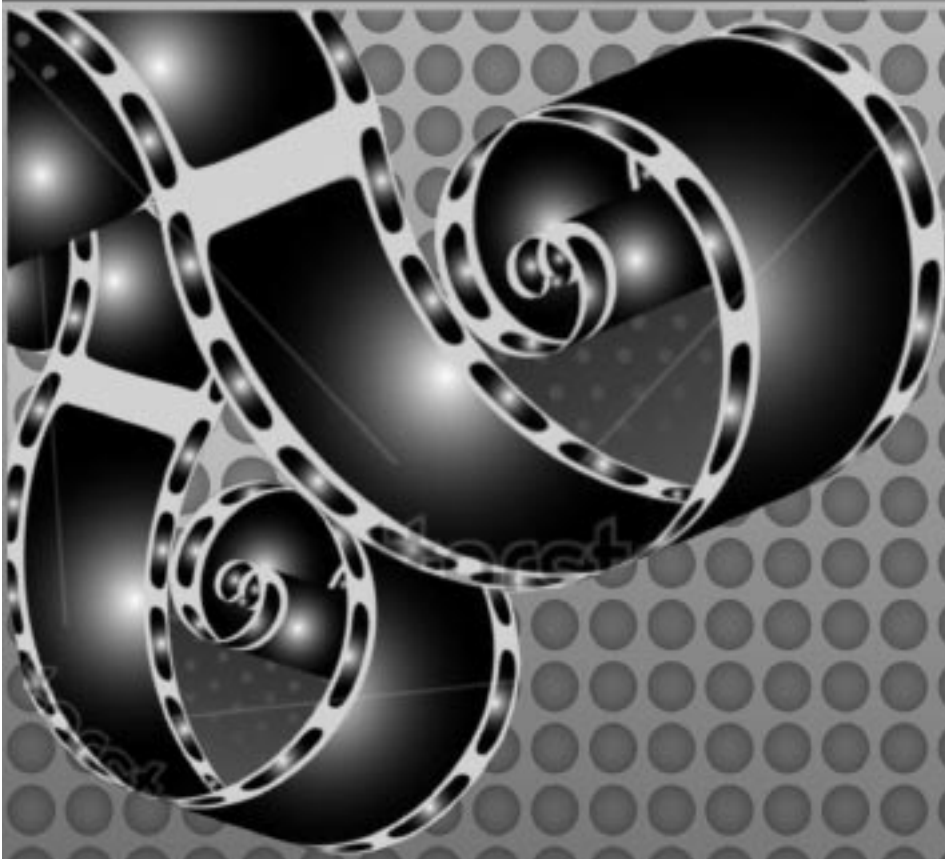


ENCASH

Value for Money



**ANNUAL REPORT
2014 - 2015**

ENCASH ENTERTAINMENT LIMITED

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BOARD MEMBERS

Mr. Sachet Saraf	-	Chairman - cum - Managing Director
Ms. Rashmi Saraf	-	Director
Mr. Rajesh Singhania	-	Director
Mr. Surendra Sethia	-	Director
Ms. Suman Saraf	-	Chief Financial Officer

COMPANY SECRETARY

Ms. Hardika Pancholi

STATUTORY AUDITOR

M/s. Jyoti K Agarwal & Associates

SECRETARIAL AUDITOR

Ms. Manjula Poddar

REGISTERED OFFICE

9, Lal Bazar Street,
3rd Floor, Mercantile
Building, Kolkata - 700001
Tel : 033-22303313
E-mail : encash_entertainment@outlook.com
Website : www.encashentertainment.com CIN
: L92413WB2008PLC124559

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

Letter to Stakeholders

Dear Stakeholder,

I am extremely proud and at the same time humbled to write to you as the CMD of Encash Entertainment Limited. At Encash Entertainment Limited, the Financial Year 2014-15 has been a year of accomplishment and major investments for the future. We have always believed in striving for the best.

We envision India playing a major role in the way the entertainment industry grows around the world. Multiple macro factors are driving the growth - wider internet access, faster digitization and rapidly increasing globalization of audience preferences.

We realize that the world around us is changing faster than we can imagine. It is visible in the way we are communicating and doing business. Hence we are creating capabilities, infrastructure, contents and platforms all designed to align themselves with emerging consumer preferences. We have therefore hired a studio at Unit No. G - 1 & Unit No. G - 2 in the ground floor at Premises No. 14H/1G, N. N. Ghosh Lane, P.S. Regent Park, Kolkata - 700040.

Innovation is core philosophy. This year, your company started its journey to make itself future ready for both its production and product. We have introduced our fashion line which have been very well received by consumers. We believe that to make an impact, the entertainment industry has to be quick, targeted and collaborative. At Encash Entertainment Limited, we have focused our efforts and energies in investing in new future. Hence your company is planning to incorporate a company which would be its wholly owned subsidiary, the project report for which is already prepared and this subsidiary would invest in construction of Cineplex in Tire-2 and Tire-3 cities.

We concentrate on the opportunities to maximize revenue while operating in a prudent environment. We will consistently seek out newer markets and through all of this we will maintain the highest standards of corporate governance and ethics while creating superior value.

Let me take this opportunity to thank you all, our investors and shareholders for your confidence in us and our employees for committing their talent and tenacity to our success. It is your trust and commitment that enables us to progress and strive for excellence. We look forward to continuing along our successful path together with you.

Your Sincerely

Sachet Saraf

CMD

DIN - 01377285

NOTICE

Notice is hereby given that the seventh Annual General Meeting of the Members of Encash Entertainment Limited will be held on Tuesday, the 15th September, 2015 at 3.30 P.M. at The Calcutta Swimming Club, 1, Strand Road, Kolkata - 700 001, 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, 2015, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a Dividend @ Rs. 0.025 per Equity Shares of Rs. 10/- each for the financial year 2014-15.
3. To appoint a Director in place of Ms. Rashmi Saraf (DIN 02096360), who retires by rotation and being eligible, offers herself for re-appointment.
4. Appointment of Auditors

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s Jyoti K Agarwal & Associates, Chartered Accountants (Firm Registration No. 325111E), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the eighth AGM of the Company to be held in the year 2016 at such remuneration plus service tax, out-of-pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

5. Approval of the appointment of Ms. Suman Saraf as Chief Financial Officer of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”), as amended or re-enacted from time to time, read with Schedule V to the Act, including any statutory modification(s) and re-enactment thereof for the time being in force, and subject to such approvals as may be necessary, the Company hereby approves the terms of remuneration of Ms. Suman Saraf as the Chief Financial Officer of the Company for a period of two years with effect from May 29, 2015 upon the terms and conditions set out in the agreement that has already entered into between the company of the one part and Ms Suman Saraf of the other part, a copy of which for the purpose of identification is placed before the meeting and also set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Ms. Suman Saraf.”

“**RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

6. As a Special Resolution :

“**RESOLVED THAT** pursuant to the provisions of Sections 196,197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other approvals as may be required, the Members do hereby ratify and confirm, as Cost to Company, sums aggregating to Rs. 500,000/- p.a. paid to Mr. Sachet Saraf, Managing Director of the Company as remuneration for the remaining tenure, and in case of any excess over the limits of managerial remuneration based on the profits of the Company, waive recovery of such excess, and also approve the consequential retention of the aforesaid remuneration by Mr. Sachet Saraf.”

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

Place : Kolkata
Date : 11.08.2015

By Order of the board of directors
For Encash Entertainment Limited

Registered Office :

9, Lal Bazar Street
3rd Floor, Mercantile Building
Kolkata - 700001
CIN : L92413WB2008PLC124559
Tel : 033 2230 3313
E-mail : encash_entertainment@outlook.com

Hardika Pancholi
Company Secretary

NOTES :

- I. 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.
- II. **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 by the Company not less than 48 hours before the commencement of the meeting. A person can act as Proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a Proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such person shall not act as a Proxy for any other Member.

- III. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
- IV. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
- V. The Register of Members and Transfer Books of the Company will remain closed from 9th September, 2015 till 15th September, 2015 both days inclusive, for the purpose of payment of final dividend for the financial year ended 31st March, 2015.
- VI. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- VII. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on 9th September, 2015. The final dividend is 0.025 p. per equity share.
- VIII. 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.
- IX. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.

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 at items No. 3, 5 and 6 of the accompanying Notice :

Item No. 3

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

M/s Jyoti K Agarwal & Associates, (ICAI Firm Registration No. 325111E), Chartered Accountants, Kolkata were appointed as the statutory auditors of the Company for a period of four years at the Annual General Meeting (AGM) of the Company held on 22.09.2014.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM.

Accordingly, ratification of the members is being sought for the proposal contained in the Resolution set out at item no. 3 of the Notice.

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. 5

Ms. Suman Saraf who was appointed as the CFO of the Company by the Board of Directors as their meeting held on 29th May, 2015, The details of Ms Suman Saraf is mention in the Annexure I. Approval of the shareholders is sought for her appointment and remuneration for the period from 29.05.2015 till 28.05.2017 as CFO of the Company. A copy of the agreement dated 29.05.2015 entered into between the Company and Ms Suman Saraf is placed before the meeting.

The Board of Directors recommends the relevant resolution for your consideration and approval.

None of the Directors 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. 6

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in its meeting held on May 29, 2015, approved for payment of remuneration of Rs 5,00,000/- per annum to Mr. Sachet Saraf (holding DIN 01377285), as Managing Director of the Company with effect from April 1, 2015, for remainder of duration of appointment subject to the approval of the shareholders in the General Meeting as required under Schedule V to the Companies Act, 2013 is given hereunder and Annexure to this Notice Mr. Sachet Saraf is a Commerce Graduate. He is the Managing Director of the Company and is actively involved in the areas of management and production. The appointment as well as payment of remuneration was approved by the Board based on industry standards and responsibilities handled by the Managing Director of the Company. The details

of Mr. Sachet Saraf in pursuance of the provisions of the Listing Agreement are mentioned in Annexure II. Approval of the shareholders is sought for ratification of remuneration payable for the remaining period of existing appointment commencing from January 18, 2013 to Mr. Sachet Saraf as Managing Director of the Company.

Mr. Sachet Saraf shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Mr. Sachet Saraf under the resolution. With his vast experience in film industry, the Board of Directors considered it to be desirable to approve ratification and approval of remuneration payable to him for his current tenure of appointment as Managing Director. The Board of Directors recommends the relevant resolution for your consideration and approval as a Special Resolution.

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

Place : Kolkata
Date : 11.08.2015

Registered Office :

9, Lal Bazar Street
3rd Floor, Mercantile Building
Kolkata - 700001
CIN : L92413WB2008PLC124559
Tel : 033 2230 3313
E-mail : encash_entertainment@outlook.com

By Order of the board of directors
For Encash Entertainment Limited

Hardika Pancholi
Company Secretary

ANNEXURE I

(Item No. 5 of the accompanying notice)

Terms of appointment of Ms. Suman Saraf :

1. **Tenure of appointment** – 2 years
2. **Nature of Duties :**

The CFO shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to her, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company, other executive body or any committee of such company.

3. **Remuneration :**

Cost to Company – Rs. 300,000/- p.a.

4. **Other terms of Appointment :**

- i. The CFO shall not become interested or otherwise concerned, directly or through her spouse and / or children, in any selling agency of the Company.
- ii. The terms and conditions of the appointment of the CFO may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the CFO, subject to such approvals as may be required.
- iii. The agreement may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- iv. Upon the termination by whatever means of the CFO's employment:
 - a. the CFO shall immediately cease to hold offices held by her.
 - b. the CFO shall not, without the consent of the Company, at any time thereafter represent herself as connected with the Company or any of the subsidiaries or associated companies.
- v. All personnel policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the CFO, unless specifically provided otherwise.
- vi. The terms and conditions of appointment of the CFO also include clauses pertaining to adherence with the Code of Conduct, non-solicitation and maintenance of confidentiality.

ANNEXURE II

(Items No. 5 & 6 of the accompanying notice)

Particulars	Mr. Sachet Saraf	Ms. Suman Saraf
Date of Birth	29.11.1971	02.08.1986
Date of Appointment	19.01.2011	29.05.2015
Expert in Functional Area	More than 10 years of experience in film, entertainment and media sector.	3 years experience in Finance.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Vanshika Securities Limited Daga Pictures Limited	Encash Securities Limited
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.	NIL	NIL
Number of shares held in the Company	250800	2400

DIRECTORS' REPORT

To,
The Members

Your Directors have pleasure in presenting the Seventh Annual Report of your Company along with Audited Statement of Accounts for the financial year ended 31 March, 2015.

1. FINANCIAL SUMMARY OF THE COMPANY

The Financial Performance of your Company for the year ended 31 March, 2015 is summarized below :

(Amount in Rs. Lacs)

Particulars	31st March, 2015	31st March, 2014
Total Income	184.72	210.75
Profit/(Loss) Before Depreciation & Tax	8.45	(7.58)
Less : Depreciation	4.21	3.48
Profit/(Loss) Before Tax	4.24	(11.06)
Less : Tax Expenses	1.70	0.17
Profit/(Loss) For The Year	2.54	(11.23)
Add : Balance as per Last Financial Statements	(10.32)	0.91
Surplus/(Deficit) in the Statement of Profit and Loss	(7.78)	(10.32)

2. STATE OF COMPANY'S AFFAIR :

a. TURNOVER :

The Company had achieved trading turnover of Rs. 164.06 Lacs during the financial year compared with Rs. 101.59 Lacs during the last financial year, increase of 61.48%.

b. BUSINESS SPHERES :

Your Company operates dynamically in two spheres :

• Film Production :

Encash has produced a film named **ANJALI** (Working Title) under the direction of Miss Swati Ganguly which went on floor from 18.02.2015 and **ICCHE PURTI** (Working Title) under the direction of Mr. Soumitri Sankar Ghosh which went on floor from 10.05.2015.

• Style & Fashion :

The Company started its new designer garments showroom under the brand name **ENCASH FASHION** since January 2015.

c. EXPORLING NEW BUSINESS SEGMENT :

The Company is planning to start Studio Segment for post production of films covering **EDITING, DUBBING, SOUND & SOUND MIXING, BGM, DI, CC, PORTFOLIO and CHROMA**. The Studio space had already been identified and is under negotiation.

3. CHANGES IN NATURE OF BUSINESS :

There has been no change in nature of business of the company during F.Y 2014-2015.

4. DIVIDEND :

In view of the planned business growth, your Director's deem it proper to reserve the resources of the Company for its activities and therefore, propose to recommend a dividend of 0.25% for the year 2014-15 in respect of 3,896,496 equity shares of Rs. 10 each in the Company, which will be paid out of the undistributed profits of previous financial year pursuant to the provisions of Section 123 of the Companies Act, 2013.

5. SHARE CAPITAL :

The paid up Equity Share Capital as on 31st March, 2015 stood at Rs. 3,89,64,960/-. During the year under review, the company had issued 10,98,000 Equity Shares of Rs. 10/- each at a premium of Rs. 30/- each on 25th September, 2014, rank pari-passu with the existing equity shares.

6. TRANSFER TO RESERVES :

No amount was transferred to the reserves during the financial year ended 31st March, 2015.

7. 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 Clause 52 of the Listing Agreement. During Financial Year 2014-2015 your Board met 7 (seven) times details of which are available in Corporate Governance Report annexed to this report.

KEY MANAGERIAL PERSONNEL :

During the year Mr. Ashish Agarwal who was appointed as Chief Financial Officer on 5th October, 2013 had resigned from the Company w.e.f. 20th March, 2015.

The Company had proposed to appoint Ms. Suman Saraf as new Chief Financial Officer of the Company from 29.05.2015. The same is subject to the approval in the forthcoming annual general meeting.

The following employees were designated as whole-time key managerial personnel by Board of Directors during the year 2014-15, 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. Mr. Ashish Agarwal | - | Chief Financial Officer |

8. NUMBER OF MEETINGS OF THE BOARD :

The company has duly complied with the section 173 of the Companies Act, 2013. During the year under review, 7 (seven) meetings of the Board were convened and held. The maximum interval between any two meetings did not exceed 120 days. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report.

9. 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.

10. 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 companies details are as under :

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

11. BOARD EVALUATION :

Pursuant to the provisions of section 134 of the Companies Act, 2013 and clause 52 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI").

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

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the 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 addition, the Chairman was also evaluated on the key aspects of his role.

According to clause 52 of Listing Agreement and as per provisions of Companies Act, 2013 read with rules and schedules thereon, a meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

The Nomination & Remuneration Committee is of the view that board is versatile and diversified all members have vast exposures which enhances the integrity of the company.

12. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS :

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the directors' report.

13. AUDITORS : STATUTORY

AUDITORS :

The Statutory Auditors **M/s. Jyoti K Agarwal & Associates**, Chartered Accountants, Kolkata, having Firm Registration **No. 325111E**, holds office until the conclusion of the ensuing Annual General Meeting and is eligible for reappointment.

Your Company has received confirmation from the Auditors to the effect that their appointment, if made, will be in accordance with the limits specified under the Companies Act, 2013 and the firm satisfies the criteria specified in Section 141 of the Companies Act, 2013 read with Rule 4 of Companies (Audit & Auditors) Rules, 2014. Your Board is of the opinion that continuation of **M/s. Jyoti K Agarwal & Associates**, Statutory Auditors during FY 2015-16 will be in the best interests of the Company and therefore, Members are requested to consider their re-appointment as Statutory Auditors of the Company from the conclusion of ensuing Annual General Meeting till next Annual General Meeting at remuneration as may be decided by the Board.

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 appointment Ms. Manjula 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 M/s. A M Banka & Co. to undertake the Internal Audit of the Company for the F.Y. 2014-2015. There stood no adverse finding & reporting by the Internal Auditor in the Internal Audit Report for the year ended 31st March, 2015.

AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT :

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

14. 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.

15. EXTRACT OF ANNUAL RETURN :

As provided under Section 92(3) of the Act, the extract of annual return is given in Annexure II in the prescribed Form MGT-9, which forms part of this report.

16. MATERIAL CHANGES :

There have been no material changes and commitments affecting the financial position of the company, which have occurred since 31st March, 2015, being the end of the Financial Year of the Company to which financial statements relate and date of the report.

17. COMITTEES :

With a view to have a more focused attention on business and for better governance and accountability,

and in accordance with the Companies Act, 2013, your Board has the following mandatory committees viz. Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. The details of the committee with terms of reference along with composition and meeting held during the year are provided in the Report on Corporate Governance, a part of this Annual Report.

AUDIT COMMITTEE :

The Audit committee acts as a link between the statutory and internal auditors and the Board of Directors its purpose is to assist the Board in fulfilling the oversight responsibilities of monitoring financial reporting processes, reviewing the company's established systems and processes for internal financial control, governance and reviewing the Company's statutory and internal audit activities. The committee is governed by its terms of reference which is in line with the regulatory requirements mandated by the Companies Act, 2013 and clause 52 of the Listing Agreement and disclosed in the Corporate Governance report.

Further the Board has recorded all the recommendations of the Audit Committee and accordingly has proceeded with their recommendations.

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.

NOMINATION AND REMUNERATION COMMITTEE :

Pursuant to section 178 of companies Act, 2013 and clause 52 of Listing Agreement, the company has renamed its existing Remuneration Committee as Nomination & Remuneration Committee under the new provisions and revised the terms of reference accordingly. The details of terms are disclosed in the Corporate Governance Report.

The Nomination & Remuneration Committee has revised its existing remuneration policy and framed it as per section 178(3) of Companies Act, 2013 and clause 52 of Listing Agreements. The policy of the company on remuneration of Directors, KMPs and other employees and appointment of Director including criteria for determining the qualification, experience positive attributes and independence of directors was recommended to board and was duly approved. The summary of the Remuneration policy is stated in the corporate governance report.

STAKEHOLDER RELATIONSHIP COMMITTEE :

Pursuant to section 178(5) of Companies Act, 2013 and clause 52 of Listing Agreement, the company has renamed its existing Investor/Shareholder Grievance Committee as Stakeholders Relationship Committee and revised the terms of reference accordingly. The details of terms is disclosed in the Corporate Governance Report, which forms a part to the Annual Report.

18. CHANGES IN ACCOUNTING POLICY :

The Company has changed the method of computation of depreciation of fixed assets to comply in accordance with the provisions of Schedule II of Companies Act, 2013. The same have resulted in additional depreciation of Rs. 125,785/-.

19. 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.

20. 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 some 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.

21. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS :

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

22. DEPOSITS :

The said clause is not applicable and the company does not accept any deposits. The board of directors has duly passed a resolution in their meeting giving effect to the aforesaid statement.

23. 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 arms length transactions under third proviso thereto is disclosed in Form No. AOC -2, as annexed herewith as Annexure III.

24. 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

25. CORPORATE GOVERNANCE REPORT :

Pursuant to clause 52 of the Listing Agreement with the Stock Exchange, the report on Corporate Governance and Management Discussion & Analysis forms part of the Annual Report. The Certificate from Auditor of the company confirming compliance with the conditions of Corporate Governance as stipulated under clause 52 also constitute an integral part of the Annual Report.

26. 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.

27. 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 Companies Rules, 1988, are not applicable.

28. LISTING WITH STOCK EXCHANGES :

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to BSE where the Company's Shares are listed.

29. DIRECTORS' RESPONSIBILITY STATEMENT :

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that :-

- a. In the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The Directors have prepared the annual accounts on a 'going concern' basis;
- e. The Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and
- f. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

30. 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

colour 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, handling 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 advocate as receiver for the purpose of collecting all proceeds arising out of the exhibition of the cinematograph film 'Ichhe' from all the exhibitors (Cinema Halls).

31. 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 : 29.05.2015

For and on behalf of the Board of Directors

Sachet Saraf

CMD

DIN - 01377285

Signing as per Board Resolution passed

FORM No MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

*[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
9, Lal Bazar Street, 3rd Floor, Mercantile
Building, Kolkata - 700001

I 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 me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Encash Entertainment Limited's 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Encash Entertainment Limited ("the company") for the financial year ended on 31st March, 2015 according to the provisions of :

- i) The Companies Act, 2013 (the Act) and the rules made thereunder.
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- v) 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).

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with The Bombay Stock Exchange Limited (SME Platform).

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

----- NIL -----

I further report that

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I 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.

I further report that The Bombay Stock Exchange Limited (SME Platform) where the shares of the Company are listed started trading with effect from 29th September, 2014.

This Report is to be read with our letter of even date which is annexed "ANNEXURE – A" and forms an Integral Part of this Report.

Place : Kolkata
Dated : 29th May, 2015

Manjula Poddar
Secretary in practice :
ACS No. : 30520
C.P.No. : 11252

**{TO THE SECRETARIAL AUDIT REPORT OF
ENCASH ENTERTAINMENT LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015}**

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis of my opinion.
3. I 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
Dated : 29th May, 2015

Manjula Poddar
Secretary in practice :
ACS No. : 30520
C.P.No. : 11252

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 arms length transactions under third proviso thereto

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	Daga Pictures Limited (Same Management)
(b)	Nature of contracts/ arrangements/ transactions	Rent Agreement	Rent Agreement of 9 Lal Bazar Street, Kolkata	Rent Agreement of 12 Free School Street, Kolkata
(c)	Duration of the contracts / arrangements/ transactions	5 Years	6 Years	2 Years
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	As per Agreement	As per Agreement	As per Agreement
(e)	Date(s) of approval by the Board, if any	21.05.2012	23.03.2011	28.08.2014
(f)	Amount paid as advances, if any	Nil	Nil	Nil

For and on behalf of the Board of Directors

Sachet Saraf

CMD

DIN - 01377285

Signing as per Board Resolution passed

Place : Kolkata

Date : 29.05.2015

REPORT ON CORPORATE GOVERNANCE

In accordance with Clause 52 of the Listing Agreement entered into with the Stock Exchange in India, the details of compliance by the Company with the norms on Corporate Governance are as under :

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Encash Entertainment Limited believes in good corporate governance and continuously endeavours to improve focus on it by increasing transparency and accountability to its shareholders in particular and other stakeholders in general. The Company undertakes to behave responsibly towards its shareholders, business partners, employees, society and the environment. The Company is committed to business integrity, high ethical values and professionalism in all its activities.

ETHICS/GOVERNANCE POLICIES

At EEL, we strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are :

- Code of Conduct
- Code of Conduct for Prohibition of Insider Trading
- Vigil Mechanism and Whistle Blower Policy
- Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions
- Policy for Selection of Directors and determining Directors Independence
- Remuneration Policy for Directors, Key Managerial Personnel and other Employees

BOARD OF DIRECTORS (BOARD)

Composition of the Board as on 31st March, 2015

The Company's Board has an appropriate mix of Executive and Non-Executive Directors. 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, 2015, the Board of the Company comprised of four Directors, detail whereof is given below :

- An Executive Chairman;
- Two Non-Executive Independent Directors; and
- One Executive Director

A) Changes in Directors and Key Managerial Personnel

At Encash Entertainment Limited, the Managing Director is not liable to retire by rotation under the provisions of the erstwhile Companies Act, 2013. Pursuant to the provisions of Section 152 of the Companies Act, 2013 at every Annual General Meeting, not less than two thirds of the total number of directors of the company (excluding independent directors) would be the Rotational Directors. Pursuant to the provisions of Section 152(6) of the Companies Act, 2013, one-third of such of the rotational directors are liable to retire by rotation, therefore Ms. Rashmi Saraf, Director of the Company will retire in the ensuing Annual General Meeting of the Company and being eligible, seek re-appointment.

B) Declaration by an Independent Director(s) and re- appointment, if any

The Companies Act, 2013 provides for appointment of Independent Directors. Section 149(10) of the Companies Act, 2013 (effective from April 1, 2014) provides that Independent Directors shall hold the office for a term of

upto five consecutive years on the Board of a Company; and shall be eligible for re-appointment on passing a Special Resolution by the Shareholders of the Company.

The Company has received the necessary declaration from each independent director under section 149(7) of the Companies Act, 2013, that they meets the criteria of independence laid down under section 149(6) of the Companies Act, 2013.

Number of meetings of the Board of Directors

Encash Entertainment Limited's policy is to maintain an optimum combination of Executive and Non-Executive Directors to clearly demarcate the functions of governance and management.

In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibility of strategic supervision as the trustees to the stakeholders of the Company.

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 Seven times during the financial year i.e. from April 1, 2014 to March 31, 2015.

BRIEF INFORMATION ABOUT DIRECTORS		Attendance Record During Financial Year 2014-15			No. of Shares Held
Name Of Director	DIN	No. of Board Meeting Held & Attended		Attendance At The Last AGM	
		Held	Attended		
Executive Directors					
SACHET SARAF	01377285	7	7	YES	250,800
RASHMI SARAF	02096360	7	7	YES	4,800
Non-Executive Directors					
RAJESH KUMAR SINGHANIA	00122786	7	7	YES	NIL
SURENDRA KUMAR SETHIA	00446974	7	7	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.

COMMITTEES OF THE BOARD

As on 31 March, 2015, 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, 2015 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 Singhania	Member	Non-Executive & Independent
Rashmi Saraf	Member	Executive

All the members of the Committee have good knowledge of Finance, Accounts and Business Management. The Chairman of the Committee, Mr. Surendra Kumar Sethia, has considerable accounting and related financial expertise. Statutory Auditors attend the meetings of the Committee on the invitation of the Chairman.

Further, Company has complied with the requirements of Section 177 of the Companies Act, 2013. The member of the committee who is an independent director is according to the definition laid down in Section 149 of the Companies Act, 2013 and Listing Agreement with the relevant Indian Stock Exchange.

Ms. Hardika Pancholi, Company Secretary, acts as Secretary to the Committee.

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 Clause 52 of the Listing Agreement.

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 2013-14, four meetings of the Audit Committee were held on 28th May, 2014, 24th July, 2014, 15th November, 2014 and 21st February, 2015. Details of Audit Committee Meeting held and attended

by the Members during the Financial year 2014-15 are as follows :

Name	Designation	No. of Meetings held during the year	No. of Meetings Attended
Surendra Kumar Sethia	Chairman	4	4
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 is 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

The purpose of the committee is to oversee the Company's Nomination process for the Top-level Management and specifically to identify, screen and review individuals qualified to serve as Executive Directors, Non-executive Directors and Independent Directors consistent with criteria approved by the Board and to recommend, for approval by the Board, nominees for election at the AGM. The committee also makes recommendations to the Board on candidates for (i) nomination for election or re-election by the shareholders; and (ii) any Board vacancies that are to be filled.

The committee may act on its own in identifying potential candidates, inside or outside the Company, or may act upon proposals submitted by the Executive Chairman of the Board. The committee will review and discuss all matters pertaining to candidates and will evaluate the candidates in accordance with a process that it sees fit and appropriate, passing on the recommendations for the nomination to the Board. The committee coordinates and oversees the annual self-evaluation of the performance of the Board and of individual directors in the governance of the Company

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 prescribe 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	1
Rajesh Kumar Singhania	Member	Non-Executive & Independent	1	1
Rashmi Saraf	Member	Executive Non-Independent Director	1	1

II. TERMS OF REFERENCE

The Nomination and Remuneration Committee reviews and makes recommendations on remuneration of Managing Director and Whole Time Directors based on their performance and defined assessment criteria. The committee takes into consideration the remuneration practices followed by leading companies while determining the overall remuneration package.

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 Directors.

Pursuant to the provisions 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 ten crores rupees or more, all public companies having turnover of one hundred crores rupees or more and all public companies, having in aggregate, outstanding loans or borrowings or debentures or deposits exceeding fifty crores rupees 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 Directors

Details of remuneration to Executive Directors

Details of remuneration to Executive Director during the year ended 31st March, 2015 are given below :

Name of Director	Salary & Allowances	Perquisites / Other Benefits	Sitting Fees	Total
Sachet Saraf (CMD)	0.00	0.00	14000	14000
Rashmi Saraf	0.00	0.00	28000	28000

The Agreement entered into with Mr. Sachet Saraf is for a period of 5 years from the date of his appointment i.e. 18.01.2013 and can be terminated by either party by giving not less than six months notice in writing. The Agreement does not provide for payment of any severance fees. Presently, the Company does not have a scheme for grant of stock options to its employees.

Details of remuneration to other directors

Details of remuneration to the Non-Executive (Independent) Directors during the year ended 31st March, 2015 are given below :

Name of Directors	Sitting Fees
Rajesh Kumar Singhanian	28000
Surendra Kumar Sethia	28000

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 prescribe 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 :

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

Compliance Officer

Ms. Hardika Pancholi, Company Secretary and Compliance Officer, is the Compliance Officer for complying with requirements of Securities Laws and Listing Agreements with Stock Exchange.

Prohibition of Insider Trading

With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading.

Investor Grievance Redressal

The number of complaints received was 1 and resolved to the satisfaction of investors during the year under review.

GENERAL BODY MEETINGS

Annual General Meetings

During the preceding three years, the Company's Annual General Meetings were held at 9, Lal Bazar Street, 3rd Floor, Mercantile Building, Kolkata - 700001.

The date and time of Annual General Meetings held during last three years, are as follows :

Year	Date	Time	Special Resolution Passed
2013-14	22.09.2014	11:00A.M	None
2012-13	25.09.2013	11:00A.M	None
2011-12	29.09.2012	11:00A.M	None

Disclosures

- **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 26 of Notes to financial statements for the year ended 31st March, 2015 may be referred. All related party transactions are in the ordinary course of business and are at arm's length.

• **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 (year of Listing) :**

No penalties or strictures have been imposed by any regulatory authority on any matter related to capital markets during the last years(i.e. year of listing).

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

The Company's Code of Ethics encourages all employees who have concerns about their work or the business of the Company, to discuss these issues with their line managers. The employees also have free access to Internal Audit Department for resolving their concerns.

As per the requirement of the Companies Act, 2013 and Clause 52 of the Listing Agreement, the Company has framed its Whistle Blower policy to enable all employees and the directors to report in good faith any violation of the Code of Ethics as enumerated in the policy.

The policy also offers appropriate protection to the whistle blowers from victimization, harassment or disciplinary proceedings.

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 Relations" in its website "www.encashentertainment.com" for the purpose of giving necessary information to the Shareholders on various matters.

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.

SEBI Complaints Redress System (SCORES) : The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised 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.

Designated Exclusive email-id : The Company has designated the following email-ids exclusively for investor servicing : **encash_entertainment@outlook.com**

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.

Financial Year - April 1, 2014 to March 31, 2015

Listing on Stock Exchanges - Equity Shares
BSE Limited (BSE SME)
 Phiroze Jeejeebhoy Towers,
 Dalal Street, Mumbai - 400 001
 Scrip Code 538684

Stock market price data

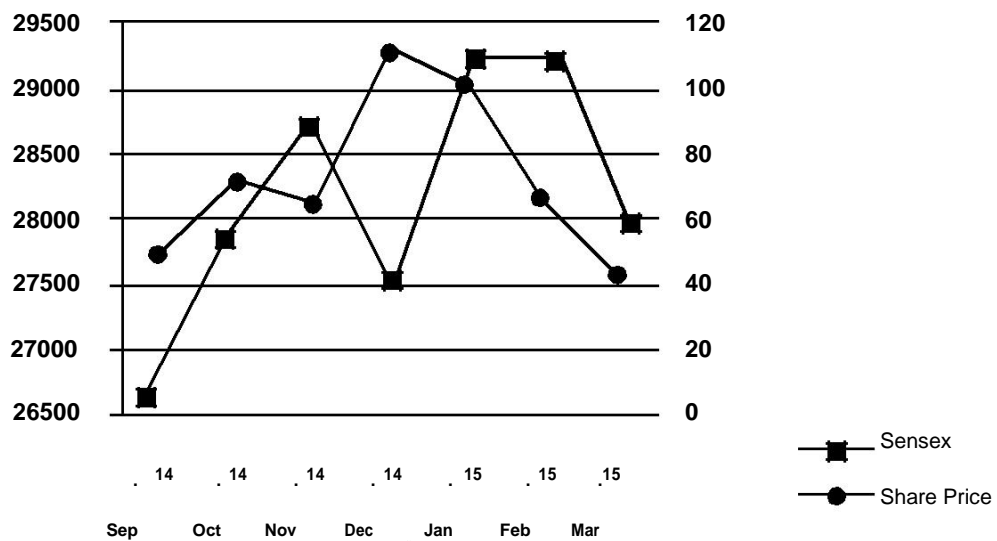
Monthly high and low quotations and volume of shares traded on Bombay Stock Exchange Ltd. (BSE SME) during the year ended 31st March, 2015.

Month	B S E		
	High	Low	Volume Traded
September 2014	48.50	44.00	69,000
October 2014	71.15	40.00	96,000
November 2014	64.25	64.25	3,000
December 2014	127.95	77.00	30,000
January 2015	100.00	100.00	3,000
February 2015	90.00	57.60	15,000
March 2015	58.00	42.30	21,000

*Since the Company started its trading from September 2014 therefore the monthly high and low is from September to March.

Graph :

Performance comparison Chart with BSE - Sensex



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 31.03.2015

Number of shares slab	Number of Shareholders	Number of Shares	% of Shareholding
Upto 500	2	23	0.0006
501 – 1000	0	0	0
1001 – 2000	1	1,200	0.0308
2001 – 3000	324	961,477	24.6754
3001 – 4000	2	7,200	0.1848
4001 – 5000	134	669,400	17.1795
5001 – 10000	52	426,250	10.9393
10001 – 50000	32	579,250	14.8659
50001 – 100000	0	0	0
Above 100000	2	1,251,696	32.1236
TOTAL	549	3,896,496	100.0000

Shareholding Pattern as on 31.03.2015

Category	Number of Shares held	% of issued paid up share capital
Promoters	1268496	32.55%
Market Makers	9000	0.23%
Bodies Corporate	101023	2.59%
Indian Public	2504977	64.29%
Trusts	10000	0.26%
Clearing Member	3000	0.08%
Grand Total	3896496	100.00%

Shareholding Pattern of top ten Shareholders as on 31.03.2015 :

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

Sl. No.	Name of Shareholder	Number of Equity share capital	Percentage Holding
1	Gopal Krishna Agarwal	48000	1.23
2	Krishna Murthy Chary	45000	1.15
3	P B Ispat Pvt Ltd	35000	0.90
4	Satyam Securities And Finance Private Limited	30000	0.77
5	Yuvraj Johar	28000	0.72
6	Shila Singh	25000	0.64
7	Amit Kumar Modi	21000	0.54
8	Arimardan Singh	20000	0.51
9	Shakuntala Devi Agarwal	18000	0.46
10	Champak Gupta	18000	0.46

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S 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 Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2015, 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, employees in the Executive Vice President cadre and the Company Secretary as on March 31, 2015.

Place : Kolkata

Date : 29.05.2015

Sachet Saraf

CMD

DIN - 01377285

Certification on Financial Statements Of The Company

I, Suman Saraf, Chief Finance Officer of Encash Entertainment Limited ('the Company'), certify that :

- a) I have reviewed the financial statements and cash flow statement for the year ended March 31, 2015 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) To the best of my knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2015 are fraudulent, illegal or violative of the Company's code of conduct.
- c) I 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) During the year :
 - 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.

Place : Kolkata
Date : 29.05.2015

Suman Saraf
(Chief Financial Officer)
DIN – 06410112

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members,
Encash Entertainment Limited

We have examined the compliance of conditions of Corporate Governance by Encash Entertainment Limited for the year ended on 31st March, 2015, as stipulated in Clause 52 of the Listing agreement of the said company with the stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. 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 based on the representation made by the directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 52 of the above mentioned Listing Agreement.

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

Place : Kolkata
Date : 29.05.2015

For, JYOTI K AGARWAL & ASSOCIATES
Chartered Accountants
Firm Registration No. 325111E
(Jyoti Agarwal, FCA)
Partner
Membership No. 061301

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2015
of

ENCASH ENTERTAINMENT LIMITED

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

I. REGISTRATION & OTHER DETAILS :

i	CIN	L92413WB2008PLC124559
ii	Registration Date	28/03/2008
iii	Name of the Company	ENCASH ENTERTAINMENT LIMITED
iv	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES/ INDIAN NON-GOVERNMENT COMPANY
v	Address of the Registered office & contact details	9, LAL BAZAR STREET, 3RD FLOOR, MERCANTILE BUILDING, KOLKATA - 700001 PH : 033-22303313
vi	Whether listed company	YES
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any	CB MANAGEMENT SERVICES PRIVATE LIMITED P-22, BONDEL ROAD, KOLKATA - 700019 PH : 033-40116700, 22806692/93/94

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name & Description of main products/services	NIC Code of the Product / service	% to total turnover of the company
1.	PRODUCTION OF MOVIES	59111	0.00
2.	STYLE & FASHION	74101	100.00

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1.	ENCASH SECURITIES LIMITED	U51909WB2007PLC119840	ASSOCIATE	25.69	2(6)

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
A. Promoters									
1. Indian									
a) Individual/ HUF	0	255600	255600	9.13	255600	0	255600	6.56	2.57
b) Central Govt. or State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporates	0	1000896	1000896	35.77	1000896	0	1000896	25.69	10.08
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total:(A) (1)	0	1256496	1256496	44.90	1256496	0	1256496	32.25	12.65
2. Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total:(A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	0	1256496	1256496	44.90	1256496	0	1256496	32.25	12.65
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify) Market Maker	0	0	0	0.00	9000	0	9000	0.23	-0.23
Sub Total (B)(1):	0	0	0	0.00	9000	0	9000	0.23	-0.23
(2) Non Institutions									
a) Bodies corporate									
i) Indian	0	35000	35000	1.25	101023	0	101023	2.59	-1.34
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	0	1127250	1127250	40.28	1697377	314350	2011727	51.63	-11.35
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakhs	0	379750	379750	13.57	460250	45000	505250	12.97	0.60
c) Others Specify									
i) Trust	0	0	0	0.00	0	10000	10000	0.26	-0.26
ii) Clearing Member	0	0	0	0.00	3000	0	3000	0.08	-0.08
Sub Total (B)(2):	0	1542000	1542000	55.10	2261650	369350	2631000	67.52	-12.42
Total Public Shareholding (B)= (B)(1)+(B)(2)	0	1542000	1542000	55.10	2270650	369350	2640000	67.75	-12.65
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	0	2798496	2798496	100	3527146	369350	3896496	100	0.00

ii. SHARE HOLDING OF PROMOTERS

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1.	Encash Securities Ltd.	1000896	35.77	0.00	1000896	25.69	0.00	10.08
2.	Sachet Saraf	250800	8.96	0.00	250800	6.44	0.00	2.52
3.	Rashmi Saraf	4800	0.17	0.00	4800	0.12	0.00	0.05
	TOTAL	1256496	44.90	0.00	1256496	32.25	0.00	12.65

iii. CHANGE IN PROMOTERS' SHAREHOLDING

Sl. No.		Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1256496	44.90	1256496	32.25
	Date wise increase/ decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	Decrease in shareholding percentage due to IPO			
	At the end of the year	1256496	44.90	1256496	32.25

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No.	Name	Share holding at the end of the year		Cumulative Share holding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
1	GOPAL KRISHNA AGARWAL	48000	1.23	48000	1.23
2	KRISHNA MURTHY CHARY	45000	1.15	45000	1.15
3	P B ISPAT PVT LTD	35000	0.90	35000	0.90
4	SATYAM SECURITIES AND FINANCE PRIVATE LIMITED	30000	0.77	30000	0.77
5	YUVRAJ JOHAR	28000	0.72	28000	0.72
6	SHILA SINGH	25000	0.64	25000	0.64
7	AMIT KUMAR MODI	21000	0.54	21000	0.54
8	ARIMARDAN SINGH	20000	0.51	20000	0.51
9	SHAKUNTALA DEVI AGARWAL	18000	0.46	18000	0.46
10	CHAMPAK GUPTA	18000	0.46	18000	0.46

iv. Shareholding of Directors & KMP

Sl. No.	Name of Shareholder	Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sachet Saraf As on 01.04.2014 & 31.03.2015	250800	8.96	250800	6.44
2.	Rashmi Saraf As on 01.04.2014 & 31.03.2015	4800	0.17	4800	0.12

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	2,78,656	1,01,10,000	0	1,03,88,656
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	2,78,656	1,01,10,000	0	1,03,88,656
Change in Indebtedness during the financial year				
Additions	0	0	0	0
Reduction	2,04,249	4,11,000	0	43,14,249
Net Change	(-)2,04,249	(-)4,11,000	0	(-)43,14,249
Indebtedness at the end of the financial year				
i) Principal Amount	74,407	60,00,000	0	60,74,407
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	74,407	60,00,000	0	60,74,407

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager :

Sl.	Particulars of Remuneration	Name of MD SACHET SARAF	Total Amount (in Rs.)
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0.00 0.00 0.00	0.00 0.00 0.00
2	Stock option	0.00	0.00
3	Sweat Equity	0.00	0.00
4	Commission - as % of profit - others (specify)	0.00 0.00	0.00 0.00
5	Others, please specify – Director Sitting Fees	14,000.00	14,000.00
	Total	14,000.00	14,000.00
	Ceiling as per the Act	The remuneration is well within the limits prescribed under the Companies Act, 2013	

B. Remuneration to Other Director

1. Independent Director

Particulars of Remuneration	Name of Directors		Total Amount (in Rs.)
	RAJESH SINGHANIA	SURENDRA KR SETHIA	
(a) Fee for attending board committee meetings	28,000.00	28,000.00	56,000.00
(b) Commission	0.00	0.00	0.00
(c) Others, please specify	0.00	0.00	0.00
Total (B1)	28,000.00	28,000.00	56,000

2. Other Executive Director

Particulars of Remuneration	Name of Director	Total Amount (in Rs.)
	RASHMI SARAF	
(a) Fee for attending board committee meetings	28,000.00	28,000.00
(b) Commission	0.00	0.00
(c) Others, please specify	0.00	0.00
Total (B2)	28,000.00	28,000.00

Total (B) = (B1) + (B2) = Rs. 84,000.00

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total (in Rs.)
		CEO	Ashish Agarwal (Chief Financial Officer)	Hardika Pancholi (Company Secretary)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		2,00,000.00	1,92,000.00	3,92,000.00
		NOT	0.00	0.00	0.00
		APPLI-	0.00	0.00	0.00
2	Stock option		0.00	0.00	0.00
3	Sweat Equity		0.00	0.00	0.00
4	Commission - as % of profit - others (specify)		0.00 0.00	0.00 0.00	0.00 0.00
5	Others, please specify		0.00	0.00	0.00
	Total		2,00,000.00	1,92,000.00	3,92,000.00

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICER IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

INDEPENDENT AUDITORS' REPORT

To
The Members of
Encash Entertainment Limited

1. We have audited the accompanying financial statements of Encash Entertainment Limited ('the company'), which comprises the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss, the Cash Flow Statement for year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements :

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility :

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. 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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
- in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
 - in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
 - in the case of the Cash Flow Statement, of the cash flows for the year ended on the date.

Report on other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2015 ("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 statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
10. As required by section 143(3) of the Act, we report that:
- 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;
 - In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act; and
 - With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - The Company has no pending litigations on its financial position in its financial statements which will be effecting it going concern status and company's operation in future;
 - The Company did not have any long-term contracts including derivatives contracts as at 31st March 2015;
 - There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

For, JYOTI K AGARWAL & ASSOCIATES
Chartered Accountants
Firm Registration No. 325111E
(Jyoti Agarwal, FCA)
Partner
Membership No. 061301

Place : Kolkata

Date : 29.05.2015

Annexure to Independent Auditors' Report

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
(b) The fixed assets of the Company have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
2. (a) Inventories have been physically verified by the management during the year at reasonable intervals.
(b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) The Company is maintaining proper records of its inventories and no material discrepancies noticed on physical verification of inventories.
3. The Company has not granted loans, secured or unsecured to companies, firms or parties covered in the Register maintained under section 189 of the Companies Act, 2013. Therefore the provisions of clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of inventories and fixed assets and for sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system of the Company.
5. The company has not accepted any deposits from the public within the meaning of section 73, 74, 75 and 76 of the Companies Act, 2013 and the Rules framed there under to the extent notified.
6. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 for any of the products of the Company.
7. (a) According to the information and explanations given to us and on the basis of the examination of the records of the Company, we are of the opinion that the Company has been generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, and other material statutory dues, as applicable, with the appropriate authorities.
(b) There were no amounts which required to be transferred to the investor education and protection fund by the Company.
8. The accumulated losses of the Company at the end of the financial year are less than fifty percentage of its networth. The Company has not incurred cash losses during the current year but had incurred cash loss in the immediately preceding financial year.
9. As the Company does not have any borrowings from any financial institution or bank nor has it issued any debentures as at the Balance Sheet date, the provision of clause 3(ix) of the Order are not applicable to the Company.

10. According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from banks or financial institution during the year. Accordingly, provision of clause 3(x) of the Order are not applicable to the Company.
11. The Company has not raised any term loans. Accordingly, provision of clause 3(xi) of the Order are not applicable to the Company.
12. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of material fraud or on by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

Place : Kolkata

Date : 29.05.2015

For, JYOTI K AGARWAL & ASSOCIATES
Chartered Accountants
Firm Registration No. 325111E
(Jyoti Agarwal, FCA)
Partner
Membership No. 061301

BALANCE SHEET AS AT 31ST MARCH, 2015

	<u>Note</u>	As at <u>March 31, 2015</u> Rs.	As at <u>March 31, 2014</u> Rs.
I. EQUITY AND LIABILITIES			
Shareholder's Fund			
(a) Share Capital	2	38,964,960	27,984,960
(b) Reserve and Surplus	3	55,298,575	26,221,785
		94,263,535	54,206,745
Non-current Liabilities			
(a) Long Term Borrowings	4	—	74,708
(b) Deferred Tax Liabilities (Net)	5	(38,247)	22,042
		(38,247)	96,750
Current Liabilities			
(a) Short Term Borrowings	6	6,000,000	10,110,000
(b) Trade Payables	7	3,289,580	4,241,344
(c) Other Current Liabilities	8	1,416,935	467,322
(d) Short Term Provisions	9	230,000	—
		10,936,515	14,818,666
TOTAL		105,161,803	69,122,161
II. ASSETS			
Non-current Assets			
(a) Fixed Assets			
(i) Tangible Assets	10	933,492	1,347,743
		933,492	1,347,743
(b) Non - current Investments	11	24,347,600	23,397,600
(c) Other Non-current Assets	12	439,200	—
		25,720,292	24,745,343
Current Assets			
(a) Inventories	13	28,644,596	18,437,079
(b) Trade Receivables	14	19,257,040	19,189,291
(c) Cash and Cash Equivalents	15	7,247,771	6,166,064
(d) Short Term Loans and Advances	16	24,292,104	577,485
(e) Other Current Assets	17	—	6,900
		79,441,511	44,376,818
TOTAL		105,161,803	69,122,161
III. Notes Forming Part of the Financial Statements	1-28		

As per our report attached

For Jyoti K Agarwal & Associates

Chartered Accountants

Jyoti Agarwal

Partner

M No. 061301

For and on behalf of the Board

Sachet Saraf

Chairman & Managing Director

Suman Saraf

Chief Financial Officer

Hardika Pancholi

Company Secretary

Date : 29.05.2015

Place : Kolkata

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2015

	<u>Note</u>	As at <u>March 31, 2015</u> Rs.	As at <u>March 31, 2014</u> Rs.
I. INCOME			
(a) Revenue From Operations	18	16,405,690	21,074,683
(b) Other Income	19	2,066,349	-
TOTAL REVENUE		<u><u>18,472,039</u></u>	<u><u>21,074,683</u></u>
II. EXPENSES			
(a) Operational Cost	20	13,341,160	18,528,592
(b) Employee Benefit Expenses	21	2,520,619	2,277,534
(c) Finance Costs	22	452,197	259,619
(d) Depreciation and Amortization Expenses	23	421,151	347,666
(e) Other Expenses	24	1,313,159	767,164
TOTAL EXPENSES		<u><u>18,048,286</u></u>	<u><u>22,180,576</u></u>
III. Profit before taxes		423,753	(1,105,893)
V. Tax Expenses			
(a) Income Tax		230,000	-
(b) Deferred		(60,289)	(8,181)
(b) For Earlier Years		—	25,311
		<u>169,711</u>	<u>17,130</u>
VI. Profit for the Year		<u><u>254,042</u></u>	<u><u>(1,123,023)</u></u>
VII. Earnings per Equity Share			
(a) Basic	25	0.07	(0.40)
(b) Diluted		0.07	(0.40)
III. Notes Forming Part of the Financial Statements	1-28		

As per our report attached

For Jyoti K Agarwal & Associates

Chartered Accountants

Jyoti Agarwal

Partner

M No. 061301

For and on behalf of the Board

Sachet Saraf

Chairman & Managing Director

Suman Saraf

Chief Financial Officer

Hardika Pancholi

Company Secretary

Date : 29.05.2015

Place : Kolkata

CASH FLOW STATEMENT

<u>DESCRIPTION</u>	<u>Year Ended</u> <u>31st March, 2015</u> Rs.	<u>Year Ended</u> <u>31st March, 2014</u> Rs.
A. Cash Flow from Operating Activities		
Profit Before Tax as per Statement of Profit and Loss Account	423,753	(1,105,893)
Add : Non cash Items		
Depreciation and Amortisation Expenses	421,151	347,666
Operating Profit Before Working Capital Changes	844,904	(758,227)
Adjusted For :		
Inventories	(10,207,517)	(2,838,822)
Trade Receivables	(67,749)	(14,685,401)
Loans and Advances	(23,714,619)	(520,374)
Trade Payable	(951,764)	(3,638,739)
Other Current Liabilities	949,612	278,413
Income Tax	-	(25,311)
Short Term Provisions	-	(22,013)
	(33,992,036)	(21,452,246)
Cash Flow from Operating Activities (A)	(33,147,131)	(22,210,472)
B. Cash Flow from Investing Activities		
Purchase/ (Sale) of Investments	950,000	12,120,000
Increase in Non-Current Assets	439,200	—
Purchase of Fixed Assets	-	121,000
Cash Flow from Investing Activities (B)	1,389,200	12,241,000
C. Cash Flow from Financing Activities		
Increase in Share Capital (Incl. Security Premium)	39,802,748	35,616,500
Statutory Fees for Share Capital Increase	-	(580,000)
Decrease in Long Term Borrowings	(74,708)	(203,948)
Increase in Short term Borrowings	(4,110,000)	5,504,000
Cash Flow from Financing Activities (C)	35,618,039	40,336,552
Net Increase in Cash and Cash Equivalents (A+B+C)	1,081,708	5,885,079
Opening Balance of Cash and Cash Equivalents	6,166,064	280,985
Closing Balance of Cash and Cash Equivalents	7,247,771	6,166,064

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 Annexed Report of even date.

For **Jyoti K Agarwal & Associates**
Chartered Accountants**Jyoti Agarwal**

Partner

M No. 061301

For and on behalf of the Board

Sachet Saraf

Chairman & Managing Director

Suman Saraf

Chief Financial Officer

Hardika Pancholi

Company Secretary

Date : 29.05.2015

Place : Kolkata

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.

1.1) 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 require judgements, 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/materialised.

(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 Amortisation

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. As per Companies Act, 1956 the depreciation was Rs. 288466 for the financial year 2014-15 whereas as per Companies Act, 2013 the depreciation is Rs. 414251 and this has been tabulated in note 10 to the accounts.

(v) Revenue Recognition

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

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

NOTES TO FINANCIAL STATEMENTS

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 Accounting Standard-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 contingent liability 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 is neither 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.

NOTES TO FINANCIAL STATEMENTS

<u>Particulars</u>	<u>As at March 31, 2015</u>		<u>As at March 31, 2014</u>	
	<u>Number</u>	<u>Amount (Rs.)</u>	<u>Number</u>	<u>Amount (Rs.)</u>
2. SHARE CAPITAL				
Authorised				
Equity Share of Rs. 10/- each	10,000,000	100,000,000	100,000	1,000,000
Total	10,000,000	100,000,000	100,000	1,000,000
Issued, Subscribed and Paid-up				
Equity Share of Rs. 10/- each				
Opening	2,798,496	27,984,960	42,154	421,540
Additions	1,098,000	10,980,000	2,756,342	27,563,420
Deductions	—	—	—	—
Closings	3,896,496	38,964,960	2,798,496	27,984,960
Total	3,896,496	38,964,960	2,798,496	27,984,960

- 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.
- 2.2 The Company have allotted 1098000 Equity Shares @ Rs. 10/- each at a premium of Rs. 30/- each on 25.09.2014.

<u>Particulars</u>	<u>As at March 31, 2015 Rs.</u>	<u>As at March 31, 2014 Rs.</u>
3 RESERVE AND SURPLUS		
Security Premium Account		
Opening Balance	27,253,540	19,780,460
Add : Addition During the Year	32,940,000	20,497,000
Less : Utilised During the Year	4,117,252	13,023,920
Closing Balance	56,076,288	27,253,540
Surplus in Statement of Profit & Loss As per Last Balance Sheet	(1,031,755)	91,268
Add : Net Profit for the Current Year	254,042	(1,123,023)
Closing Balance	(777,713)	(1,031,755)
Total	55,298,575	26,221,785

- 3.1 The Company have utilised Rs. 41,17,252 out of Security Premium for expenses incurred in respect to IPO.

NOTES TO FINANCIAL STATEMENTS

<u>Particulars</u>	<u>As at March 31, 2015</u> Rs.	<u>As at March 31, 2014</u> Rs.
4 LONG TERM BORROWINGS		
Vechile Loan (Secured)		
From Bank	—	74,708
Total	<u>—</u>	<u>74,708</u>

4.1 The requisite particulars in respect of secured borrowings are as under :

From HDFC Bank Ltd.

Balance Outstanding	74,408	278,656
Current Maturity	74,408	203,948
Non-Current Maturity	—	74,708

Particulars of security/ guarantees/ default of the Car Loan from HDFC Bank Ltd is as under

: Primary Security : Secured against respective motor car

Rate of Interest : 10.75% P.A.

5DEFERRED TAX LIABILITIES (NET)

Deferred Tax Liabilities

Opening Balance	22,042	30,223
Add : During the year	—	—
Less : During the year	60,289	8,181
Closing Balance	(38,247)	22,042

6SHORT TERM BORROWINGS

From Bodies Corporate	1,000,000	8,110,000
From Others	5,000,000	2,000,000
Total	<u>6,000,000</u>	<u>10,110,000</u>

NOTES TO FINANCIAL STATEMENTS

<u>Particulars</u>	As at <u>March 31, 2015</u> Rs.	As at <u>March 31, 2014</u> Rs.
7TRADE PAYABLE		
For Purchases		
Dues of MSMEs	—	—
Dues of Other Than MSMEs	<u>2,727,770</u>	<u>4,013,860</u>
	2,727,770	4,013,860
For Trade Expenses		
Dues of MSMEs	—	—
Dues of Other Than MSMEs	<u>561,810</u>	<u>227,484</u>
	561,810	227,484
Total	<u>3,289,580</u>	<u>4,241,344</u>

7.1 Disclosure of Trade payables is based on the Information available with the company regarding the status of the suppliers as defined under the "Micro, Small and Medium Enterprise Development Act, 2006".

8OTHER CURRENT LIABILITIES

Current Maturities on Long Term Loan (Refer Note No. 4.1)

From Banks (Vechile Loan) 74,408 203,948

Other Payable

IPO Expenses 976,158 —

Statutory Dues 366,369 263,374

Total **1,416,935** **467,322**

9SHORT TERM PROVISIONS

Provision for Income Tax 230,000 —

Total **230,000** **—**

10 FIXED ASSETS

10.1 Tangible Assets

PARTICULARS	G R O S S B L O C K				D E P R E C I A T I O N			N E T B L O C K	
	Opening as at 01.04.14	Addition during the Period	Deletion during the Period	Closing as at 31.03.15	Opening	during the Period	Total	As at 31.03.15	As at 31.03.14
Plant & Machinery	857,235	—	—	857,235	185,600	211,470	397,070	460,165	671,635
Computer	343,384	—	—	343,384	170,009	128,287	298,296	45,088	173,375
Furniture & Fittings	97,247	—	—	97,247	28,503	7,912	36,415	60,832	68,744
Motor Car	689,952	—	—	689,952	255,963	66,582	322,545	367,407	433,989
Total	1,987,818	—	—	1,987,818	640,075	414,251	1,054,326	933,492	1,347,743
Last Year	1,866,818	121,000	—	1,987,818	298,709	341,366	640,075	1,347,743	1,568,109

NOTES TO FINANCIAL STATEMENTS

<u>Particulars</u>	As at <u>March 31, 2015</u> Rs.	As at <u>March 31, 2014</u> Rs.
11 NON-CURRENT INVESTMENTS		
(Long Term Investments)		
Trade Investments		
In Equity Shares - Unquoted, fully paid up		
18000 (18000) AROMATIC TIE UP PVT. LTD.	18,000	18,000
1072 (1072) BAVISCON TRADECOM PVT. LTD.	1,072,000	1,072,000
18500 (18500) EXPERT DEALERS PVT. LTD.	18,500	18,500
6066 (3566) FAIRLAND SALES PVT. LTD.	6,066,000	3,566,000
1095 (1095) HAPPY VINCOM PVT. LTD.	1,095,000	1,095,000
21 (21) INNOVATIVE COMMERCIAL PVT. LTD.	2,100	2,100
4011 (4011) LINKPOINT TRADELINKS PVT. LTD.	4,011,000	4,011,000
Nil (180) MONSTRO MANAGEMENT PVT. LTD.	-	1,800,000
4300 (Nil) NILGIRI VINTRADE PVT. LTD	4,300,000	-
Nil (155) OMNIO VINTRADE PVT. LTD.	-	1,550,000
Nil (260) PHAGUN COMMOTRADE PVT. LTD.	-	2,600,000
Nil (621) PINNACULAM MANAGEMENT PVT. LTD.	-	6,210,000
505 (505) RANGOLI DEALTRADE PVT. LTD.	505,000	505,000
3100 (950) SANSKAR DEALTRADE PVT. LTD.	3,100,000	950,000
4160 (Nil) TRIDENT DEALERS PVT. LTD.	4,160,000	-
Total	24,347,600	23,397,600
Aggregate amount of unquoted investments	24,347,600	23,397,600
12 OTHER NON-CURRENT ASSETS		
Exchange Deposit	439,200	-
Total	439,200	-
13 INVENTORIES		
As certified by the Management		
Finished Goods	10,710,450	3,212,540
Work in Progress	17,934,146	15,224,539
Total	28,644,596	18,437,079

NOTES TO FINANCIAL STATEMENTS

<u>Particulars</u>	<u>As at March 31, 2015 Rs.</u>	<u>As at March 31, 2014 Rs.</u>
14 TRADE RECEIVABLE		
Unsecured, Considered Good		
Trade Outstanding for a period exceeding six months	18,002,950	3,459,050
Others	1,254,090	15,730,241
Total	19,257,040	19,189,291
15 CASH AND CASH EQUIVALENTS		
Cash and Cash Equivalents		
Cash in Hand	3,281,146	1,343,684
Balances with Banks In Current Accounts	3,966,626	4,822,380
Total	7,247,771	6,166,064
16 SHORT TERM LOANS AND ADVANCES		
Unsecured, Considered Good		
Advance For Expenses	27,000	577,485
Staff Advance	10,000	-
Loans to Corporates	24,065,977	-
Balance with Income Tax Authorities	189,127	-
Total	24,292,104	577,485
17 OTHER CURRENT ASSETS		
To the extent not written off		
Preliminary Expenses	-	6,900
Total	-	6,900
18 REVENUE FROM OPERATIONS		
Sale of Products	16,405,690	10,159,322
Proceeds from Film Realisation	-	10,915,361
Total	16,405,690	21,074,683

NOTES TO FINANCIAL STATEMENTS

<u>Particulars</u>	As at <u>March 31, 2015</u> Rs.	As at <u>March 31, 2014</u> Rs.
19 OTHER INCOME		
Commission Income	806,611	—
Interest Income	1,259,738	—
Total	<u><u>2,066,349</u></u>	<u><u>—</u></u>
20 OPERATIONAL COST		
(a) Cost of Material Sold	13,341,160	6,651,950
(b) Pictures Content**		
Opening Inventory	15,224,539	15,072,817
Add : Production Expenses	<u>2,709,607</u>	<u>12,028,364</u>
	17,934,146	27,101,181
Less : Closing Inventory	17,934,146	15,224,539
	—	11,876,642
Total (a+b)	<u><u>13,341,160</u></u>	<u><u>18,528,592</u></u>
** Includes cost / unamortised cost of Film Production, Films rights, Music rights, Story Rights.		
21 EMPLOYEE BENEFIT EXPENSES		
Salary & Bonus	2,394,429	2,211,239
Staff Welfare Expenses	126,190	66,295
Total	<u><u>2,520,619</u></u>	<u><u>2,277,534</u></u>
22 FINANCE COST		
Interest on Car Loan	25,287	50,947
Interest on Unsecured Loan	420,548	208,672
Other Interest	6,361	—
Total	<u><u>452,197</u></u>	<u><u>259,619</u></u>
23 DEPRECIATION AND AMORTIZATION EXPENSES		
Depreciation	414,251	341,366
Preliminary Expenses Written off	6,900	6,300
Total	<u><u>421,151</u></u>	<u><u>347,666</u></u>

NOTES TO FINANCIAL STATEMENTS

<u>Particulars</u>	<u>As at March 31, 2015</u> Rs.	<u>As at March 31, 2014</u> Rs.
24 OTHER EXPENSES		
Auditor's Remuneration	51,000	38,000
Advertisement	20,000	500
Bank Expenses	2,444	5,197
Conveyance	73,596	24,020
Director's Sitting Fees	98,000	-
Exchanges Expenses	64,012	-
Electricity Charges	69,192	63,930
General Expenses	213,422	258,369
Motor Car Expenses	224,694	183,754
Printing & Stationery	48,575	11,831
Professional Fees	206,540	-
Rent	199,200	120,000
Telephone Expenses	24,417	19,564
Website & Logo Expenses	18,068	42,000
Total	1,313,159	767,164

25 EARNING PER SHARE

Net Profit after Tax as per Statement of Profit and Loss	254,042	(1,123,023)
Number of Equity Shares	3,896,496	2,798,496
Face Value per Equity Shares	10	10
Basic Earning Per Share	0.07	(0.40)
Diluted Earning Per Share	0.07	(0.40)

26 Related Party Transactions

Associate Company	:	Encash Securities Ltd. Daga Pictures Ltd.
Directors / Key Management Personnel	:	Sachet Saraf Rashmi Saraf
Others - Direct	:	Shakuntala Saraf Pankaj Saraf Kashi Nath Saraf

ENCASH ENTERTAINMENT LIMITED

(Formerly known as Encash Entertainment Private Limited)

Annual Report 2014-2015

NOTES TO FINANCIAL STATEMENTS

<u>Particulars</u>	<u>As at March 31, 2015</u> Rs.	<u>As at March 31, 2014</u> Rs.
Transactions with Related Parties		
Issue of Equity Shares (Nos)	—	11,950
Issue of Bonus Shares (Nos)	—	1,215,642
Rent Paid (in Rs.)	199,200	120,000
Total	<u>199,200</u>	<u>1,227,592</u>

27 SEGMENT INFORMATION

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

Revenue From Trading Activities	16,405,690	10,159,322
Revenue From Film Production	—	10,915,361
	<u>16,405,690</u>	<u>21,074,683</u>

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

As per our Annexed Report of even date.

For Jyoti K Agarwal & Associates
Chartered Accountants

Jyoti Agarwal
Partner
M No. 061301

Date : 29.05.2015
Place : Kolkata

For and on behalf of the Board

Sachet Saraf
Chairman & Managing Director

Suman Saraf
Chief Financial Officer

Hardika Pancholi
Company Secretary

ENCASH ENTERTAINMENT LIMITED

CIN : L92413WB2008PLC124559

Registered Office : 9, Lal Bazar Street, 3rd Floor, Mercantile Building, Kolkata - 700001

Phone : (033) 22303313, E-mail : encash_entertainment@outlook.com, Website : www.encashentertainment.com

ATTENDANCE SLIP

(To be presented at the entrance of the hall)

7TH ANNUAL GENERAL MEETING ON TUESDAY, SEPTEMBER 15, 2015 AT 3.30 P.M.
at The Calcutta Swimming Club, 1, Strand Road, Kolkata - 700 001

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

Name of the Member _____ Signature _____

Name of the proxyholder _____ Signature _____

- 1. Only Member/Proxyholder can attend the Meeting.
- 2. 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 : 9, Lal Bazar Street, 3rd Floor, Mercantile Building, Kolkata - 700001

Phone : (033) 22303313, E-mail : encash_entertainment@outlook.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 ID No. : _____ 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 seventh Annual General Meeting of the Company to be held on Tuesday, September 15, 2015 at 3.30 P.M. at The Calcutta Swimming Club, 1, Strand Road, Kolkata - 700 001 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 2014-15
2	Declaration of Final Dividend on Equity Shares for the financial year 2014-15
3	Re-appointment of Ms. Rashmi Saraf as a Director of the Company
4	Appointment of Auditors and fixing their remuneration
	SPECIAL BUSINESS
5	Appointment of Ms. Suman Saraf as an Chief Financial Officer of the Company
6	Fixation of remuneration of Mr. Sachet Saraf

Affix
Rs. 1/-
Revenue
Stamp

Signed this _____ day of _____ 2015

Signature of shareholder _____ Signature of Proxyholder(s) _____

NOTES :

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at 9, Lal Bazar Street, 3rd Floor Mercantile Building, Kolkata - 700001, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different jointholders may use copies of this Attendance slip/ Proxy.

ENCASH

Value for Money