



ANNUAL REPORT 2022-23

CONTENTS

CORPORATE OVERVIEW

1. SEML at a Glance
2. Mission, Vision and Values
3. Events and Milestones
4. Message from Managing Director
5. Risk Management Framework
6. Financial Highlights
7. Director's Report
8. Management Discussion & Analysis

FINANCIAL STATEMENTS

1. Independent Auditor's Report
2. Balance Sheet
3. Statement of Profit & Loss
4. Statement of Changes in Equity
5. Statement of Cash Flows
6. Notes Forming part of the Financial Statements

What you focus on will grow.....

and loyal writers, directors, production, post-production and marketing personnel who are responsible for guiding every Spicy production from ideation to telecast, in a cost-effective yet quality conscious manner. Spicy recognizes that its people are its strength and are the reason behind Spicy's continued success. Although Spicy has been recognized as a tough act to follow, Spicy does not believe in resting on its laurels. Apart from

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MISSION

To become the world's leading global content company from the emerging markets. As a Corporate, we will be driven by content leadership based on innovation and creativity. Our focus will be on growth while delivering exceptional value to our customers, viewers and stakeholders.

VISION

Our vision is to emerge as a leading entertainment house and event management company that balances various platforms in a dynamically changing media environment, by establishing a sustainable connection with audiences and with our content library and its successful exploitation to ensure that it can be monetized through diversified platforms on a worldwide basis. Our strategy is designed to address predictability, scalability and sustainability, ultimately resulting in profitability.

VALUES

1) CUSTOMER FOCUS

Our Company's strategies are driven by the needs of the customer. Our success can be measured by the satisfaction achieved by our customer.

2) EXCELLENCE

We accord a high premium to maintaining superlative standards throughout our Company. We encourage our employees to come up with smarter ideas within the fastest possible time.

3) CREATIVITY

Key to our value system is innovation and originality. We recognise and have a high regard for individual expression and creative freedom in our quest to provide customer satisfaction.

4) INTEGRITY

We observe strict ethical standards through editorial independence and creative expression, in order to earn the trust of our viewers and subscribers.

5) GROWTH DRIVEN

We are committed to delivering consistent revenue and cash flow growth in order to provide our shareholders a good return. Our objective is to grow our people, market and businesses around the world.

FINANCIAL PERFORMANCE- AT A GLANCE

Statement of Profit and Loss Account

(Rs. in Lacs)

Particulars	2022-23	2021-22
Revenue from Operations	2173.00	413.00
Other Income	500.62	35.61
Profit before Taxation	36.85	5.12
Profit after Taxation	31.57	3.81
Earnings Per Share (EPS) (Face Value Rs. 10/- each)	0.19	0.02

Balance Sheet

(Rs. in Lacs)

Particulars	2022-23	2021-22
Property, Plant and Equipment	20.65	3.58
Loans and Investments	4.82	4.82
Other Non-Current Assets	289.81	289.34
Current Assets	19009.44	13890.14
TOTAL ASSETS	19324.71	14187.88
Equity	1737.83	1706.25
Non-Current Liabilities	-	-
Current Liabilities	17586.89	12481.63
TOTAL EQUITY AND LIABILITIES	19324.71	14187.88

Others

Particulars	2022-23	2021-22
Share Price on BSE (Per Share of Rs. 10/-) *	3.86	4.06
Market Capitalisation (Rs. in Lakhs)	637.33	670.36

* Based on year end closing prices quoted on BSE Limited.

DIRECTOR'S REPORT

TO THE MEMBERS

SPICY ENTERTAINMENT AND MEDIA LIMITED

Your Directors have pleasure in presenting the Eleventh (11th) Annual Report of Spicy Entertainment and Media Limited (hereinafter referred to as "the Company"), along with the Audited Accounts of your Company for the Financial Year ended March 31, 2023. The Financial performance of your Company during the Financial Year ended March 31, 2023, as compared to the previous financial year are summarised below:

Rs. in Lakhs

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Total Income	2673.62	448.61
Total Expenditure	2636.77	443.49
Profit Before Taxation	36.85	5.12
Tax Expense	5.28	1.31
Profit for the Period	31.57	3.81
Brought forward from the previous year	55.13	51.32
Surplus carried to Balance Sheet	86.70	55.13

Financial Performance

Your Company has prepared the Financial Statements for the financial year ended March 31, 2023 under Sections 129, 133 and Schedule II to the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016.

The Company's total income during the year stood at Rs. 2673.62 Lakhs, as compared to Rs. 448.61 Lakhs in the previous year. The Company's profit before tax is Rs. 36.85 Lakhs during the year, as compared to a profit of Rs. 5.12 Lakhs in the previous year. The Company earned a net profit of Rs. 31.57 Lakhs, as against a net profit of Rs. 3.81 Lakhs in the previous year.

Dividend

Your Directors did not recommend any dividend to its shareholders for the financial year 2022-23, keeping in mind various financials and business plans of the Company.

Amounts proposed to carry to the reserves

The Company has not transferred any amount out of the profit earned to reserve account during the year under review. The entire profit earned during the year under review is being carried forward under Profit & Loss Account.

Material changes and commitments affecting financial position between the end of the financial year and date of report

There have been no material changes and commitments, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial year relate and the date of this report.

Significant/Material orders passed by the regulators

There were no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future.

Risk Management and adequacy of Internal Financial Controls

The Company's Internal Control Systems are commensurate with the nature, size and complexity of its business and ensure proper safeguarding of assets, maintaining proper accounting record and providing reliable financial information. Your Company's Internal Control ensures that all assets of the Company are safeguarded and protected, proper prevention and detection of frauds and errors and all transactions are authorized, recorded and reported appropriately.

Your Company has an adequate system of internal financial controls commensurate with its size and scale of operations, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information.

Such practice provides reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with the applicable legislations. Your Company also monitors through its Internal Audit Team the requirements of processes in order to prevent or timely detect unauthorized acquisition, use or disposition of the Company's Assets which could have a material effect on the Financial Statements of the Company. The Internal Audit function is responsible to assist the Audit Committee on an independent basis with a complete review of the risk assessments and associated management action plans.

During the year under review, the Internal Financial Control Audit was carried out by the Statutory Auditors, the Report of which is forming part of this Annual Report.

Deposits

During the year under review, the Company has not accepted any deposit within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

Statutory Auditors

In terms of the provisions of Section 139 of the Companies Act, 2013 read with provisions of the Companies (Audit and Auditors) Rules, 2014 as amended, M/s RAK Champs & Co. LLP, Chartered Accountants (FRN: 131094W/W100083), Mumbai, is appointed as the Auditors of the Company for a

consecutive period of 5 (Five) years from the conclusion of the Annual General Meeting held in the year 2023 until conclusion of the Annual General Meeting scheduled to be held in the year 2028.

Your Company has received a Certificate from M/s RAK Champs & Co. LLP, Chartered Accountants, confirming their eligibility to continue as Auditors of the Company in terms of provisions of Section 141 of the Companies Act, 2013 and the rules made thereunder. They have also confirmed that they hold a valid certificate issued by the Peer Review Board of the ICAI as required under the provision of Regulation 33 of Listing Regulations.

Secretarial Auditor

In terms of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company had appointed Ms. Kavita Raju Joshi, Practicing Company Secretary (Certificate of Practice No. **8893**), as the Secretarial Auditor.

The Secretarial Audit Report for the financial year ended March 31, 2023 is annexed herewith as **[Annexure-A]** to this report.

Details of Subsidiary/ Joint Ventures/Associate Companies

The Company does not have any subsidiary/joint ventures/associate companies.

Share Capital

The Authorised Share Capital of the Company stands at Rs. 17,00,00,000/- divided into 1,70,00,000 (One Crore Seventy Lakhs) Equity Shares of Rs. 10/- each. At present the Issued, Subscribed and Paid Up Share Capital of your Company is Rs. 16,51,12,500/- divided into 1,65,11,250 Equity Shares of Rs. 10/- each, fully paid-up.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

a) Particulars of Conservation of Energy, Technology Absorption

The Provisions of Section 134(m) of the Act relating to conservation of energy and technology absorption do not apply to this Company as the Company has not carried out any manufacturing activities.

b) Foreign Exchange Earnings and Outgo

During the year under review there was no foreign exchange outgo nor was any foreign exchange earned.

Directors and Key Managerial Personnel

The Company has a duly constituted Board of Directors which is in compliance with the requirements of the Companies Act, 2013, schedules thereto and rules framed there under and also in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Articles of Association of the Company.

i. Declaration by Independent Directors

All the Independent Directors have given a declaration that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 read with the rules made there under and as per Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015. In the opinion of the Board, they fulfil the conditions of Independence as specified in the Act and the rules made there under.

ii. Non-Independent Director

A brief profile of the above Director seeking appointment/re-appointment required as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be provided in the Notice of Annual General Meeting of the Company.

None of the Directors of the Company are disqualified for being appointed as Directors, as specified in Section 164 (2) of the Companies Act, 2013 and rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

iii.Changes in Directorship/Key Managerial Personnel during the year

Mr. Dipesh Majumdar (DIN: 09404234) was appointed as the Director of the Company with effect from July 28, 2022.

Mr. Sumit Bhoot (DIN: 08120225) resigned from the Directorship of the Company with effect from July 28, 2022.

iv.Familiarisation Programme undertaken for Independent Directors

The Independent Directors are familiarised with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. On appointment, the Independent Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The Director is also explained in detail the various compliances required from him/her as a Director under the various provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015. The details of familiarisation programme are available on the website of the Company viz. www.spicyy.in.

Annual Evaluation of Board's performance

Your Company understands the requirements of an effective Board Evaluation process and accordingly conducts a Performance Evaluation every year in respect of the following:

- i. Board of Directors as a whole;
- ii. Committees of the Board of Directors;
- iii. Individual Directors including the Chairman of the Board of the Directors.

In compliance with the requirements of the provisions of Section 178 of the Companies Act, 2013, the Listing Regulations and the Guidance Note on Board Evaluation issued by SEBI in January 2017, your Company has carried out a Performance Evaluation for the Board / Committees of the Board /

Individual Directors including the Chairman of the Board of Directors for the financial year ended March 31, 2023. The key objectives of conducting the Board Evaluation were to ensure that the Board and various Committees of the Board have appropriate composition of Directors and they have been functioning collectively to achieve common business goals of your Company. Similarly, the key objective of conducting performance evaluation of the Directors through individual assessment and peer assessment was to ascertain if the Directors actively participate in Board Meetings and contribute to achieve the common business goal of the Company.

The Directors carry out the aforesaid Performance Evaluation in a confidential manner and provided their feedback. Duly completed feedback were sent to the Chairman of the Board and the Chairman / Chairperson of the respective Committees of the Board for their consideration. The Performance Evaluation feedback of the Chairman was sent to the Chairperson of the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee forwarded their recommendation based on such Performance Evaluation to the Board of Directors. All the criteria of Evaluation as envisaged in the SEBI Circular on 'Guidance Note on Board Evaluation' had been adhered to by your Company.

The Board of Directors

a. Composition and Category of Directors

Your Company's Board is duly constituted and is in compliance with the requirements of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and provisions of the Articles of Association of the Company. Your Board has been constituted with requisite diversity, wisdom and experience commensurate to the scale of operations of your Company. The Company has a judicious combination of Executive and Non-Executive Directors. As on March 31, 2023. The Board has an appropriate mix of knowledge, wisdom and varied industry experience to guide the Company in achieving its objectives in a sustainable manner. The Board comprised of Three (3) Directors out of which One (1) is Executive Director and Two (2) are Independent Directors. The Chairman of the Board is Executive Director.

The details of each member of the Board along with the number of Directorship/Committee Membership are given below:

Name	Category of Director	Directorship in other Public Limited Companies	No. of Board Committees in which	
			Chairman/	Member
Mr. Dev Govind Binani	Managing Director/Chairman	-	-	-
Ms. Sheetal Suresh Kale	Independent Director	-	-	-
Mr. Sumit Bhoot	Independent Director	-	-	-

Notes:

1. Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
2. Chairmanship/Membership of Committee only includes Audit Committee and Stakeholder Relationship Committee in other Public Limited Company. Members of the Board of the Company

do not have membership of more than ten Board-level Committees or Chairman of more than five such Committees.

3. None of the Directors are inter-se related with each other.

Number of Meetings of the Board of Directors

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company vis-à-vis the budgets/targets. The necessary quorum was present for all the meetings.

In the Financial Year 2022-2023, the Board met Seven (7) times. The details of Board Meetings held during the year are listed below. The interval between two Meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013 and as per Regulation 17(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sl. No	Date of Board Meeting	Total strength of the Board	No. of director present
1.	May 11, 2022	3	3
2.	July 28, 2022	3	3
3.	August 13, 2022	3	3
4.	September 08, 2022	3	3
5.	September 19, 2022	3	3
6.	November 14, 2022	3	3
7.	February 13, 2023	3	3

Attendance at aforesaid Board Meetings, at last Annual General Meeting of each of the Directors as on March 31, 2023 is given below:

Name of the Director	Category of Directorship	Attendance at the Board Meeting(s)		Attendance at last AGM
		Held	Attended	
Mr. Dev Govind Binani	Managing Director	7	7	Yes
Ms. Sheetal Suresh Kale	Independent Director	7	7	Yes
Mr. Sumit Bhoot	Independent Director	7	7	Yes

Meeting of Independent Director

In compliance with the requirements of Schedule IV to the Companies Act, 2013 read with Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, a separate meeting of the Independent Directors was held on February 13, 2023, where all the Independent Directors were present. The Independent Directors discussed inter alia, to:

- Evaluate performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluate performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;

- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Appointment and tenure of Directors

The Directors of the Company are appointed by the Members at the General Meetings. Generally, the Managing Director and Whole-time Directors (Executive Directors) are appointed for a period of three to five years. Other than Managing Director and Independent Directors, not less than two-thirds of the total number of Directors are liable to retire by rotation, out of which one-third shall retire at every AGM and if eligible, may seek approval from the Members for their re-appointment.

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed thereunder, the Independent Directors of the Company were appointed for a period of five years by the Members of the Company at the General Meetings.

A formal letter of appointment setting out the terms and conditions of appointment, roles and functions, responsibilities, duties, fees and remuneration, liabilities, resignation / removal, etc., as specified under Schedule IV to the Companies Act, 2013 has been issued to each of the Independent Directors subsequent to obtaining approval of the Members to their respective appointments. The terms and conditions of such appointment of the Independent Directors are also made available on the website of the Company at www.spicyy.in.

In compliance with Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 read with the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the required information about the Directors proposed to be appointed / re-appointed will be provided in the Notice calling Annual General Meeting.

Committees of the Board

The Company has constituted/re-constituted various Board level committees in accordance with the requirements of Companies Act, 2013. Details of all the above Committees along with the composition and meetings held during the year under review are provided below.

Audit Committee

The Board of Directors of the Company has constituted an Audit Committee of the Board in terms of the requirements of Section 177 of the Companies Act, 2013 and Rules framed thereunder read with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. The Audit Committee of the Company meets every quarter and inter alia, to review the financial results for the half yearly/yearly ended before the same are approved at Board Meetings, pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. The Audit Committee may also meet from time to time, if required.

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies

Act, 2013 and the provisions of Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Accounts, etc. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function.

Composition of the Committee, Meetings and Attendance

The Audit Committee consists of two Independent Directors and one Executive Director. Ms. Sheetal Suresh Kale, Independent Director is the Chairman of the Audit Committee. The Company Secretary acts as the Secretary to the Committee.

The Audit Committee met Five (5) times during the Financial Year 2022-23. The maximum gap between two Meetings was not more than 120 days. The Committee met on May 11, 2022; June 25, 2022; September 08, 2022; November 14, 2022 & February 10, 2023. The requisite quorum was present at all the meetings. The Chairman of the Audit Committee was present at the Annual General Meeting of the Company.

The Table below provides the attendance of the Audit Committee members.

Name	Category	Designation	Meeting(s)	
			Held	Attended
Ms. Sheetal Suresh Kale	Independent Director	Chairperson	5	5
Mr. Dev Govind Binani	Managing Director	Member	5	5
Mr. Sumit Bhoot	Independent Director	Member	5	5

The Audit Committee has been vested, inter-alia, with the following powers:

1. To investigate any activity within its terms of reference
2. To seek information from any employee
3. To obtain outside legal or other professional advice
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Terms of Reference

The Audit Committee reviews the Reports of the Internal Auditor and the Statutory Auditors periodically and discuss their findings. The role of the Audit Committee is as follows:

- a. Oversight of the Company's financial reporting process and the disclosure of its information to ensure that the financial statements are correct, sufficient and credible;
- b. Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of the statutory auditors, fixing of audit fees.
- c. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- d. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:

- Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report as per Section 134(3)(c) of the Companies Act, 2013;
 - Changes, if any, in the accounting policies and practices and the reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with the Listing Regulations and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions; and
 - Qualifications in the draft audit report, if any.
- e. Reviewing, with the management, the financial statements before submission to the board for approval.
 - f. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 - g. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
 - h. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing, and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 - i. Discussion with the internal auditors any significant findings and follow-up thereon;
 - j. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 - k. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - l. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 - m. To review the functioning of the Whistle Blower mechanism, in case if the same is existing.
 - n. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
 - o. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.
 - p. Mandatorily reviews the following information:
 - Management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses; and

- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- q. Review the Financial Statements of its Subsidiary Company, if any.
 - r. Review the composition of the Board of Directors of its Subsidiary Company, if any.
 - s. Review the use/application of funds raised through an issue (public issues, right issues, preferential issues etc.) on a half yearly basis as a part of the half yearly declaration of financial results. Further, review on annual basis statements prepared by the Company for funds utilized for purposes other than those stated in the offer document.
 - t. In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

In addition, the Audit Committee also reviews the following:

- Management Discussion and Analysis of financial condition and results and operations;
- Statement of Related Party Transactions;
- Management letters/letters of internal control weaknesses; and
- The appointment, removal and terms of remuneration of Internal Auditor.

Nomination and Remuneration Committee

The Board of Directors of the Company has constituted a Nomination and Remuneration Committee of the Board in terms of the requirements of Section 178 of the Companies Act, 2013 and Rules framed thereunder read with Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

Meeting and Attendance

The Committee met twice during the financial year 2022-23 on September 08, 2022 & February 13, 2023. The requisite quorum was present at the Meeting. The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company. The table below provides the attendance of the Nomination & Remuneration Committee.

Name	Category	Designation	Meeting(s)	
			Held	Attended
Ms. Sheetal Suresh Kale	Independent Director	Chairman	2	2
Mr. Dev Govind Binani	Managing Director	Member	2	2
Mr. Sumit Bhoot	Independent Director	Member	2	2

Terms of Reference

The Nomination and Remuneration Committee is empowered with the following terms of reference and responsibilities in accordance with the provisions of law and the Nomination and Remuneration Policy:

- The committee recommends to the board the compensation terms of the executive directors.
- The committee to carry out evolution of every director's performance and recommend to the board his/her appointment and removal based on the performance.

- The committee to identify persons who may be appointed in senior management in accordance with the criteria laid down.
- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.
- Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.

Remuneration Policy

The success of the organization in achieving good performance and good governing practices depends on its ability to attract and retain individual with requisite knowledge and excellence as executive and non-executive directors. The Nomination and Remuneration Policy of the Company is annexed herewith as **[Annexure- B]** to this Report.

Details of Remuneration to all Directors

The details of remuneration paid to the Directors for the year ended March 31, 2023 are as under:

Name	Designation	Salary	Perquisites	Sitting Fees	Total
Mr. Dev Govind Binani	Managing Director	-	-	-	-
Ms. Sheetal Suresh Kale	Independent Director	-	-	-	-
Mr. Sumit Bhoot	Independent Director	-	-	-	-

Disclosure pursuant to Part-II, Section-II, 3rd Provision, Point No-IV of Schedule-V under Section 196 and 197 of all the Directors

- All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc of all the Directors- As stated above
- Details of fixed component and performance linked incentives along with performance criteria- Nil
- Service Contracts, notice period, severance fees- Not Applicable
- Stock options details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable- Not Applicable

Stakeholder Relationship Committee

Composition

The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Meeting & Attendance

The Committee met Once (1) during the financial year 2022-23 on February 13, 2023. The constitution of the Stakeholders Relationship Committee of the Board of Directors of your Company

along with the details of the meetings held and attended by the members of the Committee during the financial year 2022-23 is detailed below:

Name	Category	Designation	Meeting(s)	
			Held	Attended
Mr. Sumit Bhoot	Independent Director	Chairman	1	1
Ms. Sheetal Suresh Kale	Independent Director	Member	1	1
Mr. Dev Govind Binani	Managing Director	Member	1	1

The Board has clearly defined the terms of reference for this committee. The Committee looks into the matters of Shareholders/Investors grievances along with other matters or any other duties that may be delegated to the Committee by the Board of Directors from time to time.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, M/s Maheshwari Datamatics Private Limited attend to all grievances of the shareholders received directly or via any other authority. The Minutes of the Stakeholders Relationship Committee Meetings are circulated to the Board and noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the Investors. Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

In compliance with the requirements of the SEBI Circular No. CIR/OIAE/2/2011 dated June 3, 2011, the Company has obtained exclusive User Id and Password for processing the investor complaints in a centralized web-based SEBI Complaints Redress System - 'SCORES'. This enables the investors to view online the action taken by the Company on their complaints and current status thereof, by logging on to the SEBI's website www.sebi.gov.in.

No shareholder complaints were lying unresolved as on March 31, 2023 under 'SCORES'.

It is confirmed that there was no request for registration of share transfers / transmissions lying pending as on March 31, 2023 and that all requests for issue of new certificates, sub-division or consolidation of shareholdings, etc., received upto March 31, 2023 have since been processed. The Company has an efficient system in place to record and process all requests for dematerialization and re-materialization of shares of the Company through National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL).

Whistle Blower Policy/Vigil Mechanism

In terms of provisions of Section 177 of the Companies Act, 2013 and Rules framed thereunder read with Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, your Company has a vigil mechanism in place for the Directors and Employees of the Company through which genuine concerns regarding various issues relating to inappropriate functioning of the organization can be communicated. For this purpose, your Board adopted a Whistle Blower Policy which has been uploaded on the website of the Company at www.spicyy.in.

Policy on Prevention of Sexual Harassment of Women at workplace

The Company as an organization is committed to provide a healthy environment to all employees and thus does not tolerate any discrimination and/or harassment in any form. The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at work place (Prevention, Prohibition and Redressal) Act, 2013.

Your Company has adopted a Policy under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. Your Company is committed to provide a safe and secure environment to its women employees across its functions and other women stakeholders, as they are considered as integral and important part of the Organization.

No complaints were received during the financial year 2022-2023.

Particulars of Loans, Guarantees and Investments

The Company has not given any Loans, Guarantees or Investments or provided security in terms of Section 186 of the Companies Act, 2013 during the year under review.

Related Party Transactions

During the financial year ended March 31, 2023, all transactions with the Related Parties as defined under the Companies Act, 2013 read with Rules framed thereunder were in the 'ordinary course of business' and 'at arm's length' basis. Your Company does not have a 'Material Subsidiary' as defined under Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your Board shall formulate a Policy to determine Material Subsidiary as and when considered appropriate in the future.

During the year under review, your Company did not enter into any Related Party Transactions which require prior approval of the Members. All Related Party Transactions of your Company had prior approval of the Audit Committee and the Board of Directors, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. Subsequently, the Audit Committee and the Board have reviewed the Related Party Transactions on a quarterly basis.

During the year under review, there has been no materially significant Related Party Transactions having potential conflict with the interest of the Company.

Since all Related Party Transactions entered into by your Company were in the ordinary course of business and also on an arm's length basis, therefore details required to be provided in the prescribed Form AOC - 2 is not applicable to the Company. Necessary disclosures required under the Ind AS 24 have been made in the Notes to Financial Statements.

As required under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Related Party Transactions Policy which is available at the website of the Company viz. www.spicyy.in.

Disclosure relating to remuneration of Directors, Key Managerial Personnel and Employees:

A statement containing the details of the Remuneration of Directors, Key Managerial Personnel (KMP) and Employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as **[Annexure-C]** to this Report.

The Company have no employee drawing a remuneration of Rs. 1,02,00,000/- (Rupees One Crore Two Lacs) per annum or part thereof in terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Corporate Governance

The Company being listed on the Small and Medium Enterprise platform is exempted from provisions of corporate governance as per Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence no corporate governance report is disclosed in this Annual Report. It is pertinent to mention that the Company follows majority of the provisions of the Corporate Governance voluntarily.

Management Discussion & Analysis

The Management Discussion and Analysis Report on the operations of the Company, as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith as **[Annexure-D]** to this Report.

Compliance with Secretarial Standards on Board and General Meetings

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI).

Directors Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), the Directors of your Company confirm that:

- in the preparation of the Annual Accounts for the financial year ended March 31, 2023, the applicable Accounting Standards and Schedule III of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), have been followed and there are no material departures from the same;
- 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, 2023 and of the profit & loss of the Company for the Financial Year March 31, 2023;
- 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 (including any statutory

modification(s) or re-enactment(s) for the time being in force) for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- the annual accounts have been prepared on a 'going concern' basis;
- proper internal financial controls laid down by the Directors were followed by your Company and that such internal financial controls are adequate and operating effectively; and
- proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

Acknowledgement

Your Directors take this opportunity to convey their appreciation to all the members, listeners, advertisers, media agencies, dealers, suppliers, bankers, regulatory and government authorities and all other business associates for their continued support and confidence in the management of the Company.

Your Directors are pleased to place on record their appreciation of the consistent contribution made by employees at all levels through their hard work, dedication, solidarity and co-operation and acknowledge that their efforts have enabled the Company to achieve new heights of success.

For and on behalf of the Board

Place: Kolkata

Date: September 06, 2023

Dev Govind Binani
Managing Director
DIN: 08435033

Dipesh Majumdar
Director
DIN: 09404234

[Annexure-A]

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

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

**To,
The Members,
Spicy Entertainment and Media Limited**

Dear Sir(s),

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Spicy Entertainment and Media Limited, CIN: L22219WB2012PLC188312** ("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 Company'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 March 31, 2023 has substantially complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023; 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 and Overseas Direct Investment and External Commercial Borrowings **(not applicable to the Company during the audit period)**;
- 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 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(not applicable to the Company during the Audit period)**;
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 1999, and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(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 (Registrar 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)**, and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(not applicable to the Company during the Audit period)**.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has substantially complied with the general laws applicable to the Company. Based on the information, explanations and management representation, the Company has substantially complied with the Tax laws applicable to the Company.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI) with respect to Board Meetings, General Meetings and Dividend.
- ii. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I further report that:

- 1. The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-executive Directors, Woman Director 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.

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

I further report that no specific event having a major bearing on the Company's affair in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. has taken place during the year under review.

Kavita Raju Joshi
Practicing Company Secretary
Membership No: 9074
CP No: 8893

Place: Kolkata
Date: September 06, 2023

This report is to be read with my letter of even date which is annexed as 'Annexure A' and forms integral part of this report.

‘Annexure A’

**To,
The Members,
M/s Spicy Entertainment and Media Limited**

Dear Sir(s),

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

1. Maintenance of Secretarial Records 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 appropriated 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 for our opinion.
3. I have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening 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.

**Kavita Raju Joshi
Practicing Company Secretary
Membership No: 8893
CP No: 9074**

**Place: Kolkata
Date: September 06, 2023**

[Annexure-B]

NOMINATION & REMUNERATION POLICY

PREAMBLE

The Board of Directors of “Spicy Entertainment and Media Limited” (“the Company”) had constituted a Nomination and Remuneration Committee consisting of three (3) Directors, of which two directors are Independent Directors.

OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto. The key objectives of the Committee would be:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- d) To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
- e) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- f) To devise a policy on Board diversity
- g) To develop a succession plan for the Board and to regularly review the plan.

DEFINITIONS

- a) **“Act”** means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- b) **“Board”** means Board of Directors of the Company.
- c) **“Directors”** mean Directors of the Company.
- d) **“Key Managerial Personnel”** means
 - i. Chief Executive Officer or the Managing Director or the Manager;
 - ii. Whole-time director;
 - iii. Chief Financial Officer;
 - iv. Company Secretary; and
 - v. Such other officer as may be prescribed.
- e) **“Senior Management”** means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.
- f) **“Independent Director”**:- As provided under Section 149(6) of the Companies Act, 2013. ‘Independent Director’ shall mean a non-executive director, other than a managing director or a whole-time director or a nominee director of the Company:

- i. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- ii. a) who is or was not a promoter of the company or its holding, subsidiary or associate company;
b) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- iii. who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- iv. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year; -
- v. who, neither himself nor any of his relatives-
 - a) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of:
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;
 - c) holds together with his relatives two percent or more of the total voting power of the company; or
 - d) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five percent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent or more of the total voting power of the company; or
 - e) who possesses such other qualifications as may be prescribed.

ROLE OF COMMITTEE

a) Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a director.

- ii. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- iii. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

b) Policy for appointment and removal of Director, KMP and Senior Management

i. Appointment criteria and qualifications

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

ii. Term / Tenure

- Managing Director/Whole-time Director: The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Whole Time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- Independent Director: An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director; it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act and Listing Agreement, from time to time.

iii. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly). The following criteria are to be followed for reviewing the director's performance:

- a. Accomplishment of the organization's mission, objectives and strategic results for which the Executive Director is responsible.
- b. Ensuring that the Board is well informed on issues affecting the continuing relevance of the mission and the performance and reputation of the Company.
- c. Adequacy of processes which monitor business performance, Board member interaction with management, adequacy of Board knowledge, adequacy of business strategy, Board being informed, evaluation process for executives and Director.
- d. Appropriateness of balance and mix of skills, size of Board, contribution of individual Board members, adequacy of performance feedback to Board members, adequacy of procedures dealing with inadequate performance by a Board member.
- e. Board's effectiveness in use of time, whether Board allowed sufficient opportunity to adequately assess management performance.
- f. Working relationship between chairman and chief executive officer, segregation of duties between Board and management, ability of Directors to express views to each other and to management in a constructive manner, adequacy of Board discussions and management of divergent views.
- g. The evaluation will take annually as per the requirement of law and Listing Agreement. The performance evaluation will typically address activities, events and accomplishments that took place during the most recently completed fiscal year.

iv. Removal

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

v. Retirement

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

c) Policy relating to the Remuneration for the Director, KMP and Senior Management Personnel

i. General:

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

ii. Remuneration to Director, KMP and Senior Management Personnel:

➤ **Fixed pay:**

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

➤ **Minimum Remuneration:**

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

➤ **Provisions for excess remuneration:**

If any Director, KMP and Senior Management Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall

refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

iii. Remuneration to Non- Executive / Independent Director:

➤ **Remuneration / Commission:**

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

➤ **Sitting Fees:**

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

➤ **Commission:**

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

➤ **Stock Options:**

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

MEMBERSHIP

- a) The Committee shall consist of a minimum 3 directors, majority of them being independent.
- b) Minimum two (2) members, one of which must be an Independent Director, shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

CHAIRPERSON

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

FREQUENCY OF MEETINGS

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

COMMITTEE MEMBERS' INTERESTS

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

SECRETARY

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

VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

NOMINATION DUTIES

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

- a) Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- c) Identifying and recommending Directors who are to be put forward for retirement by rotation.
- d) Determining the appropriate size, diversity and composition of the Board;
- e) Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- f) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- g) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- h) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- i) Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- j) Recommend any necessary changes to the Board; and
- k) Considering any other matters, as may be requested by the Board.

REMUNERATION DUTIES

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

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

- b) To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- c) To delegate any of its powers to one or more of its members or the Secretary of the Committee.
- d) To consider any other matters as may be requested by the Board.
- e) Professional indemnity and liability insurance for Directors and senior management.

MINUTES OF COMMITTEE MEETING

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

AMENDMENT(S)/MODIFICATION(S)

The Nomination and Remuneration Committee will review and may amend/modify this policy from time to time.

[Annexure-C]**Disclosure in Directors' Report pursuant to Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Sl. No.	Name of the Director	Ratio of the remuneration to the median remuneration of the employees
1.	Mr. Dev Govind Binani (Managing Director)	-
2.	Mr. Sumit Bhoot (Independent Director)	-
3.	Ms. Sheetal Suresh Kale (Independent Director)	-

- (ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year:

Sl. No.	Name of the Director	Percentage increase in Remuneration
1.	Mr. Dev Govind Binani (Managing Director)	Nil
2.	Mr. Sumit Bhoot (Independent Director)	Nil
3.	Ms. Sheetal Suresh Kale (Independent Director)	Nil
4.	Ms. Monika Jain (Company Secretary)	Nil

- (iii) The percentage increase in the median remuneration of employees in the financial year:

During the FY 2022-23, there has been an increase by 76.61% in the median remuneration of employees as compared to previous year.

- (iv) The number of permanent employees on the rolls of the Company:

There were 5 permanent employees as on March 31, 2023.

- (v) Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there is any exceptional circumstances for increase in the managerial remuneration:

There has been an increase by 111.18% in the average salary of employees and there has been no increase in the average remuneration of Key Managerial Personnel during the financial year 2021-23.

- (vi) Affirmation that the remuneration is as per the remuneration policy of the Company:

Remuneration paid during the year ended March 31, 2023 is as per the Remuneration Policy of the Company.

CEO / CFO CERTIFICATE

To,
The Board of Directors
M/s Spicy Entertainment and Media Limited

I the undersigned, in my capacity of Managing Director of M/s Spicy Entertainment and Media Limited ("the Company") to the best of my knowledge and belief certify that:

- 1) I have reviewed financial statements and the cash flow statement for the year ended March 31, 2023 and that to the best of my knowledge and belief, I state that:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. 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.
- 2) I further state that to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- 3) I am responsible for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal control, if any, of which I am aware and the steps taken or propose to rectify these deficiencies.
- 4) I have indicated to the Auditors and the Audit Committee:
 - a. that there are no significant changes in internal control over financial reporting during the year;
 - b. that there are no significant changes in accounting policies during the year;
 - c. that there are no instances of significant fraud of which we have become aware.

For Spicy Entertainment and Media Limited

Place: Kolkata
Date: September 06, 2023

Dev Govind Binani
Managing Director
DIN: 08435033

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members
M/s Spicy Entertainment and Media Limited

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s Spicy Entertainment and Media Limited (CIN: L22219WB2012PLC188312) having its registered office at Kolkata, West Bengal, India (hereinafter referred to as "the Company"), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C, Clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending March 31, 2022, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sl. No	Name of Directors	DIN	Date of Appointment in the Company
1.	Dev Govind Binani	08435033	23/11/2020
2.	Sheetal Suresh Kale	07762409	15/03/2017
3.	Sumit Bhoot	08120225	27/04/2018

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

Kavita Raju Joshi
Practicing Company Secretary
Membership No: 8893
CP No: 9074

Place: Kolkata
Date: September 06, 2023

[Annexure-D]

Management Discussion & Analysis Report

Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, economic developments in principal markets and other incidental factors. The Company undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of new information, future events, or otherwise. Readers are cautioned not to place undue reliance on these forward looking statements that speak only as of their dates.

Indian Macroeconomic Environment

The world is facing an unprecedented crisis with the highly contagious COVID-19 hitting major economies across the world in rapid succession. Economy was under standstill in April and resumed partially with restrictions on various activities in May as the Government made a courageous choice of supporting livelihoods. In the year 2022-23, country entered the unlocking phase and witness green shoots in the economy.

Indian Media and Entertainment Industry

The Indian media and entertainment (M&E) is expected to grow at a CAGR of 12.0% to Rs. 2,34,900 Crore over the next three years, with growth in all the segments.

During the year 2022-23, television increased its reach and engagement with the audience, retaining its position as the default entertainment medium for Indian consumers. Growth in online video consumption accelerated, helped by the increased availability of affordable data and content on digital platforms.

Print media continued to grow, albeit at a much slower pace. The movie industry surpassed all the previous box-office records on the back of strong performances in both domestic and international markets. Radio, in addition to entering new cities, is diversifying into new business offerings like concerts and activations. Growth in live events was led by premium properties, sports events and digital integration.

Digital Media

OTT Platforms are one of the fastest – growing networks of today's Indian online marketing world. The OTT-based segment accounted for the largest revenue share of over 40% in 2019. It is owing to a feature that OTT-based solutions deliver film and TV content through the internet without the need for users to subscribe to traditional cable or pay-TV services. The segment is also expected to register the fastest growth over the forecast period owing to the growing demand for improved automation of business processes and the availability of broadband infrastructure. Emerging trends in OTT, such as hybrid monetization models, rising demand for digital original content, and content fragmentation due to intensive competition, are expected to contribute to the segment growth.

The COVID-19 pandemic has placed more than 1/4th of the world's population under lockdown. This has resulted in increased demand for online streaming and entertainment services. The video streaming services have experienced a rise of around 10% in viewership during the lockdown. Major platforms, including Netflix, Amazon Prime Video, YouTube, and Disney+ have registered a spike in viewership worldwide.

Outlook

The Media & Entertainment industry has seen influx of new broadcasters and advent of digital media platforms post internet boom which has led to a large addressable base consuming entertainment content. We believe that we are one of the largest beneficiaries of this new digital phase of the industry. Our focus will always be to innovate our product offerings and continue to partner with newer players.

Company performance overview

The Company has reported profits during the year under review. The operational performance of the Company is on the growth path. The Financial & operational details are mentioned in the Financial Statements.

INDEPENDENT AUDITOR'S REPORT

To the Members of Spicy Entertainment and Media Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Spicy Entertainment and Media Limited ("the Company"), which comprises the balance Sheet as at 31st March 2023 and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2023 and its profit and other comprehensive income, changes in equity and its cash flow for the year ended on that date.

Basis for Opinion

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

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's

annual report, but does not include the financial statements and our auditor's report thereon.

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

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

Management's Responsibility for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's

report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

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

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The balance sheet, the profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March 2023 taken on record by the Board of Directors, none of the

directors is disqualified as on 31st March 2023 from being appointed as a director in terms of section 164(2) of the Act.

- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B.
- g) With respect to the other matters to be included in the Auditor's report in accordance with the requirement of section 197(16) of the Act:

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

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There is no pending litigation on the Company.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the

Company shall whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv) (a) and (iv) (b) contain any material mis-statement.

- v. The company has not declared or paid any dividend during the year in contravention of the provisions of Section 123 of the Companies Act, 2013
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of accounts using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023 and accordingly, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31,2023.

For Agarwal Desai and Shah
Chartered Accountants
FRN No: 124850W

CA Rishi Sekhri
Partner
Membership No: 126656
Place: Kolkata
Date: 30th May 2023
UDIN – 23126656BGWJAN2855

Annexure A referred in the Independent Auditor's Report to the Members of Spicy Entertainment and Media Limited on the Ind AS financial statements for the year ended 31st March 2023

- i. (a) (A) According to the information and explanations given to us, the company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(B) According to the information and explanations given to us, the company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular program of physical verification of its property, plant and equipment (including right of use assets) by which all property, plant and equipment are verified in a phased manner, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification.
- (c) The Company does not have any immovable property.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) According to the information and explanations given to us, the inventories have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies

were noticed on the aforesaid verification.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from any financial institution on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. According to the information and explanation given to us, during the year the company has not provided any guarantee or security or granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties.
- iv. According to the information and explanation given to us, the Company has not provided any guarantee or security as specified under Section 185 & 186 of the Companies Act, 2013. Further in respect of the loans given and investments made by the Company, requirement of Section 185 and 186 of the Companies Act, 2013 have been complied with.
- v. According to the information and explanation given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act. Accordingly, the provisions of clause 3(v) of the Order is not applicable.
- vi. According to the information and explanation given to us, the Central Government has not specified the maintenance of cost records under section 148(1) of the Companies Act, 2013, for the operation carried by the Company.
- vii.
 - (a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including income-tax, goods and service tax, and other material statutory dues, to the extent applicable, have generally been regularly deposited with the appropriate authorities during the year.
 - (b) According to the information and explanation given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, goods and service tax, service tax, duty of customs,

duty of excise, value added tax, cess and other material statutory dues, to the extent applicable, were in arrears as at 31st March 2023 for a period of more than six months from the date they became payable.

- (c) According to the information and explanations given to us, there are no dues which have not been deposited by the company on account of disputes.

viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

- ix. (a) According to the information and explanations given to us, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender.

- (b) According to the information and explanations given to us, the Company is not declared as wilful defaulter by any bank or financial institution or other lender.

- (c) According to the information and explanations given to us, the Company has not obtained any term loan.

- (d) According to the information and explanations given to us, no funds raised on short term basis have been utilized for long term purposes.

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

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

- x. (a) According to the information and explanations given to us, no money raised by way of initial public offer or further public offer (including debt instruments) during the year.

- (b) According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or

convertible debentures (fully, partially or optionally convertible) during the year.

- xi. (a) According to the information and explanations given to us, no fraud by the Company nor any fraud on the Company by its officers or employees has been noticed or reported during the year.
 - (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - (c) According to the information and explanations given to us, no whistle-blower complaints has been received.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and the requisite details have been disclosed in the Ind AS financial statements, as required by the applicable accounting standard.
- xiv. (a) According to the information and explanations given to us and based on our examination of the records of the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the report of internal auditors for the year.
- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. (a) In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi) a, b and c of the Order is not applicable.

In our opinion, there is no core investment company within the group and

accordingly reporting under clause 3 (xvi) (d) of the order is not applicable.

- xvii. The company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on clause 3(xviii) of the order is not applicable to the Company.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from balance sheet date.
- xx. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx) (a) and 3(xx)(b) of the order are not applicable.

For Agarwal Desai and Shah
Chartered Accountants
FRN No: 124850W

CA Rishi Sekhri
Partner
Membership No: 126656
Place: Kolkata
Date: 30th May 2023
UDIN – 23126656BGWJAN2855

Annexure B to the Independent Auditor's report on the financial statements of Spicy Entertainment and Media Limited for the year ended 31st March 2023

Report on the Internal Financial Controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 1(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of **Spicy Entertainment and Media Limited** ("the Company") as of 31st March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls with Reference to Financial Statements

A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of

management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

Opinion

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

For Agarwal Desai and Shah

Chartered Accountants

FRN No: 124850W

CA Rishi Sekhri

Partner

Membership No: 126656

Place: Kolkata

Date: 30th May 2023

UDIN – 23126656BGWJAN2855

SPICY ENTERTAINMENT AND MEDIA LIMITED Balance Sheet as at 31st March, 2023 (Rs. in Lacs)			
Particulars	Note No.	As at 31st March, 2023	As at 31st March, 2022
ASSETS			
Non - Current Assets			
(a) Property, Plant and Equipment	2	20.65	3.58
(b) Financial Assets			
i) Other Financial assets	3	4.82	4.82
(c) Deferred Tax Asset	4	1.31	0.84
(d) Other Non-Current Assets	5	288.50	288.50
		315.28	297.74
Current Assets			
(a) Inventories	6	908.50	660.00
(b) Financial Assets			
i) Trade Receivables	7	3,898.08	4,078.72
ii) Cash and Cash Equivalents	8	0.16	0.95
iii) Other Financial Assets	9	10,522.33	8,577.81
(c) Current Tax Assets	10	540.65	18.55
(d) Other Current Assets	11	3,139.71	554.11
		19,009.44	13,890.14
TOTAL ASSETS		19,324.71	14,187.88
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	12	1,651.13	1,651.13
(b) Other Equity	13	86.70	55.13
Total Equity		1,737.83	1,706.25
LIABILITIES			
Current Liabilities			
(a) Financial Liabilities			
i) Trade Payables	14		
- Dues of micro & small enterprises		-	-
- Dues of other than micro & small enterprises		3,768.08	1,486.24
(b) Other Current Liabilities	15	13,818.81	10,995.39
Total Liabilities		17,586.89	12,481.63
TOTAL EQUITY AND LIABILITIES		19,324.71	14,187.88
Significant Accounting Policies	1		
The accompanying notes are an integral part of Financial Statements As per our report of even date For Agarwal Desai and Shah Chartered Accountants FRN No: 124850W CA Rishi Sekhri Partner Membership No: 126656 Place : Kolkata Date : 30th May 2023 UDIN - 23126656BGWJAN2855			
For and on behalf of the Board of Directors Dev Govind Binani Managing Director DIN 08435033			
Dipesh Majumdar Director DIN 09404234			

SPICY ENTERTAINMENT AND MEDIA LIMITED
Statement of Profit and Loss Account for the year ended 31st March, 2023

(Rs. in Lacs)

Particulars	Note No.	Year ended 31st March, 2023	Year ended 31st March, 2022
Revenue from Operations	16	2,173.00	413.00
Other Income	17	500.62	35.61
Total Income		2,673.62	448.61
Expenses			
Purchases	18	2,842.64	-
Changes In Inventory of Stock-In Trade	19	(248.50)	409.00
Employees Benefits Expense	20	11.20	13.68
Depreciation and Amortisation Expense	21	6.05	1.00
Other Expenses	22	25.38	19.81
Total Expenses		2,636.77	443.49
Profit Before Tax		36.85	5.12
Tax expense			
Current Tax		5.75	1.36
Deferred Tax Assets		(0.47)	(0.05)
Profit for the period		31.57	3.81
Other Comprehensive Income		-	-
Total Comprehensive Income for the period		31.57	3.81
Earnings per equity share:	23		
Basic and Diluted		0.19	0.02
[Face Value Re. 10 each]			
Significant Accounting Policies	1		

The accompanying notes are an integral part of Financial Statements

As per our report of even date

For Agarwal Desai and Shah

Chartered Accountants

FRN No: 124850W

For and on behalf of the Board of Directors

CA Rishi Sekhri

Partner

Membership No: 126656

Place : Kolkata

Date : 30th May 2023

UDIN - 23126656BGWJAN2855

Dev Govind Binani

Managing Director

DIN 08435033

Dipesh Majumdar

Director

DIN 09404234

SPICY ENTERTAINMENT AND MEDIA LTD
Statement of Changes in Equity for the year ended 31 March, 2023

A. EQUITY SHARE CAPITAL	Notes	(Rs. in Lacs)
As at 31st March, 2021		1,651.13
Changes in equity share capital	12	-
As at 31st March, 2022		1,651.13
Changes in equity share capital	12	-
As at 31st March, 2023		1,651.13

B. OTHER EQUITY	(Rs. in Lacs)	
	Reserves and Surplus	
	Retained Earnings	Total
Balance as at 1st April, 2021	51.32	51.32
Profit for the year	3.81	3.81
Other Comprehensive Income for the year	-	-
Total Comprehensive Income for the year	3.81	3.81
Balance as at 31st March, 2022	55.13	55.13
Balance as at 1st April, 2022	55.13	55.13
Profit for the year	31.57	31.57
Other Comprehensive Income for the year	-	-
Total Comprehensive Income for the year	31.57	31.57
Balance as at 31st March, 2023	86.70	86.70

The accompanying notes are an integral part of Financial Statements

As per our Report of even date

For Agarwal Desai and Shah
Chartered Accountants
FRN No: 124850W

For and on behalf of the Board of Directors

CA Rishi Sekhri
Partner
Membership No: 126656
Place : Kolkata
Date : 30th May 2023
UDIN - 23126656BGWJAN2855

Dev Govind Binani
Managing Director
DIN 08435033

Dipesh Majumdar
Director
DIN 09404234

SPICY ENTERTAINMENT AND MEDIA LIMITED
Cash Flow Statement for the year ended 31st March, 2023

(Rs. in Lacs)

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Cash Flow from Operating Activities :		
Profit before exceptional items and tax as per statement of profit and loss	36.85	5.12
Adjustments for :		
Depreciation	6.05	1.00
Operating Profit before Working Capital Changes	42.90	6.12
Adjustments for:		
Inventories	(248.50)	409.00
Other Current Financial Assets	(1,944.52)	(152.99)
Trade Receivables	180.64	162.64
Current Tax Assets	(522.11)	82.22
Current Assets	(2,585.60)	(20.81)
Trade Payables	2,281.84	(493.93)
Other Current Liabilities	2,823.42	6.83
Cash Flow before Prior Period and Extraordinary Items	28.08	(0.91)
Net Income tax Paid and Refunds	(5.75)	(1.36)
Net Cash Flow from Operating Activities	22.33	(2.28)
Cash Flow from Investing Activities :		
Disposal of Property, Plant & Equipment	-	0.07
Purchase of Property, Plant & Equipment	(23.12)	
Net Cash Flow from Investing Activities	(23.12)	0.07
Cash Flow from Financing Activities :		
Proceeds from long term borrowings	-	-
Net Cash Flow from Financing Activities	-	-
Net Increase/(Decrease) in Cash and Bank Balances	(0.79)	(2.21)
Cash & Cash Equivalents at the beginning of the year	0.95	3.16
Cash & Cash Equivalents at the end of the year	0.16	0.95

The accompanying notes are an integral part of Financial Statements

As per our Report of even date

For Agarwal Desai and Shah

Chartered Accountants

FRN No: 124850W

For and on behalf of the Board of Directors

CA Rishi Sekhri

Partner

Membership No: 126656

Place : Kolkata

Date : 30th May 2023

UDIN - 23126656BGWJAN2855

Dev Govind Binani

Managing Director

DIN 08435033

Dipesh Majumdar

Director

DIN 09404234

SPICY ENTERTAINMENT AND MEDIA LIMITED
Notes to Financial Statements as at and for the year ended March 31, 2023

1. Significant Accounting Policies

A. Basis of Preparation of Financial Statements

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 ("the Companies Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The accounting policies have been applied consistently to all periods presented in these financial statements.

B. Basis of Measurement

These financial statements have been prepared on a historical cost convention and on an accrual basis, except for certain assets and liabilities which have been measured at fair value as per Ind AS.

The financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest Lakhs.

C. Use of Estimates

The preparation of financial statements in conformity with Ind AS requires management to make estimates, judgments' and assumptions (including revisions, if any). These estimates, judgments and assumptions affect the application of accounting policies and reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of financial statements and the reported amounts of revenue and expenses during the period.

Appropriate changes in the estimates are made as management becomes aware of changes in circumstances. Changes in the estimates are reflected in the financial statements in the period in which changes are made.

D. Revenue Recognition

Revenue is recognized by the company when the company satisfies a performance obligation by transferring a promised good or service to its customers. Asset/goods/services are considered to be transferred when the customer obtains control of those asset/goods/services.

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Company's activities. Revenue is shown net of GST, returns, rebates and discounts.

Revenue is recognized when the significant risks and rewards of ownership of the products have passed to the buyer, which is considered to be upon delivery under the contractual terms, and when the amount of revenue can be measured reliably.

Interest income is recognized using the effective interest rate method.

E. Property, Plant and Equipment

Property, Plant and Equipment are stated at cost net of GST, if any and subsequently at cost less depreciation and impairment losses if any.

Depreciation on all assets is provided on the "Written Down Value Method" at the rates and in the manner prescribed under Schedule II to the Companies Act, 2013. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Gains or losses arising from de-recognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is de-recognized.

Individual low-cost assets (acquired for Rs. 5,000/- or less) are depreciated at 100 % in the year of acquisition/purchase.

The residual values are not more than 5% of the original cost of the asset.

SPICY ENTERTAINMENT AND MEDIA LIMITED
Notes to Financial Statements as at and for the year ended March 31, 2023

The Management estimates the useful lives for fixed assets as follows:

- i) Computer – 3 Years
- ii) Furnitures & Fixtures – 10 Years
- iii) Plant & Machinery – 5 Years
- iv) Vehicle – 10 Years

F. Intangible Assets

Intangible assets are recognised only when future economic benefits arising out of the assets flow to the enterprise and are amortised over their useful life.

The Company amortizes intangible assets on a written down value method at the rates and in the manner prescribed under Schedule II to the Companies Act, 2013. Software is amortised over a period of three years.

G. Inventories

Inventories are valued at lower of cost or net realizable value.

H. Impairment

As at the end of each Balance Sheet date, the carrying amount of assets is assessed as to whether there is any indication of impairment. If the estimated recoverable amount is found less than its carrying amount, the impairment loss is recognized and assets are written down to their recoverable amount.

I. Provisions

Provisions for legal claims and returns are recognised when the company has a present legal or constructive obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provisions due to the passage of time is recognized as interest expense.

J. Income Tax

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

Current Tax: The tax currently payable is based on the current year taxable profit for the year. The current tax is calculated using the tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax: Deferred tax is provided using the Balance Sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that the taxable profits will be available against which those deductible temporary differences can be utilized. Deferred tax is calculated using the tax rates that have been enacted or substantively enacted at the end of the reporting period. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

K. Employee Benefits

Short term benefits and post employment benefits are accounted in the period during which the services have been rendered.

SPICY ENTERTAINMENT AND MEDIA LIMITED
Notes to Financial Statements as at and for the year ended March 31, 2023

L. Financial Instruments:

Non-derivative financial instruments consist of:

- i) Financial assets, which include cash and cash equivalents, trade receivables, other advances and eligible current and non-current assets;
- ii) Financial liabilities, which include long and short term loan and borrowings, trade payables, eligible current and non current liabilities.

Non derivative financial instruments are recognized initially at fair value including any directly attributable transaction costs. Financial assets are derecognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognized only when the Company has not retained control over the financial asset.

Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

a) Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents include cash in hand, at banks and demand deposits with banks, net of outstanding bank overdrafts, if any, that are repayable on demand and are considered part of the Company's cash management system.

b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Loans and receivables are initially recognized at fair value plus directly attributable transaction costs and subsequently measured at amortized cost, less any impairment losses. Loans and receivables comprise trade receivables and other assets.

The company estimates the un-collectability of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

c) Trade and payable

Liabilities are recognized for amounts to be paid in future for goods or services received, whether billed by the supplier or not.

M. Cash Flow Statement

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

N. Segment Information

The company is considered to be a single segment company engaged in the media and entertainment industry. Consequently, the company has in its primary segment only one reportable business segment.

SPICY ENTERTAINMENT AND MEDIA LIMITED
Notes to Financial Statements as at and for the year ended March 31, 2023

O. Borrowings

Borrowings are initially recognized at fair value, net of transaction cost incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

P. Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowings costs are expensed in the period in which they are incurred.

Q. Events after the reporting period

Adjusting events are events that provide further evidence of condition that existed at the end of the reporting period. The financial statements are adjusted for such events before authorization for issue.

SPICY ENTERTAINMENT AND MEDIA LIMITED
Notes to Financial Statements as at and for the year ended 31st March, 2023

Note 2. Property, Plant and Equipment

(Rs. in Lacs)

	Office Equipment	Plant & Equipment	Furniture & Fixture	Total
Gross Carrying amount				
Balance as at 1st April, 2021	1.37	4.32	8.06	13.74
Additions	-	-	-	-
Disposals	1.37	-	-	1.37
Reclassification as held for sale		-		-
Balance as at 31st March, 2022	-	4.32	8.06	12.38
Additions	23.12	-		23.12
Disposals	-	-		-
Reclassification as held for sale		-		-
Balance as at 31st March, 2023	23.12	4.32	8.06	35.50
Accumulated Depreciation				
Balance as at 1st April, 2021	1.30	2.95	4.85	9.09
Additions	-	0.25	0.74	1.00
Disposals	1.30	-	-	1.30
Reclassification as held for sale		-		-
Balance as at 31st March, 2022	-	3.20	5.59	8.80
Additions	5.16	0.24	0.66	6.05
Disposals	-	-	-	-
Reclassification as held for sale		-		-
Balance as at 31st March, 2023	5.16	3.44	6.25	14.85
Net carrying amount				
Balance as at 31st March, 2022	-	1.12	2.46	3.58
Balance as at 31st March, 2023	17.96	0.88	1.81	20.65

SPICY ENTERTAINMENT AND MEDIA LIMITED		
Notes to Financial Statements as at and for the year ended 31st March, 2023		
(Rs. in Lacs)		
	As at 31.03.2023	As at 31.03.2022
Note 3. Other Non-Current Financial Assets		
Security Deposits	4.82	4.82
	4.82	4.82
Note 4. Deferred Tax Assets		
Deferred Tax Assets	1.31	0.84
	1.31	0.84
Note 5. Other Non Current Assets		
Other Advances	288.50	288.50
	288.50	288.50
Note 6. Inventories		
Stock-In-Trade	908.50	660.00
	908.50	660.00
Note 8. Cash and Cash Equivalents		
Balances with Bank - In current account	0.12	0.13
Cash on Hand	0.04	0.82
	0.16	0.95
Note 9. Other Financial Assets		
Loans & Advances	10,522.33	8,577.81
	10,522.33	8,577.81
Note 10. Current Tax Assets		
Balances with Government Authorities	540.65	18.55
	540.65	18.55
Note 11. Other Current Assets		
Other Advances	3,139.71	554.11
	3,139.71	554.11
Note 15. Other Current Liabilities		
Other Payable	13,699.99	10,966.15
Liabilities for Expenses	118.81	29.24
	13,818.81	10,995.39

SPICY ENTERTAINMENT AND MEDIA LIMITED
Notes to Financial Statements as at and for the year ended March 31, 2023

(Rs. in Lacs)

As at 31.03.2023

As at 31.03.2022

Note 7. Trade Receivables

Secured, considered good	-	-
Unsecured, considered good	3898.08	4078.72
	<u>3898.08</u>	<u>4078.72</u>

No trade receivables are due from directors or other officers of the company either severally or jointly with any other person, nor from firms or private

Particulars	As at 31st March 2023					
	Outstanding for following periods from due date of Receipts					
	Less than 6 months	6 months - 1 year	1-2 years years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	6.54			3,891.54	-	3,898.08
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Less: Provision for doubtful receivable (Disputed + Undisputed)	-	-	-	-	-	-
Total	6.54	-	-	3,891.54	-	3,898.08

Particulars	As at 31st March 2022					
	Outstanding for following periods from due date of Receipts					
	Less than 6 months	6 months - 1 year	1-2 years years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	187.18	520.62	3,370.92	-	-	4,078.72
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Less: Provision for doubtful receivable (Disputed + Undisputed)	-	-	-	-	-	-
Total	187.18	520.62	3,370.92	-	-	4,078.72

SPICY ENTERTAINMENT AND MEDIA LIMITED
Notes to Financial Statements as at and for the year ended 31st March, 2023

Note 13. Other Equity **(Rs. in Lacs)**

	Reserves and Surplus	
	Retained Earnings	Total
Balance as at 1st April, 2021	51.32	51.32
Profit for the year	3.81	3.81
Other Comprehensive Income for the year	-	-
Total Comprehensive Income for the year	3.81	3.81
Balance as at 31st March, 2022	55.13	55.13
Balance as at 1st April, 2022	55.13	55.13
Profit for the year	31.57	31.57
Other Comprehensive Income for the year	-	-
Total Comprehensive Income for the year	31.57	31.57
Balance as at 31st March, 2023	86.70	86.70

SPICY ENTERTAINMENT AND MEDIA LIMITED
Notes to Financial Statements as at and for the year ended March 31, 2023

(Rs. in Lacs)

As at 31.03.2023

As at 31.03.2022

Note 14. Trade Payables

Total outstanding dues of micro enterprises and small enterprises

-

-

Total outstanding dues of creditors other than micro enterprises and small enterprises

3768.08

1486.24

3768.08

1486.24

Based on the information available with the Company, there are no outstanding dues and payments made to any supplier of goods and services beyond the specified period under Micro, Small and Medium Enterprises Development Act, 2006 [MSMED Act]. There is no interest payable or paid to any suppliers under the said Act.

Trade Payables ageing schedule

Particulars	As at 31st March 2023				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Disputed dues – MSME	-	-	-	-	-
(iii) Others	878.38	-	-	2,889.70	3,768.08
(iv) Disputed dues - Others	-	-	-	-	-
Total	878.38	-	-	2,889.70	3,768.08

Particulars	As at 31st March 2022				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Disputed dues – MSME	-	-	-	-	-
(iii) Others	-	-	1,486.24	-	1,486.24
(iv) Disputed dues - Others	-	-	-	-	-
Total	-	-	1,486.24	-	1,486.24

SPICY ENTERTAINMENT AND MEDIA LIMITED
Notes to Financial Statements as at and for the year ended 31st March, 2023

(Rs. in Lacs)

	As at 31.03.2023	As at 31.03.2022
Note 16. Revenue from Operations		
Sales	2,173.00	413.00
	2,173.00	413.00
Note 17. Other Income		
Interest on IT Refund	3.49	0.65
Interest on Loan	497.13	34.96
	500.62	35.61
Note 18. Purchases		
Purchases of Stock In Trade	2,842.64	-
	2,842.64	-
Note 19. Changes in Inventory of Stock In Trade		
Inventories at the beginning of the period	660.00	1,069.00
Inventories at the end of the period	908.50	660.00
	(248.50)	409.00
Note 20. Employees Benefits Expense		
Salaries and Bonus	11.20	13.68
	11.20	13.68
Note 21. Depreciation and Amortisation Expense		
Depreciation on Property, Plant & Equipment	6.05	1.00
	6.05	1.00
Note 22. Other Expenses		
Connectivity charges	1.00	1.00
General expenses	4.00	8.71
Operational Expenses	6.00	-
Professional Fees	12.01	8.63
Registrar Expenses	0.35	-
Listing Fees	0.25	0.25
Printing and stationery	0.12	0.22
Advertisement Expenses	0.03	0.08
Rent, Rates & Taxes	0.75	-
Travelling and Conveyance expenses	0.32	0.28
Telephone, Internet and Website expenses	0.08	0.19
<u>Payment to the Auditor</u>		
Statutory Audit Fees	0.30	0.30
Tax Audit Fees	0.15	0.15
	25.38	19.81
Note 23. Earnings per Equity Share		
Basis for calculation of Basic and Diluted Earnings Per Share is as under:		
Profit after tax (Rs.)	31,57,292	3,80,868
Weighted Average Number of Equity Shares (Nos)	1,65,11,250	1,65,11,250
Face Value of each Equity Share (Rs.)	10	10
Basic and Diluted Profit Per Equity Share (Rs.)	0.19	0.02

SPICY ENTERTAINMENT AND MEDIA LIMITED
Notes to Financial Statements as at and for the year ended March 31, 2023

24. Financial Instruments and risk management

i) The carrying amount of trade payables, other financial assets, trade receivables, cash and cash equivalents and other bank balances are considered to be the same as fair value due to their short term nature.

The fair value of financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Categories of financial instruments

All amounts in Rs. lakhs

Particulars	Level	31 March 2023		31 March 2022	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets					
Measured at amortised cost:					
Non Current					
Other Financial Assets	3	4.82	4.82	4.82	4.82
Current					
Trade Receivables	3	3898.08	3898.08	4078.72	4078.72
Cash and Cash Equivalents	3	0.16	0.16	0.95	0.95
Other Financial Assets	3	10522.33	8577.81	8577.81	8577.81
Total		14425.39	14425.39	12662.30	12662.30
Financial Liabilities					
Measured at amortised cost:					
Current					
Trade Payables	3	3768.08	3768.08	1486.24	1486.24
Total		3768.08	3768.08	1486.24	1486.24

Fair value of instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques, which maximise the use of observable market data and rely as little as possible on entity specific estimates. If significant inputs required to fair value an instruments are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs are not based on observable market data, the instruments is included in level 3.

Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realized or paid in sale transactions as of respective dates. As such, the fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

25. Financial risk management

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Managing Board.

A) Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

SPICY ENTERTAINMENT AND MEDIA LIMITED
Notes to Financial Statements as at and for the year ended March 31, 2023

B) Credit Risk

Credit risk is the risk arising from credit exposure to customers, cash and cash equivalents held with banks assets and current and non-current held-to maturity financial.

With respect to credit exposure from customers, the Company has a procedure in place aiming to minimise collection losses. Credit Control team assesses the credit quality of the customers, their financial position, past experience in payments and other relevant factors. The carrying amount of trade receivables, advances, deposits, cash and bank balances represents company's maximum exposure to the credit risk. No other financial asset carry a significant exposure with respect to the credit risk.

C) Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding to meet obligations when due and to close out market positions. Management monitors cash and cash equivalents on the basis of expected cash flows.

26. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31st March 2023 and 31st March 2022.

27. Contingent Liabilities: Nil

28. Segment Reporting: In accordance with Accounting Standard Ind AS 108 'Operating Segment' the Company has only one reportable business segment and have only one reportable geographic segment in India.

29. Related Party Transactions

Name of related parties in Transactions with company and description of relationship

Key Managerial Personnel (KMP):

Dev Govind Binani	- Managing Director
Monika Jain	- Compliance Officer & Company Secretary

Transaction with related parties during the year:

Remuneration to Key Managerial Personnel (KMP):

Name of Related Party	Year ending 31 st March 2023	Year ending 31 st March 2022
Dev Govind Binani	-	80,000
Monika Jain	1,60,000	1,30,000

30. Approval of Financial Statements

The financial statements were approved by the board of directors on 30th May 2022.

SPICY ENTERTAINMENT AND MEDIA LIMITED
Notes to Financial Statements as at and for the year ended March 31, 2023

Analytical Ratios

Sl No.	Ratio	Particulars		Ratio as on		Variance	Reason for variation of more than 25%
		Numerator	Denominator	31.03.2023	31.03.2022		
1	Current Ratio (in times)	Current Assets	Current Liability	1.08	1.11	-2.87	NA
2	Return on Equity Ratio	Profit for the year	Total Equity	0.02	0.00	713.91	Variance in ratio is due to increase in profit
3	Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	3.31	0.47	599.17	Variance in ratio is due to increase in cost of goods sold
4	Trade Receivables Turnover Ratio	Net Credit Sales	Average Accounts Receivable	0.54	0.10	448.79	Variance in ratio is due to increase in sales
5	Net Capital Turnover Ratio	Revenue from operation	Working Capital	1.54	0.29	422.64	Variance in ratio is due to increase in sales
6	Net Profit Ratio	Profit for the year	Revenue from operation	0.01	0.01	57.55	Variance in ratio is due to increase in profit as compared to increase in revenue from operations
7	Return on Capital Employed	Operating profit before interest and tax	Capital Employed	0.02	0.00	606.27	Variance in ratio is due to increase in operating profit before interest and tax

For Agarwal Desai and Shah
Chartered Accountants
FRN No: 124850W

For and on behalf of Board of Directors

CA Rishi Sekhri
Partner
Membership No: 126656
Place : Kolkata
Date : 30th May 2023
UDIN - 23126656BGWJAN2855

Dev Govind Binani
Managing Director
DIN 08435033

Dipesh Majumdar
Director
DIN 09404234