



ENCALM

DIRECTOR'S REPORT OF ENCALM HOSPITALITY PRIVATE LIMITED

Dear Shareholders & Other Stakeholders,

The Board of Directors are pleased to present the Company's 4th Director Report (Board Report) and the Company's audited financial statements for the financial year ended on 31st March 2025.

1. FINANCIAL HIGHLIGHTS:

The Company's financials for the year ended 31st March 2025 is summarized as below:

(₹ in Lakhs)

PARTICULARS	STANDALONE		CONSOLIDATED	
	31 st March, 2025	31 st March, 2024	31 st March, 2025	31 st March, 2024
Revenue from Operation	90,741.89	67,109.76	90,741.89	67,378.65
Other Income	1,155.70	410.53	744.00	120.76
Total Income	91,897.59	67,520.30	91,485.89	67,499.42
Total Expenses	68,772.60	51,964.67	68,674.66	51,975.77
Profit Before Tax	23,125.00	15,555.63	22,811.23	15,523.65
Tax Expenses	5,695.71	4,501.35	5,703.69	4,498.46
PROFIT/(LOSS) FOR THE YEAR	17,429.28	11,054.28	17,107.54	11,025.18

2. STATE OF COMPANY'S AFFAIR

The revenue from operations for the year under review stands at ₹ 90,741.89 lakhs, reflecting a substantial growth of 35.2% (approx) compared to the previous financial year. The financial year 2024-25 marked a significant expansion in operations, enabling the Company to successfully operate its units located at airports in Delhi, Goa, and Hyderabad. As a result, the Company achieved a Profit After Tax (PAT) of ₹ 17,429.28 lakhs for 2024-25, representing an impressive increase of 57.7%(approx) over the previous financial year.

3. CHANGE IN SHARE CAPITAL

A. AUTHORISED CAPITAL

The Authorised Share Capital of the Company as on 31st March 2025 stands at ₹1,25,00,00,000 (Rupees One Hundred Twenty-Five Crore only), divided into 12,50,00,000 (Twelve Crore Fifty Lakhs) equity shares of ₹10 each.

During the year under review, the Authorised Share Capital of the Company was increased from ₹10,10,00,000 (Rupees Ten Crore Ten Lakhs only), divided into 1,01,00,000 (One Crore One Lakh) equity shares of ₹10 each, to ₹1,25,00,00,000 (Rupees One Hundred Twenty-Five Crore only), divided into 12,50,00,000 (Twelve Crore Fifty Lakhs) equity shares of ₹10 each, pursuant to the approval of the members obtained at the Extraordinary General Meeting of the Company held on 10th June 2024.



B. ISSUED, PAID UP AND SUBSCRIBED SHARE CAPITAL

The Paid-up Share Capital of the Company as on 31st March 2025 stood at ₹1,00,20,00,000 (Rupees One Hundred Crore Twenty Lakhs only), divided into 10,02,00,000 (Ten Crore Two Lakhs) equity shares of ₹10 (Rupees Ten) each.

During the year under review, the Board of Directors at its meeting held on 30th August 2024 recommended the issue of bonus shares in the ratio of 1:19 (the proportion of 19 equity shares for every existing 1 equity share held by the Member) by capitalizing the free reserves of the Company.

The said Bonus Issue was approved by the members at the 3rd Annual General Meeting of the Company held on 9th September 2024. Pursuant to the said approval, the Company issued and allotted 9,51,90,000 (Nine Crore Fifty-One Lakh Ninety Thousand) fully paid-up equity shares of ₹10 each, aggregating to ₹95,19,00,000 (Rupees Ninety-Five Crore Nineteen Lakhs only), to the eligible shareholders whose names appeared in the Register of Members as on the record date fixed for this purpose. The bonus shares were allotted on 10th September 2024.

Consequent upon the said allotment, the Paid-up Share Capital of the Company increased from ₹5,01,00,000 (Rupees Five Crore One Lakh only) to ₹1,00,20,00,000 (Rupees One Hundred Crore Twenty Lakhs only).

On 16th October 2024, Malkhed Real Estate Private Limited and Cranesbill Investments Pte. Ltd., together with Encalm Hospitality Private Limited, executed a tripartite Share Purchase Agreement (SPA), under which Cranesbill Investments Pte. Ltd. agreed to acquire up to 51% of the equity share capital of the Company from Malkhed Real Estate Private Limited.

Pursuant to the terms of the SPA, Cranesbill Investments Pte. Ltd. acquired 51,102,000 equity shares of the Company from Malkhed Real Estate Private Limited, representing 51% of the paid-up share capital of the Company.

The Board of Directors, at its meeting held on 16th October, 2024, approved the aforesaid transfer. Consequently, Cranesbill Investments Pte. Ltd. became the majority shareholder and holding company of the Company, holding 51% of the paid-up share capital, while the balance 49% continues to be held by the other shareholders.

4. DIRECTORS AND KEY MANAGERIAL PERSONNEL (DISCLOSURE AS PER RULE 8 (5) OF COMPANIES ACCOUNTS RULES, 2015):

As on March 31, 2025, the composition of the Board of Directors and Key Managerial Personnels is as set out below:

Sr.No	Name	Designation
1	Rahul Goswamy	Director
2	Lee Mei Mei, Michelle	Director
3	Jung Yoon Hee	Director
4	Bommidala Venkata Sri Raja Vara Parsad	Director
5	Dinesh Kumar Jhunjunwala	Director
6	Chandra Sekar Reddy	Director
7	Vinamra Shastri	Director
8	Khan Mohd Ubed	Company Secretary

During the year under review, the following changes took place in the composition of the Board of Directors and Key Managerial Personnel of the Company:

Appointments:

- Mr.Khan Mohd Ubed was appointed as Company Secretary on 3rd June 2024.
- Mr. Dinesh Kumar Jhunjunwala (DIN: 00094047) and Mr. Bommidala Venkata Sri Raja Vara Parsad (DIN: 01734681) were appointed as Directors on 30th August 2024.



- Mr. Rahul Goswamy (DIN: 07357011), Ms. Jung Yoon Hee (DIN: 09551083), and Ms. Lee Mei Mei, Michelle (DIN: 09261728) were appointed as Directors on 16th October 2024.
- Mr. Chandra Sekar Reddy (DIN: 10827785) was appointed as Director on 5th November 2024.

Resignation:

- Mr. Sivakumar Konda (DIN: 01128814) resigned from the Board on 31st August 2024.

The provisions for the appointment of independent directors are not applicable to the Company.

5. CHANGE IN NATURE OF BUSINESS, IF ANY:

There is no change in the nature of business of the Company during the financial year under review.

6. DIVIDEND:

The Board of Directors do not recommend dividend to the members of the company during the period under review.

7. AMOUNTS TRANSFERRED TO RESERVES:

During the year, the Company has transferred ₹ 17,429.28 lakhs to the Reserve and Surplus Account, with a closing balance of ₹ 19,380.57 lakhs carried forward to the next year.

8. ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS:

The Company has not issued any Equity Shares with Differential Rights either to existing members or to any other persons.

9. ISSUE OF EMPLOYEE STOCK:

The Company has not offered any securities as the Employee Stock Option to the employees or directors of the Company during the reporting period.

10. ISSUE OF SWEAT EQUITY SHARES:

The Company has not issued sweat equity shares during the year under review.

11. COMMITTEES OF BOARD:

During the period under review, the company constitute the CSR Committee as per the Section 135 of the Companies Act, 2013 and rules made thereunder.

12. ANNUAL RETURN

Pursuant to Section 134(3)(a), the draft Annual Return of the Company prepared as per Section 92(3) of the Act for the financial year ended March 31, 2025, is hosted on the website of the Company and can be accessed at Website. In terms of Rules 11 and 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return shall be filed with the Registrar of Companies, within prescribed timelines. *It can be accessed in the link <https://encalm.com>*

13. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATES TO AND THE DATE OF THE REPORT:

During the period under review, subsequent to the closure of the Financial Year ended 31st March, 2025, the Company has incorporated a subsidiary company namely Encalm Sky Plates (Delhi) IFK Private Limited on 2nd June, 2025, in which the Company holds 51% shareholding.

14. BOARD MEETINGS AND ATTENDANCE OF DIRECTOR.

The Board of Directors met 7 (Seven) times during the financial year ended on 31st March 2025. The details of Board meetings are given below:



Date	Board Strength	No. of Directors Present
03/06/2024	2	2
13/08/2024	2	2
30/08/2024	2	2
10/09/2024	3	3
16/10/2024	3	3
04/12/2024	7	5
02/01/2025	7	3

In all the meetings of the Directors held during the Financial Year 2024-25, the requisite quorum was present to conduct the proceedings

15. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE ACT:

The Company has complied with provisions of Section 186 of the Act, to the extent applicable with respect to Loans, Guarantees or Investments during the year. Pursuant to the provisions of Section 186 of the Act, the details of the Investments made by the Company are provided in the standalone financial statements under Notes No. 31.

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All contracts, arrangements, and transactions entered into by the Company with related parties during the financial year were in the ordinary course of business and on an arm's length basis.

Accordingly, pursuant to the provisions of Section 134(3)(h) read with Section 188 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of such contracts or arrangements are disclosed in Form AOC-2, which is annexed herewith as **Annexure I**.

17. EXPLANATION TO AUDITOR'S REMARKS:

Statutory Auditors of the company have not made any negative remarks with regard to the operations and workings of the company in their Independent Auditors Report for the Financial Year ended 31st March 2025.

18. THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

A. Conservation of Energy, Technology Absorption:

The Company has undertaken various energy efficient practices which have strengthened the Company's commitment towards becoming an environment friendly organization. As far as possible, the company is utilizing alternate sources of energy.

During the period under review, there was no capital investment in energy conservation equipment. However, the Company is making continuous efforts to keep the employees informed of all emerging technologies and developments which are relevant to the Business of the Company.

B. Foreign Exchange earnings and Outgo

Foreign Exchange earnings: ₹2,345.44 Lakhs

Foreign Exchange outgo: ₹ 4,013.66 Lakhs



(1) Manoj Kumar

[Signature]



19. DETAILS OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARY, JOINT VENTURE OR ASSOCIATES DURING THE YEAR:

During the year under review, the Company had **Four (4) subsidiaries**. Out of these, **three companies were incorporated during the year** as subsidiaries, namely:

- **Encalm Vizag Hotel Private Limited** (Wholly Owned Subsidiary)
- **Encalm Sky Plates Private Limited**
- **Encalm Eats Private Limited**

The Company already had an existing subsidiary, namely:

- **Enconventions Hotel Private Limited**

Accordingly, as on 31st March, 2025, the Company had a total of **four subsidiaries**. No company has ceased to be a subsidiary, joint venture, or associate during the year under review. The statement containing the salient features of the financial statements of the Company's subsidiaries in the prescribed Form **AOC-1** forms part of this Report and is annexed herewith as **Annexure-II**.

The Company does not have any Joint Ventures or Associates as on 31st March, 2025.

20. RISK MANAGEMENT POLICY:

Your Company recognizes risk management as an integral component of good corporate governance and fundamental in achieving its strategic and operational objectives. It improves decision-making, defines opportunities and mitigates material events that may impact shareholder value.

21. PARTICULARS OF EMPLOYEES:

Particulars of the Employees related disclosures pursuant to section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company. The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company.

None of the employees covered under Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is a relative of any Director of the Company and holds (by himself or along with his spouse and dependent children) more than two percent of the Equity Shares of the Company.

22. ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENT:

The Company already developed an Internal Control system and is in the process of strengthening and continuously improving the same.

23. DEPOSITS:

During the year under review, the Company has neither invited nor received any deposits from the Public.

24. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS:

There are no significant orders passed during the financial year under review by any regulators or courts or tribunals impacting the going concern status and the company's operations in the future.

25. DECLARATION BY INDEPENDENT DIRECTOR UNDER SUB-SECTION (6) OF SECTION 149 OF THE ACT:

During the year under review, the Company is not required to appoint an Independent Director as per the provisions of the Companies Act, 2013. Hence, a declaration by Independent Director is not required.



26. CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY:

Under Section 135 of the Companies Act, 2013, the Company was required to spend ₹ 108.51 lakhs being 2% of the average qualifying net profits of the last three financial years on CSR activities on projects in FY 2024-25. The other details related to Corporate Social Responsibility are provided in **Annexure-III** to this Report.

The CSR Policy may be accessed on the Company's website: <https://encalm.com>

27. COMPOSITION OF CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

In accordance with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of the Company has constituted a CSR Committee. The composition of the CSR Committee as on 31st March, 2025 is as under:

Sl. No.	Name of Director	Designation	Position in CSR Committee
1	Mr. Dinesh Kumar Jhunjhunwala	Director	Chairperson
2	Mr. Vinamra Shastri	Director	Member

28. NOMINATION & REMUNERATION POLICY AS PER SECTION 178 OF THE ACT (DISCLOSURE U/S 134(3) (e) OF THE ACT):

The provisions under Section 178 of the Act with regard to the Nomination and Remuneration Policy or Committee as required under the Companies Act, 2013 is not applicable on the company.

29. EVALUATION OF DIRECTORS, COMMITTEES AND BOARD (Section 134 (3) (P) Of The Act and Rule 8 (4) Of Companies (Accounts) Rules, 2014):

The provision under section 134 (3) (p) of the Act and Rule 8 (4) with regard to evaluation of the performance of Directors and board as required under Companies Act, 2013 is not applicable to the company.

30. VIGIL MECHANISM:

Company has established a Vigil Mechanism in compliance with the provisions of Section 177(9) of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014. The Vigil Mechanism provides a secure channel for Directors, employees, and associates of the Company to report concerns regarding unethical behavior, actual or suspected fraud, violation of the Company's Code of Conduct/Business Ethics, or misuse of financial/confidential information.

The mechanism ensures adequate safeguards against victimization of the persons who use this mechanism and provides for direct access to the Board of Directors in appropriate or exceptional cases.

The Vigil Mechanism / Whistle Blower Policy is aligned with the Company's overall philosophy of conducting business in a fair and transparent manner, maintaining accountability, and fostering a culture of integrity across all levels.

31. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the Act"). The Company has complied with provisions relating to the constitution of Internal Complaints Committee (ICC) under the Act to redress complaints received regarding sexual harassment.

The following is a summary of sexual harassment complaints received and disposed of during the year:

No. of complaints received: NIL
No. of complaints disposed of: NA



No. of complaints pending: NIL

32. AUDITORS:

Based on the recommendation of the Board of Directors, Members of the Company at the 1st Annual General Meeting held on December 23rd, 2022, appointed M/s. Deepak Bahl & Co.; Chartered Accountants (ICAI Firm Registration No. 011057N) as the Statutory Auditors for the first term of 5 (five) years commencing from the conclusion of the 1st Annual General Meeting until the conclusion of the 6th Annual General Meeting to be held in the year 2027. The Members also authorized the Board to finalize the terms and conditions of reappointment, including remuneration of the Statutory Auditor.

33. DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:

- a) in the preparation of the annual accounts for the year ended 31st March 2025, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the director has 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 31st March, 2025 and of the Profit and Loss of the company for the period ended on that date;
- c) the director had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

34. PERFORMANCE & FINANCIAL POSITION OF SUBSIDIARIES, ASSOCIATES, JOINT VENTURES OF THE COMPANY (DISCLOSURE UNDER RULE 8 (1) OF COMPANIES ACCOUNTS RULES, 2014):

A statement containing the salient features of the financial statement of our subsidiaries in the prescribed form AOC 1 is provided as **Annexure II** to this Directors' Report. The statement also provides the details of performance, financial position of each of the subsidiaries.

The Company doesn't have any Associates and Joint Ventures during the year under review.

35. FRAUD REPORTING BY STATUTORY AUDITORS PURSUANT TO THE PROVISIONS OF SECTION 143(12) OF THE COMPANIES ACT, 2013.

During the year under review, no incident of fraud has been reported by the Statutory Auditors to the Board of Directors pursuant to the provisions of Section 143(12) of the Companies Act, 2013.

36. SECRETARIAL STANDARDS

The directors state that applicable secretarial standards i.e. SS-1 and SS-2 relating to meeting of the board of directors and General Meeting" respectively have been duly followed by the company.



37. BOARD'S COMMENTS ON QUALIFICATION, RESERVATION & ADVERSE REMARKS IN AUDIT REPORTS:

Auditors' Report is self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, or adverse remark.

As the provisions of Section 148 of the Companies Act, 2013 are not applicable to the Company, a cost audit was not conducted for the financial year 2024-25.

The Company is not required to obtain a 'Secretarial Audit Report' from an independent practicing Company Secretary pursuant to Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

38. DETAILS OF APPLICATION MADE OR ANY PROCEEDINGS PENDING UNDER IBC, 2016 DURING THE FINANCIAL YEAR ALONG WITH THE CURRENT STATUS:

No applications are filed or pending under IBC, 2016 against the Company. Hence the said provision is not applicable to the Company.

39. DIFFERENCE IN VALUATION IN CASE OF LOAN TAKEN FROM THE BANKS OR FINANCIAL INSTITUTION

During the period under review, no One Time Settlement took place between your Company and Bank or Financial Institution. Hence the above-mentioned provision of the act was not applicable to the Company:

40. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The provisions of Section 125(2) of the Companies Act, 2013 are not applicable to the Company, Since the inception of the Company no dividend was declared during this period.

41. OTHER DISCLOSURES

The provisions relating to the appointment of internal auditor are not applicable during the financial year 2024-25.

The Company has complied with all the provisions of the Maternity Benefit Act, 1961 during the year 2024-25

42. ACKNOWLEDGEMENTS:

Your directors wish to place on record their sincere appreciation and acknowledge with gratitude the support extended by the Bankers, Shareholders, and employees and look forward to their continued support and cooperation.

For and on Behalf of the Board Of Directors

Encalm Hospitality Private Limited



Vinamra Shastri

Director

DIN: 02456011

**Address: C- 302/A Shushant Lok -1
Gurgaon Haryana India 122101**



Dinesh Kumar Jhunjunwala

Director

DIN: 00094047

**Address: Apartment a1801,
Platinum Towers, IIFCO Chowk,
Sector-28, Gurgaon, Haryana
122002**

Date: 17.09.2025

Place: Gurugram, Haryana





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Annexure-I

FORM NO. AOC-2

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

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

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

Not Applicable

- Name(s) of the related party and nature of relationship
- Nature of contracts/arrangements/transactions
- Duration of the contracts/arrangements/transactions
- Salient terms of the contracts or arrangements or transactions including the value, if any
- Justification for entering into such contracts or arrangements or transactions
- Date of approval by the Board
- Amount paid as advances, if any:
- Date on which the special resolution was passed in general meeting as required under first proviso to section 188.

2. Details of material contracts or arrangement or transactions at arm's length basis:

S.NO	Particular	Description
i.	Name(s) of the related party and nature of relationship	Holland Advisors , a firm in which a relative of Mr. Vinamra Shastri (Director) is a Partner.
ii.	Nature of contracts/ arrangements/ transaction	Service Agreement to provide recruitment services and HR Consultancy to the Company.
iii.	Duration of the contracts/arrangements/transactions	Yearly Contract
iv.	Salient terms of the contracts or arrangements or transactions including the value, if any:	Recruitment Services – Fees at a rate of 8.33% of Annual CTC of hired candidates. Consultancy- Fees of Rs. 2,50,000 per Month.
v.	Date(s) of approval by the Board, if any:	The Shareholders approved the related party transaction up to Rs.40 lakh per annum at the Company's 2nd Annual General Meeting held on 14th September 2023.
vi.	Amount paid as advances, if any:	NIL



3. Details of material contracts or arrangement or transactions at arm's length basis:

S.NO	Particular	Description
i.	Name(s) of the related party and nature of relationship	Boyance Infrastructure Private Limited , Mr. Dinesh Kumar Jhunjhunwala, Director of the Company, also serves as a Director on the Board of Boyance Infrastructure Private Limited.
ii.	Nature of contracts/ arrangements/ transaction	Service Agreement to provide Management Consultancy Services to the Company.
iii.	Duration of the contracts/arrangements/transactions	Contract ends on 30 th September 2027.
iv.	Salient terms of the contracts or arrangements or transactions including the value, if any:	The total value of the Consultant's fee for the Services shall be Rs. 1,00,00,000/- (Rupees One crore only) per month and shall include all of the Consultant's internal costs and overheads and any expenditures associated with the performance of the Services.
v.	Date(s) of approval by the Board, if any:	-
vi.	Amount paid as advances, if any:	NIL

4. Details of material contracts or arrangement or transactions at arm's length basis:

S.No	Particular	Description
i.	Name(s) of the related party and nature of relationship	BBM Packaging Private Limited Mr. Venkata Sri Rajavara Prasad Bommidala, Director of the Company, also serves as a Director on the Board of <i>BBM Packaging Private Limited</i> .
ii.	Nature of contracts/ arrangements/ transaction	Service Agreement to provide Business Support Services to the Company.
iii.	Duration of the contracts/arrangements/transactions	Contract ends on 30 th September 2027.
iv.	Salient terms of the contracts or arrangements or transactions including the value, if any:	The Consultant's fee shall be inclusive of all taxes and charges and shall be payable in consideration of the consultancy services at a rate of ₹70,50,000 (Rupees Seventy Lakh and Fifty Thousand) per month."
v.	Date(s) of approval by the Board, if any:	-
vi.	Amount paid as advances, if any:	NIL

5. Details of material contracts or arrangement or transactions at arm's length basis:

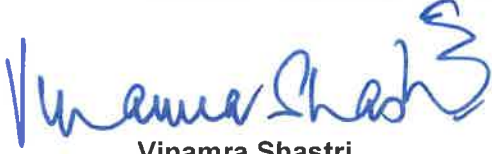
S.NO	Particular	Description
i.	Name(s) of the related party and nature of relationship	Unique BPO Management Private Limited , Mr. Dinesh Kumar Jhunjhunwala, Director of the Company, also serves as a Director on the Board of Unique BPO Management Private Limited.
ii.	Nature of contracts/ arrangements/ transaction	Service Agreement to provide Payroll processing Services to the Company.
iii.	Duration of the contracts/arrangements/transactions	Three Year Contract from the date of Execution i.e. 26 th April 2024 and automatically renew for further three years.
iv.	Salient terms of the contracts or arrangements or transactions including the value, if any:	Services provided through software covering Core HR, Leave & Attendance Management, Payroll, Onboarding, and Exit Management. The agreed fee structure was as follows: <ul style="list-style-type: none"> • Flat monthly charges of ₹50,000 up to 100 employees, plus ₹350 per additional employee.



		<ul style="list-style-type: none"> One-time setup charges of ₹10,00,000. <p>Accordingly, the total payment made amounted to ₹ 82.85 lakhs during the financial year.</p>
v.	Date(s) of approval by the Board, if any:	-
vi.	Amount paid as advances, if any:	NIL

For and on Behalf of the Board Of Directors

Encalm Hospitality Private Limited

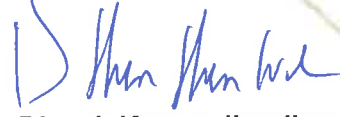


Vinamra Shastri

Director

DIN: 02456811

**Address: C- 302/A Shushant Lok -1
Gurgaon Haryana India 122101**



Dinesh Kumar Jhunjunwala

Director

DIN: 00094047

**Address: Apartment a1801,
Platinum Towers, IIFCO Chowk,
Sector-28, Gurgaon, Haryana
122002**

Date:17.09.2025

Place: Gurugram, Haryana





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Annexure-II

Form AOC- 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or Joint ventures

PART A: SUBSIDIARIES

Name Of Company: Encalm Hospitality Private Limited (Holding Company)

Subsidiary 1 – Enconventions Hotel Private Limited

(₹ in Lakhs)

Particulars	Details
Reporting period	Same as Holding Company
Reporting currency	INR
Share Capital	500
Reserves & Surplus	8.94
Total Assets	8,454.39
Total Liabilities	8,454.39
Investments	-
Turnover	-
Profit before Tax	25.99
Provision for Tax	-
Profit after Tax	20.03
Proposed Dividend	-
% of Shareholding	51%

Subsidiary 2 – Encalm Vizag Hotel Private Limited

(₹ in Lakhs)

Particulars	Details
Reporting period	Same as Holding Company
Reporting currency	INR
Share Capital	100
Reserves & Surplus	(9.11)
Total Assets	1,616.23
Total Liabilities	1,616.23
Investments	-
Turnover	-
Profit before Tax	(9.21)
Provision for Tax	-
Profit after Tax	(9.11)
Proposed Dividend	-
% of Shareholding	100%



Vinayashankar

()

Subsidiary 3 – Encalm Sky Plates Private Limited

(₹ in Lakhs)

Particulars	Details
Reporting period	Same as Holding Company
Reporting currency	INR
Share Capital	500
Reserves & Surplus	(12.11)
Total Assets	1,505.34
Total Liabilities	1,505.34
Investments	-
Turnover	-
Profit before Tax	(13.17)
Provision for Tax	-
Profit after Tax	(12.11)
Proposed Dividend	-
% of Shareholding	51%

Notes:

- Names of subsidiaries which are yet to commence operations as on 31st March 2025
Encalm Eats Private Limited
- Names of subsidiaries which have been liquidated or sold during the year: Nil

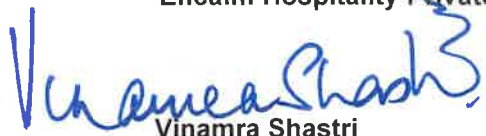
PART B: ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures: NIL

Particulars	Details
Name	NIL
Latest Audited Balance Sheet Date	-
Shares held by the company	-
Amount of Investment	-
Extent of Holding (%)	-
Significant Influence	-
Reason why not consolidated	-
Net worth attributable	-
Profit/Loss for the year	-
Considered in Consolidation	-

- Names of associates or joint ventures which are yet to commence operations: Nil
- Names of associates or joint ventures which have been liquidated or sold during the year: Nil

For and on Behalf of the Board Of Directors
Encalm Hospitality Private Limited



Vinamra Shastri
Director
DIN: 02456811
Address: C- 302/A Shushant Lok -1
Gurgaon Haryana India 122101



Dinesh Kumar Jhunjunwala
Director
DIN: 00094047
Address: Apartment a1801,
Platinum Towers, IIFCO Chowk,
Sector-28, Gurgaon, Haryana 122002

Date: 17.09.2025
Place: Gurugram, Haryana





ANNUAL REPORT ON CORPORATE SOCIAL ACTIVITIES FOR FINANCIAL YEAR 2024-25 "ENCALM HOSPITALITY PRIVATE LIMITED"

1. Brief outline on CSR Policy of the Company.

The provisions of Corporate Social Responsibility (CSR) under the Companies Act, 2013, are applicable to the Company during the reporting period. The Company is dedicated to making meaningful contributions to the empowerment of communities directly or indirectly associated with its business operations. It has been a fundamental principle of the Company to give back to these communities through its CSR initiatives.

In alignment with its commitment to social responsibility, Encalm Hospitality Private Limited has also focused on incorporating sustainability into its practices, aiming to reduce inequality and maintain the natural balance of the environment and ecosystem. The Company strives to be recognized as one of India's leading corporate entities by adhering to CSR and sustainability principles across its value chain. This includes fostering a culture of innovation, upholding ethics and governance beyond mere compliance, ensuring customer satisfaction, pursuing operational excellence, engaging employees, and involving stakeholder communities in its growth.

During the reporting period, the Company identified the following key areas for directing its CSR efforts:

- a) Education and Skills Development
- b) Empowerment of Rural Women
- c) Basic Health Services
- d) Rural Upliftment and Transformation
- e) Promotion of Sports
- f) Eradication of Hunger, Poverty, and Malnutrition
- g) Any other activities as permitted under Section 135 of the Companies Act, 2013, and the applicable rules.

2. Composition of CSR Committee and meeting:

During the Financial Year 2024-25, the CSR Committee met Three (3) times, i.e., on 24th December 2024, 22nd January 2025 and 5th February 2025. and the attendance of the Members at the CSR Committee Meetings is as under:

Sl. No.	Name of Director	Designation/ Position in CSR Committee	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Dinesh Kumar Jhunjunwala	Director/ Chairperson	3	3
2	Mr. Vinamra Shastri	Director/ Member	3	3



3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: Refer Point No 26 of Board Report. It can be accessed in the link: <https://encalm.com>
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2004, if applicable (attach the report).

Not Applicable as the Company does not have average CSR obligation of Rs. 10 crore or more, in the three immediately preceding Financial Years.

5.

- a) **Average net profit of the company as per sub section (5) of Section 135:**

Average Net profit of the Company as per sub section (5) of Section 135 is ₹ 5,425.62 Lakhs.

- b) **Two percent of average net profit of the company as per sub section (5) of Section 135:**

Two percent of average net profit of the company as per sub section (5) of Section 135 is ₹108.51 lakhs

- c) **Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years.**

Nil

- d) **Amount required to be set off for the Financial Year 2024-25, if any**

Nil

- e) **Total CSR obligation for the Financial Year (6b+6c-6d).**

Total CSR obligation for the Financial Year 2024-25 is ₹108.51 lakhs.

6.

- a) **Amount Spent on CSR Projects (both Ongoing Project and Other than Ongoing Project).**

Amount Spent on CSR Projects is ₹ 159 Lakhs

- b) **Amount spent in Administrative Overheads**

Nil

- c) **Amount Spent on Impact Assessment if Applicable**

Not applicable

- d) **Total Amount spent for the Financial Year 2024-25 (6a+6b+6c)**

Total Amount spent for the Financial Year 2024-25 is ₹159/- Lakhs

- e) **CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year 2024-25 (₹)	Amount Unspent (₹)				
	Total Amount transferred to Unspent CSR Account as per sub section 6 of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of Transfer
₹15900000	NA	NA	NA	NA	NA

- f) **Excess amount for set off, if any**

Sl.No.	Particulars	Amount in (₹)
i	Two percent of average net profit of the company as per section 135(5) for the FY 2024-25	₹ 108.51 lakhs
ii	Total amount spent for the Financial Year 2024-25	₹ 159 lakhs
iii	Excess amount spent for the Financial Year [(ii)-(i)]	₹ 50.49 lakhs



iv	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
v	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	₹ 50 lakhs

7. Details of unspent Corporate Social Responsibility amount for the preceding three Financial Years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under sub section 6 of section 135 (₹)	Amount spent in the reporting Financial Year (₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.		Amount remaining to be spent in succeeding Financial Years (₹)	Deficiency if any
				Amount (₹)	Date of Transfer		
-----Not Applicable-----							

8. Whether any capital assets have been created acquired through Corporate Social Responsibility amount spent in the Financial Year:

No capital assets have been created or acquired or through Corporate Social Responsibility amount spent in the Financial Year.

**If Yes, enter the number of Capital assets created/ acquired*

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s)	Pincode of the property or asset(s)	Date of Creation	Amount of CSR amount spent	Details of entity/authority/beneficiary of the registered owner		
					CSR registration No.	Name	Registered Address
-----Not Applicable-----							

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).

The company successfully implemented the provisions of Section 135 of the Companies Act, 2013, and spent the required two percent of the average net profit, as per Section 135(5), for the financial year 2024-25.

**For and on Behalf of the Board Of Directors
Encalm Hospitality Private Limited**

Vinamra Shastri
Director
DIN: 02456811
Address: C- 302/A Shushant Lok -1
Gurgaon Haryana India 122101

Date: 17.09.2025
Place: Gurugram, Haryana

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