanism to report to the management, concerns about unethical behaviour, actual or suspected fraud or violation of the Integrity Policy; and
- To ensure that adequate safeguards shall be provided to the whistle blowers against any victimization or vindictive practices like retaliation, threat or any adverse (direct or indirect) action on their employment. The Policy also ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.
- No personnel / person have been denied access to the Audit Committee.

  A Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and Board. The Audit Committee on a quarterly basis looks into the matters reported and track matters to close as per law.

C. Code of Conduct

Your company has laid down a code of conduct for all the Board Members and senior management personnel of the company. The Code is available on the website of the Company www.gradientinfotainment.com. All directors and senior management personnel of the Company have affirmed the compliance with the company’s code of conduct or the financial year ended March 31, 2026. A declaration signed by the chief executive Officer (CEO) to this effect is attached as **Annexure I** to the Corporate Governance report in the Annual Report.

D. Details of compliance

Reconciliation of Share Capital Audit

The ‘Reconciliation of Share Capital Audit’ was undertaken on a quarterly basis and the audit covers the reconciliation of the total admitted capital with NSDL and CDSL and the total issued and listed capital.

Secretarial Audit

Secretarial Audit was conducted as required under the provisions of Section 204 of the Companies Act, 2013, by M/s Chakravarthy & Associates, Practicing Company Secretaries, for the Financial Year 2025-26. The Report is at **Annexure F** to the Director’s Report.

Compliance with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

The Auditor's Certificate obtained from M/s. Chakravarthy & Associates Practicing Company Secretary is provided as Annexure-II to the Annual Report in regard to the compliance of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Management Discussion and Analysis

The Management Discussion and Analysis is provided separately in the Annual Report.

CEO and CFO's Certification

The CEO and CFO's Certification is provided as **Annexure-III** to the Corporate Governance Report in the Annual Report.
The CEO and CFO's Certification of the Financial Statements, the Cash Flow Statement and the Internal Control Systems for financial reporting for the financial year ended March 31, 2026, was placed before the Board of Directors at all their meetings held.

Means of Communication

Your Company would like to constantly communicate to its investors and stakeholders about its operations and financial results.

Communication of Audited Results - The Company has regularly furnished, by way of filing through the electronic filing within thirty minutes of closure of the Board Meetings, the quarterly audited as well as annual audited results to The Calcutta Stock Exchange.

Website - The Company's website www.gradientinfotainment.com contains all the information as may be required by the Shareholders including press releases, financial results, fact sheet reports, additional disclosures, earnings conference, shareholding pattern, Shareholders' reports, investor presentation, Annual Reports, etc.

Quarterly results are put on the Company's website.

The Company submitted a quarterly compliance report to the stock exchanges within 45 days from the close of quarter similarly the company has submitted for the fourth quarter the compliance report to the stock exchanges within 60 days from the close of quarter.

4.	**GENERAL SHAREHOLDER INFORMATION :**	
A	**Registered Office**	#306, 3rd Floor, May Fair Gardens, Banjara Hills, Road No 12 Hyderabad – 500034 Telangana
B	**Annual General Meeting**	
	Date & Time	30th September, 2026 12.00 Noon
	Venue	#508, 5th Floor, Gowra Fountainhead, HUDA Techno Enclave, HITEC City, Hyderabad, Telangana-500081
C	**Financial Calendar -Due dates FY 2026-27**	

	Financial Reporting for	01st April, 2026 to 31st March, 2027
	Quarter ending June 30, 2026	Second week of August 2026
	Quarter ending September, 30 2026	Second week of November 2026
	Quarter ending December, 31 2026	Second week of February 2027
	Quarter ending March 31, 2027	Fifth week of May 2027
	Annual General meeting for Financial year ended 31st March 2026	30th September, 2026
D	**Date of Book Closure**	24.09.2026 to 30.09.2026 (Both days inclusive)
E	**Dividend Payment Date**	Not Applicable
F	**Listing on Stock Exchange**	1) The Calcutta Stock Exchange Limited 2) The National Stock Exchange Limited
G	**Stock Code**	032161
H	**ISIN**	INE361K01017
I	**Dematerialisation of Shares**	99.84% of the paid-up share capital of the Company has been dematerialized
J	**Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity**	NIL
K	**Market Price Data**	Gradiente Infotainment Limited is listed on NSE & CSE and that its NSE symbol is **GRADIENTE.** The closing market price of equity share as on 07th September, 2026 was Rs. 2.70/- on NSE.
L	**Registrar and Share Transfer Agents**	**M/s Purva Sharegistry (India) Pvt. Ltd.** Unit no. 9 Shiv Shakti Ind. Estt. J .R. Boricha marg Lower Parel (E) Mumbai 400 011
M	**Share Transfer System**	Generally the shares have been transferred and returned in 15 days from the date of receipt, so long as the documents have been clear in all respects.
N	**Investor Relations**	The Company has been maintaining good investor relations

H. DISTRIBUTION OF EQUITY SHAREHOLDING AS ON MARCH 31, 2026:

Distribution of equity shareholding as on March 31, 2026 is as follows:

Sr.No.	Category	No of Shareholders	% of Total Shareholder	No of Shares	% of Total Shareholding
1	1 - 5000	2,092	51.40	3,61,336	0.11
2	5001 - 10000	477	11.72	3,44,304	0.10
3	10001 - 20000	421	10.34	6,05,022	0.18
4	20001 - 30000	149	3.66	3,83,009	0.12
5	30001 - 40000	107	2.63	3,83,263	0.12
6	40001 - 50000	53	1.30	2,43,273	0.07
7	50001 - 100000	234	5.75	16,45,107	0.49
8	100001 & Above	537	13.19	32,84,34,686	98.81
	Total	**4,070**	**100.00**	33,24,00,000	**100.00**

ANNEXURE E

FORM MR-3
SECRETARIAL AUDIT REPORT
(Pursuant to section 204(1) of the Companies Act, 2013
and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

To,
The Members
M/s. GRADIENTE INFOTAINMENT LIMITED
306, 3 Floor, May Fair Gardens, Banjara Hills,
Road No. 12, Hyderabad – 500034

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Gradiente Infotainment Limited (hereinafter called "the Company"). 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 Company's Books, Papers, Minutes 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 Financial Year commencing from 1st April, 2025 and ended 31st March, 2026 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:

1. I have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st of March, 2026 according to the provisions of:
   i. The Companies Act, 2013 (the Act) and the rules made there under:
   ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
   iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
   iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment and External Commercial Borrowings;

2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') is furnished hereunder for the financial year 2025-26:-

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **including the provisions with regard to disclosures and maintenance of records required under the said Regulations;**

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Amended Regulations 2018; **The Company has framed code of conduct for regulating & reporting trading by insiders and for fair disclosure and displayed the same on the Company's website i.e., www.gradientinfotainment.com**

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018**. – Not Applicable**

d. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable as the Company has not issued any Employee Stock Options during the year under review.**

e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: **Not Applicable as the Company has not issued any debt securities during the year under review.**

f. 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;

g. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable as the company has not delisted/ proposed to delist its equity shares during the year under review.**

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018**; Not Applicable as the Company has not bought back/ proposed to buy-back any of its securities during the year under review.**

i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were complied with to the extent applicable.

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

a. Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings.

b. Securities and Exchange Board of India Act, 1992 & Circulars, Master Circulars and Regulations issued by SEBI and applicable to the Company.

c. Listing Agreements entered into by the Company with NSE and CSE Limited.

4. As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that

(i) the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:

- External Commercial Borrowings were not attracted to the Company under the financial year under report;

- Foreign Direct Investment (FDI) was not attracted to the company under the financial year under report;

- Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the company under the financial year under report.

(ii) As per the information and explanations provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.

5. We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial auditor and other designated professionals.

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

a) During the year the Company has conducted 5 meetings of the Board of Directors, 5 Meetings of Audit Committee meeting, 5 Meetings of Stakeholder Relationship Committee, 5 Meetings of Nomination & Remuneration Committee and 1 meeting of Independent Directors. We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company secretaries of India.

b) Adequate notice of board meeting is given to all the directors along with agenda at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting.

c) As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

d) I further report that during the year under report, the Company has not undertaken event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. other than those already disclosed to Stock Exchange.

e) 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.

For CHAKRAVARTHY & ASSOCIATES

Sd/-
N. PHANI CHAKRAVARTHY
Practicing Company Secretary
M. No. A32380, C.P. No: 22563
Peer Review No -6621/2025
Place: Hyderabad
Date: 01-05-2026
UDIN: A032380H000544474

Annexure A

To
The Members of
M/s. Gradiente Infotainment Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.

4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For CHAKRAVARTHY & ASSOCIATES

Sd/-
N. PHANI CHAKRAVARTHY
Practicing Company Secretary
M. No. A32380, C.P. No: 22563
Peer Review No -6621/2025
Place: Hyderabad
Date: 01-05-2026
UDIN: A032380H000544474

ANNEXURE-I

Declaration by the Managing Director under Clause 15(2) SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 regarding compliance with Code of Conduct

In accordance with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, I hereby confirm that, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended March 31, 2026.

Sd/-

Vimal Raj Mathur
Managing Director

Place: Hyderabad
Date: 07-09-2026

ANNEXURE-II

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
GRADIENTE INFOTAINMENT LIMITED

INDEPENDENT AUDITORS'CERTIFICATE ON CORPORATE GOVERNANCE

1. This certificate is issued in accordance with the terms of our engagement with Gradiente Infotainment Limited

2. We have examined the compliance of conditions of Corporate Governance by Gradiente Infotainment Limited, for the year ended on 31st March, 2026 as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para c and D of schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

MANAGEMENT'S RESPONSIBILITY

3. The compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

AUDITOR'S RESPONSIBILITY

4. Responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality

Control (SQC) 1, Quality Control for firms that perform Audits and Reviews of Historical financial Information, and other Assurance and Related Services Engagements.

OPINION

8.. Based on Our examinations of the relevant records and accounting to the information and explanations provided to us and the representations provided by the Managements, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of the regulation 46(2) and para c and D of schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) during the year ended March 31, 2026.

9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Chakravarthy & Associates
Practicing Company secretary

Sd/-
N. Phani Chakravarthy
Practicing Company secretary
M.No – 32380, CP.No- 22563

Place: Hyderabad
Date: 07-09-2026

ANNEXURE III

COMPLIANCE CERTIFICATE BY CEO AND CFO

[Regulation 17(8) of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

A. We Vimal Raj Mathur, CEO & Managing Director and Sudheep Raj Mathur, CFO of Gradiente Infotainment Limited hereby certify that we have reviewed financial statements for the year ended 31st March, 2026 and that to the best of our knowledge and belief:

(1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2026 which are fraudulent, illegal or in violation of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have not come across any reportable deficiencies in the design or operation of such internal controls & disclosed to the auditors and the audit committee

D. We have indicated to the auditors and the Audit committee:

(1) Significant changes in internal control over financial reporting during the year ended 31st March, 2026;

(2) significant changes in accounting policies during the year ended 31st March, 2026 and that the same have been disclosed appropriately in the notes to the financial statements; and

(3) There have been no instances of significant fraud that we were aware especially involved by the management or an employee in financial reporting related process during the year ended 31st March, 2026;

Sd/-	Sd/-
Vimal Raj Mathur Managing Director & CEO	Sudheep Raj Mathur CFO

Place: Hyderabad
Date : 07-09-2026

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]

CIN: L66120TG1992PLC014317
Name of the company: GRADIENTE INFOTAINMENT LIMITED
Registered office: #306, 3rd Floor, May Fair Gardens,
Banjara Hills, Road No. 12, Hyderabad – 500034, Telangana
Corporate Office: #508, 5th Floor, Gowra Fountainhead, HUDA Techno Enclave, HITEC City, Hyderabad, Telangana-500081

34th Annual General Meeting on Wednesday, 30th September 2026

Name of the member(s):	
Registered Address:	
E-mail Id:	
Folio No./Client Id/ DP ID:	

I/We, being the member (s) of ……………. Equity shares of the Gradiente, hereby appoint:

1	Name	
	Address	
	E-mail Id:	
	Signature:	

or failing him/her

1	Name	
	Address	
	E-mail Id:	
	Signature:	

or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th AGM of the Company to be held on Wednesday, 30th September 2026 at 12:00 Noon at #508, 5th Floor, Gowra Fountainhead, HUDA Techno Enclave, HITEC City, Hyderabad, Telangana-500081 and at any adjourned meeting thereof in respect of such resolutions as are indicated below:

S.	**Resolution**	**Vote**	
Ordinary Business		**For**	**Against**
1	To receive, consider and approval of financial statements for the year ended 31st March, 2026 together with the Boards' and Auditors' Reports thereon.		
2	Re-Appointment of Mrs. Sunitee Raj (DIN: 05223416) who retires by rotation and being eligible, offers herself for reappointment		
3	Appointment of M/s. Sunit M Chhatbar & Co, Chartered Accountants (Firm Registration No. 141068W) as the statutory auditors of the company		

Special Business			
4	To approve raising of funds and issuance of securities through QIP and/or FCCB and/or any other permissible modes not exceeding USD 110 Million (US Dollars One Hundred and Ten Million only)		
5	Increase in investment limits for Foreign Portfolio Investors and Non-Resident Indians/ Overseas Citizens of India		
6	To consider and enhance the Borrowing Limit of the Company over and above the limit as prescribed under section 180 (1)(c) of The Companies Act, 2013 not exceeding the sum of Rs. 15,00,00,00,000/- (Rupees Fifteen Hundred Crores only).		
7	To consider and approve re-appointment of Mr. Vimal Raj Mathur (DIN:03138072) as the Managing Director and Chief Executive Officer of the Company for a period of 5 (five) years commencing from September 7, 2026 to September 6, 2031		
8	To consider and approve Re-Appointment of Mr. Sudheep Raj Mathur (DIN: 03138111) as Whole Time Director and Chief Financial Officer of the Company for a period of 5 (five) years commencing from September 7, 2026 to September 6, 2031		
9	Appointment of M/s Aparna Tripathi & Associates, Company Secretaries, (Firm Registration No S2023MH956300), as the Secretarial Auditors of the Company		

Affix Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

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

GRADIENTE INFOTAINMENT LIMITED
CIN: L66120TG1992PLC014317
Regd. Office: #306, 3rd Floor, May Fair Gardens, Banjara Hills, Road No 12 Hyderabad – 500034
Corp. Office: #508, 5th Floor, Gowra Fountainhead, HUDA Techno Enclave, HITEC City, Hyderabad, Telangana-500081

ATTENDANCE SLIP

34th Annual General Meeting on Wednesday, 30th September 2026 at 12:00 Noon at #508, 5th Floor, Gowra Fountainhead, HUDA Techno Enclave, HITEC City, Hyderabad, Telangana-500081,

Shareholders/Proxy‘s full name ____
(In block letters)

Folio No./ Client ID ____

No. of shares held ____

I hereby record my presence for the 34th Annual General Meeting of the Company, to be held on Wednesday, 30th September 2026 at 12:00 Noon at the corporate office of the Company situated at #508, 5th Floor, Gowra Fountainhead, HUDA Techno Enclave, HITEC City, Hyderabad, Telangana-500081 and at any adjourned meeting thereof.

____
Shareholders/Proxy‘s Signature

Note:
Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

Form No. MGT-12
POLLING PAPER

[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: GRADIENTE INFOTAINMENT LIMITED
Corp. Office: #508, 5th Floor, Gowra Fountainhead, HUDA Techno Enclave, HITEC City, Hyderabad, Telangana-500081

BALLOT PAPER

SI. 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

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

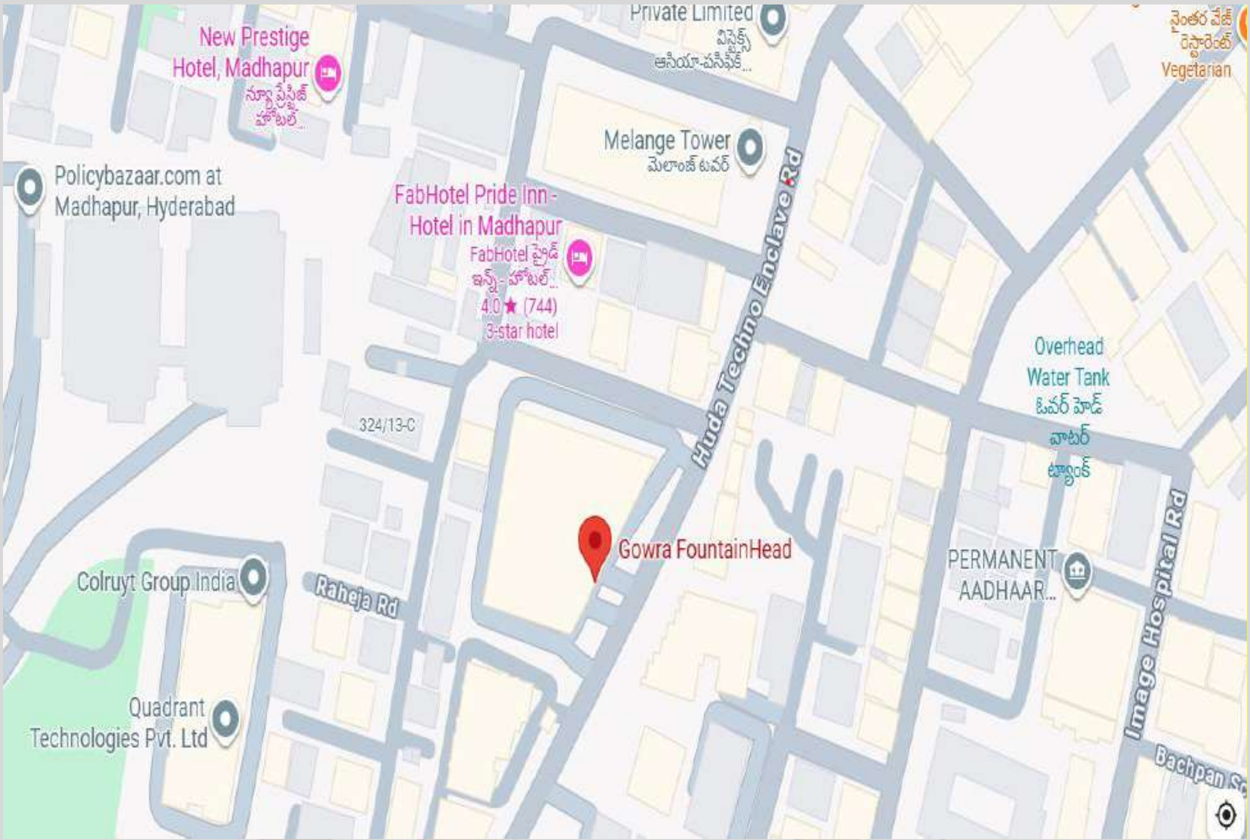
No	Item	No. of shares held by me	I assent to the resolution	I dissent from the resolution
Ordinary Business				
1.	To receive, consider and approval of financial statements for the year ended 31st March, 2026 together with the Boards' and Auditors' Reports thereon.			
2.	Re-Appointment of Mrs. Sunitee Raj (DIN: 05223416) who retires by rotation and being eligible, offers herself for reappointment			
3.	Appointment of M/s. Sunit M Chhatbar & Co, Chartered Accountants (Firm Registration No. 141068W) as the statutory auditors of the company.			

Special Business				
4	To approve raising of funds and issuance of securities through QIP and/or FCCB and/or any other permissible modes not exceeding USD 110 Million (US Dollars One Hundred and Ten Million only)			
5	Increase in investment limits for Foreign Portfolio Investors and Non-Resident Indians/ Overseas Citizens of India			
6	To consider and enhance the Borrowing Limit of the Company over and above the limit as prescribed under section 180 (1)(c) of The Companies Act, 2013 not exceeding the sum of Rs. 15,00,00,00,000/- (Rupees Fifteen Hundred Crores only).			
7	To consider and approve re-appointment of Mr. Vimal Raj Mathur (DIN:03138072) as the Managing Director and Chief Executive Officer of the Company for a period of 5 (five) years commencing from September 7, 2026 to September 6, 2031			
8	To consider and approve Re-Appointment of Mr. Sudheep Raj Mathur (DIN: 03138111) as Whole Time Director and Chief Financial Officer of the Company for a period of 5 (five) years commencing from September 7, 2026 to September 6, 2031			
9	Appointment of M/s Aparna Tripathi & Associates, Company Secretaries, (Firm Registration No S2023MH956300), as the Secretarial Auditors of the Company			

Place: Hyderabad
Date: 07-09-2026 (Signature of the shareholder)

ROUTE MAP OF THE VENUE

Venue: 508, 05th Floor, Gowra Fountainhead, HUDA Techno Enclave, HITEC City, Hyderabad, Telangana-500081



INDEPENDENT AUDITOR’S REPORT

To the Members of Gradiente Infotainment Limited

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the standalone Ind AS financial statements of Gradiente Infotainment Limited (“the Company”) which comprises the Balance Sheet as at March 31, 2026, the statement of Profit and Loss (including Other Comprehensive Income), statement of Changes in Equity and statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the matters described in the qualified opinion paragraph, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Ind AS and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and of its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the financial statements for the reason of:

i. *As per the audited financial statements as on 31.03.2026 there is a gratuity payable of Rs. 16.02 Lakhs, however this amount is transferred to unsecured loan from directors and shares allotted against this amount.*

ii. *The balances of trade receivables, Fixed deposit, Deposits, other current assets, Bank Overdrafts, Term Loans, Bank Balances, Advances to Vendors, Trade payables and other current liabilities have not been confirmed. Consequential impact/ confirmation/ reconciliation/ adjustment of such balances is not ascertainable.*

iii. *The balances of suppliers whether debit or in credit are subject to confirmation, reconciliation and adjustment, if any, in the books of accounts. Impact on Profit, if any could not be ascertained.*

iv. *The management of the Company could not provide satisfactory explanation of cash withdrawals from bank of Rs. 42.25 Lakhs during the year and it has inoperative accounts amounting to Rs. 1.06 lakhs where the management has not provided with any confirmation on the same.*

The overall impact of the above qualifications on the Statement of Profit and Loss and the Balance Sheet could not be ascertained.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than Standalone Ind AS Financial Statements and Auditor's Report Thereon

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

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Ind AS 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 of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of Standalone Ind AS Financial Statement

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

A further description of the auditor's responsibilities for the audit of the standalone Ind AS financial statements is included in Annexure A. This description forms part of our auditor's report.

Report on Other Legal and Regulatory Requirements

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

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, the Statement of Changes in Equity 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 Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with

Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the Internal Financial Control with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".

g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197(16) of the Act.

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

   i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements.

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

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

   iv. The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the standalone Ind AS financial statements, no funds have been advanced, loaned or invested by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly, lend or invest in other person(s) or entity(ies) identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other person(s) or entity(ies) identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the above representations contain any material misstatement.

v. The Company has not declared or paid any dividend during the year. Accordingly, reporting on compliance with Section 123 of the Act is not applicable.

vi. Based on our examination, which included test checks, and subject to the matters stated in the Basis for Qualified Opinion and Annexure C to this report, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of audit, we did not come across any instance of the audit trail feature being tampered with. The audit trail has been preserved by the Company as per the statutory requirements for record retention.

For S. K. Dhar & Co.
Chartered Accountants

Sd/-
CA Sandip Kumar Dhar
M. No. - 065056
UDIN: 26065056INTKVO5162
Dated: 30-05-2026
Place: Kolkata
Firm Registration No: 307041E

Annexure A

Responsibilities for Audit of Standalone Ind AS Financial Statement

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

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern. Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

For S. K. Dhar & Co.
Chartered Accountants

Sd/-
CA Sandip Kumar Dhar
M. No. - 065056
UDIN: 26065056INTKVO5162
Dated: 30-05-2026
Place: Kolkata
Firm Registration No: 307041E

Annexure B to the Independent Auditor's Report of even date to the members of Gradiente Infotainment Limited, on the financial statements for the year ended 31st March 2026

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

(i) (a) (A) The Company has not maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has not maintained proper records showing full particulars of Intangible Assets.

(a) The major Property, Plant and Equipment of the company have not been physically verified by the management at reasonable intervals during the year.

(b) According to the information and explanation given to us, the title deeds of the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company.

(c) The Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year.

(d) According to the information and explanation given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder during the year.

(ii) (a) The Company does not have any inventory and no working capital limits in excess of five crore rupees (at any point of time during the year), in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.

(iii) During the year the company has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties:

(a) During the year the company has made investment in a subsidiary

(b) During the year, the Company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity.

(c) The Company has not provided any loans or advances in the nature of loans to any other entity during the year. Accordingly, the provisions of clause 3(ii) (b), (c), (d), (e) and (f) of the Order are not applicable.

(iv) According to the information and explanation given to us, the company has no loans, guarantees or security where provisions of section 185 and 186 of the Companies Act, 2013 are to be complied with.

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

(vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub‒section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the

Order are not applicable.

(vii) (a)The Company is not regular in depositing undisputed statutory dues, including Income−tax, Goods and Service Tax and other material statutory dues applicable to it to the appropriate authorities.

(b) Details of statutory dues referred to in sub−clause (a) above which have not been deposited as on March 31, 2026 on account of disputes are given below:

Name of the statute	Nature of dues	Amount Rs.	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Certain disallowance	1,34,61,831/−	AY 2009−10	Commissioner of Income Tax – Appeals, Hyd
Income Tax Act, 1961	Certain disallowance	89,74,702/−	AY 2010−11	Commissioner of Income Tax – Appeals, Hyd
Income Tax Act, 1961	Certain disallowance	14,54,85,538/−	AY 2011−12	Commissioner of Income Tax – Appeals, Hyd
Income Tax Act, 1961	Certain disallowance	3,33,77,324/−	AY 2012−13	Commissioner of Income Tax – Appeals, Hyd
Income Tax Act, 1961	Certain disallowance	32,90,345/−	AY 2013−14	Commissioner of Income Tax – Appeals, Hyd
Income Tax Act, 1961	Certain disallowance	2,68,272/−	AY 2015−16	Vivad Ve Viswas Scheme
Income Tax Act, 1961	Certain disallowance	4,53,396/−	AY 2016−17	Vivad Ve Viswas Scheme
Income Tax Act, 1961	Certain disallowance	55,880/−	AY 2018−19	Vivad Ve Viswas Scheme
Income Tax Act, 1961	Certain disallowance	20,81,603/−	AY 2017−18	Income Tax Officer
Income Tax Act, 1961	Certain disallowance	15,71,010/−	AY 2020−21	Income Tax Officer
Service Tax	–	37.17 Crores	FY 2009−10	CESTAT

(viii) According to the information and explanation given to us, company has no transactions, not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961);

(ix) (a) In our opinion and according to the information and explanations given by the management of the Company, the company has defaulted in repayment of loans or other borrowings or in the payment of interest thereon to banks. The particulars which are disclosed in paragraph 13 of the Notes to the accounts of the Company.

(b) Company is not declared wilful defaulter by any bank or financial institution or other lender;

(c) According to the information and explanation given to us, the Company has not obtained term loans;

(d) According to the information and explanation given to us, funds raised on short term basis have not been utilised for long term purposes;

(e) According to the information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;

(f) According to the information and explanation given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;

(g) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year;

(b) According to the information and explanation given to us, the Company has made preferential allotment of shares during the year and has not followed the prescribed procedure for such allotment.

(h) (a) According to the information and explanation given to us, any fraud by the company or any fraud on the company has not been noticed or reported during the year;

a. According to the information and explanation given to us, no report under sub−section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT−4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

b. According to the information and explanation given to us, no whistle−blower complaints, received during the year by the company;

(i) Company is not a Nidhi company, accordingly provisions of the Clause 3(xii) of the Order is not applicable to the company:

(j) In our opinion, the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties undertaken during the year and the details of such related party transactions have not been disclosed in the standalone financial statements as required by the applicable accounting standards.

(k) According to the information and explanations given to us, the Company does not have an internal audit system commensurate with the size and nature of its business;

(l) According to the information and explanations given to us, we are of the opinion that the company has not entered into any non−cash transactions with directors or persons connected with him and accordingly, the provisions of clause 3(xv) of the Order is not applicable.

(m) According to the information and explanations given to us, we are of the opinion that the company is not required to be registered under section 45−IA of the Reserve Bank of India Act, 1934 and the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly the provisions of clause 3(xvi) of the Order are not applicable;

(n) According to the information and explanations given to us and based on the audit procedures conducted we are of opinion that the company has not incurred any cash losses in the financial year and the immediately preceding financial year;

(o) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable;

(p) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of the balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.

(q) The provisions of Section 135 towards corporate social responsibility are not applicable on the company. Accordingly, the provisions of clause 3(xx) of the Order is not applicable.

(r) The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For S. K. Dhar & Co.
Chartered Accountants

Sd/-
CA Sandip Kumar Dhar
M. No. - 065056
UDIN: 26065056INTKVO5162
Dated: 30-05-2026
Place: Kolkata
Firm Registration No: 307041E

ANNEXURE "C" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

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

We have audited the internal financial controls over financial reporting of Gradiente Infotainment Limited (the "Company") as of March 31, 2026 in conjunction with our audit of the standalone Ind AS 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 respective 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.

Auditor's 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") issued by the ICAI and the Standards on Auditing ("SA"s) prescribed under Section 143(10) of the Companies Act, 2013 (the "Act"), to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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, to the best of our information and according to the explanations given to us, the Company does not have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were not operating effectively as at March 31, 2026, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S. K. Dhar & Co.
Chartered Accountants

Sd/-
CA Sandip Kumar Dhar
M. No. - 065056
UDIN: 26065056INTKVO5162
Dated: 30-05-2026
Place: Kolkata
Firm Registration No: 307041E

Gradiente Infotainment Limited
Balance Sheet as at 31 March 2026
(All amounts in ₹ in Lakhs, except share data and where otherwise stated)

Particulars	Note	31 March 2026	31 March 2025
Assets			
Non-current assets			
(a) Property, Plant and Equipment	5	185.83	220.52
(b) Capital Work-In-progress	5	2,363.51	2,344.38
(c) Intangible Assets Under Development		1,200.55	1,200.55
(d) Financial assets			
(i) Investments	6	26.03	7.65
(ii) Other financial assets	7	51.33	51.33
(iii) Other Non Current Assets		0.00	0.00
Total non-current assets		**3,827.25**	**3,824.43**
Current assets			
(a) Financial assets			
(i) Trade receivables	8	4,999.60	3,430.17
(ii) Other financial assets	7	0.50	0.00
(ii) Cash and cash equivalents	9	65.62	42.26
(b) Other current assets	10	27,048.35	26,603.12
Total current assets		**32,114.07**	**30,075.56**
Total assets		**35,941.33**	**33,899.99**
Equity and Liabilities			
Equity			
(a) Equity Share Capital	11	33,240.00	33,240.00
(b) Other Equity	11A	(1,743.80)	(2,219.02)
Equity attributable to the owners of the Company		**31,496.20**	**31,020.98**
Non - controlling interests		-	-
Total equity		**31,496.20**	**31,020.98**
Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	1,025.35	812.22
(ii) Provisions	13	-	0.00
Total non-current liabilities		**1,025.35**	**812.22**
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	0.00	1.06
(ii) Trade Payables			
Total outstanding dues of MSME			
Total outstanding dues of creditors other than MSME	14	2,859.91	2,019.00
(b) Other current liabilities	15	402.00	10.46
(c) Provisions	13	157.87	36.26
Total Current Liabilities		**3,419.77**	**2,066.78**
Total Equity and Liabilities		**35,941.32**	**33,899.99**

The accompanying Significant accouting policies and notes form an integral part of the Standalone financial

As per our report of even date	**For and on behalf of Board of Directors of**	
For S. K. Dhar & Co.	**Gradiente Infotainment Limited**	
Sd/-	**Sd/-**	Sd/-
CA Sandip Kumar Dhar	**Vimal Raj Mathur**	**Sudheep Raj Mathur**
M.No. 065056	Managing Director	Director
Firm Reg No: 307041E	DIN: 03138072	DIN: 03138111
UDIN: 26065056INTKVO5162		
Place: Hyderabad		
Date:30/05/2025		

Gradiente Infotainment Limited
Statement of Profit and Loss for the year ended 31 March 2026
(All amounts in ₹ in Lakhs, except share data and where otherwise stated)

Particulars	Note	31 March 2026	31 March 2025
Continuing operations			
Revenue from operations	16	2,986.32	2,128.19
Other Income	17	1.14	0.55
Total Revenue (1+2+3)		**2,987.46**	**2,128.74**
Expenses			
(a) Cost of materials consumed	18	2,277.41	1,544.57
(b) Employee benefits expense	19	98.52	66.26
(c) Finance Costs	20	4.15	4.80
(d) Depreciation and amortization expense	5	40.24	37.16
(e) Other expenses	21	153.32	379.54
Total Expenses (4)		**2,573.63**	**2,032.33**
Profit/(Loss) Before Exceptional items and Tax (3-4)		**413.83**	**96.40**
Exceptional Items		-	-
Profit/(Loss) Before Tax (5-6)		**413.83**	**96.40**
Tax expense			
(a) Current tax		**117.00**	25.06
(b) Deferred tax		-	-
Profit/(Loss) for the year from continuing operations (7-8)(after tax)		**296.83**	**71.34**
Discontinued Operations			
Profit/(Loss) from discontinued operations before tax		-	-
Less: Tax expense of discontinued operations		-	-
Profit/(Loss) from discontinued operations (10-11) (after tax)		-	-
Profit/(Loss) for the year (9+12)		**296.83**	**71.34**
Other comprehensive income (OCI)			
(i) Items that will not be reclassified to profit or loss		-	-
-Remeasurements of the defined benefit plans			
(ii) Tax on items that will not be reclassified to profit or loss		-	-
(i) Items that will be reclassified to profit or loss:		-	-
-Deferred gains/(losses) on cash flow hedges			
- Recycled to statement of profit & (loss) on closure ofhedging arrangements			
(ii) Tax on items that may be reclassified to profit or loss		-	-
Items that may be reclassified subsequently to profit or loss		-	-
Total other comprehensive income/(loss) for the year, net of tax		-	-
Total comprehensive income/ (loss) (A+B)		-	-
Total comprehensive Income/(loss) for the year (13+14)		**296.83**	**71.34**
Profit/(Loss) for the year attributable to:			
Owners of the Company		**296.83**	**71.34**
Non-controlling Interests		-	-
Other comprehensive Income/(loss) for the year attributable to:			
Owners of the Company		-	-
Non-controlling Interests		-	-
Total comprehensive Income/(loss) for the year attributable to:			
Owners of the Company		**296.83**	**71.34**
Non-controlling Interests		**-**	**-**
Earnings per share:			
(a) Continuing Operations			
(i) Basic		0.09	0.02
(ii) Diluted		0.09	0.02
(b) Discontinued Operations			
(i) Basic		-	-
(ii) Diluted		-	-
(b) Total EPS (Continuing & Discontinued)			
(i) Basic		0.09	0.02
(ii) Diluted		0.09	0.02

The accompanying Significant accouting policies and notes form an integral part of the Standalone financial statements.

As per our report of even date
For S. K. Dhar & Co.

Sd/-
CA Sandip Kumar Dhar
M.No. 065056
Firm Reg No: 307041E
UDIN: 26065056INTKVO5162
Place: Hyderabad
Date:30/05/2025

For and on behalf of Board of Directors of
Gradiente Infotainment Limited

Sd/-
Vimal Raj Mathur
Managing Director
DIN: 03138072

Sd/-
Sudheep Raj Mathur
Director
DIN: 03138111

Gradiente Infotainment Limited
Cash Flow Statement for the year ended 31 March 2026
(All amounts in ₹ in Lakhs, except share data and where otherwise stated)

Particulars	31 March 2026	31 March 2025
Cash Flows from Operating Activities		
Net profit before tax	413.83	96.41
Adjustments for :		
Depreciation and amortization expense	40.24	37.16
Provision for doubtful debts	-	-
Dividend Income	-	-
Operating profit before working capital changes	**454.07**	**133.57**
Movements in Working Capital		
(Increase)/Decrease in Trade Receivables	(1,569.43)	(2,122.32)
(Increase)/Decrease in Other financial assets	-	-
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Other Current Assets	(445.23)	(23,881.40)
(Increase)/Decrease in Other Non Current Assets	(37.17)	-
Increase/(Decrease) in Provisions	188.09	(34.65)
Increase/(Decrease) in Borrowings	212.07	(0.48)
Increase/(Decrease) in Trade payables	840.91	1,494.07
Increase/(Decrease) in Other current liabilities	388.96	5.24
Cash generated from operations	**(421.80)**	**(24,539.55)**
Direct Taxes Paid	(117.00)	(25.07)
Net Cash from operating activities (A)	**(84.73)**	**(24,431.05)**
Cash flows from Investing Activities		
Investment in Subsidary	(18.38)	(7.65)
Increase in Capital Work In Progress	(19.13)	-
Increase in Intangible Assets Under Development	(0.00)	-
Investments in Securites / Deposits	-	-
Increase in Property, Plant and Equiments	(5.55)	(148.75)
Net Cash used in Investing Activities	**(43.06)**	**(156.40)**
Cash flows from/(used in) Financing Activities		
Increase in Share capital	-	24,818.83
Proceeds in Share application money	211.64	-
Payment of dividends	(60.49)	-
Repayment / Proceeds from Long term borrowings	-	-
Repayment/(Proceeds) of/from Short-term borrowings	-	(218.09)
Increase/ (Decrease) in Share Application Money	-	-
Net Cash used in Financing Activities	**151.15**	**24,600.74**
Net Increase/(Decrease) in cash and cash equivalents	**23.36**	**13.31**
Cash and Cash equivalents at the beginning of the year	42.25	28.95
Cash and Cash equivalents at the ending of the year (Refer Note 12)	**65.61**	**42.25**

Notes :-
1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard on "Cash Flow S
2. The accompanying notes are an integral part of the financial statements.
The accompanying Significant accouting policies and notes form an integral part of the Standalone financial statements.

As per our report of even date
For S. K. Dhar & Co.

Sd/-
CA Sandip Kumar Dhar
M.No. 065056
Firm Reg No: 307041E
UDIN: 26065056INTKVO5162
Place: Hyderabad
Date:30/05/2025

For and on behalf of Board of Directors of
Gradiente Infotainment Limited

Sd/-
Vimal Raj Mathur
Chairman & Managing Direct
DIN:03138072

Sd/-
Sudheep Raj Mathur
Director
DIN:03138111

Notes forming part of Standalone financial statements for the year ended 31 March, 2026
(All amounts are in Indian Rupees in lakhs unless otherwise stated)

1. Corporate Information

Gradiente Infotainment Limited (GIL) ("the Company") is engaged in the business of Media Entertainment, i.e. Production of Movies and Web -series, Digital marketing, Advertisement, Music, etc. The company is having its registered office at 306, Third floor, Mayfair Gardens, Road No. 12 Banjara Hills, Hyderabad – 500 034 and Corporate office at #508, 5th floor, Gowra Fountainhead, HUDA Techno Enclave, HITEC City, Hyderabad, Telangana 500081

The Company's shares are listed on The National Stock Exchange Limited (NSE) and The Calcutta Stock Exchange Limited (CSE)

2. Recent Accounting pronouncements

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021 and are incorporated in preparation and presentation of these financial statements. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet:

a. Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.

b. Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.

c. Specified format for disclosure of shareholding of promoters.

d. Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.

e. If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.

f. Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

Statement of Profit and Loss:

Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the standalone financial statements.

Applicability of new and revised Ind AS

All the Indian Accounting Standards issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorized have been considered in preparing these financial statements. There are no new standards or amendments notified by the Ministry of Corporate Affairs which would have been applicable from April 01, 2022.

3. Significant Accounting Policies

3.1 Statement of compliance

These standalone financial statements of the Group have been prepared in accordance with Indian Accounting Standards ("Ind AS") prescribed under Section 133 of Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time. The accounting policies as set out below have been applied consistently to all years presented in these standalone financial statements.

3.2 Basis of preparation and presentation

The Standalone financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these Standalone Financial Statements is determined on such a basis.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The principal accounting policies are set out below:

3.3 Basis of Consolidation

Notes on these Standalone Financial Statements are intended to serve as a means of informative disclosure and a guide to better understanding of the position of the companies. Considering this purpose, the Company has disclosed only such Notes from the individual Financial Statements, which:

- are necessary for presenting a true and fair view of the Standalone Financial Statements,
- the notes involving items, which are considered to be material.

This Standalone financial statements incorporate the financial statements of the Company, its subsidiaries and associate of the Company. Subsidiaries are entities controlled by the Company. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has ability to use its power to affect its returns

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- potential voting rights held by the Company, other vote holders or other parties, if any;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the Standalone statement of profit and loss from the date the Company gains control until the date the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the shareholders of the company and to non-controlling interests. Total comprehensive income of subsidiaries is attributed to the shareholders of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Standalone Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances are presented to the extent possible, in the same manner as the Company's separate financial statements except otherwise stated.

The Standalone Financial Statements have been prepared by combining the financial statements of the company and its subsidiaries on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating in full intra-group balances, intra-group transactions and unrealized profits. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Non-controlling interest represents the proportion of income, other comprehensive income and net assets in subsidiaries that is not attributable to the Company's shareholders. Considering the substance of the agreements entered into with the group captive customers, the profits/losses of the subsidiaries operating under group captive mode are absorbed by the Company.

In case Group loses control of a subsidiary on its disposal, the difference between the proceeds from disposal of investments in a subsidiary and the carrying amount of its net assets as on the date of disposal is recognized in the Standalone Statement of Profit and Loss.

3.4 Business Combination

Acquisitions of businesses are accounted for using the acquisition method. In this method, acquirer's identifiable assets, liabilities and contingent liabilities that meet condition for recognition are recognized at
their fair values as at the acquisition date. Acquisition related costs are generally recognised in Standalone statement of profit and loss as incurred.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any noncontrolling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) cost of the investment, after reassessment, is recognised directly in equity as capital reserve in the period in which the investment is acquired.

Non-Controlling Interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation is measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets.

Initially, Non-controlling interest is measured at proportionate share of the recognised amounts of the acquiree's identifiable net assets.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in Standalone statement of profit and loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to Standalone statement of profit and loss where such treatment would be appropriate if that interest were disposed of.

3.5 Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see note 3.4 above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in Standalone statement of profit and loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

The Group’s policy for goodwill arising on the acquisition of an associate is described in note 3.22 below.

3.6 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with original maturity of three months or less, which are subject to an insignificant risk of changes in value. In the Standalone Statement of Cash Flows, cash and cash equivalents consist of cash and short term deposits, as defined above, net of outstanding bank overdrafts, if any as they are considered as integral part of the Company’s cash management.

3.7 Taxation

Income tax expense represents the sum of the current tax and deferred tax.

3.7.1 Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from ‘profit before tax’ as reported in the Standalone statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group’s current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

3.7.2 Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Standalone financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax liabilities are recognised for taxable temporary differences associated with investment in subsidiaries and associate, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such interests are recognised only to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.
Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability would be settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with asset will be realised.

3.7.3 Current and deferred tax for the year

Current and deferred tax expense is recognised in the Standalone Statement of Profit and Loss. When they relate to items that are recognised in other comprehensive income or directly in equity, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Deferred tax has not been recognised in these Standalone financial statements since Group is incurring losses and is no longer probable that sufficient taxable profits will be available in near future for the deferred tax asset to be utilised.

3.8 Property plant and equipment (PPE)

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises the purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable) and includes interest on borrowings attributable to acquisition of qualifying property, plant and equipment up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Subsequent expenditure relating to property, plant and equipment's is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Property, plant and equipment acquired and put to use for project purpose are capitalised and depreciation thereon is included in the project cost till the project is ready for its intended use. Any part or components of property, plant and equipment which are separately identifiable and expected to have a useful life which is different from that of the main assets are capitalised separately, based on the technical assessment of the management.

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

Property, plant and equipment retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately.

Capital work in progress represents projects under which the property, plant and equipment's are not yet ready for their intended use and are carried at cost determined as aforesaid.

3.9 Depreciation

Depreciation on property, plant and equipment is provided pro-rata for the periods of use on the straight-line method at the rates specified in Schedule II to the Companies Act, 2013 except in respect of certain assets mentioned below which are provided for at the rates based on the estimated useful lives of the assets, as determined by the Management.

Plant and Equipment in the nature of Electrical equipment including transmission facilities are depreciated over a period of 22 to 27 years considering the nature of the facilities and technical evaluation.

Individual assets costing less than Rs. 5,000 each are depreciated in the year of purchase considering the type and usage pattern of these assets.

Leasehold improvements are depreciated over the primary lease period.
Depreciation is accelerated on property, plant and equipment, based on their condition, usability, etc. as per the technical estimates of the Management, where necessary.

Buildings and Plant and Machinery on land/plant obtained on a lease arrangement are depreciated over the term of the arrangement.

3.10 Intangible assets

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any.

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised

on a straight line basis over the estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on prospective basis.

An Intangible asset is derecognised on disposal or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

3.11 Revenue recognition

Effective April 01, 2018, the Group adopted Ind AS 115, 'Revenue from Sale to Customers' Application of this standard does not have any impact on the revenue recognition and measurement.

Revenue from Operations- Sale of Print Advertisement, Printing Jobs & Digital Marketing

The group derives revenue primarily from Sale of Media Space (Print Advertisement), Printing Jobs & Digital Marketing.

Revenue from the sale is recognised on the basis of the advertisements, Printing Jobs & Digital Marketing in accordance with industry standards, at rates agreed upon with customers and when there is no uncertainty in realising the same.

Other Income

(i) Dividend from investments is recognised when the shareholder's right to receive payment is established and it is probable that the economic benefits will flow to the Group and the amount can be measured reliably.
(ii) Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and the effective rate of interest applicable.

3.12 Employee Benefits

Employee benefits are accrued in the period in which the associated services are rendered by employees of the Group. Other than salaries to employees, no defined contribution plans (contribution to PF, ESI, Pension Plans, etc.) and defined benefit plans (Gratuity Plan), for want of threshold numbers.

3.13 Borrowing Costs

Borrowing costs specifically identified to the acquisition or construction of qualifying assets are capitalized as part of such assets. A qualifying asset is one that necessarily takes a

substantial period of time to get ready for the intended use. All other borrowing costs are charged to the Standalone statement of profit and loss.

3.14 Financial instruments

Financial assets and financial liabilities are recognised when the group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted Group from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Standalone statement of profit and loss.

3.15 Financial Liabilities and Equity Instruments

3.15.1 Classifications debt or equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

3.15.2 Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the are recognized at the proceeds received, net of direct issue costs.

3.16 Earnings Per Share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Further, the Basic and Diluted earnings per share attributable to the equity shareholders of the Holding Company are presented separately for continuing and discontinuing operations for the year.

3.17 Impairment of Assets

At the end of each balance sheet date, the Group assesses whether there is any indication that any Property, plant and equipment and intangible assets with finite lives may be impaired. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects
current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash- generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in Standalone statement of profit and loss.

3.18 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent assets are disclosed in the Standalone financial statements by way of notes to accounts when an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the Standalone financial statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

3.19 Operating Segment

Operating segments reflect the Group's management structure and the way the financial information is regularly reviewed by the Group's Chief Operating Decision Maker (CODM). The CODM considers the business from both business and product perspective based on the dominant source, nature of risks and returns and the internal organisation and management structure.

Ind AS 108 operating segment requires Management to determine the reportable segments for the purpose of disclosure in financial statements based on the internal reporting reviewed by the CODM to assess performance and allocate resource. The standard also required Management to make judgments with respect to recognition of segments. Accordingly, the Group recognizes Media Entertainment as its sole segment.

3.20Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in Notes to these Standalone financial statements. Based on the nature of products and services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

3.21 Subsidiary Companies:

The company has no Subsidiary companies

4 Critical accounting assumptions

The preparation of Standalone Financial Statements in conformity with Ind AS requires management to make judgements, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets and liabilities, disclosures of contingent liabilities at the date of the Standalone Financial Statements and the reported amounts of revenue and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Standalone Financial Statements pertain to:

4.1 Useful lives of property, plant and equipment and intangible assets

The Group has estimated useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Group reviews the carrying amount of property, plant and equipment and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Depreciation on property, plant and equipment is provided pro-rata for the periods of use on the straight line method (SLM) on the basis of useful life of the property, plant and equipment mandated by Part C of Schedule II of the Companies Act, 2013 or the useful life determined by the Group based on technical evaluation, whichever is lower, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, maintenance support, as per details given below:

Type of Asset	**Estimated useful life in years**
Buildings	30
Plant & Machinery	8
Furniture & Fixtures	10
Vehicles	8
Office Equipment	5
Computers	3
Air Conditioners	5
UPS	5
Mobile Phones	5
Audio & Visual Equipment	5

4.2 Impairment of tangible and intangible assets other than goodwill

Property, plant and equipment and intangible assets are tested for impairment when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

At each Balance Sheet date, consideration is given to determine whether there is any indication of impairment of the carrying amount of the Group's assets. If any indication exists, estimation is made for the asset's recoverable amount, which is the greater of the net selling price and the value in use. An impairment loss, if any, is recognized whenever the carrying amount of an asset exceeds the recoverable amount.

Impairment losses of continuing operations, including impairment on inventories, if any, are recognized in the Standalone statement of profit and loss. **Events after the reporting period** Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorization for issue.

Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed if material.

5. **Property, Plant and Equipment**

Particulars	Land	Buildings	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipment	Computers	Leasehold Improvements	App Development	Others	Total
Gross Carrying Amount											
Balance as at 01 April 2024	-	18.53	0.27	5.93	44.73	0.10	80.11	-	36.17	-	185.83
Additions	-	-	-	47.02	-	-	90.35	-	-	-	137.37
Disposals	-	-	-	-	-	-	-	-	-	-	
Balance as at 31 March 2025	-	18.53	0.27	52.95	44.73	0.10	170.46	-	36.17	-	323.20
Balance as at 01 April 2025	-	18.53	0.27	52.95	44.73	0.10	170.46	-	36.17	-	323.20
Additions	-	-	-	-	-	-	5.57	-	-	-	5.57
Disposals	-	-	-	-	-	-	-	-	-	-	-
Effect of changes in foreign exchange rates	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2026	-	18.53	0.27	52.95	44.73	0.10	176.03	-	36.17	-	328.77

Accumulated Depreciation / Impairment											
Balance as at 01 April 2024	-	7.98	0.24	1.73	6.42	0.1	49.07	-	-		65.54
Depreciation for the year	-	0.33	0.03	4.42	3.98	0	28.4				37.16
Impairment for the year	-	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2025	-	8.31	0.27	6.15	10.40	0.10	77.47	-	-	-	102.70
Balance as at 01 April 2025	-	8.31	0.27	6.15	10.40	0.10	77.47	-	-	-	102.70
Depreciation for the year	-	0.32	-	4.04	3.57	-	32.31	-	-	-	40.24
Impairment for the year	-	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2026	-	8.63	0.27	10.19	13.97	0.10	109.78	-	-	-	142.94
Net carrying value											
as at 31 Mar 2025	-	10.22	(0.00)	46.80	34.33	0.00	92.99	-	36.17	-	220.50
as at 31 Mar 2026	-	9.90	(0.00)	42.76	30.76	0.00	66.25	-	36.17	-	185.83

Notes:

5.1 All the above assets are owned by the Company.

5.2 Depreciation, Amortisation and Impairment for the year comprises of the following:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Depreciation / Amortization on (i) Continuing Operations - Property, Plant and Equipment - Intangible Assets	 **40.24** **-**	 **37.16** **-**
Total	**40.24**	**34.05**

5.3 There are no proceedings initiated or pending against the company for holding any benami property held under the Prohibition of Benami Property Transactions Act 1988

5.4 There are no revaluations to the PPE/intangible assets of the company during the year/previous year.

5.5 Capital Work-In-Progress

Capital Work-In-Progress ageing schedule As at March 31, 2026

Particulars	**Amount in CWIP for a period of**				**Total**
CWIP	Less than 1 year	1-2 years	2-3 years	more than 3 years	
(i) Projects in progress	19.13	0	284.57	2059.81	2,363.51
Total	**19.13**	**0**	**284.57**	**2059.81**	**2,363.51**

Capital Work-In-Progress ageing schedule As at March 31, 2025

Particulars	**Amount in CWIP for a period of**				**Total**
CWIP	Less than 1 year	1-2 years	2-3 years	more than 3 years	
(i) Projects in progress	0	284.57	69.68	1990.13	2344.38
Total	**0**	**284.57**	**69.68**	**1990.13**	**2344.38**

6 Non-current investments

Particulars	**As at March 31, 2026**		**As at March 31, 2025**	
	No. of Shares	**Amount**	**No. of Shares**	**Amount**
Measured at Cost Unquoted Investments (fully paid) Investment in Equity of Subsidiary Company Less: Impairment in value of Investments	**260300**	**26.03**	**76500**	**7.65**
Total	**260300**	**26.03**	**76500**	**7.65**

6.1 Investment in Subsidiary– Unquoted

Sl. NO.	**Name of the Subsidiary**	**Country of Incorporation**	**Ownership Interest**	**Original Cost of Investments**	**Amount of Goodwill / (Capital Reserve) in Original Cost**	**Carrying Amount of Investments**	**Provision for Impairment**	**Closing Balance**

7 Other Financial Assets - Non current

Particulars	As at March 31, 2026	As at March 31, 2025
(a) Security Deposits	51.33	51.33
Total	**51.33**	**51.33**

Other Financial Assets (Current)

Particulars	As at March 31, 2026	As at March 31, 2025
(a) Security Deposits - Unsecured and considered good	0.50	-
Total	0.50	-

8 Trade Receivables (Current)

Particulars	As at March 31, 2026	As at March 31, 2025
(a) Trade Receivables considered good - Secured	-	-
(b) Trade Receivables considered good - Unsecured	4,999.60	3,430.17
(c) Trade Receivables which have significant increase in Credit Risk	-	-
(d) Trade Receivables - credit impaired	-	-
Less: Allowances for credit losses	-	-
Total	**4,999.60**	**3,430.17**

8.1 Ageing of receivables -2026.

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months – 1 year	1-2 years	2-3 years	more than 3 years	
• Undisputed trade receivables – considered good • Undisputed trade receivables – which have significant increase in credit risk • Undisputed trade receivables – credit impaired • Disputed trade receivables – considered good • Disputed trade receivables – which have significant increase in credit risk Disputed trade receivables – credit impaired	-	865.72	1256 .08	2,87 7.80	-	4,999.60

• Less: Allowance for doubtful trade receivables - billed **Trade Receivables billed - (Net)**						
Total	-	865.72	1256 .08	2,87 7.80	-	4,999.60

8.2 Ageing of receivables -2025.

Particulars	**Outstanding for following periods from due date of payment**					**Total**
	Less than 6 months	6 months – 1 year	1-2 years	2-3 years	more than 3 years	
• Undisputed trade receivables – considered good • Undisputed trade receivables – which have significant increase in credit risk • Undisputed trade receivables – credit impaired • Disputed trade receivables – considered good • Disputed trade receivables – which have significant increase in credit risk Disputed trade	-	1256.08	2,877.80	-	-	3,430.17

receivables – credit impaired • Less: Allowance for doubtful trade receivables - billed **Trade Receivables billed - (Net)**						
Total	-	1256.08	2,877.80	-	-	3,430.17

8.3 Major customers, being private companies having good standing and client relationship, carry negligible credit risk. Concentration of credit risk to any private counterparty is periodically reviewed by the management.

8.4 There are no debts due from the directors or other officers of the Company or any of them either severally or jointly with any other person or debts due from firms including Limited Liability Partnerships (LLPs), private companies, respectively, in which any director or other officer is a partner or a director or a member.

9 Cash and Cash equivalents

Cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Cash and Bank Balances		
(a) Cash on hand	55.27	39.38
(b) Balances with banks		
(i) In current accounts	0.77	2.88
(ii) In foreign currency accounts	-	-
(iii) In unclaimed dividend accounts	2.28	-
(iv) Inoperative accounts	1.06	-
Total	**59.37**	**42.26**

Bank Balances

Particulars	As at March 31, 2026	As at March 31, 2025
Other Bank Balances		
(i) In deposit accounts	6.24	-
(ii) In earmarked accounts	-	-
Total	**6.24**	**-**

10 Other Current Assets

Particulars	As at March 31, 2026	As at March 31, 2025
TDS Receivable	41.38	0.06
Duties and Taxes	432.99	22.51
Advances to Suppliers (Note 14.1)	26,573.97	26,580.55
Total	**27,048.35**	**26,603.12**

10.1 Considering the developments in during the year FY 2024-25, the group could not proceed with anticipated activities. However, the Group is confident of recovering substantial the advances given in this regard. Considering the above facts and the comfort the group has with the suppliers, no provision is required for the advances. Nevertheless, for the delay in recovering the said advances, the Group is not making any provision for credit losses if any till March 31, 2025.

11 Share Capital

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number of Shares	**Amount in Rs.**	**Number of Shares**	**Amount in Rs.**
(a) Authorised Equity shares of Rs. 10 each with voting rights				
(b) Issued Equity shares of Rs. 10 each with voting rights	33,50,00,000 33,24,00,000	3,35,00,00,000 3,32,40,00,000	33,50,00,000 33,24,00,000	3,35,00,00,000 3,32,40,00,000
(c) Subscribed and fully paid up Equity shares of Rs.10 each with voting rights	33,24,00,000	3,32,40,00,000	33,24,00,000	3,32,40,00,000
Total	**33,24,00,000**	**3,32,40,00,000**	**33,24,00,000**	**3,32,40,00,000**

11.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Closing Balance
Equity shares with voting rights			
Year ended 31 March, 2026			
-Number of shares	33,24,00,000		33,24,00,000
- Amount (in Rs.)	33,24,00,000		33,24,00,000
Year ended 31 March, 2025			
-Number of shares	8,42,11,667	24,81,88,333	33,24,00,000
- Amount (in Rs.)	84,21,16,670	2,48,18,83,330	33,24,00,000

11.2 Terms and Rights attached to equity shares

(i) The company has only one class of equity shares having a par value of Rs.10 each. Each shareholder of equity shares is entitled to one vote per share.

(ii) In the event of liquidation, the equity shareholders will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion to shareholding.

11.3 Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2026		As at March 31, 2025	
	Number of Shares held	% holding in that class of shares	Number of Shares held	% holding in that class of shares
Equity shares with voting rights				
Ramaswamyreddy Pedinekaluva (HUF)	5,29,00,000	15.91	-	-
Vimal Raj Mathur	3,24,45,298	9.76	4,35,95,298	13.12
Sunitee Raj	3,15,46,739	9.49	3,28,46,739	9.88
Ramaswamy Reddy Pedinekaluva	2,54,81,002	7.67	2,59,81,002	7.82
Mohana Rao Vadlamudi	2,29,99,998	6.92	2,29,99,998	6.92
Vattam Ramachandra Reddy	-	-	3,09,00,000	9.30
Vattam Sukanya	-	-	3,05,00,000	9.18
Ravindra Somineni	-	-	2,18,00,000	6.56
Total	**1,65,373,037**	**49.75**	**2,08,623,037**	**62.78**

11.4 Disclosure of shareholding of promoters

Disclosure of shareholding of promoters as at March 31, 2026

Class of shares / Name of shareholder	**As at March 31, 2026**		**As at March 31, 2025**		**% change during the year**
	No. of Shares	**% of total shares**	**No. of Shares**	**% of total shares**	
Equity shares with voting rights					
(a) Vimal Raj Mathur	3,24,45,298	9.76	4,35,95,298	13.12	-3.36
(b) Sunitee Raj	3,15,46,739	9.49	3,28,46,739	9.88	-0.39
(c) Vineet Raj Mathur	27,19,173	0.82	27,19,173	0.82	0
(d) Anusha Raj Mathur	13,79,953	0.42	13,79,953	0.42	0
(e) Sudheep Raj Mathur	12,07,533	0.36	14,07,533	0.42	-0.06
(f) Kunal Raj Mathur	66,666	0.02	66,666	0.02	0
(g) Gradiente Impex Private Limited	10,03,800	0.3	10,03,800	0.3	0
Total	**7,03,69,162**	**21.17**	**8,30,19,162**	**24.98**	**-3.81**

11.5 Shares reserved for issue under options and contracts or commitments for the sale of shares or disinvestment, including the terms and amounts - Nil.

11.A Statement of changes in Other equity

(All amounts in ₹ in Lakhs, except share data and where otherwise stated)

Particulars		**Reserves and Surplus**							
	Equity Share Capital *	**Capital Reserve**	**Securities Premium**	**Capital Redemption Reserve**	**General Reserves**	**Retained Earnings**	**Share Application Money**	**Total Reserves**	**Total Equity**
Balance as at April 01, 2025	**33,240.00**	**57.70**	**-**	**-**	**302.62**	**(2,640.51)**	**61.17**	**(2,219.02)**	**31,020.99**
Profit for the year		-	-	-	-	296.83	-	**296.83**	**296.83**
Total comprehensive Income/(loss) for the year	**33,240.00**	**57.70**	**-**	**-**	**302.62**	**(2,343.69)**	**61.17**	**(1,922.20)**	**31,317.81**
Transactions with owners of the Company		**-**	**-**	**-**	**-**		**-**	**-**	**-**
Contributions and Distributions	-	-	-	-	-	-	211.64	**211.64**	**211.64**
Issue of equity shares	-	-	-	-	-	-	-	**-**	**-**
Other comprehensive Income/(loss) for the year, net of tax	-	-	-	-	-	-	-	-	-
Total Transactions with owners of the Company	**-**	**-**	**-**	**-**	**-**	**-**	**211.64**	**211.64**	**211.64**
Dividend Paid**						(33.24)	-	**(33.24)**	**(33.24)**
Balance as at March 31, 2026	**33,240.00**	**57.70**	**-**	**-**	**302.62**	**(2,376.93)**	**272.81**	**(1,743.80)**	**31,496.21**

Balance as at April 01, 2024	**8,421.17**	**57.70**	**-**	**-**	**302.62**	**(2,678.61)**	**61.17**	**(2,257.12)**	**6,164.05**
Transactions with owners of the Company	-	-	-	-	-	71.34		**71.34**	**71.34**
Total comprehensive Income/(loss) for the year	**8,421.17**	**57.70**	**-**	**-**	**302.62**	**(2,607.27)**	**61.17**	**(2,185.78)**	**6,235.38**
Transactions with owners of the Company									
Contributions and Distributions									
Issue of equity shares	24,818.83							-	24,818.83
Total Transactions with owners of the Company	-								-
Total Transactions with owners of the Company	**24,818.83**	**-**	**-**	**-**	**-**	**-**	**-**		**24,818.83**
Dividend Paid**		-	-	-	-	(33.24)		(33.24)	(33.23)
Balance as at March 31, 2025	**33,240.00**	**57.70**	**-**	**-**	**302.62**	**(2,640.51)**	**61.17**	**(2,219.02)**	**31,020.99**

* Please refer to Note No.11 Equity Share Capital

**The Board of Directors, at its meeting held on 28 January 2026, approved the payment of an interim dividend on equity shares for the financial year ending 31 March 2026. The said interim dividend was distributed to the eligible equity shareholders during the period 30 January 2026 to 04 February 2026 in accordance with the provisions of the Companies Act, 2013 and the applicable SEBI regulations. In accordance with Ind AS 10 — Events after the Reporting Period, dividends paid during the year have been recognised as a deduction from retained earnings in the Statement of Changes in Equity for the year ended 31 March 2026.

12 Non-Current borrowings

Particulars	As at March 31, 2026	As at March 31, 2025
Loans - Secured		
From Banks (Refer Note)	34.00	29.65
Loans taken from others, unsecured (Refer Note)	991.35	782.58
Total	**1,025.35**	**812.22**

12.1 Details of the secured long-term borrowings from Banks

Particulars	Total Amount outstanding		Amounts due within one year classified as Current borrowings		Amount disclosed as Long Term Borrowings	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
From Banks	34.00	29.65	-	1.06	34.00	29.65
Total	**34.00**	**29.65**	**-**	**1.06**	**34.00**	**29.65**

12.2 Details of the un-secured long-term borrowings from others:

Particulars	Total Amount outstanding		Amounts due within one year classified as Current borrowings		Amount disclosed as Long Term Borrowings	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
From Directors	991.35	782.58	-	-	991.35	782.58
From Others(Note No. 18.3)		-				-
Total	**991.35**	**782.58**	**-**	**-**	**991.35**	**782.58**

12.3 Details of Security and Terms of Repayment/Interest

The loans obtained by the group are secured by assets identified in the loan agreements entered into by the group which are in the nature of immoveable property related to the group. The above loans are repayable over a period stipulated in the respective agreements. The interest rates ranging between 15% to 18% in respect of the above loans are in accordance with the terms of the respective loan agreements.

12.4 Details of Disputes in repayment of long term borrowings:

There have been certain delays in the repayments of principal and interest amounts in respect of borrowings from Banks by the Group. During the previous year ended 31 March 2025 and current year ended 31 March, 2026, there were disputes to the extent of Rs.51.68 lakhs in respect of principal and interest repayments. Out of the same, an amount of Rs. 15.53 lakhs has been resolved by the Group during the year and unpaid principal/ interest due as at 31 March 202 is nil; the balance Rs. 36.15 lakhs is under resolution.

12.5 Current Borrowings

Particulars	As at March 31, 2026	As at March 31, 2025
Loans - Secured From Banks	- -	 1.06
Total	**-**	**1.06**

12.6 Details of terms of repayment and security provided in respect of the secured Short term borrowings:

The short term borrowings obtained by the group are secured by assets identified in the loan agreements entered into by the group which are in the nature of Fixed Deposits relating to group. The above loans are repayable over a period stipulated in the respective agreements. The interest rates ranging between 6% to 7.5% in the respect of the above loans are in accordance with the terms of the respective loan arrangements.

13 Provisions- Non Current

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for Employee benefits		
Gratuity		
Provision for expenses		
Provision for Tax		
Provision for Audit fee		
Provision for Dividend		
Total		

Provisions- Current

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for Employee benefits		
Gratuity	-	-
Provision for expenses	13.52	
Provision for Tax	142.07	1.02
Provision for Audit fee	-	2.00
Provision for Dividend*	2.28	33.24
(a)		

Total	**157.87**	**36.26**

14 Trade Payables

Particulars	As at March 31, 2026	As at March 31, 2025
(a) Total outstanding dues of micro and small enterprises (b) Total outstanding dues of creditors other than micro and small enterprises	2,859.91	2019.00
Total	**2,859.91**	**2019.00**

15 Other current liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
(a) Statutory expenses payable (b) Salaries Payable	399.98 2.03	10.46 -
Total	**402.00**	**10.46**

16 Revenue from Operations

Particulars	As at March 31, 2026	As at March 31, 2025
Revenue from GIS, Press and Production	2,986.32	2,128.19
Total	**2,986.32**	**2,128.19**

17 Other Income

Particulars	As at March 31, 2026	As at March 31, 2025
Bank Interest Other Income	- 1.14	0.55 -
Total	**1.14**	**0.55**

18 Cost of Production

Particulars	As at March 31, 2026	As at March 31, 2025
Material Consumption	2,277.41	1,544.57
Total	**2,277.41**	**1,544.57**

19 Employee benefits expense

Particulars	As at March 31, 2026	As at March 31, 2025
Salaries and wages	98.52	66.26
Total	**98.52**	**66.26**

20 Finance Costs

Particulars	As at March 31, 2026	As at March 31, 2025
Interest on OD	4.15	4.80

Total	**4.15**	**4.80**

21 Other expenses

Particulars	As at March 31, 2026	As at March 31, 2025
Advertisements expense	2.62	-
Bank charges	0.86	0.64
Business promotion expense	7.29	1.19
Design expenses	1.22	-
Duties and taxes	-	275.99
Hotel boarding expense	6.19	-
Listing expense	1.60	8.88
Office maintenance	7.17	10.44
Other expense	38.09	2.63
Payments to auditors (Refer Note (i) below)	-	2.00
Power and fuel	3.04	3.51
Printing and stationery	-	0.11
Professional expense	16.19	12.35
Rent	46.38	39.70
Repairs and maintenance	0.86	8.75
Share registry expense	-	1.27
Subscription expense	0.63	-
Telephone and communication expense	4.26	1.00
Travelling and conveyance	16.91	11.08
Total	**153.32**	**379.54**

22 Segment information

The primary reporting of the company has been made on the basis of Business Segments. The company has a single business segment as defined in Indian Accounting Standard (Ind AS) 108 on Segment Reporting, namely Media Entertainment and related services. Accordingly, the amounts appearing in these Standalone Financial Statements relate to this primary business segment

23 Related Party Disclosure

Details of Related Parties:

Particulars	Names of Related Parties	
	As at March 31, 2026	As at March 31, 2025
Entities Exercising Significant Influence (EESI)	-	-
Key Management Personnel (KMP)	Mr. Vimal Raj Mathur, Chairman & Managing Director Mr. Sudheep Raj Mathur, Director Mrs. Sunitee Raj Mathur, Director	Mr. Vimal Raj Mathur, Chairman & Managing Director Mr. Sudheep Raj Mathur, Director Mrs. Sunitee Raj Mathur, Director

24 Earnings Per Share

Particulars	As at March 31, 2026	As at March 31, 2025
Basic and Dilutive		
Continuing operations		
Profit/(Loss) for the year	296.83	71.34
Profit/(loss) attributable to non-controlling interest	-	-
Profit/(loss) attributable to owners of the company	296.83	71.34
Weighted average number of equity shares - Numbers	33,24,00,000	33,24,00,000
Par value per share - Rupees	10.00	10.00
Earnings per share - Basic - Rupees	0.09	0.02
Earnings per share - Diluted - Rupees	0.09	0.02