

ENCASH ENTERTAINMENT LIMITED

Value for Money

CIN : L92413WB2008PLC124559; GSTIN : 19AADC4721B1Z5

Email id : encashentertainment@gmail.com; Website : www.encashentertainment.com

Ref. No.

Date :

07.09.2024

To, BSE SME Platform
Regd. Office : 25th Floor, P.J.Towers,
Dalal Street, Fort,
Mumbai - 400 001.

SUB: Annual Report of Encash Entertainment limited for the financial year 2023-2024

Respected Sir/ Madam,

In terms of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Annual Report of Encash Entertainment Limited for the financial year 2023-2024.

Kindly take the same on record and upload it on your websites.

Thanking You,
Yours faithfully,
For, **Encash Entertainment Limited**

Hancholi



(Hardika Pancholi)
(Company Secretary)



ENCASH

Value for Money

**ANNUAL REPORT
2023-2024**

ENCASH ENTERTAINMENT LIMITED

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CORPORATE INFORMATION**BOARD OF DIRECTORS**

Mr. Sachet Saraf	-	<i>Managing Director</i> (DIN: 01377285)
Ms. Rashmi Saraf	-	<i>Non-Executive Director</i> (DIN: 02096360)
Mr. Rajesh Kumar Singhanian	-	<i>Independent Director</i> (DIN: 00122786)
Mr. Surendra Kumar Sethia	-	<i>Independent Director</i> (DIN: 00446974)
Ms. Neha Kedia	-	<i>Independent Director</i> (DIN: 02561357)
Ms. Suman Saraf	-	<i>Chief Financial Officer</i>

COMPANY SECRETARY

Ms. Hardika Pancholi

STATUTORY AUDITOR

M/s. AKBARMAN & ASSOCIATES
CHARTERED ACCOUNTANT
85, Lenin Sarani, 2nd Floor,
Kolkata - 700013

SECRETARIAL AUDITOR

Ms. Neha Poddar
129 Bangur Avenue
Block "A", Opposite Reliance Fresh
Kolkata – 700 055

REGISTERED OFFICE

12, Free School Street,
Kolkata - 700016
E-mail : encashentertainment@gmail.com
Website : www.encashentertainment.com
CIN: L92413WB2008PLC124559
BSE CODE: **538684**

REGISTRARS & TRANSFER AGENTS

CB Management Services Private Limited
P-22, Bondel Road,
Kolkata - 700019
Tel: +91 33 40116700,22806692/93
Fax: +91 33 22870263
Email : rta@cbmsl.com
Website : www.cbmsl.com

PRINCIPAL BANKER

HDFC Bank Ltd.
Stephen House,
4, B B D Bag (East)
Kolkata - 700001

NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of **Encash Entertainment Limited** will be held on Monday 30th September, 2024 at 01:30 P.M. at registered office at 12, Free School Street, Kolkata - 700012, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Rashmi Saraf (DIN: 02096360), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint statutory auditors and fix their remuneration:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. AKBARMAN & ASSOCIATES, Chartered Accountants (Firm Registration No. 316190E), be appointed as statutory auditors of the Company for a period of four years, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re- enactment thereof), read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Sachet Saraf (DIN : 01377285), as Chairman and Managing Director of the Company for a period of one year commencing from 18.01.2024 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice.”

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

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Ms. Neha Kedia (DIN 02561357), who was appointed as an Independent Director of the Company on 06th May, 2024 and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years commencing with effect from May, 06, 2024 upto May 05, 2029.”

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

“**RESOLVED** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Chandra Kant Khemani, who was appointed as an Independent Director of the Company on 07th September, 2024 and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years commencing with effect from September, 07, 2024 upto September 06, 2029.”

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 concerning the Special Business in the Notice of this Annual General Meeting is annexed hereto and forms part of this Notice.
2. **A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy / proxies to attend and vote on his behalf and such proxy need not be a member of the company.**
Proxies, in order to be effective, must be received at the Company’s registered office, not less than forty-eight hours before the commencement of the AGM i.e. by 01:30 P.M. on 28th September, 2024. Corporate Members are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote at the AGM.
3. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
4. The Register of Members and Transfer Books of the Company will remain closed from 24th September, 2024 till 30th September, 2024 both days inclusive.
5. Electronic copy of the Annual Report for 2024 is being sent to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2023-2024 are being sent in the permitted mode.

Electronic copy of the Notice of the 16th AGM of the Company, inter alia, indicating the process and manner of electronic voting (‘e-voting’) along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.

For members who have not registered their email address, physical copies of the Notice of the 16th AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.

6. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of

listed companies can only be transferred in dematerialized form with effect from 1st April, 2021. In view of the above, members are advised to dematerialize shares held by them in physical form.

7. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard on General Meeting (SS-2) of the Institute of Company Secretaries of India (“ICSI”), in respect of the Directors seeking appointment/ re-appointment at the AGM, forms integral part of the Notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
8. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote voting (facility to cast vote from a place other than the venue of the AGM) for which purpose the Board of Directors of the Company (‘the Board’) have engaged the services of NSDL. The Board has appointed Ms. Neha Poddar (Membership No.: A33026), as the Scrutinizer for this purpose.
9. Members, who cast their votes by remote e-voting, may attend the AGM but will not be entitled to cast their votes once again.
10. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on 23rd September, 2024 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or voting at the AGM venue. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
11. The Company had transferred the unpaid or unclaimed dividend declared during the financial year 2014-15, to the Investor Education and Protection Fund (IEPF) Authority established by the Central Government in year 2022-2023 and does not have any unpaid or unclaimed dividend in the current year. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
12. In case you have any query relating to the enclosed Annual Accounts you are requested to send the same to the Company Secretary at the Registered Office of the Company at least 10 days before the date of AGM so as to enable the management to keep the information ready for replying at the meeting.
13. As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are therefore requested to bring their own copies of the Annual Report to the meeting.
14. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
15. The procedure with respect to remote e-voting is provided below:-

Step 1: Login to NSDL e-voting website

- (a) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/> and click on ‘Shareholder -Login’ section.
- (b) Insert your user ID & password on the login window and also insert the verification code as shown on the screen.

USER ID

For Members holding shares in demataccount 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*****.
For Members holding shares in demataccount with CDSL.	16 digit Beneficiary ID. For example, if your Beneficiary ID is 12*****, then your user ID is 12*****.
For Members holding shares in certificate form.	Electronic Voting Event Number (EVEN) followed by your folio number registered with the Company. For example, if the EVEN is 101456 and your folio number is 01/12***, then your user ID is 1014560112***.

Password:

- (i) If you are already registered with NSDL for remote e-voting, you should use your existing password for login.
- (ii) If you are using NSDL e-voting system for the first time, you would need to use your 'initial password' for login, which has been communicated to you by the Company.
- (iii) If you are unable to retrieve or have not received the 'initial password', or have forgotten your password: Click on 'Forgot User Details / Password?', if holding shares in dematerialised form, or Click on 'Physical User Reset Password?', if holding shares in certificate form.

You may also send an e-mail requesting for password at evoting@nsdl.co.in, mentioning your name, PAN, registered address and your demat account number / folio number.

- (c) Agree to the terms and conditions by clicking the box.
- (d) Click on 'Login'. Home page of remote e-voting opens.

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

Step 2: Cast your vote on NSDL e-voting website

- (a) Click on 'e-voting: Active E-voting Cycles' and select the EVEN of Encash Entertainment Limited.
- (b) Now you are ready for remote e-voting as 'Cast Vote' page opens.
- (c) Cast your vote by selecting appropriate option and click on 'Submit'. Thereafter click on 'Confirm' when prompted; upon confirmation, your vote is cast and you will not be allowed to change your vote.
- (d) Thereafter the message 'Vote cast successfully' will be displayed.
- (e) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

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 (cssouravkedia@gmail.com) to with a copy marked to evoting@nsdl.co.in. 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 HYPERLINK "<http://www.evoting.nsdl.com>" or call on toll free no.: 1800-222-990 or send a request at HYPERLINK "mail to : evoting@nsdl.co.in".

Other Instructions

- (a) Those who become Members of the Company after dispatch of the Notice but on or before 23rd September, 2024 (cut-off date) may write to NSDL at evoting@nsdl.co.in or to the Company at encashentertainment@gmail.com in requesting for user ID and password. On receipt of user ID and password, the steps stated above under 'Step 2: Cast your vote on NSDL e-voting website' should be followed for casting of vote.
- (b) In case of any query / grievance, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website www.evoting.nsdl.com or contact :
 - (i) telephone nos. 1800-222-990 (toll free) or 022-2499 4360 or at e-mail evoting@nsdl.co.in;
 - (ii) You may also send your queries to the e-mail ID encashentertainment@gmail.com
- (c) Remote e-voting will commence at 9.00 a.m. on 27th September, 2024 and will end at 5.00 p.m. on 29th September, 2024, when remote e-voting will be blocked by NSDL.
- (d) To prevent fraudulent transactions, members are advised to exercise due diligence and notify any change in information to Registrar and Share Transfer Agent or Company as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- (e) Members who hold shares under more than one folio in name(s) in the same order, are requested to send the relative Share Certificate(s) to the Company's Registrar and Transfer Agent for consolidating the holdings into one account. The Share Certificate(s) will be returned after consolidation.
- (f) Members holding shares in dematerialised form may please note that, while opening a depository account with Participants they may have given their bank account details, which will be printed on their dividend warrants. However, if Members want to change/correct the bank account details, they should send the same immediately to the Depository Participant concerned. Members are also requested to give the MICR code of their bank to their Depository Participant. The Company will not entertain any direct request from Members for cancellation/change in the bank account details furnished by Depository Participants to the Company.

- (g) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent or the Company.
- (h) Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.
- (i) All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar and Transfer Agent, CB Management Services Private Limited, at the address mentioned below:

CB Management Services Private Limited
P-22, Bondel Road,
Kolkata - 700019
Tel : +91 33 40116700, 22806692/93
Fax : +91 33 22870263
Email : rta@cbmsl.com
Website :
www.cbmsl.com

- (j) Pursuant to the provisions of Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities can be transferred only in dematerialized form w.e.f. 1st April 2020. Members are requested to convert their physical holdings into demat form to avoid any possibility of loss, mutilation etc., of physical share certificates. Any shareholder who is desirous of dematerializing their securities may write to the Company Secretary at encashentertainment@gmail.com or to the Registrar and Share Transfer Agent.

General Information

- (a) There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holder.
- (b) **The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes.** The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.encashentertainment.com under the section 'Investor Relations' and on the website of NSDL; such Results will also be forwarded to the BSE Limited where the Company's shares are listed.
16. As required under Listing Regulations and Secretarial Standards-2 on General Meetings, details in respect of directors seeking re-appointment at the AGM, is separately annexed hereto as 'Annexure 1'. Directors seeking reappointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.

17. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned of the accompanying Notice :

Item No. 3:

M/s AKBARMAN & ASSOCIATES, (ICAI Firm Registration No. 316190E), Chartered Accountants, Kolkata are appointed as the statutory auditors of the Company for a period of four years from the conclusion of this AGM. The Board commends the Resolution at Item No. 3 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

Item No. 4:

Mr. Sachet Saraf, (DIN : 01377285) Managing Director of the Company is reappointed for a term of 1 year from 18.01.2024 to 17.01.2024. The material provisions of the agreement to be entered into with Mr. Sachet Saraf are as under :-

Salary :- Minimum Rs. 5,00,000/- per annum.

As required by the Companies Act, 2013, approval of the members is being sought, for the re-appointment and remuneration of Mr. Sachet Saraf, Managing Director.

None of the Directors except Mr. Sachet Saraf himself and Ms. Rashmi Saraf (spouse of Mr. Sachet Saraf), is concerned or interested in the resolution. None of the Key Managerial Personnel or their relatives are concerned or interested in the resolution.

Item No. 5 & 6:

The Board of Directors of the Company ('the Board') at the meeting held on 05th May, 2024 and 07th September, 2024, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the appointment of Ms. Neha Kedia and Mr. Chandra Kant Khemani as Independent Directors of the Company with effect from 05th May, 2024 & 07th September, 2024 respectively, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolutions relating to their respective appointment.

The Committee and the Board are of the view that, Ms. Neha Kedia and Mr. Chandra Kant Khemani, bears knowledge and adequate experience and will contribute to Board and would benefit the Company.

Declarations have been received from Ms. Neha Kedia and Mr. Chandra Kant Khemani that they meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board Ms. Neha Kedia and Mr. Chandra Kant Khemani fulfill the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for appointment as Independent Directors. In addition to sitting fees for attending the meetings of the Board and its Committees, Ms. Neha Kedia and Mr. Chandra Kant

Khemani would not be entitled to remuneration, individually, by way of commission.

Additional information in respect of Ms. Neha Kedia and Mr. Chandra Kant Khemani, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Your Directors' and 'Report on Corporate Governance'. Ms. Neha Kedia and Mr. Chandra Kant Khemani do not hold any share in the Company, either in their individual capacity or on a beneficial basis for any other person.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Special Resolutions. The Board recommends these Special Resolutions for your approval.

Place: Kolkata
Date: 07.09.2024

By Order of the board of directors
For **Encash Entertainment Limited**

Sd/-

Hardika Pancholi
Company Secretary

Registered Office:

12, Free School Street,
Kolkata - 700016
CIN : L92413WB2008PLC124559
E-mail : encashentertainment@gmail.com
Website : www.encashentertainment.com

ANNEXURE-1

Particulars	Mr. Sachet Saraf	Ms. Rashmi Saraf
DOB	29.11.1971	10.11.1973
Qualification	B.Com	ICWA
Expert in Functional Area	More than 12 years of experience in film, entertainment and media sector.	More than 7 years of experience in finance
Proposed Remuneration	NIL	NIL
Date of Appointment	19.01.2011	09.01.2011
Shareholding as on 31 st March, 2019	250,800	4,800
Relationship with other Directors / Key Managerial Personnel	Rashmi Saraf – Spouse	Rashmi Saraf - Spouse
Directorships of other Boards of public companies as on March 31, 2019	Vanshika Securities Limited Daga Pictures Limited	Vanshika Securities Limited Daga Pictures Limited Encash Securities Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	NIL	NIL

Particulars	Ms. Neha Kedia	Mr. Chandra Kant Khemani
DOB	08.07.1983	05.12.1972
Qualification	B.Com	B.Com
Expert in Functional Area	Experience in finance	Experience in finance
Proposed Remuneration	NIL	NIL
Date of Appointment	06.05.2024	07.09.2024
Shareholding as on 31 st March, 2019	NIL	NIL
Relationship with other Directors / Key Managerial Personnel	NA	NA
Directorships of other Boards of public companies as on March 31, 2019	NA	NA
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	NIL	NIL

DIRECTORS' REPORT

To,
The Members

Your Directors have pleasure in presenting the Fifteenth Annual Report of your Company along with Audited Statement of Accounts for the financial year ended 31 March, 2024.

FINANCIAL SUMMARY OF THE COMPANY

The Financial Performance of your Company for the year ended 31 March, 2024 is summarized below:

(Amount in Rs. '000)

Particulars	31st March, 2024	31st March, 2023
Total Revenue	1,731.38	6303.49
Profit before finance charges, Tax, Depreciation/Amortization (PBITDA)	(2,632.88)	(1124.04)
Less : Finance Charges	0.00	0.00
Profit before Tax, Depreciation/Amortization (PBTDA)	(2,632.88)	(1124.04)
Less : Depreciation/Amortization	698.93	817.46
Profit before Tax (PBT)	(3,331.81)	(1941.47)
Provision for Taxation	36.16	43.71
Profit/(Loss) after Taxation (PAT)	(3,367.98)	(1985.17)
Provision for Proposed Dividend	0.00	0.00
Dividend Tax	0.00	0.00
Transfer to Statutory Reserve u/s 45-IC of RBI Act 1934	0.00	0.00
Transfer to General Reserve	0.00	0.00

REVIEW OF OPERATION

During the year under review, the Standalone Revenue of the Company has increased percentage of 56.40% over the previous year.

Your Company had a Net loss after tax of Rs. 3,367.98 thousand during the year as compared to Net loss of Rs. 1,985.17 thousand of previous year.

MATERIAL CHANGES

There have been no material changes and commitments affecting the financial position of the company, which have occurred since 31st March 2024, being the end of the Financial Year of the Company to which financial statements relate and date of the report.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'). The details of transfer to IEPF is available on the website of the Company on

www.encashentertainment.com.

CHANGES IN ACCOUNTING POLICY

There is no change in accounting policy during the year.

DIVIDEND & RESERVES

In view of the planned business growth, the directors are unable to recommend dividend for the year under review, nor do they propose to carry any amount to reserves.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

Your Company has neither a Subsidiary Company nor a Joint Venture Company during the year under review. Associate company's details is as under:

Name of the Company	% shareholding of EEL	Status
Encash Securities Ltd	25.69%	Associate

PUBLIC DEPOSITS

During the year the Company has not accepted any deposit under Section 73 of the Companies Act, 2013 ("the Act") and the Companies (Acceptance of Deposits) Rules, 2014.

BORROWINGS

During the year, the Company has not obtained any cash credit facilities.

SHARE CAPITAL

The Paid-up Equity Share Capital as on 31st March, 2024 stood at ₹. 3,89,64,960. The Company has not during the year under report issued any shares with or without differential voting rights, granted stock options or issued sweat equity shares.

CHANGE IN REGISTERED OFFICE OR NATURE OF BUSINESS

There was no change in the Registered Office or nature of business of the Company during the year under review.

SIGNIFICANT AND MATERIALS ORDERS PASSED BY THE REGULATORS OR COURT TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

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

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments covered under Section 186 of Companies Act, 2013 forms the part of the Notes to the financial statements provided in this Annual Report.

DIRECTORS & KEY MANAGERIAL

PERSON DIRECTORS:

Your Board comprises of 4 Directors including 2 Independent Directors. Independent Directors provide their declarations both at the time of appointment and annually confirming that they meet the criteria of independence as prescribed under Companies Act, 2013 and SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015. During the Financial Year 2023-2024 your Board met 6 (Six) times details of which are available in Corporate Governance Report annexed to this report.

KEY MANAGERIAL PERSONNEL

The following employees were designated as whole-time key managerial personnel by Board of Directors during the year 2023-2024, pursuant to section 203 of Companies Act 2013 and rules made thereon:

1. Mr. Sachet Saraf - Managing Director
2. Ms. Hardika Pancholi - Company Secretary & Compliance Officer
3. Ms. Suman Saraf - Chief Financial Officer

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149 OF THE COMPANIES ACT, 2013

As at the end of the financial year, there was only 1 (One) Non-Executive Independent Director on the Board of the Company due to sudden demise of Shri Surendra Kumar Sethia.

The Company then appointed Ms. Neha Kedia as Non-Executive Independent Director on 06th May, 2024 to meet the requirement of the number of Non-Executive Independent Directors being the first meeting held after the demise of Late Shri Surendra Kumar Sethia.

The Company has received necessary declaration from all Independent Directors under Section 149(7) of the Companies Act, 2013, confirming that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board is of the opinion that the Independent Directors of the Company hold the highest standards of integrity and possess requisite expertise, proficiency and experience required to fulfil their duties as Independent Directors.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to requirements under section 134(5) of the Companies Act, 2013 the Board, to the best of its knowledge and belief, confirms that:

- (i) The applicable accounting standards have been followed in preparation of annual accounts for the financial year ended 31st March, 2024 and proper explanations have been furnished relating to material departures;
- (ii) Accounting policies have been selected and applied consistently and prudent judgments and estimates have been made so as to give a true and fair view of state of affairs of the Company at end of financial year and of profit and loss of the Company for the year under review;
- (iii) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The annual accounts for the financial year ended 31st March, 2024 have been prepared on a going concern basis;
- (v) Internal financial controls are in place and that such financial controls are operating effectively;
- (vi) Adequate systems to ensure compliance with the provisions of all applicable laws are in place and are operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultant(s) and the reviews made by the Management and the relevant Board Committees including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and operationally effective during FY 2023-2024.

BOARD EVALUATION

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 view of non-executive director.

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.

BOARD COMMITTEES

During the period under review, the Board of Directors has following committees:

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

The details of the above mentioned committees have been disclosed separately in the Corporate Governance Report which is annexed to and forms a part of this Annual Report.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the

company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

CEO AND CFO CERTIFICATION

In accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Managing Director and Chief Financial Officer of the Company has submitted a certificate for the year ended 31st March, 2024 to the Board of Director.

AUDITORS:

STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013, the Board has appointed M/s. AKBARMAN & ASSOCIATES, Chartered Accountants for a term of 5 (five) consecutive years approval of members be taken at the said Annual General Meeting.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Neha Poddar, a Company Secretary in Practice, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as **Annexure - I**.

INTERNAL AUDITOR

Pursuant to the provision of section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014 the Company has appointed Mr. Samit Kumar Baid to undertake the Internal Audit of the Company for the F.Y. 2023-2024. There stood no adverse finding & reporting by the Internal Auditor in the Internal Audit Report for the year ended 31st March, 2024.

AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT

The Auditor Report and secretarial auditors' report does not contain any qualifications, reservations or adverse remarks. Reports of the auditors are given as an annexure which forms part of this report.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The company has policy for Internal Financial Control System, commensurate with the size, scale and complexity of its operations. Detailed procedural manuals are in place to ensure that all the assets are safeguarded, protected against loss and all transactions are authorized, recorded and reported correctly. The scope and authority of the Internal Audit function is defined in the internal financial control policy. The Internal Auditor monitors and evaluates the efficiency and adequacy of Internal Financial control system in the company, its compliance with operating systems, accounting procedures and policies. To maintain its objectivity and independence, the internal auditor reports to the Chairman of the Audit Committee of the Board, the internal audit report on quarterly basis and same are reviewed by the committee. The observation and comments of the Audit Committee are placed before the board.

The details in respect of internal financial control and their adequacy are included in the management discussion & analysis, which forms part of this report.

CORPORATE GOVERNANCE

Your Company has been practicing the principles of good Corporate Governance over the years and it is a continuous and ongoing process. A detailed Report on Corporate Governance practices followed by our Company in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, together with a Certificate from the Secretarial Auditors confirming compliance with the conditions of Corporate Governance are provided separately in this Annual Report.

BUSINESS RESPONSIBILITY REPORT

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, top 1000 listed entities based on market capitalization are required to furnish Business Responsibility and Sustainability Report (BRSR). However, as the Company does not fall under the list of top 1000 companies' basis market capitalization, the requirement of furnishing BRSR is not applicable upon the Company for the financial year 2023-2024.

POLICIES ADOPTED BY THE COMPANY:

1. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment and unfair treatment. The company has adopted a Whistle Blower policy to establish a vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or ethics policy. The said policy is available at www.encashentertainment.com

2. NOMINATION & REMUNERATION POLICY

In accordance with the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Board of Director of the Company on recommendation of the Nomination & Remuneration Committee have adopted the criteria for determination of qualification, positive attributes and independence of Directors, Remuneration of Senior Management Personnel (including Key Management Personnel) and Remuneration of Other Employees. The above mentioned criteria and Policies are available at www.encashentertainment.com.

3. CORPORATE SOCIAL RESPONSIBILITY

The Company had not taken any initiatives on the activities of Corporate Social Responsibilities as the provision relating to the same are not applicable to the company

4. RISK MANAGEMENT POLICY

Your Company actively stimulates entrepreneurship throughout the organization and encourages its people to identify and seize opportunities. The current economic environment, in combination with significant growth ambitions of it, carries an evolving set of risks. Encash recognizes that these risks need to be managed to protect its customers, employees, shareholders and other stakeholders, to achieve its business objectives and enable sustainable growth. Risk and opportunity management is therefore a key element of the overall Encash strategy. This section provides an overview of the key strategic risks, Encash's risk and control framework, and its approach to risk management.

5. DISCLOSURE ON POLICY AGAINST SEXUAL AND WORKPLACE HARASSMENT

The company has adopted the policy on redressal of Sexual and Workplace Harassment as per the Sexual Harassment of Women at Workplace [Prevention, Prohibition and Redressal] Act, 2013 ["Sexual Harassment Act"]. The Company believes that it is the responsibility of the organization to provide an environment to its employee which is free of discrimination, intimidation and abuse and also to protect the integrity and dignity of its employees and also to avoid conflicts and disruptions in the work environment. Further there stood no cases filed during the year under review.

6. RELATED PARTY TRANSACTIONS POLICY

In line with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has formulated a Policy on Related Party Transactions which is also available on the Company's website.

The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties. During the year under review, the Policy was amended in line with the changes in applicable laws.

OTHER DISCLOSURES**a. RELATED PARTY TRANSACTIONS**

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on the Company's website at www.encashentertainment.com. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties. All Related Party transactions entered during the year were placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on annual basis for transactions which are of repetitive nature and / or entered in the ordinary course of business and are at arm's length basis. All Related Party Transactions entered during the year were in ordinary course of the business and on arm's length basis. The information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure - II** in Form AOC-2 and the same forms part of the Board's report.

b. EXTRACT OF ANNUAL RETURN

In accordance with the provisions of the Companies Act, 2013, the Annual Return of the Company in the prescribed form is available on the website of the Company <https://encashentertainment.com/annual-return/>

c. REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the Statutory Auditors nor the Secretarial Auditors have reported to the Board or Audit Committee, as required under Section 134(3)(ca) and 143(12) of the Companies Act, 2013, any instances of frauds committed against the Company by its officers or employees, the details of which would need to be mentioned in this Report.

d. SECRETARIAL STANDARDS

The Company complies with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

e. DISCLOSURE UNDER SECTION 197(12) AND RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The requisite details containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended to the Board's Report.

f. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of every contract or 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 transactions under third proviso thereto is disclosed in Form No. AOC -2, as annexed herewith.

g. INSOLVENCY AND BANKRUPTCY CODE

No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of any application made, or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 is not applicable for the year under review

h. DIFFERENCE BETWEEN AMOUNT AND VALUATION

The requirement to disclose the details of any difference between the valuation done at the time of a one-time settlement and the valuation done while taking loan from banks or financial institutions, along with the reasons thereof, is not applicable for this year.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

Since the Company does not own any manufacturing facility, the requirements pertaining to disclosure of particulars relating to conservation of energy, technology absorption and foreign exchanges earning and outgo, as prescribed under the provisions of Section 134(3)(m) of the Companies Act, 2013, are not applicable.

LEGAL AND OTHER INFORMATION NOT AFFECTING GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

Your company has filed a civil suit at the Hon'ble High Court at Kolkata, against Mr. Rakesh Singh and others for protection for our copyrights in respect of bengali feature film 'Ichhe'. Mr. Rakesh Singh has entered in to an agreement dated 8th June, 2011 with ourselves, assigning entire copyrights of Bengali color film 'Ichhe'. The film as released on 15th July, 2011 at several cinema halls in and around Kolkata, infringing our copyrights and violating the terms of captioned agreement. We have sought relief by restraining respondents to infringe copyrights, injunction to keep custody of negative etc., transfer of the negative etc. in our favour, injunction render accounts from exploitation of such movie and its audio rights, injunction to restraining respondent to receive any benefit from that movie, handing over the distributor's share to our favour, court receiver to be appointed for collection etc.

Hon'ble High Court at Kolkata vide its order dated 8th September, 2011 granted an order of injunction restraining the first and second defendants from realizing or appropriating and part of the

proceeds arising out of the exhibition of the cinematograph film 'Ichhe'. The third defendant is injuncted from dealing with or disposing of or encumbering or exploiting the satellite and television rights relating to the film in any manner without the previous leave of court.

Hon'ble High Court at Kolkata vide its order dated 8th September, 2011 appointed Mr. Arindam Sinha advocates receiver for the purpose of collecting all proceeds arising out of the exhibition of the cinematograph film 'Ichhe' from all the exhibitors (Cinema Halls).

ACKNOWLEDGEMENTS

Your Directors take the opportunity to thanks the Regulators, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the company viz. customers, members, vendors, banks and others business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution of the company.

Place: Kolkata
Date: 30.05.2024

For and on behalf of the Board of
Directors

Sd/-

Sachet Saraf

Managing Director

DIN - 01377285

Signing as per Board Resolution passed

MANAGEMENT DISCUSSION & ANALYSIS

Indian Economic Overview

India's sustained growth trajectory has helped the country emerge as the fifth-largest economy in the world. Projections indicate an 7.6% GDP growth for 2023-24, marking the third consecutive year of over 7% growth. This improved growth is likely to be supported by narrowing gaps between rural-urban consumption and private public capital expenditure. Furthermore, it may be bolstered by a favorable Rabi harvest, sustained profitability in manufacturing, resilience in services, and anticipated enhancements in household spending and private investment cycles.

The Indian economy is anticipated to contribute more than 15% to global growth in 2023-24. With the outlook of the economy's per capita looking to increase substantially in the coming years, overall consumer spending is likely to stay positive. In addition, the favorable FDI policy in telecom and digital channels may positively impact investment trends across all segments, as India pursues its ambitious economic goals to become a USD 7 Trillion economy by 2030 and potentially become the world's third-largest economy in the next three years. As a result, the country's digital consumption is poised to play a pivotal role. The Government's vision to transform India into a developed nation by 2047 further highlights the sector's potential for growth and its contribution to the country's economic evolution. Downside risks include a surge in commodity prices, geopolitical tensions, supply disruptions, and persistent inflation.

(Source: RBI April Report, NSO, MoSPI Data)

INDUSTRY OVERVIEW

The Media & Entertainment (M&E) sector comprises multiple industries, which include television, film, radio, music, publishing, advertising, and digital media. Its core objective is to curate, produce, and disseminate content across diverse platforms, catering to the needs of audiences for information, entertainment, and engagement. The industry has a diverse range of offerings, from traditional media channels to digital platforms. These include film, music, social media, and video games. Notably, the revenue streams for these channels are derived from various sources such as advertising and subscription-based models, leveraging a wide array of distribution channels.

In 2023, the M&E market was valued at USD 2,507.25 Billion, while it is projected to grow to USD 2,706.24 Billion by 2024. This reflects a compound annual growth rate (CAGR) of 7.9%. Furthermore, the M&E market value has been predicted to reach USD 3,545.76 Billion by 2028, while registering a CAGR of 7%. The forecasted growth can be attributed to several factors, such as the adoption of subscription models, the evolution of live events, growth in podcasting, development of interactive and immersive content, emphasis on sustainability in entertainment, and regulatory changes. North America stands out as the foremost region with the highest media & entertainment market share. This can be accredited to the widespread demand for English content on a global scale. In comparison, the Asia-Pacific region, Europe, South America, the Middle East, and Africa have a lower contribution.

Indian Entertainment Industry

The country's M&E industry churns out 2,00,000 hours of content annually, which includes more than 1,700 films, 3,000 hours of premium OTT content and 20,000 songs. In 2023, the sector witnessed a commendable growth of over 8%, recording a market volume of over ₹ 2.3 Trillion. In the days ahead, the market is likely to demonstrate continued growth momentum, with a projected growth of 10% in 2024. The market size is then expected to reach ₹ 2.55 Trillion. A CAGR of 10% is predicted to propel the sector to ₹ 3.08 Trillion by 2026. This growth is primarily driven by increasing demand, technological advancements, and favorable government policies supporting the sector's expansion.

The filmed entertainment sector is currently experiencing remarkable growth in theatrical collections. This trend reflects a boost in audience engagement and spending, with revenues reaching an all-time high of ₹ 197 Billion. In 2023, the industry witnessed a substantial increase in theatrical releases, totaling 1,796 films showcasing a vibrant and active filmmaking landscape.

Challenges: Despite the overall growth in the industry, there has been a decline in admissions or the number of tickets sold for a particular movie or program. In fact, the number dropped from 944 Million to just over 900 Million, which suggested potential shifts in consumer preferences or external factors affecting attendance. Furthermore, while domestic theatrical revenues reached new heights, the softness in broadcast rights and struggles in film channel ratings posed additional hurdles to overcome.

Digital Transition: Amid these challenges, the industry is transitioning towards digital platforms. This is evident from the adjustments in the direct-to-digital premiums offered by M&E platforms. Another factor contributing to this transition is the decrease in the number of films released directly to digital platforms. Moreover, several innovations in pricing, infrastructure, and distribution are underway. This signals the adaptability to evolve consumer behaviors and technological advancements.

Outlook: Looking ahead, the filmed entertainment sector is poised for continued growth. The projections for the sector anticipates a CAGR of 7% by 2026, with a market size as high as USD 238 Billion. This growth trajectory is expected to be driven by factors such as better financial conditions among audiences, the production of high-quality content for the masses, and ongoing innovations across various aspects of the industry's operations.

Risk and Mitigation

Effective risk management is essential for any business, regardless of industry or size. At Encash Entertainment Limited, the Company identifies and analyses potential risks to then implement controls that would help in mitigating those risks. Moreover, by regularly monitoring and reviewing the effectiveness of those controls, it strives to minimize the likelihood and impact of negative events that could otherwise harm its reputation, operations and financial performance. A well-designed and executed risk management program provides a competitive advantage by enhancing the Company's ability to navigate a rapidly changing business environment.

Cautionary Statement

Information in the Management Discussion and Analysis that describe the Company's aims, plans, or projections may be considered forward-looking under applicable securities laws and regulations. Actual outcomes may differ significantly from those stated in the statement. Strong competition, leading to price cuts, high volatility in prices of major inputs such as steel, cement, building materials and petroleum products, changes in Government regulations, tax laws, economic developments within the country and other factors such as litigation and labour relations are all important factors that could affect the Company's operations.

Annexure - I

FORM No MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

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

To,
The Members,
Encash Entertainment Limited
12, Free School Street,
Kolkata - 700016

We have conducted the Secretarial Audit of the compliance of applicable Statutory Provisions and the adherence to good corporate practices by **ENCASH ENTERTAINMENT LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the Corporate Conducts/ Statutory Compliances and expressing our opinion thereon.

Based on our verification of the **ENCASH ENTERTAINMENT LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2024** 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2024 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) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the Audit Period).
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period).
 - 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) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period).
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: (Not applicable to the Company during the Audit Period).
- v) We have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliance under other applicable Acts, Laws and Regulations. The List of major head/groups of Acts, Laws and Regulations as applicable to the Company inter-alia includes:
 - a) The Copyright Act, 1957
 - b) The Trade Marks Act, 1999
 - c) Sexual Harassment of Women Workplace (Prevention Prohibition and Redressal) Act, 2013
 - d) Negotiable Instrument Act, 1881
 - e) Income Tax Act, 1961

- f) Finance Act, 1994
- g) Cinematograph Act, 1952
- h) Goods & Service Tax Act India 2016-17

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

- i) Secretarial Standards issued by the Institute of the Company Secretaries of India pertaining to the General Meetings, Board of Directors and Committee Meetings viz: Audit Committee, Nomination and Remuneration Committee (NRC), Stakeholders Relationship Committee (SRC),.
- ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited (SME Platform).

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director. There was no change in the composition of the Board of Directors during the period under review.

Adequate Notice is given to all Directors to schedule the Board/Committee Meetings for which proper procedures as laid under the Act and Standards were followed. Information and circulation of the agenda with detailed information thereof, convening of meetings was done in compliance with the applicable laws, rules, regulations and guidelines, etc. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meetings.

All the decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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.

During the period under review, we have not come across with any events having major bearing on the affairs of the company.

further report that the Company has not paid its BSE Annual Listing fees for the period mentioned and had delayed in making payment of Depository Custodian Fees to NSDL & CDSL.

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

We further report that during the audit period, there were no instances of:

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- (iv) Merger / amalgamation / reconstruction etc.

Place: Kolkata

Date: 16.08.2024

Neha Poddar
Company Secretary in practice
ACS No: 33026
C.P. No: 12190
UDIN: A033026F000991511
Peer Review No.: 2389/2022

NOTE: This Report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this Report

'Annexure A'

To,
The Members,
Encash Entertainment Limited
12, Free School Street, Kolkata - 700016

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 contents 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 of 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, I have obtained the Management representation about the compliance of laws, rules, and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Kolkata
Date: 16.08.2024

Neha Poddar
Company Secretary in practice
ACS No: 33026
C.P. No: 12190
Peer Review No.: 2389/2022

Annexure - II

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 transactions under third proviso thereto

I. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS:

Encash Entertainment Limited (the Company) has not entered into any contract/arrangement/transaction with its related parties, which is not in ordinary course of business or not at arm's length during FY 2024-2024. The Company has laid down policies and processes/ procedures so as to ensure compliance to the subject section in the Companies Act, 2013 (Act) and the corresponding Rules.

- (a) Name(s) of the related party and nature of relationship: Not Applicable
- (b) Nature of contracts/arrangements/transactions: Not Applicable
- (c) Duration of the contracts/arrangements/transactions: Not Applicable
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- (e) Justification for entering into such contracts or arrangements or transactions: Not Applicable
- (f) Date(s) of approval by the Board: Not Applicable
- (g) Amount paid as advances, if any: Not Applicable
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188: Not Applicable

II. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS AT ARM'S LENGTH BASIS:

Sr. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	Rashmi Saraf(Director)
(b)	Nature of contracts/ arrangements/ transactions	Rent Agreement of 12,Free School Street, Kolkata - 700016
(c)	Duration of the contracts / arrangements/ transactions	5 Years
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	As per Agreement
(e)	Date(s) of approval by the Board, if any	28/03/2023
(f)	Amount paid as advances, if any	Nil

For and on behalf of the Board of Directors

Place: Kolkata
Date: 30.05.2024

Sd/-
Sachet Saraf
Managing Director
DIN - 01377285

REPORT ON CORPORATE GOVERNANCE

The Report is on compliance with the principles of Corporate Governance as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter to be referred as 'Listing Regulations'). The information appearing herein is as on March 31, 2024, pertaining to the financial year ended on that date.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Encash Entertainment Limited ("the Company") is guided by the highest standards of Corporate Governance in every aspect of its operations. Integrity, transparency, accountability and compliance with laws are cemented in the Company's business practices ensuring ethical and responsible leadership, both at the Board and at the Management level. The Company believes in treating all stakeholders, small and large, with respect and fairness.

The Company's philosophy on Corporate Governance is as under:

- Ensure that quantity, quality and frequency of financial and managerial information, which the Management shares with the Board, places the Board Members fully in control of the Company's affairs.
- Ensure that the Board exercises its fiduciary responsibilities towards internal and external stakeholders, thereby ensuring high accountability.
- Ensure that the extent to which the information is disclosed to present and potential investors is maximized.
- Ensure that the Board, the employees and all concerned are fully committed to maximizing long-term value to the shareholders and the Company through ethical business conduct.
- Ensure that the Board continues in its pursuit of achieving its objectives through the adoption and monitoring of corporate strategies and prudent business plans.

BOARD OF DIRECTORS (BOARD)

The Board is entrusted with an ultimate responsibility of the Management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.

Composition of the Board as on 31st March, 2024

The Company's Board has an appropriate mix of Executive and Non-Executive Director. The Non-Executive Directors including Independent Directors impart balance to the Board and bring independent judgment in its deliberations and decisions. As on 31st March, 2024, the Board of the Company comprised of four Directors, detail whereof is given below:

SL.NO	NAME	DIN
PROMOTER AND EXECUTIVE		
1.	SACHET SARAF	01377285
PROMOTER AND NON- EXECUTIVE		
1.	RASHMI SARAF	02096360
INDEPENDENT DIRECTORS		
1.	RAJESH KUMAR SINGHANIA	00122786
2.	SURENDRA KUMAR SETHIA	00446974

Independent Directors confirmation by the Board

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. A formal letter of appointment to Independent Directors as provided in Companies Act, 2013 has been issued and disclosed on website of the Company viz. www.encashentertainment.com

Number of meetings of the Board of Directors

The Board of Directors of the Company meets frequently at regular intervals in order to discuss any important agenda of business. The Board of Directors of the Company met 6(Six) times (i.e. 29.05.2023, 30.05.2023, 06.09.2023, 30.10.2023, 14.11.2023 & 18.01.2024) during the financial year i.e. from April 1, 2023 to March 31, 2024.

BRIEF INFORMATION ABOUT DIRECTORS		Attendance Record During Financial Year 23-24			No. of Shares Held
Name Of Director	DIN	No. of Board Meeting Held & Attended		Attendance AtThe Last AGM	
		Held	Attended		
Executive Directors					
SACHET SARAF	01377285	6	6	YES	250,800
Non-Executive Directors					
RASHMI SARAF	02096360	6	6	YES	4,800
RAJESH KUMAR SINGHANIA	00122786	6	6	YES	NIL
SURENDRA KUMAR SETHIA	00446974	6	5	YES	NIL

BOARD PROCEDURE

Meetings are governed by a structured agenda. The Agenda is prepared in consultation with the Chairman of the Board of Directors, the Chairman of various committees and Managing Director. The agenda for the meetings of the board and its committees, together with the appropriate supporting documents, are circulated well in advance of the meeting date. Detailed presentations are also made to the Board covering operations, business performance, finance, sales, marketing, global & domestic business environment and related details. All necessary information but not limited to those mentioned in Listing Agreement are placed before the Board. Members of the senior management team are invited to attend the Board Meetings as and when required, which provides additional inputs to the items being discussed by the Board.

Necessary information as required under the Companies Act and the Listing Agreement/SEBI Listing Regulations as applicable have been placed before and reviewed by the Board from time to time. The Board also periodically reviews compliance by the Company with the applicable laws/statutory requirements concerning the business and affairs of the Company.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the year 2023-2024, as per the requirement of Schedule IV of the Companies Act, 2013 and the Listing Agreement/SEBI Listing Regulations, one separate meeting of Independent Directors was held on 12th January, 2024 without the presence of the non-independent directors and the members of the management.

This meeting was conducted in an informal manner to enable the Independent Directors to discuss and review the performance of non-independent directors and the Board as a whole and for assessing the quality, quantity and timeliness of flow of information between the Company management and the Board.

The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:

Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Governance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.

FAMILIARISATION PROGRAMME FOR DIRECTORS

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected from him as a Director of the Company. The Director is also explained in detail the Compliance required from him under Companies Act, 2013, the Listing Regulations and other various statutes and an affirmation is obtained. The Chairman and Managing Director also have a one to one discussion with the newly appointed Director to familiarize him with the Company's operations. Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matter. The details of the familiarization programme for Directors are available on the Company's website, viz. www.encashentertainment.com

COMMITTEES OF THE BOARD

As on 31st March 2024, the Company had three committees of the Board of Directors – Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

The minutes of all Board and Committee meetings are placed before the Board and noted by the Directors at the Board meetings. The role, composition and terms of reference of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee including the number of meetings held during the year ended 31st March 2024 and the related attendance are as follows:

1. AUDIT COMMITTEE

I. COMPOSITION OF THE COMMITTEE

The Audit Committee comprises of 3 (three) Members and two of them are Non-Executive & Independent Directors which is in accordance with the prescribed guidelines.

The details of the Composition of Audit Committee are as follows:

Name	Designation	Category
Surendra Kumar Sethia	Chairman	Non-Executive & Independent
Rajesh Kumar Singhanian	Member	Non-Executive & Independent
Rashmi Saraf	Member	Non-Executive

II. TERMS OF REFERENCE

The roles, powers and functions of the Audit Committee are as per Section 177 of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee, inter alia :

- The recommendation for appointment, remuneration and terms of appointment of auditors of the company.
- Review and monitor the auditor's independence and performance, and effectiveness of audit process.

- Approval or any subsequent modification of transactions of the company with related parties.
- Examination of financial statement and the auditors' report thereon.
- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Monitoring the end use of funds raised through public offers and related matters.
- Reviews the Company's financial control systems including those of treasury. In particular, it periodically reviews procedures for identifying business risks (including financial risks) and controlling their financial impact on the Company.
- Company's policies for preventing or detecting fraud.

III. MEETINGS AND ATTENDANCE MEETINGS

During the Financial Year 2023-2024, four meetings of the Audit Committee were held on 29.05.2023, 18.07.2023, 14.11.2023 & 18.01.2024. Details of Audit Committee Meeting held and attended by the Members during the financial year 2023-2024 are as follows:

Name	Designation	No. of Meetings held during the year	No. of Meetings Attended
Surendra Kumar Sethia	Chairman	4	3
Rajesh Kumar Singhania	Member	4	4
Rashmi Saraf	Member	4	4

Details of establishment of vigil mechanism for directors and employees

The Company has a Whistle Blower Policy. However, no personnel are being denied any access to the Audit Committee. Pursuant to the provisions of Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, every listed company, Companies which accept deposits from the public and Companies which have borrowed money from banks and Public Financial Institutions in excess of fifty crores rupees shall establish a vigil mechanism for their directors and employees to report their genuine concerns or grievances.

2. NOMINATION AND REMUNERATION COMMITTEE

I. COMPOSITION OF THE COMMITTEE

The Nomination and Remuneration Committee comprises of 3 (three) Members, two of which are Non-Executive & Independent Directors, which is in accordance with prescribed guidelines.

The details of the composition of the Remuneration Committee are as follows:

Name	Designation	Category	No. of Meetings held during the year	No. of Meetings Attended
Surendra Kumar Sethia	Chairman	Non-Executive & Independent	1	0
Rajesh Kumar Singhania	Member	Non-Executive & Independent	1	1
Rashmi Saraf	Member	Non-Executive & Non-Independent	1	1

II. TERMS OF REFERENCE

The broad terms of reference of the Nomination and Remuneration Committee, as approved by the Board, are in compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, which are as follows:

- To help the Board in determining the appropriate size, diversity and composition of the Board;
- To recommend to the Board appointment/re-appointment and removal of Directors and Senior Management;
- To frame criteria for determining qualifications, positive attributes and independence of Directors;
- To recommend to the Board remuneration payable to the Directors and Senior Management (while fixing the remuneration to Executive Directors the restrictions contained in the Act is to be considered);
- To create an evaluation framework for Independent Directors and the Board;
- To provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
- To assist in developing a succession plan for the Board and Senior Management;
- To assist the Board in fulfilling responsibilities entrusted from time-to-time;
- Delegation of any of its powers to any Member of the Committee or the Compliance Officer.

III. REMUNERATION POLICY

The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the existing industry practice.

The remuneration paid to Executive Director is recommended by the Nomination and Remuneration Committee and approved by the Board of Directors in the Board Meeting, subject to the subsequent approval by the shareholders at the general meeting and such other authorities, as the case may be.

No remuneration or compensation is paid to any Non-Executive Directors; however, the Company has obtained necessary approval of shareholders to pay remuneration or compensation to Non-Executive Director.

Pursuant to the provision of Section 178 of the Companies Act, 2013 the Board of Directors of every listed companies, all public companies with a paid up capital of rupees ten crores or more, all public companies having turnover of rupees one hundred crores or more and all public companies, having in aggregate, outstanding loans or borrowings or debentures or deposits exceeding rupees fifty crores or more shall constitute the Nomination and Remuneration Committee consisting of three or more Non-executive Directors out of which not less than half shall be Independent Director.

Details of remuneration to Executive Directors

Details of remuneration to Executive Director during the year ended 31st March, 2024 are given below:

Name of Director	Salary & Allowances	Perquisites / Other Benefits	Sitting Fees	Total
Sachet Saraf (MD)	2,84,705	0	0	2,84,705

Details of remuneration to other directors

Details of remuneration to the Non-Executive and Independent Directors during the year ended 31st March, 2024 are given below:

Name of Directors	Sitting Fees
Rajesh Kumar Singhania	0
Surendra Kumar Sethia	0
Rashmi Saraf	0

All the directors unanimously decided to waive their directors sitting fees for the Financial Year 2023-2024.

Other than the above, the Non-Executive Directors do not have any other pecuniary relationship or transactions with the Company.

3. STAKEHOLDERS RELATIONSHIP COMMITTEE

I. COMPOSITION OF THE COMMITTEE

The Shareholders / Investors Grievance Committee comprises of 3 (three) Members, two of which are Non-Executive & Independent Directors, which is in accordance with prescribed guidelines.

The details of the composition of the Shareholders / Investors Grievance Committee are as follows:

Name	Designation	No. of Meetings held during the year	No. of Meetings attended
Rajesh Kumar Singhania	Chairman	1	1
Surendra Kumar Sethia	Member	1	1
Rashmi Saraf	Member	1	1

The Board of Directors has delegated the power of approving the share transfers, transmission etc. to the Managing Director and Company Secretary of the Company for expediting these processes.

II. TERMS OF REFERENCE

The Shareholders / Investors Grievance Committee of our Board look into:

- To consider and resolve the grievances of security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- To consider and approve demat/ remat of shares/split/ consolidation/sub-division of share/debenture certificates;
- To consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc;
- To oversee and review all matters connected with the transfer of the Company's securities;
- To review adherence to the standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- To review of the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- To carry out any other function as prescribed under the Listing Regulations, the Companies Act, 2013 and other Applicable Law as amended from time to time.
- Also delegates powers to the executives of our Company to process transfers etc.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, C B Management Services Limited attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Committee of Directors (Stakeholders Relationship Committee) Meetings are circulated to the Board and noted by the Board of Director.

CERTIFICATIONS/DECLARATIONS

1. Certificate required under Regulation 17(8)

The Company maintains detailed internal controls to protect its assets and interests, and to ensure the integrity and fairness of its financial reporting. The certificate required under Regulation 17(8) of the Listing Regulations, duly signed by the CEO, was presented before the Board in the Board Meeting held on May 30, 2024, and is enclosed as **Annexure I** to this Report.

2. Code of Conduct

The Company is committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business ethics, and to making full and accurate disclosures in compliance with all applicable laws, rules and regulations.

All Board members and senior Management personnel have affirmed their compliance with the Code of Conduct for the financial year under review.

A declaration on compliance with the Code of Conduct, duly signed by Mr. Sachet Saraf, Managing Director of the Company, is attached as **Annexure-II**.

3. Compliance Certificate on Corporate Governance

As per Regulation 34 of the Listing Regulations, a Certificate on compliance of Corporate Governance, issued by the Secretarial Auditors of the Company is attached as **Annexure III** to this Report.

4. Certificate for non-disqualification of Directors

Pursuant to Regulation 34(3) and Schedule-V, Para C, Clause (10)(i) of the Listing Regulations, the Board hereby confirms that a certificate has been obtained from the Company Secretary in practice, stating that none of the Directors have been debarred or disqualified from being appointed or continuing as Director by the Securities and Exchange Board of India, the Ministry of Corporate Affairs, or any such other Statutory Authority. The certificate is attached as **Annexure IV** to this Report.

5. Declaration from Independent Directors

The Company has received declarations from all Independent Directors of the Company confirming they meet the criteria of independence as prescribed by Section 149 of the Companies Act, 2013, and Regulation 16 & 25 of the Listing Regulations.

The Board is of the opinion that its Independent Directors fulfil the conditions specified in these regulations and are independent of the Management.

GENERAL BODY MEETINGS

Annual General Meetings

During the preceding three years, the Company's Annual General Meetings were held in the following places and the date and time of Annual General Meetings held during last three years, are as follows:

Year	Date	Time	Venue	Special Resolution Passed
2022-2023	30.09.2023	01:30 P.M.	Registered Office	None
2021-2022	30.09.2021	01:30 P.M.	Registered Office	None
2020-2021	30.12.2020	03:30 P.M.	Registered Office	None

Disclosures**1. Materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large:**

None of the transactions with any of the related parties were in conflict with the interests of the Company. However, the related party disclosures about list of related parties and transactions given under Note 27 of Notes to financial statements for the year ended 31st March, 2024 may be referred. All related party transactions are in the ordinary course of business and are at arm's length.

2. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to the capital markets, during the last year:

No penalties or strictures have been imposed by any regulatory authority on any matter related to capital markets during the last year.

3. Whistle Blower Policy and affirmation that no personnel has been denied access to the audit committee:

The Company has established Whistle Blower Policy for its Directors and Employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct and is displayed on Company's website. The Company takes cognizance of complaints made and suggestions given by the employees and others. Even anonymous complaints are looked into and whenever necessary, suitable corrective steps are taken. No personnel has been denied access to the Audit Committee of the Board of Directors of the Company.

All the complaints are reported through mail to the Managing Director of the Company and then he decides further course of action after preliminary review of the complaint/ protected disclosure.

In case the Whistle-Blower is not satisfied with action taken on his/her complaint, then the Whistle-Blower can write to the Chairman of the Audit Committee.

When escalating the matter, Whistle- Blower should provide complete details of the complaint and the reason for dissatisfaction.

The details of complaints received during the financial year 2023-2024 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
0	0	0	0

4. Insider Trading Code

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons' ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations).

The Code is applicable to Promoters, Member of Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said PIT Regulations.

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with the PIT Regulations. This Code is displayed on the Company's website viz. www.encashentertainment.com.

5. Prevention of Sexual Harassment at Workplace Policy

The Company has in place Prevention of Sexual Harassment at Workplace Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition, Redressal) Act, 2013 and the Rules made thereunder. The Company has zero tolerance towards any action on the part of any executive which may fall under the ambit of "Sexual Harassment" at workplace and is fully committed to uphold and maintain the dignity of every executive working in the Company. The Policy provides for protection against sexual harassment at workplace and for prevention and redressal of such complaints.

During the financial year under review, no complaints were received regarding sexual harassment at the workplace in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The relevant details as required to be furnished under the applicable laws are as follows:

Number of complaints filed during the financial year	0
Number of complaints disposed off during the financial year	0
Number of complaints pending at the end of the financial year	0

6. Disclosure on Risk Management

The Company has in place a Risk Management Policy. The Risk Management System is periodically reviewed and evaluated by the Risk Management Committee and Board of Directors.

7. Disclosure on commodity price risk and commodity hedging activities

The Company has not undertaken any commodity price risk during financial year 2024-2024. The Company does not indulge in commodity hedging activities.

8. Unclaimed Dividend/ Shares

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend/ shares shall be transferred by the Company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF').

9. Share Transfer System

As per Regulation 40(1) of the Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form, except in case of a request received for transmission or transposition of securities. Requests for share transfers, rematerialization and transposition are attended to within the time period as stipulated by the Listing Regulations and other applicable laws, rules and regulations.

10. Disclosure with respect to Demat Suspense Account/ Unclaimed Suspense Account

During the year under review, there were no shares in Demat Suspense Account or Unclaimed Suspense Account of the Company

11. Recommendations of Committee

There was no such instance during the financial year 2024-2024 where the Board had not accepted any recommendation of any Committee of the Board.

12. Compliance with Mandatory Requirements

The Company has complied with the requirements specified in Regulation of Listing Regulations

13. Credit Rating

Since the Company does not have any debt securities or borrowings, Credit rating is not required for the Company.

14. Means of Communication

- The unaudited half yearly financial results in respect of the first half of the financial year were approved, taken on record and submitted to the Stock Exchanges along with “review report” within forty five days of the close of the relevant quarter.
- Financial results will be published during the year on the website.
- The News and Media section in the Company’s website includes all major press releases made by the Company.
- Management Discussion and Analysis is a part of the Directors’ Report.
- All price sensitive information and matters which are material and relevant to shareholders are intimated to all the Stock Exchanges where the securities of the Company are listed.
- The Company has an exclusive section on “Investor” in its website “www.encashentertainment.com” for the purpose of giving necessary information to the Shareholders on various matters.

15. BSE Corporate Compliance & Listing Centre (the ‘Listing Centre’) : BSE’s Listing Centre is a web- based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

16. SEBI Complaints Redress System (SCORES) : The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are : Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

17. Designated Exclusive email-id : The Company has designated the following email-id exclusively for investor servicing : encashentertainment@gmail.com

18. GENERAL SHAREHOLDER INFORMATION**Company Registration Details**

The Company is registered in the State of West Bengal, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L92413WB2008PLC124559.

Listing on Stock Exchanges -**Equity Shares****BSE Limited (BSE SME)**

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001

Scrip Code 538684

Registrars and Transfer Agents

CB Management Services Private Limited

P-22, Bondel Road, Kolkata - 700019

Tel: +91-33-40116700, 22806692/93/94/2486

Fax: +91-33-22870263, e-mail: rta@cbmsl.com

Website: www.cbmsl.com

Distribution of shareholding on 31.03.2024

Number of shares slab	Number of Shareholders	Number of Shares	% of Shareholding
Upto 500	0	0	0.00
501 – 1000	0	0	0.00
1001 – 2000	1	1,200	0.03
2001 – 3000	253	7,52,100	19.30
3001 – 4000	1	3,600	0.09
4001 – 5000	85	4,24,600	10.90
5001 – 10000	54	4,38,000	11.24
10001 – 50000	16	3,24,750	8.33
50001 – 100000	1	63,000	1.62
Above 100000	6	1,889,246	48.49
TOTAL	417	3,896,496	100.00

Shareholding Pattern as on 31.03.2024

Category	Number of Shares held	% of issued paid up share capital
Promoters	1,262,496	32.40%
Bodies Corporate	571,000	14.65%
IEPF	111,550	2.86%
Indian Public	1,941,450	49.83%
Trusts	10,000	0.26%
Grand Total	3,896,496	100.00%

Shareholding Pattern of top ten Shareholders as on 31.03.2024:

(other than Directors, Promoters and Holders of GDRs and ADRs) :

Sl. No.	Name of Shareholder	Number of Equity Shares held	Percentage Holding
1	INNOVATIVE COMMERCIAL PRIVATE LIMITED	249,000	6.39
2	ROHANA COMMOALES PRIVATE LIMITED	142,000	3.64
3	NARESH KUMAR AGRAWAL	135,000	3.47
4	INVESTOR EDUCATION AND PROTECTION FUND	1,11,550	2.86
5	SATYAM SECURITIES AND FINANCE PRIVATE LIMITED	63,000	1.62
6	P B ISPAT PVT LTD	35,000	0.90
7	MUKESH SINGHVI HUF	30,000	0.77
8	DILIGENT INVESTMENT LIMITED	30,000	0.77
9	ABHAYAN TRADERS PRIVATE LIMITED	25,000	0.64
10	PARAG GANDHI	24,250	0.62

19. Plant Location:

Since the Company is not engaged in manufacturing activities, it does not have any plant.

ANNEXURE I

MANAGING DIRECTOR AND CFO CERTIFICATE PURSUANT TO REGULATION 17(8), PART B OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Board of Directors
ENCASH ENTERTAINMENT LIMITED

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Encash Entertainment Limited ('the Company'), to the best of our knowledge and belief certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended March 31, 2024 and that to the best of my knowledge and belief:
- i) These statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) We further state that to the best of my knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2024 are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to be taken to rectify these deficiencies.
- d) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
- i) There has not been any significant change in internal control over financial reporting;
 - ii) There have not been any significant changes in accounting policies; and
 - iii) There have been no instances of significant fraud of which we are aware that involve management or other employees having significant role in the Company's internal control system over financial reporting.

Sd/-
Sachet Saraf
Managing
Director
DIN - 01377285

Sd/-
Suman Saraf
Chief Financial Officer
DIN – 06410112
Place : Kolkata
Date : 30.05.2024

ANNEXURE II

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Director. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Director. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2024, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Chief Financial Officer and the Company Secretary as on March 31, 2024.

For and on behalf of the Board of Directors

Sd/-

Sachet Saraf

Managing Director

DIN - 01377285

Place : Kolkata

Date : 30.05.2024

ANNEXURE III

AUDITOR'S CERTIFICATE REGARDING ON CORPORATE GOVERNANCE

To,
The Members,
Encash Entertainment Limited
12, Free School Street Kolkata 700016

We have examined the compliance of conditions of Corporate Governance by Encash Entertainment Limited ('the Company') for the year ended 31st March 2024, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of certifications.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We further 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.

Place: Kolkata
Date: 16.08.2024

Neha Poddar
Company Secretary in practice
ACS No: 33026
C.P. No: 12190
UDIN: A033026F000991522
Peer Review No.: 2389/2022

ANNEXURE IV

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members,
Encash Entertainment Limited
12, Free School Street Kolkata 700016

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Encash Entertainment Limited** (CIN: L92413WB2008PLC124559) and having registered office at 12, Free School Street Kolkata 700016 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

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

S. No.	Name of Director	DIN	Date of appointment in Company
1.	Sachet Saraf	01377285	19/01/2011
2.	Rashmi Saraf	02096360	09/01/2011
3.	Rajesh Kumar Singhania	00122786	03/06/2013
4.	Surendar Kumar Sethia	00446974	03/06/2013

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata
Date: 16.08.2024

Neha Poddar
 Company Secretary in practice
 ACS No: 33026
 C.P. No: 12190
 UDIN: A033026F000991533
 Peer Review No.: 2389/2022

INDEPENDENT AUDITORS' REPORT

To
The Members of
Encash Entertainment Limited

Report on the Audit of the Standalone Financial Statements**Opinion**

We have audited the financial statements of **ENCASH ENTERTAINMENT LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2024, the statement of Profit and Loss and the cash flow statement 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, the aforesaid 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its financial performance on that date

Basis for 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 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 opinion.

Responsibility of Management for Standalone Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

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

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure-A" a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable. As required by Section 143(3) of the Act, based on our audit 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 and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended 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 financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. The Company has transferred the unclaimed dividend to the Investor Education and Protection Fund.
 - iv. a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities

identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c) Based on audit procedures which we are considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

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

Place: Kolkata

Date: 30.05.2024

For **AKBARMAN & ASSOCIATES**
Chartered Accountants
Firm Registration No. 316190E

Sd/-

(ANJAN KUMAR BURMAN)

Partner

Membership No. 052949

UDIN : 24052949BKACDD6147

ANNEXURE "A" TO INDEPENDENT AUDITORS' REPORT

Report as required by the Companies (Auditors' 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 (Refer to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date) to the Members of **ENCASH ENTERTAINMENT LIMITED** for the year ended March 31, 2024, we report the following:

- i. (a) (A) The Company has proper records related to full particulars including quantitative details and situation of Property, Plant and Equipment.

(B) The company is maintaining proper records showing full particulars of intangible assets.
- (b) In our opinion Property, Plant and Equipment have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification during the year
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) as disclosed in the financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us, the Company has not revalued its property, plant and Equipment (including Right of Use assets) and its intangible assets. Accordingly, the requirements under paragraph 3(i)(d) of the Order are not applicable to the Company.
- (e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Accordingly, the provisions stated in paragraph 3(i)(e) of the Order are not applicable to the Company.
- ii. (a) In our opinion, physical verification of inventory has been conducted at reasonable intervals by the management and the coverage and procedure of such verification by the management is appropriate. No material discrepancies were noticed on such verification.

(b) During the year, Company has not been sanctioned any working capital limits, from banks or financial institutions on the basis of security of current assets. Therefore, the provisions of Clause (ii)(b) of paragraph 3 of the order are not applicable to the company.
- iii. (a) During the year, the Company has not made investments in any other companies and has not granted or stood guarantee, or provided security to any company, firm, limited liability partnership or other party, but has provided unsecured loans to company, firm or others.

(b) According to the information and explanations given to us and based on the audit procedures performed by us, the terms and conditions in relation to investments made, guarantees provided, securities given and / or grant of all loans and advances in the nature of loans and guarantees are not prejudicial to the interest of the Company.

(c) In case of the loans and advances in the nature of loan, schedule of repayment of principal and payment of interest have been stipulated and the borrowers have been regular in the payment of the principal and interest

(d) There are no amounts overdue for more than ninety days in respect of the loan granted to Company/Firm/ LLP/ Other Parties.

- (e) According to the information explanation provided to us, the loan or advance in the nature of loan granted has not fallen due during the year. Hence, the requirements under paragraph 3(iii) (e) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from public. Therefore, the provisions of Clause (v) of paragraph 3 of the order are not applicable to the Company.
- vi. As explained to us, the Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company. Therefore, the provisions of Clause (vi) of paragraph 3 of the order are not applicable to the Company.
- vii. (a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income tax, Sales Tax, Wealth tax, Service tax, Duty of Customs, duty of Excise, Value Added Tax, GST, Cess and other statutory dues with the appropriate authorities to the extent applicable to it. There are no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, value added tax, duty of customs, duty of excise or cess which have remained outstanding as at March 31, 2024 for a period of more than 6 months from the date they became payable.
- (b) According to the information and explanations given to us, there are not any statutory dues referred in sub-clause (a) which have not been deposited on account of any dispute. Therefore, the provisions of Clause (vii)(b) of paragraph 3 of the order are not applicable to the Company.
- viii. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.
- ix. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of any loan or other borrowings or any interest due thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, the loans were applied for the purpose for which the loans were obtained.
- (d) In our opinion and according to the information and explanations given to us, there are no funds raised on short term basis which have been utilized for long term purposes.

- (e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments). Therefore, the provisions of Clause (x)(a) of paragraph 3 of the order are not applicable to the Company.
- (b) In our opinion and according to the information and explanations given to us, the company has not made preferential allotment or private placement of shares during the year and the requirements of section 42 and section 62 of the Companies Act, 2013 are not applicable.
- xi. (a) We have not noticed any case of fraud by the company or any fraud on the Company by its officers or employees during the year. The management has also not reported any case of fraud during the year.
- (b) During the year no report under sub-section (12) of section 143 of the Companies Act has been filed by auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle-blower complaints received by the Company during the year. Accordingly, the provisions stated in paragraph (xi)(c) of the Order is not applicable to company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) of the Order are not applicable to the Company.
- xiii. As per the information and explanations received to us all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable, and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards. Identification of related parties were made and provided by the management of the company.
- xiv. The company is covered by section 138 of the Companies Act, 2013, related to appointment of internal auditor of the company. Therefore, the company has appointed internal auditor.
- xv. According to the information and explanations given to us, in our opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of section 192 of the Act are not applicable to company. Accordingly, the provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year.
- (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) As per the information and explanations received, the group does not have any CIC as part of the group.

- xvii. The company has incurred cash loss in current financial year as well in immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Hence, the provisions stated in paragraph clause 3 (xviii) of the Order are not applicable to the Company.
- xix. According to the information and explanations given to us and based on our examination of financial ratios, ageing and expected date of realization of financial assets and payment of liabilities, other information accompanying the standalone¹ financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of audit report and the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx. According to the information and explanations given to us, the provisions of section 135 of the Act are not applicable to the Company. Hence, the provisions of paragraph (xx)(a) to (b) of the Order are not applicable to the Company.
- xxi. The company has not made investments in subsidiary company. Therefore, the company does not require to prepare consolidated financial statement. Therefore, the provisions of Clause (xxi) of paragraph 3 of the order are not applicable to the Company.

For **AKBARMAN & ASSOCIATES**
Chartered Accountants
Firm Registration No. 316190E

Place: Kolkata

Date: 30.05.2024

Sd/-

(ANJAN KUMAR BURMAN)

Partner

Membership No. 052949

UDIN : 24052949BKACDD6147

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Encash Entertainment Limited 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 **ENCASH ENTERTAINMENT LIMITED** ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company 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. 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 internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for

external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

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

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

For **AKBARMAN & ASSOCIATES**
Chartered Accountants
Firm Registration No. 316190E

Sd/-
(ANJAN KUMAR BURMAN)
Partner
Membership No. 052949
UDIN : 24052949BKACDD6147

Place: Kolkata

Date: 30.05.2024

Standalone Balance Sheet as at March 31, 2024

(Amount in Rs. '000)

	Note	As at March 31, 2024	As at March 31, 2023
I. EQUITY AND LIABILITIES			
Shareholder's Fund			
(a) Share Capital	2	38,964.96	38,964.96
(b) Reserve and Surplus	3	45,905.65	49,273.63
		84,870.61	88,238.59
Non-current Liabilities			
(a) Long-Term Borrowings	4	-	-
(b) Deferred Tax Liabilities (Net)	5	(541.39)	(577.56)
(c) Other Non-Current Liabilities	6	3,646.70	2,549.82
(d) Trade Payables	7		
(i) total outstanding dues of micro enterprises and small enterprises			
(ii) total outstanding dues of Creditors other than micro enterprises and small enterprises		1,837.61	565.43
(e) Long Term Provision			
		2,537.69	2,537.69
Current Liabilities			
(a) Short-Term Borrowings		-	-
(b) Trade Payables	7		
(i) total outstanding dues of micro enterprises and small enterprises			
(ii) total outstanding dues of Creditors other than micro enterprises and small enterprises		-	1,272.18
(b) Other Current Liabilities	8	526.82	198.30
(c) Short Term Provisions	9	-	-
		526.82	1,470.48
TOTAL		90,340.35	92,246.76
II. ASSETS			
Non-current Assets			
(a) Property, Plant and Equipment	10	3,753.65	4,452.58
(b) Financial Assets			
(i) Investments	11		
(ii) Trade Receivables	17	4,170.08	3,360.00
(iii) Loans & Advances	12	2,782.19	2,652.24
(iv) Other Financial Assets			
(b) Deferred Tax Assets (Net)			
(c) Other Non-current Assets	13	439.20	439.20
		11,145.12	10,904.02
Current Assets			
(a) Inventories	14	76,981.33	77,723.53
(b) Financial Assets			
(i) Investments			
(ii) Trade Receivables	17	-	879.86
(iii) Cash and Cash Equivalents	15	2,102.45	2,405.71
(iv) Loans & Advances	16	111.46	333.64
(c) Other Current Assets			
		79,195.23	81,342.74
TOTAL		90,340.35	92,246.76
III. Notes Forming Part of the Financial Statements	1-29		

As per our report of even date
For AKBARMAN & ASSOCIATES
Chartered Accountants
Firm Registration No. 316190E

For and on behalf of the Board of Directors

ANJAN KUMAR BURMAN
Partner
Membership No: 052949
Place: Kolkata
Date: May 30, 2024
UDIN: 24052949BKACDD6147

Sachet Saraf
(Managing Director)
DIN: 01377285

Rashmi Saraf
(Director)
DIN: 02096360

Suman Saraf
(CFO)

Hardika Pancholi
(CS)

Standalone Statement of Profit and Loss for the year ended March 31, 2024

(Amount in Rs. '000)

	Note	As at March 31, 2024	As at March 31, 2023
I. INCOME			
(a) Revenue From Operations	18	1,731.38	6,042.15
(b) Other Income	19	-	261.34
TOTAL REVENUE		1,731.38	6,303.49
II. EXPENSES			
(a) Cost of material consumed	20	742.20	3,139.90
(b) Changes in Inventories			
(c) Employee Benefit Expenses	21	2,305.99	2,383.57
(d) Depreciation and Amortization Expenses	22	698.93	817.46
(e) Other Expenses	23	1,316.08	1,904.03
TOTAL EXPENSES		5,063.19	8,244.96
III. Profit before taxes		(3,331.81)	(1,941.47)
V. Tax Expenses			
(a) Income Tax		-	-
(b) Deferred		36.16	43.71
		36.16	43.71
VI. Profit for the Year		(3,367.98)	(1,985.17)
VII. Earnings per Equity Share			
(a) Basic		(0.86)	0.05
(b) Diluted		(0.86)	0.05
III. Notes Forming Part of the Financial Statements	1-29		

As per our report of even date
For AKBARMAN & ASSOCIATES
Chartered Accountants
Firm Registration No. 316190E

For and on behalf of the Board of Directors

ANJAN KUMAR BURMAN
Partner
Membership No: 052949
Place: Kolkata
Date: May 30, 2024
UDIN: 24052949BKACDD6147

Sachet Saraf
(Managing Director)
DIN: 01377285

Rashmi Saraf
(Director)
DIN: 02096360

Suman Saraf
(CFO)

Hardika Pancholi
(CS)

Standalone Statement of Cash Flow for the year ended March 31, 2024

(Amount in Rs. '000)

Particulars	As at March 31, 2024	As at March 31, 2023
A. Cash Flow from Operating Activities		
Profit Before Tax as per Statement of Profit and Loss Account	(3,331.81)	(1,941.47)
Add: Non-cash Items		
Depreciation and Amortization Expenses	698.93	817.46
Operating Profit Before Working Capital Changes	(2,632.88)	(1,124.01)
Adjusted For:		
Inventories	742.20	(585.35)
Trade Receivables	69.78	3,167.07
Long Term Loans & Advances	(25.00)	(1,000.00)
Loans and Advances	117.23	1,225.26
Trade Payable	1,096.88	(1,882.68)
Other Current Liabilities	328.52	40.00
	2,329.62	964.30
Cash Flow from Operating Activities (A)	(303.27)	(159.71)
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	-	(45.97)
Sale of Fixed Assets		
Cash Flow from Investing Activities (B)	-	(45.97)
C. Cash Flow from Financing Activities Cash Flow from Financing Activities (C)	-	-
Net Increase in Cash and Cash Equivalents (A+B+C)	(303.27)	(205.68)
Opening Balance of Cash and Cash Equivalents	2,405.71	2,611.39
Closing Balance of Cash and Cash Equivalents	2,102.45	2,405.71

Notes:

1. All figures in brackets are outflow.
2. Cash and cash Equivalent is cash and Bank Balances as per Balance Sheet.

As per our report of even date

For **AKBARMAN & ASSOCIATES**

Chartered Accountants

Firm Registration No. 316190E

For and on behalf of the Board of Directors

ANJAN KUMAR BURMAN

Partner

Membership No: 052949

Place: Kolkata

Date: May 30, 2024

UDIN: 24052949BKACDD6147

Sachet Saraf
(Managing Director)

DIN: 01377285

Rashmi Saraf
(Director)

DIN: 02096360

Suman Saraf
(CFO)**Hardika Pancholi**
(CS)

NOTES FORMING PART OF FINANCIAL STATEMENTS**1) COMPANY INFORMATION:**

Encash Entertainment Limited (the Company) is a public limited company domicile in India and incorporated under the Companies Act, 1956. Its shares are listed on the Bombay Stock Exchange (BSE) SME since 29th September, 2014. It is mainly engaged in the business of entertainment and style & fashion garments sector.

SIGNIFICANT ACCOUNTING POLICIES:**(i) Basis of Accounting**

The financial statements are prepared under the historical cost convention, except stated otherwise, on an accrual basis and in accordance with generally accepted accounting principles in India, the applicable mandatory Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the provisions of the Act.

The financial statements have been prepared and presented as per the requirement of Schedule III as notified under Companies Act, 2013.

(ii) Use of Estimates

The preparation of financial statements requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities including contingent liabilities on the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Difference between actual results and estimates are recognized in the period in which the results are known/materialized.

(iii) Fixed Assets

Tangible Fixed Assets are stated at cost less accumulated depreciation and impairment loss thereon, if any. Cost comprises of purchase price and any attributable cost of bringing the assets to its working conditions for its intended use.

(iv) Depreciation and Amortization

Depreciation has been provided on the straight line method based on life assigned to each asset in accordance with Schedule II of the Companies Act, 2013.

(v) Revenue Recognition

Sales (including Programs, Film Rights, and Merchandise) are recognized, when the significant risks and reward have been transferred to the customer.

Revenue from services is recognized on the completion of the service.

(vi) Investments

Investments, which are readily realizable and intended to be held not more than one year from the date on which such investments are made, are classified as current investment. All other investments are classified as long-term investments.

Investments are value at cost. Diminution in the value of investments is considered only when such diminution is other than temporary in nature.

(vii) Inventories

Inventories includes Films (under production), Film Rights, Music Rights, Story Rights, are stated at lower of cost /unamortized cost or realizable value. Cost comprises acquisition / director production cost.

Inventories of merchandise are stated at lower of purchase cost or realizable value.

(viii) Employee Benefit

Employee benefits are recognized as expenses as and when these accrue.

(ix) Segment Reporting

The Company has presented Segment information on the basis of financial statements as permitted by AccountingStandard-17.

(x) Taxes on Income

Tax expenses comprises of current tax and deferred tax.

Current tax is determined as the amount of tax payable in respect of the taxable income for the period under provisions of the Income Tax Act, 1961.

Deferred tax assets and deferred tax liabilities are recognized at substantively enacted tax rates, subject to the consideration of prudence, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

(xi) Provisions, Contingent Liabilities and Contingent Assets

Provision is recognized when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure of contingentliability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. No provision is recognized or disclosure for contingent liabilities is made when there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote. Contingent Asset isneither recognized not disclosed in the financial statements.

(xii) Earnings per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted earnings per shares is calculated by adjustments of all the effects of dilutive potential equity shares from the net profit or loss for the period attributed to equity shareholders on weighted average numbers of shares outstanding during the period.

2 Share Capital

(Amount in Rs. '000)

Particulars	As at 31 March, 2024		As at 31 March, 2023	
	Number	Amount	Number	Amount
Authorized				
Equity Share of Rs. 10/- each	1,00,00,000	1,00,000.00	1,00,00,000	1,00,000.00
Total	1,00,00,000	1,00,000.00	1,00,00,000	1,00,000.00
Issued, Subscribed and Paid-up Equity Share of Rs. 10/- each				
Opening	38,96,496	38,964.96	38,96,496	38,964.96
Additions	-	-	-	-
Deductions	-	-	-	-
Closings	38,96,496	38,964.96	38,96,496	38,964.96
Total	38,96,496	38,964.96	38,96,496	38,964.96

2.1 The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/-. Each shareholder is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

3 Reserve and Surplus

(Amount in Rs. '000)

Particulars	As at 31 March, 2024	As at 31 March, 2023
Security Premium Account		
Opening Balance	55,978.88	55,978.88
Add: Addition During the Year	-	-
Less: Utilized During the Year	-	-
Closing Balance	55,978.88	55,978.88
Surplus in Statement of Profit & Loss		
As per Last Balance Sheet	(6,705.25)	(4,720.08)
Add: Net Profit for the Current Year	(3,367.98)	(1,985.17)
Add : Provision For Earlier		
Closing Balance	(10,073.22)	(6,705.25)
Total	45,905.65	49,273.63

4 Long Term Borrowing

Particulars	As at 31 March, 2024	As at 31 March, 2023
Secured Loan	NIL	
Unsecured Loan		
Total		

5 Deferred Tax Liabilities (Net)

Particulars	As at 31 March, 2024	As at 31 March, 2023
Deferred Tax Liabilities		
Opening Balance	(577.56)	(621.26)
Add: During the year	36.16	43.71
Less: During the year	-	-
Closing Balance	(541.39)	(577.56)

6 Other Non-Current Liabilities

Particulars	As at 31 March, 2024	As at 31 March, 2023
Sundry Creditors for Expenses:		
Dues of MSMEs		
Dues of other than MSMEs	3,646.70	2,549.82
Other Payable:		
Dues of MSMEs		
Dues of other than MSMEs		
Total	3,646.70	2,549.82

7 Trade Payable

Particulars	As at March 31, 2024	As at March 31, 2023
Dues of MSMEs	-	-
Dues of other than MSMEs	-	1,837.61
Total	-	1,837.61

Ageing of Trade Payable As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months - 1Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Payable- Micro and small enterprises						
Undisputed Trade Payable - Dues of Other than Micro and small enterprises	-	-	1,837.61	-	-	1,837.61
Disputed Trade Payable- Micro and small enterprises	-	-	-	-	-	-
Disputed Trade Payable- Dues of Other than Micro and small enterprises	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total	-	-	1,837.61	-	-	1,837.61

Ageing of Trade Payable As at March 31, 2023

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months - 1Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Payable- Micro and small enterprises						
Undisputed Trade Payable - Dues of Other than Micro and small enterprises	-	1,272.18	565.43	-	-	1,837.61
Disputed Trade Payable- Micro and small enterprises	-	-	-	-	-	-
Disputed Trade Payable- Dues of Other than Micro and small enterprises	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total	-	1,272.18	565.43	-	-	1,837.61

8 Other Current Liabilities

Particulars	As at 31 March, 2024	As at 31 March, 2023
<u>Sundry Creditors For Expenses:</u>		
Dues of MSMEs		-
Dues of other than MSMEs	-	-
<u>Other Payable:</u>		
Dues of MSMEs		
Dues of other than MSMEs	526.82	198.30
Total	526.82	198.30

9 Short Term Provisions

Particulars	As at 31 March, 2024	As at 31 March, 2023
Provision for Income Tax	-	-
Total	-	-

11. Investments

Particulars	As at March 31, 2024	As at March 31, 2023
NIL		
Total		

12. Long Term Loans and Advances

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, Considered Good		
Advance For Premises (Studio) Tolly-(I) (II) (III)	250.00	250.00
Deposit CESC Studio Tolly -I	89.67	89.67
Loans & Advances	2,442.52	2,312.57
Total	2,782.19	2,652.24

13. Other Non-Current Assets

Particulars	As at March 31, 2024	As at March 31, 2023
Exchange Deposit	439.20	439.20
Total	439.20	439.20

14. Inventories

Particulars	As at March 31, 2024	As at March 31, 2023
As certified by the Management		
Finished Goods	2,972.30	3,714.50
Work in Progress	74,009.03	74,009.03
Total	76,981.33	77,723.53

15. Cash and Cash Equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Cash and Cash Equivalents		
Cash in Hand	119.08	395.14
Balances with Banks In Current Accounts	1,983.36	2,010.57
Total	2,102.45	2,405.71

16. Short Term Loans and Advances

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, Considered Good		
Advances For Purchase	-	-
Advances For Expenses	-	25.00
Balance with Income Tax Authorities	56.46	104.95
GST Input	55.00	203.69
Total	111.46	333.64

17. Trade Receivable

Particulars	As at March 31, 2024	As at March 31, 2023
Trade Receivables	-	4,239.86
Total	-	4,239.86
Break-up of Trade Receivables	-	
Trade Receivables considered good - Unsecured		4,239.86
Total	-	4,239.86

Ageing of Trade Receivables As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment					
	Less than 6Months	6 Months - 1Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivables- Considered Goods	-	-	18.08	3,360	-	4,170.08
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total	-	-	18.08	3,360	-	4,170.08

Ageing of Trade Receivables As at March 31, 2023

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months - 1Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivables- Considered Goods	879.86	-	3,360	-	-	4,239.86
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total	879.86	-	3,360	-	-	4,239.86

18. Revenue from Operations

Particulars	As at March 31, 2024	As at March 31, 2023
Sale of Products	1,090.48	6,042.15
Studio Operation	640.90	-
Total	6,042.15	6,042.15

19. Other Income

Particulars	As at March 31, 2024	As at March 31, 2023
Miscellaneous Income	-	261.34
Other Income	-	-
Total	-	261.34

20. Operational Cost

Particulars	As at March 31, 2024	As at March 31, 2023
Cost of Material Sold	742.20	3,139.90
Opening Inventory	74,009.03	72,439.03
Add: Production Expenses		1570.00
	74,009.03	74,009.03
Less: CWIP	-	-
Less: Closing Inventory	74,009.03	74,009.03
	-	-
Total	742.20	3,139.90

** Includes cost / unamortized cost of Film Production, Films rights, Music rights, Story Rights.

21. Employee Benefit Expenses

Particulars	As at March 31, 2024	As at March 31, 2023
Salary & Bonus	2,193.37	2,294.33
Staff Welfare Expenses	112.62	89.24
Total	2,305.99	2,383.57

22. Depreciation and Amortization Expenses

Particulars	As at March 31, 2024	As at March 31, 2023
Depreciation	698.93	817.46
Total	698.93	817.46

23. Other Expenses

Particulars	As at March 31, 2024	As at March 31, 2023
Auditor's Remuneration	00.00	51.00
Advertisement	5.20	14.13
Conveyance	47.71	36.57
Exchanges Expenses	58.72	138.75
Electricity Charges	120.89	148.89
General Expenses	168.31	160.58
Insurance Charges	26.09	26.29
Motor Car Expenses	62.83	117.48
Printing & Stationery	8.42	18.76
Professional Fees	114.35	497.99
Rent	330.00	409.20
Repair & Maintenance	22.31	12.02
Studio Expenses	324.52	244.57
Telephone Expenses	26.72	12.96
Website & Logo Expenses	00.00	14.84
Total	1,316.08	1,904.03

24. Earnings Per Share

Particulars	As at March 31, 2024	As at March 31, 2023
Net Profit after Tax as per Statement of Profit and Loss	(3,367.98)	(1,985.17)
Number of Equity Shares	38,96,496	38,96,496
Face Value per Equity Shares	10	10
Basic Earning Per Share	(0.86)	(0.05)
Diluted Earning Per Share	(0.86)	(0.05)

25. Related Party Transactions

Associate Company : Encash Securities Ltd.

Directors / Key Management Personnel : Sachet Saraf
Rashmi Saraf

Transactions with Related Parties

Particulars	As at March 31, 2024	As at March 31, 2023
Rent Paid (in Rs.)	0.00	75.14
Total	0.00	75.14

26. Segment Information

The business segment considered for disclosure is trading and film production.

Particulars	As at March 31, 2024	As at March 31, 2023
Revenue from Trading Activities	1,090.48	6,042.15
Revenue From Studio Operation	640.90	0
	1,731.38	6,042.15

27. Figures of previous year are regrouped, recasted and rearranged wherever necessary.

28. Figures are rounded off to nearest Thousand ('000).

29. Additional Regulatory Information Required by Schedule III

(i) Title deeds of immovable properties not held in name of the company

The title deeds of all 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.

(ii) Valuation of PP&E, intangible asset and investment property

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the current or previous year.

(iii) Loans or advances to specified persons

The Company has not granted any loans or advances to promoters, directors, KMPs and related parties either severally or jointly with any other person, that are:

- repayable on demand or
- without specifying any terms or period for repayment

(iv) Details of Benami Property held

No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(v) Borrowing secured against current assets

The Company doesn't have any borrowings from banks and / or financial institutions

- (vi) **Wilful Defaulter**
The Company has not been declared wilful defaulter by any bank or financial institutions or government or any government authority.
- (vii) **Relationship with Struck off Companies**
The Company has no transactions with the companies struck off under the Companies Act, 2013
- (viii) **Registration of charges or satisfaction with Registrar of Companies**
There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period
- (ix) **Compliance with number of layers of companies**
The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- (x) **Compliance with approved Scheme(s) of Arrangements**
The Company has not entered into any scheme of arrangement which has an accounting impact on current of previous financial year
- (xi) **Utilization of Borrowed funds and share premium:**
No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds by the Company to or in any other person or entity, including foreign entities (“Intermediaries”) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (xii) **Undisclosed Income**
There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the
- (xiii) **Details of crypto currency of virtual currency**
The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(xiv) Analytical Ratios

Ratios	Numerator	Denominator	March 31, 2024	March 31, 2023	% Variance	Remarks
Current Ratio (in times)	Total Current Assets	Total Current Liabilities	150.33	247.45	-97.12%	Due to decrease in outstandings
Debt-Equity Ratio (in times)	Total Debt	Shareholder's Equity	-	-	0.00%	Not Applicable
Debt Service Coverage Ratio (in times)	Earnings available for debt service (Net profit after taxes + depreciation)	Debt Service (interest and principle payments including lease payments)	-	-	0.00%	Not Applicable
Return on Equity (%)	Profit for the year	Average total equity	-0.04	-0.02	-38.38%	Due to increase in Loss, the ratio got effected
Inventory Turnover Ratio	Cost of Goods Sold /Average Inventory	Cost of Goods Sold	0.00	0.00	0.00%	Due to Nil Cost of Goods Sold in previous year
Trade Receivables Turnover Ratio (in times)	Revenue from operations	Average trade receivables	0.00	5.81	-5.81%	Due to decrease in Revenue from Operations in current year and decrease in receivable
Trade Payables Turnover Ratio (in times)	Expenses Less Depreciation	Average trade payables	-0.69	1.54	0.85%	Due to decrease in Expenses in current year
Net Capital Turnover Ratio (in times)	Revenue from operations	Average working capital (i.e. current assets minus current liabilities)	0.02	0.08	3.75%	Due to Increase in Revenue from Operations in current year
Net Profit Ratio (%)	Net profit after tax	Revenue from operations	-1.95	-0.33	6.91%	Due to increase in net loss in the current year
Return on Capital Employed (%)	Profit before tax and finance cost	Capital employed = Net worth + lease liabilities + deferred tax liabilities	-0.04	-0.02	200%	Due to increase in Loss, the ratio got effected
Return on Investments (%)	Income generated from invested funds	Average invested funds in treasury investments	-	-	0.00%	Not Applicable

ENCASH ENTERTAINMENT LIMITED

CIN: L92413WB2008PLC124559

Registered Office: 12, Free School Street, Kolkata - 700016

Phone : (033) 40063970, E-mail : encashentertainment@gmail.com, Website : www.encashentertainment.com

ATTENDANCE SLIP

(To be presented at the entrance of the hall)

16th ANNUAL GENERAL MEETING ON MONDAY, SEPTEMBER 30, 2024 AT 01:30 P.M.
at 12, Free School Street, Kolkata - 700016

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the proxyholder _____ Signature _____

- a. Only Member/Proxyholder can attend the Meeting.
- b. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

..... (Tear here)

ENCASH ENTERTAINMENT LIMITED

CIN: L92413WB2008PLC124559

Registered Office: 12, Free School Street, Kolkata - 700016

E-mail : encashentertainment@gmail.com, Website : www.encashentertainment.com

PROXY FORM

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

Name of the Member(s) : _____

Registered Address : _____ E-mail _____ Id _____

: _____

Folio No. / Client IDNo. : _____ DP ID No. _____

I / We, being the member(s) of..... Shares of Encash Entertainment Limited, hereby appoint

1. Name : _____ E-mail Id : _____

Address : _____

_____ Signature : _____

or failing him

1. Name : _____ E-mail Id : _____

Address : _____

_____ Signature : _____

or failing him

1. Name : _____ E-mail Id : _____

Address : _____

_____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fifteenth Annual General Meeting of the Company to be held on Monday, September 30, 2024 at 01.30 P.M. at 12, Free School Street, Kolkata – 700016 and at any adjournment thereof in respect of such resolutions as are indicated below :

P.T.O.



..... (Tear here)

Resolution No.	Resolution Proposed
ORDINARY BUSINESS	
1	Adoption of Financial Statement, Reports of Board of Directors' and Auditors' for 2023-2024
2	Re-appointment of Ms. Rashmi Saraf as Director
3	Re-Appointment of Mr. Sachet Saraf as Managing Director
4	Appointment of AKBARMAN & ASSOCIATES as Auditor
SPECIAL BUSINESS	
5	Appointment of Ms. Neha Kedia as Independent Director
6	Appointment of Mr. Chandra Kant Khemani as Independent Director

Signed this _____ day of _____ 2024

Affix
Re. 1/-
Revenue
Stamp

Signature of shareholder _____ Signature of Proxy holder(s) _____

NOTES:

1. This Form in order to be effective should be duly completed and deposited at 12, Free School Street, Kolkata - 700016, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/ Proxy.

ENCASH

Value for Money