RED HERRING PROSPECTUS
Dated: September 17, 2024
(Please read section 26 and 32 of the Companies Act, 2013)
100% Book Built Issue

(Please scan this QR code to view the RHP)

THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

Corporate Identification Number: U92490MH2013PLC352652

REGISTERED OFFICE	TELEPHONE	CORPORATE OFFICE	TELEPHONE	CONTACT PERSON, WEBSITE AND EMAIL
KU220, Kuber Kartik, New Link Road, Prem Co-operative Society, Andheri West, Mumbai - 400 053, Maharashtra, India.	**Tel:** +91 976 915 6256	5th Floor, B 9 Pinnacle Business, Park Sector 3 Noida, Gautam Buddha Nagar, Noida - 201 301, Uttar Pradesh, India.	**Telephone:** +91 981 033 4264	**Contact Person:** Palak Jain **Website:** www.thes.in **Email:** info@thes.in

PROMOTERS OF OUR COMPANY: RAJESH BHARDWAJ, GAURAV SINGHANIA AND SHRUTI SINGHANIA

DETAILS OF THE ISSUE

TYPE	FRESH ISSUE SIZE	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)	TOTAL ISSUE SIZE	ELIGIBILITY
Fresh Issue	Upto 34,29,000 Equity Shares aggregating Up to ₹ [•] lakhs	-	Upto 34,29,000 Equity Shares aggregating Up to ₹ [•] lakhs	This issue is being made in terms of Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THIS IS A FRESH ISSUE OF EQUITY SHARES

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹ 10/-. The Floor Price, Cap Price and Issue Price as determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building process, as stated under *"Basis for Issue Price"* on page 85 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after Listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of this Red Herring Prospectus. Specific attention of the investors is invited of the section titled *"Risk Factors"* beginning on Page No. 27 of this Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms this Red Herring Prospectus contains all information with regard to our Company and this Issue, which is material in the context of this Issue, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

LISTING

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited ("**NSE**") in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an 'in-principle' approval letter dated September 5, 2024 from NSE for using its name in this offer document for listing our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Issue, the Designated Stock Exchange will be NSE.

BOOK RUNNING LEAD MANAGER

NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE

HORIZON MANAGEMENT PRIVATE LIMITED	Mr. Manav Goenka	**Telephone:** +91 33 4600 0607 **Email ID:** smeipo@horizon.net.co
REGISTRAR TO THE ISSUE		
NAME AND LOGO	**CONTACT PERSON**	**EMAIL & TELEPHONE**
MAS SERVICES LIMITED	Sharwan Mangla	**Telephone:** +91 112 638 7281/83, 114 132 0335 **E-mail:** ipo@masserv.com
BID/ ISSUE PERIOD		
BID/ISSUE OPENS ON: WEDNESDAY, SEPTEMBER 25, 2024	**BID/ISSUE CLOSES ON: FRIDAY, SEPTEMBER 27, 2024**^**	

***Our Company may in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations*

^ UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.

RED HERRING PROSPECTUS
Dated: September 17, 2024
(Please read section 26 and 32 of the Companies Act, 2013)
100% Book Built Issue

THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

Thinking Hats Entertainment Solutions Limited (our "**Company**" or the "**Issuer**") was incorporated on February 11, 2013 as '*Thinking Hats Entertainment Solutions Private Limited*', a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. For administrative convenience, pursuant to an order passed by the Regional Director, Northern Region, New Delhi on November 29, 2019, the registered office of our Company was shifted from Delhi to the state of Maharashtra. Further, our Company was converted into a public limited company pursuant to a resolution passed by our Board of Directors in their meeting held on August 18, 2023, and by the Shareholders at an Extraordinary General Meeting held on August 19, 2023 and consequently the name of our Company was changed to '*Thinking Hats Entertainment Solutions Limited*' and a fresh certificate of incorporation dated September 7, 2023 was issued by the Registrar of Companies, Maharashtra at Mumbai.

Registered Office: KU220, Kuber Kartik, New Link Road, Prem Co-operative Society, Andheri West, Mumbai - 400 053, Maharashtra, India;
Telephone: +91 976 915 6256; **E-mail**: info@thes.in; **Facsimile**: N.A.;
Corporate Office (Address where the books of accounts of our Company are maintained): 5th Floor, B 9 Pinnacle Business, Park Sector 3 Noida, Gautam Buddha Nagar, Noida - 201 301, Uttar Pradesh, India.;
Telephone: +91 981 033 4264; **Facsimile**: N.A.
Website: www.thes.in; **Contact Person:** Palak Jain, Company Secretary and Compliance Officer; **Corporate Identity Number:** U92490MH2013PLC352652

PROMOTERS OF OUR COMPANY: RAJESH BHARDWAJ, GAURAV SINGHANIA AND SHRUTI SINGHANIA

DETAILS OF THE ISSUE

INITIAL PUBLIC OFFER OF UPTO 34,29,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF OUR COMPANY AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹ [●] LACS ("PUBLIC ISSUE") OUT OF WHICH 1,80,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LACS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 32,49,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ [●] LACS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 27.46 % AND 26.02 % RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN ALL EDITION OF BUSINESS STANDARD (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITION OF BUSINESS STANDARD HINDI (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER AND MARATHI EDITION OF PRATAHKAL (A MARATHI REGIONAL LANGUAGE NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") FOR THE PURPOSES OF UPLOADING ON ITS WEBSITE IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

In case of any revision in the Price Band, the Bid/Issue Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing extend the Bid/Issue Period for a minimum of one Working Day, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Bank as applicable.

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") read with Regulation 229 (2) of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations, wherein not more than 9.97% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Portion**"),Further, upto 5.56% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.56% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 26.96% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 63.07% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders are required to participate in the Issue by mandatorily utilizing the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. For details, see "*Issue Procedure*" on page 237 of this Red Herring Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first issue of the Issuer, there has been no formal market for the securities of the Issuer. The face value of the equity shares is Rs. 10/-.The issue price/floor price/price band should not be taken to be indicative of the market price of the specified securities after the specified securities are listed. No assurance can be given regarding an active or sustained trading in the equity shares of the Issuer nor regarding the price at which the equity shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of this Red Herring Prospectus. Specific attention of the investors is invited of the section titled *"Risk Factors"* beginning on Page No. 27 of this this Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of this Issue, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

LISTING

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited ("**NSE**") in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an 'in-principle' approval letter dated September 5, 2024 from NSE for using its name in this offer document for listing our shares on NSE. For the purpose of this Issue, the Designated Stock Exchange will be NSE.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
Horizon Management Private Limited 19 R N Mukherjee Road, Main Building, 2nd Floor, Kolkata- 700 001,West Bengal, India. **Telephone:** +91 33 4600 0607 **Facsimile:** +91 33 4600 0607 **Email ID:** smeipo@horizon.net.co **Website:** www.horizonmanagement.in **Investor Grievance ID:** investor.relations@horizon.net.co **Contact Person:** Manav Goenka **SEBI Registration Number:** INM000012926	**MAS Services Limited** T-34, 2nd Floor, Okhla Industrial Area, Phase-II New Delhi- 110 020, Delhi, India. **Telephone:** +91 112 638 7281/83, 114 132 0335 **Facsimile:** +91 112 638 7384 **E-mail:** ipo@masserv.com **Investor grievance:** investor@masserv.com **SEBI Registration No.:** INR000000049 **Contact Person:** Sharwan Mangla

ISSUE PROGRAMME

BID/ISSUE OPENS ON: WEDNESDAY, SEPTEMBER 25, 2024	**BID/ISSUE CLOSES ON**^: FRIDAY, SEPTEMBER 27, 2024**

***Our Company may in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations*
^ UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.

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PURSUANT TO SCHEDULE VI OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018)

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicatesor implies, shall have the same meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted fromtime to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under.

GENERAL AND COMPANY RELATED TERMS

Term	Description
"Company", "our Company", "the Company", "the Issuer", or "THES"	Thinking Hats Entertainment Solutions Limited, a company incorporated under the Companies Act, 1956, having its Registered Office at KU220, Kuber Kartik, New Link Road, Prem Co-operative Society, Andheri West, Mumbai - 400 053, Maharashtra, India.
Our Promoters	Promoters of our Company, namely Rajesh Bhardwaj, Gaurav Singhania and Shruti Singhania. For further details, please see the section entitled "*Our Promoters and Promoter Group*" on page 153 of this Red Herring Prospectus.
Promoter Group	Companies, individuals and entities (other than companies) as defined under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled "*Our Promoters and Promoter Group*".

COMPANY RELATED TERMS

Term	Description
Articles / Articles of Association/AOA	Articles of Association of our Company.
Audit Committee	The Audit Committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013. For details refer section titled *"Our Management"* on page 141 of this Red Herring Prospectus.
Auditor / Statutory Auditor/ Peer Review Auditor	Statutory and peer review auditor of our Company, namely, **Baid Agarwal Singhi & Co.**, Chartered Accountants
Banker(s) to the Company	Banker(s) to our Company, namely **HDFC Bank Limited**.
Board of Directors / Board/BOD	The Board of Directors of the Company unless otherwise specified.
Companies Act	The Companies Act, 1956/2013 as amended from time to time.
CIN	Corporate Identification Number of our Company i.e. U92490MH2013PLC352652
Chief Financial Officer (CFO)	The Chief Financial officer of our Company, being **Gaurav Singhania**
Company Secretary and Compliance Officer (CS)	The Company Secretary and Compliance Officer of our Company, being **Palak Jain**
Corporate Office	The Corporate Office of our Company is situated at 5th Floor, B 9 Pinnacle Business, Park Sector 3 Noida, Gautam Buddha Nagar, Noida - 201 301, Uttar Pradesh, India.
Depositories Act	The Depositories Act, 1996, as amended from time to time
DIN	Director Identification Number
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company
ED	Executive Director
Group Companies	Companies with which there have been related party transactions, during the last three financial years, as covered under the applicable accounting standards and other companies as considered material by the Board in accordance with the Materiality Policy.
Independent Director	A non-executive & Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Princy Anand and Altab Uddin Kazi are the Independent Directors of our Company
Indian GAAP	Generally Accepted Accounting Principles in India

Term	Description
ISIN	INE0SHE01019
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the section titled "*Our Management*" on page 141 of this Red Herring Prospectus.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on June 7, 2024 in accordance with the requirements of the SEBI ICDR Regulations.
MD	The Managing Director of our Company, namely Rajesh Bhardwaj
MOA/ Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Non-Residents	A person resident outside India, as defined under FEMA
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board of Directors constituted in accordance with Companies Act, 2013. For details refer section titled "*Our Management*" on page 141 of this Red Herring Prospectus.
Non-Executive Director	A Director not being an Executive Director or an Independent Director. Shruti Singhania is the Non-Executive Director of our Company
NRIs / Non Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulations, 2000.
Registered Office	The registered office of our Company situated at KU220, Kuber Kartik, New Link Road, Prem Co-operative Society, Andheri West, Mumbai - 400 053, Maharashtra, India.
Restated Financial Information/ Restated Financial Statements/	The Restated Financial Information of our Company, which comprises the Restated Statement of Assets and Liabilities of our Company as at March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit & Loss and the Restated Cash Flow Statement for the March 31, 2024, March 31, 2023 and March 31, 2022, along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 32 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
ROC / Registrar of Companies	Registrar of Companies, Maharashtra at Mumbai, having its office at Registrar of Companies, 100, Everest Marine Drive, Mumbai– 400 002, Maharashtra, India, India.
"Senior Management"	Senior management of our Company determined in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations. For details, see "*Our Management*" on page 141 of this Red Herring Prospectus.
Shareholders	Shareholders of our Company, from time to time.
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details refer section titled "*Our Management*" on page 141 of this Red Herring Prospectus.
Whole-time Director / WTD	Whole-Time Director of our Company, namely Gaurav Singhania

ISSUE RELATED TERMS

Terms	Description
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges
Allotment/Allot/Allotted	Unless the context otherwise requires, allotment of Equity Shares offered pursuant to the Fresh Issue pursuant to successful Bidders.
Allottee (s)	The successful applicant to whom the Equity Shares are being / have been issued
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.

Terms	Description
ASBA Bid	A Bid made by ASBA Bidder
Bankers to the Issue	Banker to the Issue, Public Issue Bank, Refund Bank and Sponsor Bank, being Axis Bank Limited
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in paragraph titled "*Basis of allotment"* under chapter titled *"Issue Procedure"* starting from page no. 237 of this Red Herring Prospectus.
Bid	An indication to make an Issue during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of this Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bid Amount	The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Red Herring Prospectus.
Bid cum Application Form	The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Red Herring Prospectus.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/ Issue Period	The period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders. Our Company in consultation with the Book Running Lead Manager may consider closing the Bid/Issue Period for the QIB Portion One Working Day prior to the Bid/Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Issue Opening Date was published, in accordance with the SEBI ICDR Regulations. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of one Working Day, subject to the Bid/ Issue Periodnot exceeding 10 Working Days.
Bid/Issue Closing Date	The date after which the Designated Intermediaries will not accept any Bids, being Friday September 27, 2024, which shall be published in all editions of Business Standard (a widely circulated English national daily newspaper), all editions of Business Standard Hindi (a widely circulated Hindi nationaldaily newspaper) and Marathi edition of Pratahkal, a Marathi language newspaper (a Marathi language newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located). Our Company in consultation with the BRLM, may, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Issue Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations
Bid/Issue Opening Date	The date on which the Designated Intermediaries shall start accepting Bids, being Wednesday September 25, 2024, which shall be published in all editions of Business Standard (a widely circulated English national daily newspaper), and all editions of Business Standard Hindi (a widely circulated Hindi nationaldaily newspaper) and Marathi edition of Pratahkal , a Marathi language newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located).
Bidder/ Investor	Any prospective investor who makes a bid for Equity Shares in terms of Red Herring Prospectus.
Bidding Centers	Centers at which the Designated Intermediaries shall accept the Bid cum Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for

Terms	Description
	RTAs and Designated CDP Locations for CDPs.
Bidding Centers	Centers at which the Designated Intermediaries shall accept the Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue, in this case being **Horizon Management Private Limited**, SEBI Registered Category I Merchant Banker.
Broker Centers	Broker centers notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
Cap Price	The higher end of the Price Band, being [•], subject to any revisions thereto, above which the Issue Price will not be finalized and above which no Bids will be accepted.
Cut-Off Price	The Issue Price, which shall be any price within the Price band as finalized by our Company in consultation with the BRLM. Only Retail Individual Bidders are entitled to Bid at the Cut off Price. QIBs and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the applicant father/husband, investor status, and occupation and Bank Account details.
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated Intermediaries/ Collecting Agent	The members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Issue.
Designated CDP Locations	Such locations of the CDPs where bidder can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange i.e. www.nseindia.com
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of this Red Herring Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Issue.
Designated RTA Locations	Such locations of the RTAs where bidder can submit the Bid cum Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange i.e. www.nseindia.com
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Bid cum Application Form from the ASBA bidder and a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/ Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	**Emerge Platform** of **National Stock Exchange of India Limited** ("**NSE Emerge**")
DP ID	Depository Participant's Identity Number
Draft Red Herring Prospectus	Draft Red Herring Prospectus dated June 10, 2024, filed with NSE Emerge in accordance with Section 32 of the Companies Act, 2013 and SEBI (ICDR) Regulations.

Terms	Description
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depositary participants.
First/ Sole bidder	The bidder whose name appears first in the Bid cum Application Form or Revision Form.
Floor Price	The lower end of the Price Band, being [●], subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price will be finalized and below which no Bids will be accepted.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered under Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1) (lll) of the SEBI ICDR Regulations
Fresh Issue / Issue	The Fresh Issue of Upto 34,29,000 Equity Shares aggregating up to ₹ [●] Lakhs.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, Notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 notified by SEBI.
GIR Number	General Index Registry Number
IPO/ Issue/ Issue Size/ Public Issue	Initial Public Offering
Issue Agreement	Agreement dated June 10, 2024 entered amongst our Company and the Book Running Lead Manager, pursuant to which certain arrangements have been agreed to in relation to the Issue.
Issue Closing	Our Issue shall close on Friday, September 27, 2024.
Issue document	Includes the Draft Red Herring Prospectus, this Red Herring Prospectus and Prospectus to be filed with Registrar of Companies.
Issue Opening	Our Issue shall open on Wednesday, September 25, 2024 .
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their Bidding application.
Issue Price	The price at which the Equity Shares are being issued by our Company through this Red Herring Prospectus, being ₹ [●] /- (including share premium of ₹ [●]/- per Equity Share).
Issue Proceeds	Proceeds to be raised by our Company through this Fresh Issue, for further details please refer chapter titled "*Objects of the Issue*" page 75 of this Red Herring Prospectus.
Issue/ Issue Size/ Initial Public Issue/ Initial Public Offering/ IPO	The initial public offering of up to 34,29,000 Equity Shares for cash at a price of ₹ [●] each, aggregating up to ₹ [●] lakhs.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the NSE.
Market Maker	The Market Maker to the Issue, in this case being Giriraj Stock Broking Private Limited.
Market Maker Reservation Portion	The reserved portion of 1,80,000 Equity Shares of ₹ 10 each at an Issue price of ₹ [●] each aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this Issue.
Market Making Agreement	The Market Making Agreement dated September 13, 2024between our Company,

Terms	Description
	Book Running Lead Manager and Market Maker.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Mutual Fund Portion	5% of the QIB Portion, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Net Issue	The Issue, excluding the Market Maker Reservation Portion, of 32,49,000 Equity Shares of Face Value of ₹ 10.00 each fully paid for cash at a price of ₹ [●] Equity Share aggregating ₹ [●] Lakhs by our Company.
Net Proceeds	The proceeds from the Fresh Issue less the Issue related expenses applicable to the Fresh Issue.
Non-Institutional Applicant / Investors	All Applicants, including FPIs which are individuals, corporate bodies and family offices, that are not QIBs or RIIs and who have Application for Equity Shares for an amount of more than ₹2.00 Lakhs (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Issue being not less than 26.96% of the Net Issue consisting of 8,76,000 Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price or through such other method of allocation as may be introduced under applicable law
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●]. The Price Band will be decided by our Company in consultation with the BRLM and advertised in all editions of Business Standard (a widely circulated English national daily newspaper), all editions of Business Standard Hindi , a Hindi national newspaper and Marathi edition of Pratahkal , a Marathi language newspaper (Marathi, being the regional language of Maharashtra , where our Registered Office is situated), at least two working days prior to the Bid / Issue Opening Date.
Pricing Date	The date on which our Company, in consultation with the BRLM, will finalize the Issue Price.
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Issue Account Agreement	Agreement dated September 16, 2024, entered into by our Company, the Registrar to the Issue, the Book Running Lead Manager, and the Public Issue Bank/Banker to the Issue for collection of the Application Amounts.
Public Issue Account	Account to be opened with the Banker to the Issue to receive monies from the SCSBs from the bank account of the ASBA bidder, on the Designated Date.
Public Issue Account Bank	The bank with whom the Public Issue Account has been opened for collection of Bid Amounts from the Escrow Account and ASBA Accounts on the Designated Date, in this case being Axis Bank Limited
Qualified Institutional Buyers / QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
QIB Category/ QIB Portion	The portion of the Net Issue being not more than 9.97% of the Net Issue, consisting of 3,24,000 Equity Shares which were made available for allocation to QIBs on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Red Herring Prospectus / RHP	This Red Herring Prospectus dated September 17, 2024 issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which does not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Issue, including any addenda or corrigenda thereto.
Refund Bank(s) /Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Accounts has been opened in case listing of the Equity Shares does not occur, in this case being Axis Bank Limited.

Terms	Description
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Investors shall be made.
Registered Broker	Individuals or companies registered with SEBI as "Trading Members"(except Syndicate/ Sub-Syndicate Members) who hold valid membership of either NSE or National Stock Exchange of India Limited having right to trade in stocks listed on Stock Exchanges ,through which investors can buy or sell securities listed on stock exchanges, a list of which is available on https://www.nseindia.com/
Registrar / Registrar to the Issue/ RTA	Registrar to the Issue being MAS Services Limited**.**
Registrar Agreement	The registrar agreement dated June 10, 2024 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Retail Individual Investors /(RII)	Individual investors (including HUFs applying through their Karta and Eligible NRI Bidders) who applies or bids for the Equity Shares of a value of not more than ₹. 2,00,000.
Retail Portions	Portion of the Issue being not less than 63.07% of the Net Issue consisting of 20,49,000 Equity Shares which shall be available for allocation to RIBs (subject to valid Bids being received at or above the Issue Price), which shall not be less than the minimum Bid Lot subject to availability in the Retail Portion, and the remaining Equity Shares to be Allotted on a proportionate basis
Revision Form	The form used by the bidders to modify the quantity of Equity Shares or the bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)
SCSB	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and Issues the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35
SME Platform of NSE	The SME platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares issued under Chapter IX of the SEBI ICDR Regulations.
Sponsor Bank	The Banker to the Issue registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Retail Individual Bidders into the UPI and carry out other responsibilities, in terms of the UPI Circulars, being Axis Bank Limited
Sub Syndicate Member	The sub-syndicate members, if any, appointed by the BRLM and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Syndicate Agreement	The agreement dated September 13, 2024, entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Issue
Syndicate Member(s)	Syndicate members as defined under Regulation 2(1) (hhh) of the SEBI ICDR Regulations, and the BRLM shall be acting as the Syndicate member for this Issue..
Transaction Registration Slip/ TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the bidders, as proof of registration of the bid.
Underwriter	The BRLM has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement dated September 13, 2024, entered into between the Underwriter and our Company
UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Circular	Circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 issued by SEBI as amended or modified by SEBI from time to time, including circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, the circular

Terms	Description
	no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, and any other circulars issued by SEBI or any other governmental authority in relation thereto from time to time
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the Retail Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Retail Individual Bidder to such Mobile App) to the Retail Individual Bidder initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by a RII to make a Bid in the Issue in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.
Wilful Defaulter and Fraudulent Borrower	A wilful defaulter(s) and fraudulent borrower(s) as defined under SEBI ICDR Regulations.
Working Days	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Equity Shares on NSE, working day means all trading days of NSE, excluding Sundays and bank holidays, as per circulars issued by SEBI

CONVENTIONAL AND GENERAL TERMS / ABBREVIATIONS

Term	Description
"₹" or "Rs." or "Rupees" or "INR"	Indian Rupee
"Consolidated FDI Policy" or "FDI Policy"	Consolidated Foreign Direct Investment Policy notified by DPIIT through notification issued by DPIIT, effective from October 15, 2020
"Financial Year" or "Fiscal Year" or "FY"	Period of 12 months ending March 31 of that particular year
"OCBs" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
CAGR	Compounded Annual Growth Rate
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category II FPIs	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
CBDT	Central Board of Direct Taxes, Government of India
CDSL	Central Depository Services (India) Limited
Central Government	Central Government of India
CFO	Chief Financial Officer

Term	Description
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CLRA	Contract Labour (Regulation and Abolition) Act, 1970
Companies Act 1956	Erstwhile Companies Act, 1956 along with the relevant rules made thereunder
Companies Act, 2013 / Companies Act	Companies Act, 2013 along with rules made thereunder
CS	Company Secretary
Current Ratio	The ratio of a company's current assets to its current liabilities.
CSR	Corporate Social Responsibility
Debt To Equity Ratio	The ratio of a company's total debt to its shareholders' equity
Depositories Act	The Depositories Act, 1996
Depository(ies)	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DP ID	Depository Participant's Identification Number
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
EBITDA (₹ in Lakhs)	Earnings before Interest, Tax, Depreciation and Amortisation
EBITDA Margin (%)	The percentage of EBITDA relative to total revenue
ECB	External Commercial Borrowings
ECB Master Directions	Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019 issued by the RBI
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Regulations	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year/Fiscal	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FIR	First information report
FPIs	Foreign portfolio investors as defined and registered under the SEBI FPI Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
GDP	Gross Domestic Product
GoI / Government	The Government of India
GST	Goods and Services Tax
HSBC Bank	The Hong Kong and Shanghai Banking Corporation Limited
HUF(s)	Hindu Undivided Family(ies)
ICAI	Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act / IT Act	Income Tax Act, 1961
Interest Coverage Ratio	The ratio of a company's earnings before interest and taxes to its interest expenses.
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended
Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time
Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended from time to time
ISIN	International Securities Identification Number
IT	Information Technology
MCA	The Ministry of Corporate Affairs, GoI

Term	Description
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended
Mn / mn	Million
MOF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
MSME	Micro, Small, and Medium Enterprises
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A. or NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value per Equity Share at a particular date computed based on total equity divided by number of Equity Shares
Net Worth	Net worth as defined under Regulation 2(1)(hh) of the SEBI ICDR Regulations, i.e., the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off as per the restated balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation
NR	Non-resident or person(s) resident outside India, as defined under the FE
NRE	Non- residential external
NRE Account	Non- residential external account
NRI	A person resident outside India, who is a citizen of India and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016
NRO	Non- resident ordinary
NRO Account	Non-resident ordinary account
NSE	National Stock Exchange of India Limited
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
Net Capital Turnover Ratio	The ratio of a company's net sales to its working capital.
OCI	Overseas Citizen of India
ODI	Off-shore Derivate Instruments
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PAT Margin (%)	The percentage of profit after tax relative to total revenue
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
Profit after tax	Profit After Tax
R&D	Research and Development
RBI	The Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
Return on Capital Employed	The percentage of net operating profit relative to the capital employed
Return on Equity (ROE)	The percentage of net income returned as a proportion of shareholders' equity.
Revenue From operations	Income generated from the company's core business activities.
SARFAESI Act	The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
SAT	Securities Appellate Tribunal
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, as amended
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994

Term	Description
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, since repealed and replaced by the SEBI (AIF) Regulations
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a state in India
State Government	The Government of a State of India
Stock Exchange	Unless the context requires otherwise, refers to, the National Stock Exchange of India Limited
TDS	Tax Deducted at Source
Total revenue	The sum of revenue from operations and other income generated by the company
Trademarks Act	Trademarks Act, 1999, as amended
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
US$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America
USA/ U.S./ US	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
w.e.f.	With effect from
Year/Calendar Year	Unless context otherwise requires, shall refer to the twelve-month period ending December 31

INDUSTRY RELATED TERMS

Term	Description
AIR	All India Radio
AR	Augmented reality
ARPU	Average Revenue Per User
AVGC	Animation, Visual Effects, Gaming, and Comics
B2B	Business to Business
B2C	Business to Consumer
CAD	Current Account Deficit
CAGR	Compound Annual Growth Rate
CISMA	China International Sewing Machinery & Accessories Show
COVID-19	CoronaVIrus Disease of 2019
CPI-C	Consumer Price Index
DTH	Direct-To-Home
FDI	Foreign Direct Investment
FICCI	The Federation of Indian Chambers of Commerce and Industry
FM	Frequency Modulation
FFO	Film Facilitation Office
GDP	Gross Domestic Product
HFIs	High-Frequency Indicators
IAMAI	Internet and Mobile Association of India
IBEF	India Brand Equity Foundation
IPL	Indian Premier League
IBF	Indian Broadcasting Foundation
IBDF	Indian Broadcasting and Digital Foundation
ILO	International Labor Organization
IMF	International Monetary Funds
IP	Intellectual Property
M&E	Media and Entertainment
OOH	Out of Home
OTT	Over-The-Top
PE/VC	Private Equity and Venture Capital
PSM	Public Service Media
TRAI	The Telecom Regulatory Authority of India

Term	Description
TYNY	This Year Next Year
UK	United Kingdom
US	United States
USD/ US$/ $	US Dollar
VFX	Visual Effects
VR	Virtual Reality
WPI	Wholesale Price Index

Notwithstanding the foregoing, terms in "*Description of Equity Shares and Terms of Articles of Association*", "*Statement of Possible Tax Benefits*", "*Industry Overview*", "*Key Industrial Regulations and Policies*", "*Financial Information*", "*Outstanding Litigation and Material Developments*" and "*Issue Procedure*" on pages 266, 92, 94, 130, 161, 210 and 237, respectively of this Red Herring Prospectus, will have the meaning ascribed to such terms in these respective sections.

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references to "India" contained in this Red Herring Prospectus are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

Unless otherwise specified, any time mentioned in this Red Herring Prospectus is in Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a year in this Red Herring Prospectus are to a calendar year.

Unless stated otherwise, all references to page numbers in this Red Herring Prospectus are to the page numbers of this Red Herring Prospectus.

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Red Herring Prospectus has been derived from our Restated Financial Information. For further information, please see the section titled "*Financial Information*" on Page No. 161 of this Red Herring Prospectus.

Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The Restated Financial Information of our Company, which comprises the Restated Statement of Assets and Liabilities of our Company as at March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit & Loss and the Restated Cash Flow Statement for the period March 31, 2024, March 31, 2023 and March 31, 2022, along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 32 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.

There are significant differences between Ind AS, Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, the Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Red Herring Prospectus should, accordingly, be limited.

Unless the context otherwise indicates, any percentage amounts, as set forth in *"Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on Page Nos. 27, 108 and 200 respectively, of this Red Herring Prospectus, and elsewhere in this Red Herring Prospectus have been calculated on the basis of the Restated Financial Statements of our Company, prepared in accordance with GAAP, and the Companies Act and restated in accordance with the SEBI ICDR Regulations.

In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places including percentage figures in "*Risk Factors*", "*Industry Overview*" and "*Our Business*" on Page Nos. 27, 94 and 108 respectively, this Red Herring Prospectus.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India; and
- "USD" or "US$" or "$" are to United States Dollar, the official currency of the United States of America.

Our Company has presented all numerical information in this Red Herring Prospectus in "lacs" units or in whole numbers where the numbers have been too small to represent in lacs. One lac represents 1,00,000 and one million represents 10,00,000.

Exchange rates

This Red Herring Prospectus contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

Currency	**Exchange rate as on** *(in ₹)*		
	March 31, 2024*	**March 31, 2023**	**March 31, 2022**
1 USD	83.38	82.22	75.91

(Source: www.rbi.org.in and www.fbil.org.in)

**Since March 29, 2024 was a public holiday and March 30, 2024 and March 31, 2024 were Saturday and Sunday, respectively, exchange rates as of March 28, 2024 have been considered for disclosure in the aforementioned table.*

Industry and Market Data

Unless stated otherwise, the industry and market data and forecasts used throughout this Red Herring Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable. The extent to which the market and industry data used in this Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources. Accordingly, investment decisions should not be based solely on such information.

In accordance with the SEBI ICDR Regulations, "*Basis for Issue Price*" on Page No. 85 of this Red Herring Prospectus includes information relating to our peer group entities. Such information has been derived from publicly available sources, and neither we, nor the BRLM have independently verified such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors*" on Page No. 27 of this Red Herring Prospectus.

FORWARD - LOOKING STATEMENTS

This Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "*aim*", "*anticipate*", "*believe*", "*expect*", "*estimate*", "*intend*", "*objective*", "*plan*", "*propose*", "*project*", "*will*", "*will continue*", "*will pursue*" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. These forward-looking statements, whether made by us or a third party, are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to and including, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

Certain important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- We significantly rely on event management division for a significant amount of revenue, and any interruption or reduction in the customers in the said division may adversely affect our business and results of operations.
- We are exposed to claims from inadequate performance and defects that may affect the events managed by us and which may have an adverse effect on our business, financial conditions and results of operations.
- Our business is subject to occasional/ seasonal fluctuations that may affect our cash flows and business operations.
- We depend on our long term customers for a significant portion of our revenue, and any decrease in revenues or sales from any one of such key customers may adversely affect our business and results of operations.
- We typically do not have firm commitment with our customers. If our customers choose not to source their requirements from us, there may be a material adverse effect on our business, financial condition, cash flows and results of operations.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see "*Risk Factors", "Our Business" and "Management's Discussion and Analysis of Financial Position and Results of Operations*" beginning on Page Nos. 27, 108 and 200, respectively, of this Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect current views as on the date of this Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Promoters, the Syndicate nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company, the Promoters and the Book Running Lead Manager will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange for the Issue.

SECTION II - ISSUE DOCUMENT SUMMARY

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with and is qualified in its entirety by, the more detailed information appearing elsewhere in this Red Herring Prospectus, including the sections entitled "*Risk Factors*", "*Industry Overview*", "*Outstanding Litigation and Material Developments*", "*Our Promoters and Promoter Group*", "*Financial Information*", "*Objects of the Issue*", "*Our Business*", "*Issue Procedure*" and "*Description of Equity Shares and Terms of Articles of Association*" beginning on Page Nos. 27, 94, 210, 153, 161, 75, 108, 237 and 266, respectively of this Red Herring Prospectus.

1. Summary of Industry in which the Company is operating

The India Events & Exhibition Market is Segmented by Type (B2B, B2C, Mixed/Hybrid), Revenue Stream (Exhibitor Fee, Sponsorship Fee, Entrance Fee, Services), End User (Consumer Goods and Retail, Automotive and Transportation, Industrial, Entertainment, Real Estate and Property, Hospitality, Healthcare, and Pharmaceutical). The Market Sizes and Forecasts are Provided in Terms of Value (USD) for all the Above Segments.

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making significant strides. The increasing availability of fast and cheap internet, rising incomes, and increasing purchases of consumer durables have significantly aided the industry. India's media and entertainment industry are unique as compared to other markets. The industry is well known for its extremely high volumes and rising Average Revenue Per User (ARPU). Proving its resilience to the world, Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenue. According to a FICCI-EY report, the advertising to GDP ratio is expected to reach 0.4% by 2025 from 0.38% in 2019.

For further details, please refer to the chapter titled "*Industry Overview*" beginning on Page No. 94 of this Red Herring Prospectus.

2. Summary of Business

Thinking Hats has evolved from a premier concept development, event design and production company that specializes in live events, corporate, MICE (Meetings, Incentives, Conferences and Exhibitions), social and virtual events to an OTT content production and experiential marketing company with a strong focus on content development, intellectual property curation and tech centric product development.

With more than a decade of experience in creating events and experiences, Thinking Hats is a team of visionaries who convert clients dreams into reality. Our creative and personalized approach executes every event with the utmost professionalism and provides our clients with dependable solutions and the finest attention to detail. Thinking Hats began its event management and retail visual merchandising since incorporation and has been offering event management services related to Corporates Events, Corporate Meetings, Conference Management, Brands and Product Launches, Lifestyle and Fashion Events, Exhibitions & Fairs, Entertainment Show Management, Pan-India Ground Activations and Artist Management among others in India. Our Event Management services are offered from Media, Retail, Financial, Food, Education, Healthcare and Technology industries. We also provide prominent display and retail visual merchandise with a broad spectrum of offerings and in-store solutions to various retail stores.

Realising the opportunity in OTT space and the expertise of management team, our Company has ventured into production of OTT contents in the year 2019. Creativity and courage are the core values at Thinking Hats' work culture. As a part of our storytelling expertise, Thinking Hats has produced two web series for OTT platforms i.e., "*Aapkey Kamrey Me Koi Rehta Hai*" and "*Kathmandu Connection 2*", and one Bengali Movie "*Onek Diner Pore*". Apart from movies and OTT web series, we also make short films for YouTube content and corporate event movies. We are also set to release soon three more exciting projects, out of which two web-series are under post-production phase presently titled 'Tatkal' and 'Therapy Sherapy'. Another untitled project is a mythological animation feature film is in pre-production stage.

For further details, please refer to chapter titled "*Our Business*" beginning on Page No. 108 of this Red Herring Prospectus.

3. Promoter

The Promoters of our Company are Rajesh Bhardwaj, Gaurav Singhania and Shruti Singhania. For further details, please refer to the chapter titled "*Our Promoters and Promoter Group*" beginning on Page No. 153 of this Red Herring Prospectus.

4. Details of the Issue

Our Company is proposing the public issue of upto 34,29,000 equity shares of face value of ₹ 10/- each of Thinking Hats Entertainment Solutions Limited ("**Thes**" or the "**Company**" or the "**Issuer**", and such equity shares the "**Equity Share**"), for cash at a price of ₹ [●]/- per Equity Share including a share premium of ₹ [●]/- per Equity Share (the "**Issue Price**")

aggregating up to ₹ [●] lakhs (the "**Issue**"), of which 1,80,000 Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs will be reserved for subscription by market maker to the Issue (the "**Market Maker Reservation Portion**"). The Issue less the Market Maker Reservation Portion i.e. Net issue of 32,49,000 Equity Shares of face value of ₹ 10/- each at a price of ₹ [●]/- per Equity Share including a share premium of ₹ [●]/- per Equity Share aggregating to ₹ [●] lakhs is herein after referred to as the "Net Issue". The Issue and the Net Issue will constitute 27.46 % and 26.02%, respectively, of the post issue paid up Equity Share capital of our company. The face value of the Equity Shares is ₹ 10/- each.

The price band will be decided by our company in consultation with the book running lead manager ("**BRLM**") and will be advertised in all editions of Business Standard (a widely circulated English national daily newspaper), and all editions of Business Standard Hindi, a Hindi national newspaper and Marathi edition of Pratahkal , a Marathi language newspaper (Marathi, being the regional language of Maharashtra, where our Registered Office is situated), each with wide circulation, at least 2 (two) working days prior to the bid/ issue opening date with the relevant financial ratios calculated at the floor price and the cap price and shall be made available to the Emerge platform of National Stock Exchange of India Limited ("**NSE Emerge**", referred to as the "**Stock Exchange**") for the purpose of uploading on their website for further details kindly refer to chapter titled "*Terms of the issue*" beginning on page 227 of this Red Herring Prospectus.

5. Objects of the Issue

The details of the proceeds of the Issue are set out in the following table:

(₹ in lakhs)

Particulars	Amount
Gross Proceeds of the Issue	[●]
Less: Issue related expenses	[●]
Net Proceeds of the Issue	[●]

6. Utilization of Net Issue Proceeds

(₹ *in lacs*)

Sr. No.	Particulars	Estimated amount
1.	Prepayment or repayment of all or a portion of certain loans availed by our Company	Upto 200.00
2.	Funding of working capital requirements of our Company	Upto 840.00
3.	General corporate purposes[(1)]	[●]

[(1)]To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC.
[(2)]The amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

For further details, please see chapter titled "*Objects of the Issue*" beginning on Page No. 75 of this Red Herring Prospectus.

7. Aggregate Pre Issue Shareholding of Promoters and Promoter Group

Following are the details of the pre-Issue shareholding of Promoters:

S. No.	Particulars	No. of Equity Shares	As a % of Pre-Issue Capital	No. of Equity Shares	As a % of Post Issue Capital
Promoters					
1.	Rajesh Bhardwaj	44,98,750	49.67	44,98,750	[●]
2.	Gaurav Singhania	18,28,000	20.18	18,28,000	[●]
3.	Shruti Singhania	1,000	0.01	1,000	[●]
Total – A		**63,27,750**	**69.86**	**63,27,750**	[●]
Promoters Group					
1.	Sana Warsi	7,62,500	8.42	7,62,500	[●]
2.	Ruchi Agarwal	1,000	0.01	1,000	[●]
Total – B		**7,63,500**	**8.43**	**7,63,500**	[●]
Total – C (A+B)		**70,91,250**	**78.29**	**70,91,250**	[●]

For further details, please refer to the chapter titled "*Capital Structure*" beginning on Page No. 64 of this Red Herring Prospectus.

8. Summary of Financial Information

Following are the details as per the Restated Financial Information for the Financial Years ended on March 31, 2024, March 31, 2023 and March 31, 2022:

(₹ in lacs, except share data)

S. No.	Particulars	March 31, 2024	March 31, 2023	March 31, 2022
1.	Share Capital	87.58	76.25	76.25
2.	Net Worth	1,099.86	573.26	372.47
3.	Revenue from operations	2,663.18	2,214.75	1,160.19
4.	Profit after Tax	309.16	200.79	37.21
5.	Earnings per Share*	3.57	2.32	0.43
6.	Net Asset Value per equity share	12.56	7.52	4.88
7.	Total borrowings	543.46	413.65	29.22

** After adjustment for bonus shares issue on May 28, 2024.*

For further details, please refer to the section titled "*Financial Information*" beginning on Page No. 161 of this Red Herring Prospectus.

9. Auditor qualifications which have not been given effect to in the Restated Financial Information

The Restated Financial Information do not contain any qualifications by the Statutory Auditors.

10. Summary of Outstanding Litigation

A summary of the pending tax proceedings and other material litigations involving our Company, our Promoters and our Directors are provided below:

a) Litigations involving our Company

i) Cases filed against our Company:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	1	15.44
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

ii) *Cases filed by our Company*:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	1	Not quantifiable
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

b) Litigations involving our Directors

i) Cases filed against our Directors:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

ii) *Cases filed by our Directors*:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

c) Litigations involving our Promoters

i) Cases filed against our Promoters:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

ii) *Cases filed by our Promoters*:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

For further details, please refer to the chapter titled "*Outstanding Litigations and Material Developments*" beginning on Page No. 210 of this Red Herring Prospectus.

11. Risk Factors

Please refer to the section titled "*Risk Factors*" beginning on Page No. 27 of this Red Herring Prospectus.

12. Summary of Contingent Liabilities

Except as disclosed below, there are no contingent liabilities reported during the Financial Years ended on March 31, 2024, March 31, 2023 and March 31, 2022:

(₹ in lakhs)

Particulars	31st March, 2024	31st March, 2023	31st March, 2022
Demand of Goods & Service Tax Act for the FY 2018-19 including Interest & Penalty vide order no ZD070224069582C dated 29-02-2024	15.44	NIL	NIL

For further details, please refer to the chapter titled "*Restated Financial Statements*" beginning on Page No. 161 of this Red Herring Prospectus.

13. Summary of Related Party Transactions

As per the Restated Financial Information as at and for the Financial Years ended on March 31, 2024, March 31, 2023 and March 31, 2022, following are the details of the related party transactions of our Company:

(₹ in lakhs)

Particulars	During the Financial Years		
	2023-24	2022-23	2021-22
Remuneration paid to Directors			
Mr. Rajesh Bhardwaj	27.00	27.00	20.27
Mr. Gaurav Singhania	11.00	-	-
Mr. Kuldeep Fotedar	-	4.36	
Mr. Ashish Hasija Lalu	-	8.00	13.00
Salaries paid to Relatives of Key Managerial Personnel			
Mr. Prashant Tyagi	24.11	15.00	11.27
Ms. Sana Warsi	16.61	-	-
Mr.Ishwar Singh	3.60	3.60	2.40
Ms. Bhawna	3.60	3.60	1.80
Mr. Aarav Singhania	1.00	-	-
Purchase of Services			
Skillarthi Ventures Pvt. Ltd.	4.90	-	-
Varaa Exptech Pvt. Ltd.	25.74	8.63	-
Loans received			

Particulars	During the Financial Years		
	2023-24	2022-23	2021-22
Mr. Rajesh Bhardwaj	-	52.00	-
Mr. Prashant Tyagi	-	23.50	-
M/s Frameless Expressions Pvt. Ltd.	-	92.37	-
Loan Repaid			
Mr. Rajesh Bhardwaj	4.71	-	-
Mr. Prashant Tyagi	23.50	-	-
M/s Frameless Expressions Pvt. Ltd.	46.00	29.75	-

Outstanding Balances

Particulars			KMP
	2023-24	2022-23	2021-22
Loans received			
Mr. Rajesh Bhardwaj	47.29	52.00	-
Mr. Prashant Tyagi	-	23.50	-
M/s Frameless Expressions Pvt. Ltd.	17.62	63.62	1.00
Remuneration/Salary Payable			
Mr. Rajesh Bhardwaj	0.57	-	-
Mr. Prashant Tyagi	7.78	1.05	1.73
Mr. Gaurav Singhania	2.80	-	-
Ms. Sana Warsi	4.22	-	-
Creditors for services			
Skillarthi Ventures Pvt. Ltd.	0.98	-	-
Varaa Exptech Pvt. Ltd.	6.27	2.13	-

For further details, kindly refer the chapter titled "*Restated Financial Information*" on Page No. 161 of this Red Herring Prospectus.

14. Financials Arrangements

There are no financing arrangements whereby the Promoters, members of the Promoters Group, the Directors of our Company and their relatives, have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Red Herring Prospectus.

15. Weighted Average Price of the Equity Shares acquired by our Promoters in the last one year preceding the date of this Red Herring Prospectus

The details of the weighted average price of the Equity Shares acquired by our Promoters in the last one year preceding the date of this Red Herring Prospectus is as follows:

Name of Promoters	No. of shares acquired in last one year from the date of this Red Herring Prospectus	Weighted Average Price (in ₹)
Rajesh Bhardwaj*	40,48,875	NIL
Gaurav Singhania*	16,45,200	NIL
Shruti Singhania*	900	NIL

** Shares acquired by way of bonus shares issued out of free reserves.*

16. Average Cost of Acquisition of Equity Shares for Promoters

The average cost of acquisition of Equity Shares for the Promoters is as follows:

Name of Promoters	No. of shares held	Average Cost of Acquisition (in ₹)
Rajesh Bhardwaj	44,98,750	1.68
Gaurav Singhania	18,28,000	1.00
Shruti Singhania	1,000	1.00

17. Pre-IPO Placement

Our Company has not undertaken a pre-IPO placement.

18. Issue of equity shares made in last one year for consideration other than cash

Except as stated below, our Company has not issued shares for consideration other than cash during last one year:

Date of allotment	Number of equity shares allotted	Face Value	Issue Price	Nature of allotment	Benefit accrued to our Company	Source out of which bonus shares issued
May 28, 2024	78,82,335	10	N.A.	Bonus Issue in the ratio of 9 Bonus equity shares for every 1 equity share authorised by our Board, pursuant to a resolution passed at its meeting held on April 29, 2024,and by our Shareholders pursuant to a resolution passed at the EGM held on May 23, 2024[(1)]	Not Applicable	Bonus issued out of security premium and free Reserves.

[(1)]Bonus Issue of 78,82,335 Equity Shares of face value of ₹ 10/- each to Rajesh Bhardwaj(40,48,875); Gaurav Singhania (16,45,200); Sana Warsi (6,86,250); Ashish Lalu Hasija (3,43,125); Ideal Breweries Pvt Ltd (3,43,125); Pitam Goel (2,28,744); Prafull Kumar (1,37,250); Tushar Agarwal (83,871); Surender Singh Rajput Huf (68,625); Bandana Tyagi (68,625); Karishma Shekhar (68,625); Amit Jindal (38,151); Kuldeep Tyagi (17,154); Shivani Tyagi (17,154); Utful Kumar Tyagi (17,154); Priyanka Agarwal (7,623); Gaurav Saraf (7,623);Tarun Arora (7,623);Sagar Arora (7,623); Sumit Sharma (7,623); Kabir Rishi (7,623); Geetika Shrivastava (7,623); Chetan Kumar Agarwal (7,623); Honey Ahuja (7,623); Shruti Singhania (900); and Ruchi Agarwal (900).

19. <u>Split or consolidation of Equity Shares in the last one year</u>

There has not been a split or consolidation of Equity Shares in the last one year.

20. <u>Exemption from complying with any provisions of securities laws, if any, granted by SEBI</u>

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws.

SECTION III – RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. The risks described below are not the only ones relevant to us, our Equity Shares, the industry or the segment in which we operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may arise or may become material in the future and may also impair our business, results of operations and financial condition. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and as prospective investors, you may lose all or part of your investment. You should consult your tax, financial and legal advisors about particular consequences to you of an investment in this Issue. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors.

To obtain a complete understanding, you should read this section in conjunction with the sections "Industry Overview", "Our Business" and "Management's Discussion and Analysis of Financial Position and Results of Operations" on pages 94, 108 and 200 of this Red Herring Prospectus, respectively. The industry-related information disclosed in this section that is not otherwise publicly available is derived from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

This Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and, in the section titled "Forward-Looking Statements" on page 20 of this Red Herring Prospectus.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context requires otherwise, the financial information of our Company has been derived from the Restated Financial Information.

Materiality:

The Risk Factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality of Risk Factors:

- *Some events may not be material individually but may be found material collectively;*
- *Some events may have material impact qualitatively instead of quantitatively; and*
- *Some events may not be material at present but may have a material impact in future.*

The financial and other related implications of risks concerned, whether quantifiable have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.

In this Red Herring Prospectus, any discrepancies in any table between total and sums of the amount listed are due to rounding off.

In this section, unless the context requires otherwise, any reference to "we", "us" or "our" refers to Thinking Hats Entertainment Solutions Limited.

The risk factors are classified as under for the sake of better clarity and increased understanding.

INTERNAL RISK FACTORS

BUSINESS RELATED RISKS

1. ***We significantly rely on event management division for a significant amount of revenue, and any interruption or reduction in the customers in the said division may adversely affect our business and results of operations.***

Our Company is a concept development, event design and production company that specializes in live events, corporate, MICE (Meetings, Incentives, Conferences and Exhibitions), social and virtual events to an OTT content production and experiential marketing. While we have a diversified service portfolio, we are highly dependent upon our event management division for our revenue from operations. The table below sets forth a break-up of the segment wise revenue earned by our Company during the preceding three Fiscals ended 2024, 2023 and 2022:

Segments	March 31, 2024		March 31, 2023		March 31, 2022	
	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue
Revenue from Event Management	1,485.82	56.66%	1,432.88	64.70%	580.86	50.07%
Revenue from Retail Visual Merchandise Business	936.73	35.71%	752.37	33.97%	379.33	32.70%
Revenue from Movie and OTT	200.00	7.63%	29.50	1.33%	200.00	17.23%
Total	2,622.55	100.00%	2,214.75	100.00%	1,160.19	100.00%

As part of our event management division, our Company designs, plans, oversees and executes events such as, brand launch, iconic music concerts or large-scale tradeshows. In the past, we have organised the following types of events:

- Corporate Events and MICE
- Sports Events
- Annual Meets
- Conferences
- Youth Events
- Music Festivals
- Food Festivals
- Cultural Festivals

In the event, there takes place a shift of practice, wherein our customers implement an internal event management team to reduce their dependence on third parties, it may have an adverse impact on our business and results of operations. It may also happen that our competitors are able to improve the efficiency of their services and thereby offer their similar or high quality services at competitive prices. While the aforementioned events have not materially occurred in the past, however upon occurrence of any such events, our Company may be unable to adequately react to such developments which may affect our revenues and profitability.

Our future success depends in part on our ability to reduce our dependence on our event management division by increasing exposure towards our other business segments. Any failure to successfully offer our existing services or diversify our service portfolio could adversely affect our business, financial condition, cash flows and results of operations. Our business, growth prospects and financial performance largely depends on our ability to attract new clients, retain our existing clients and effectively implement our diversification and expansion strategies. We cannot assure you that we will be able to achieve the same in a timely and effective manner, on the occurrence of such an event, our business, results of operations and financial condition will be materially and adversely affected.

2. ***We are exposed to claims from inadequate performance and defects that may affect the events managed by us and which may have an adverse effect on our business, financial conditions and results of operations.***

Our Company is engaged in the business of designing, planning, overseeing and executing events such as, brand launch, iconic music concerts or large-scale tradeshows. All these events managed by our Company are subject to performance of our service within the stipulated period and utmost quality in terms of concepts and designing. If we fail to deliver or perform our services under the stipulated period, we may be subjected to penalty, deduction in payment or even debarred for future assignments. We may further be subject to claims resulting from inadequate performance and defects arising from procurement and/or management services provided by us. Further, under each

events there are multiple activities to be undertaken and some of these activities are performed by third parties appointed by us. In case of any defect in the services by these third parties we may be held liable for the same. Actual or claimed defects in the quality of service could give rise to claims, liabilities, costs and expenses, relating to loss of life, personal injury, damage to property, which may have an adversely affect our results of operations.

3. ***Our business is subject to occasional/ seasonal fluctuations that may affect our cash flows and business operations.***

Our Company is engaged in the business of event management. Most of these events and festivals are undertaken during certain specific period each year. Thus, we are subject to the seasonality of business with regards to the date and timing of the events undertaken by our customers. Further, the business of our Company involves events like brand launch, iconic music concerts or large-scale tradeshows, which may be affected by seasonal factors that may restrict our ability to carry on activities related to these events. Extreme weather conditions like heavy or sustained rainfalls or other extreme wind conditions such as cyclones could result in delays or disruptions to our operations during the critical periods of our events. During periods of curtailed activity due to adverse weather conditions or any other reason, we may continue to incur operating expenses. Also, adverse seasonal developments may also require the evacuation of personnel, suspension or curtailment of operations, resulting in damage to equipment or personnel at the event site. Any such fluctuations may adversely affect our total income, cash flows, results of operations and financial conditions. Further, our revenue from operations are derived primarily from event management division. Any reduction in the number of events managed by us on account of seasonal conditions, periodicity of festivals, *etc*. could affect our results and cash flows, which can fluctuate materially from period to period depending on the timing of events and cannot be compared.

4. ***We depend on our long term customers for a significant portion of our revenue, and any decrease in revenues or sales from any one of such key customers may adversely affect our business and results of operations.***

Our Company is a concept development, event design and production company that specializes in live events, corporate, MICE (Meetings, Incentives, Conferences and Exhibitions), social and virtual events to an OTT content production and experiential marketing. We are dependent upon our long term customers, some of whom have been associated with our Company since incorporation. As part of our business model, we offer a mix of our existing offerings to our customers, which helps us improve volumes of our offerings and achieve overall efficiencies. The revenue from our top five and top ten customers during the preceding three Fiscals ended 2024, 2023 and 2022 is as under:

(₹ in lakhs)

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Top 5 customers	1,697.90	63.75%	1,845.74	83.34%	1,069.26	92.16%
Top 10 customers	2,100.37	78.87%	2,094.66	94.58%	1,132.96	97.65%

Further, any decrease in the demand for our offerings from our long term customers, or a termination of our arrangements altogether, would adversely impact our results of operations, financial condition and cash flow. These customers may change their outsourcing strategy by moving more work in-house, replace us with our competitors. Also, these customers may demand price reductions and there is no assurance that we will be able to offset any reduction of prices to these customers with reductions in our costs or by acquiring new customers. The loss of one or more of these significant or key customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. We cannot assure you that we will be able to maintain historic levels of business or that we will be able to significantly reduce customer concentration in the future.

5. ***We typically do not have firm commitment with our customers. If our customers choose not to source their requirements from us, there may be a material adverse effect on our business, financial condition, cash flows and results of operations.***

While we have long term relationships with our customers, we typically do not enter into long term agreements with our customers and the success of our business is accordingly significantly dependent on us maintaining good relationships with our customers. We generally rely on purchase orders issued by our customers from time to time that set out the price of our offerings. Due to the absence of long term agreements with our customers, the actual sale of services by our Company may differ from the estimates of our management. The loss of one or more of these significant or key customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. We cannot assure you that we will be

able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future. In the absence of formal agreements, if our customers arbitrarily terminate work orders or fail to make payment towards the services offered by us, we may not be in a position to claim compensation. We cannot assure you that such customers shall fulfil their obligations under such arrangements entirely, or at all, shall not breach certain terms of their arrangements with us, including with respect to payment obligations or shall not choose to terminate their arrangements with our Company. In the absence of formal arrangements, the ability of our Company to litigate our customer on account of termination of arrangements or non-adherence of terms of arrangements may be curtailed. We cannot assure you that such instances will not occur in the future and will not adversely affect our business, results of operations and financial condition.

6. ***We operate in limited geographies for a significant portion of our revenue and also depends on limited number of customers for our revenue from operations. Projects in new geographies may not be as profitable as in existing geographies.***

Our operations are based out of limited region like Andhra Pradesh, Delhi, Gujarat, Haryana, Karnataka, Kerala, Maharashtra, Telangana, Uttar Pradesh, Uttarakhand, Punjab, Tamil Nadu and Assam. Exposure to projects in new geographies may not be as profitable as our current geographies.

The table below sets forth a break-up of the revenue earned by our Company across various domestic states during the preceding three Fiscals ended 2024, 2023 and 2022:

(₹ in lakhs)

	2024		2023		2022	
State	**Value**	**%**	**Value**	**%**	**Value**	**%**
Andhra Pradesh	37.71	1.45%	-	-	-	-
Delhi	537.61	20.66%	457.30	20.65%	127.25	13.25%
Gujarat	261.04	10.03%	108.10	4.88%	45.62	4.75%
Haryana	106.57	4.10%	708.80	32.00%	453.27	47.21%
Karnataka	145.28	5.58%	102.54	4.63%	25.23	2.63%
Kerala	61.90	2.38%	60.64	2.74%	17.75	1.85%
Maharashtra	868.72	33.39%	290.93	13.14%	81.56	8.49%
Telangana	69.34	2.67%	39.02	1.76%	36.02	3.75%
Uttar Pradesh	143.29	5.51%	215.73	9.74%	37.34	3.89%
Uttarakhand	89.91	3.46%	-	-	-	-
Punjab	-	0.00%	27.47	1.24%	-	-
Tamil Nadu	-	0.00%	40.78	1.84%	32.42	3.38%
Assam	-	0.00%	-	-	25.68	2.67%
Others	280.41	10.78%	163.44	7.38%	78.04	8.13%
Total	**2,601.78**	**100.00%**	**2,214.75**	**100.00%**	**960.19**	**100.00%**

Our geographic concentration may have a have a material adverse effect on our business, results of operations and financial condition. Further, we derive a significant portion of our revenue from a limited number of customers. For instance, in our event management business we have derived our total revenue from operations from 15-20 different customers for the year ended March 31, 2024. As our business is currently concentrated to a selected number of geographies, any adverse development with such customer, including as a result of a dispute with such major customers, may result in us experiencing significant reduction in our cash flows and liquidity. If our customers are able to fulfil their requirements through any of our existing or new competitors, with better services and / or cheaper cost, we may lose significant portion of our business.

7. ***Our operations are subject to risks of mishaps or accidents that could cause damage or loss to life and property and could also result in loss or slowdown in our business.***

Our business operations are subject to operating risks, including fatal accidents, mishaps failure of equipment, power supply issues, labour disputes, natural disasters or other force majeure conditions which are beyond our control. The occurrence of any of these factors could significantly affect our results of operations and financial condition. Long periods of business disruption could result in a loss of customers. Although we take precautions to minimize the risk of any significant operational problems at our event sites, but there can be no assurance that we will not face such

disruptions in the future. During the event, we may be exposed to various risks which we may not be able to foresee or may not have adequate insurance coverage. Further, in addition to the above, any such fatal accident or incident causing damage or loss to life and property, even if we are fully insured or held not to be liable, could negatively affect our reputation, thereby making it more difficult for us to conduct our business operations effectively, and could significantly affect our future orders and affect our results of operations.

8. ***Our business is dependent on third party vendors for activities related to the event like décor & production, lighting, and other equipment, other services & facilities etc. Non-availability of such vendor may adversely affect our business and results of operations.***

   Our Company is engaged in the business of designing, planning, overseeing and executing events such as, brand launch, iconic music concerts or large-scale tradeshows. Activities related to the event like décor & production, lighting, and other equipment, other services & facilities etc. are outsourced third party vendors who undertake the process related to transportation of the resources and equipment to the venue. Non-availability of such third-party vendors could adversely affect logistics movement. Further, any price volatility of these vendors and our inability to adjust to the same could adversely affect results of our operations and profitability. It may also happen that we may have to reduce our revenue share on account of such price volatility which impact our cash flows and revenue from operations.

9. ***If we are not able to obtain, renew or maintain our statutory and regulatory licenses, registrations and approvals required to operate our business, it may have a material adverse effect on our business, results of operations and financial condition.***

   We require certain statutory and regulatory licenses, registrations and approvals to operate our business some of which are granted for a fixed period of time and need to be renewed from time to time. Further, in future, we may also be required to obtain new licenses, registrations and approvals for any proposed operations, including any expansion of existing operations. There can be no assurance that the relevant authorities will renew such licenses, registrations and approvals in a timely manner or at all. For instance, we are yet to apply for trade license and professional tax registration certificate for our branch office situated in Mumbai. We cannot assure you that once applied we shall receive the license in a timely manner or at all. We also cannot assure you that the applicable authorities shall not take adverse actions against us for delayed application for the aforementioned approvals.

   Further, these licenses, registrations and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant licenses, approvals and registrations. We may be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. Further, our Company will be responsible for bearing any and all liabilities arising out of this non-compliance. If we are unable to renew, maintain or obtain the required registrations or approvals, it may result in the interruption of our operations and may have a material adverse effect on our revenues and operations. Failure by our Company to renew, maintain or obtain the required licenses or approvals, or cancellation, suspension, or revocation of any of the licenses, approvals and registrations may result in the interruption of our Company‘s operations and may have a material adverse effect on our business. For further details on the licenses obtained by our Company and licenses for which renewal applications have been made, kindly refer the chapter titled "*Government and Other Approvals*" beginning on page 215 of this Red Herring Prospectus.

10. ***In addition to our existing indebtedness for our existing operations, we may incur further indebtedness during the course of business. We cannot assure that we would be able to service our existing and/ or additional indebtedness.***

    As on March 31, 2024 our Company's total borrowings are ₹ 543.46 lacs. In addition to the indebtedness for our existing operations, we may incur further indebtedness during the course of our business. We cannot assure you that we will be able to obtain further loans at favorable terms. Increased borrowings, if any, may adversely affect our debt-equity ratio and our ability to borrow at competitive rates. In addition, we cannot assure you that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under-budget our working capital requirements, which may lead to delays in arranging additional working capital requirements, loss of reputation, levy of liquidated damages and can cause an adverse effect on our cash flows.

    Any failure to service our indebtedness or otherwise perform our obligations under our financing agreements entered with our lenders or which may be entered into by our Company, could trigger cross default provisions, penalties, acceleration of repayment of amounts due under such facilities which may cause an adverse effect on our business,

financial condition and results of operations. For details of our indebtedness, please refer to the chapter titled — "*Financial Indebtedness*" on page 198 of this Red Herring Prospectus.

11. ***Our business is dependent upon the taste and preferences of the audience. Any shift in consumer taste and preference will have a negative impact on our business.***

    The entertainment industry is prone to unforeseen shifts in tastes and preferences of audiences, which can significantly impact our Company's operations. Production of content/Serials to various Indian and Indian subcontinent TV Channels and digital platforms, demand for which depends substantially on consumer tastes or preferences that often change in unpredictable ways. This unpredictability makes it crucial for us to consistently produce entertainment that meets the dynamic and evolving tastes of the broad consumer market within Indian and Indian sub-continent. The popularity and economic success of our TV series, web series and other digital content depends on many factors including general public tastes, key talent involved, the promotion and marketing of the serials, the quality and acceptance of other competing programs released into, general economic conditions, the genre and specific subject matter of the film and other tangible & intangible factors, all of which can change, are factors that we cannot predict with certainty and which may be beyond our control. If we are unable to produce the content that appeal to audiences or to accurately judge audience acceptance of content, the commercial success of such serials will be in doubt, which could result in costs exceeding revenues generated or anticipated profits not being realized, which could have a material adverse effect on our business, prospects, financial condition and results of operations.

12. ***Our Company relies on OTT platforms, directors and script writers for our shows. Any delay in delivery of services or payment from these intermediaries may significantly affect our revenues and profitability.***

    Our Company has in the past produced two web series for OTT platforms i.e., "*Aapkey Kamrey Me Koi Rehta Hai*" and "*Kathmandu Connection 2*", and one Bengali Movie "*Onek Diner Pore*". Apart from movies and OTT web series, we also make short films for YouTube content and corporate event movies. In respect of our digital content segment, we are dependent upon OTT platforms for hosting and playing our webseries or shows. We are also dependent on directors and script writers for executing our ideas in respect of our digital content. In the event, the OTT platforms refuse to host our content or delay our payment, it could have a significant impact on our revenues and profitability. In such cases, we may face difficulties in meeting our financial obligations and funding future productions. Further, any delay in delivery of final content from directors and script writers could delay our digital ventures and could also have an impact on our delivery timelines fixed with OTT platforms. If we are unable to manage our relationship with third parties, we may not be able to recover costs of our investments and eventually achieve profitability, and our future results of operations and growth prospects may be materially and adversely affected.

13. ***Risk of uncertainty in the intellectual property right based business model.***

    One of the key risks associated in our intellectual property right based business model is the high investment made by our Company in producing "*original content*" without any agreement or contract in place and without the involvement of client. This exposes us to the uncertainty of whether the content or series will be successful and generate a substantial amount of revenue. There is a risk that the content may not receive the anticipated level of consumer acceptance, leading to lower revenue than projected, or may not achieve the expected return on investment. This could result in significant losses for our company and adversely impact our financial performance. For further information, please refer to the chapter titled "*Our Business*" on page 108 of this Red Herring Prospectus.

14. ***We are dependent upon key suppliers for execution of our jobs and any disruption in their supply could disrupt our business and adversely affect our financial results.***

    For financial year ending March 31, 2024, our top 10 suppliers have accounted approximately 39.57% of our total purchases / services. We engage various suppliers on either pre- agreed rates or flexible rates linked to the prevailing market benchmark. However, we do not enter into any long-term agreements with our suppliers and our arrangements with them are on short-term and spot basis. Hence, there is no assurance that in future also we will be able to source our products / services on timely basis and execute our job on time or find alternative resources to source our products. Further, if we are unable to source our products / services at commercially acceptable prices, or at all, it may affect our ability to fulfill our supply commitments, or to fulfill them in an economical manner, which will have an adverse effect on our business, financial condition and results of operations.

15. ***There have been instances of delays in payment of statutory dues, i.e. GST by the Company. In case of any delay in payment of statutory due in future by our Company, the Regulatory Authorities may impose monetary penalties on us or take certain punitive actions against our Company in relation to the same which may have adverse impact***

on our business, financial condition and results of operations.

In the past, there have been certain instances of delays in payment of statutory dues, i.e. GST, by the Company. The details of the delay caused in payment of statutory dues have been provided below:

GST:

Month	Due Date of filing	Date of Filing Return	Delay Period
August,2023	20-09-2023	07-10-2023	17
October,2023	20-11-2023	04-12-2023	14
December,2023	20-01-2024	30-01-2024	10
January,2024	20-02-2024	03-03-2024	12
February,2024	20-03-2024	23-03-2024	3
May,2023	20-06-2023	07-07-2023	17
September,2023	20-10-2023	25-10-2023	5
December,2023	20-01-2024	07-02-2024	18
January,2024	20-02-2024	03-03-2024	12
March,2024	20-04-2024	30-04-2024	10

The delays in GST payment has occurred due to delay in reconciliation of accounts with customers, delay is bill settlement and receipt of payment. Also, sometimes these delays were also due to administrative and technical issues on the portal during these periods.

Our Company has already made provisions in the financials of the Company for such delay payments. It cannot be assured, that there will not be such instances in the future or our Company will not commit any further delays or defaults in relation to payment of statutory dues. The happening of such event may cause imposition of fine / penalty which may have adverse effect on the results of our operations and financial position.

16. ***There have been instances of delays in filings of certain forms which were required to be filed as per the reporting requirements under the Companies Act, 2013 to RoC.***

In the past, there have been certain instances of delays in filing statutory forms which have been subsequently filed by payment of an additional fee as specified by RoC. The details of such forms have been provided below:

Form Type	Due Date of Filling	Actual Date of Filling
MGT-7 - Annual Return	29-11-2018	22-12-2018
AOC-4 - Financial Statement	30-12-2021	13-02-2022
MGT-7A - Annual Return	29-01-2022	25-03-2022
AOC-4 - Financial Statement	30-10-2022	27-11-2022
ADT-1 - Auditors appointment	21-05-2023	25-08-2023
ADT-1 - Auditors appointment	19-09-2023	19-12-2023
AOC-4 - Financial Statement	04-10-2023	19-12-2023
MGT-7 - Annual Return	03-11-2023	19-12-2023
ADT-1 - Auditors appointment	08-05-2024	06-07-2024

No show cause notice in respect to the above has been received by our Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instances in the future or our Company will not commit any further delays in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our results of operations and financial position.

17. ***Our third-party suppliers, on whom we rely for the production of a significant proportion of our products, may fail to deliver products of sufficient quality or in a timely manner, which could adversely affect our reputation, net sales and profitability.***

In addition to event management and digital content curation, we are engaged in the business of creating bespoke interior designs tailored to each client's brand identity and target audience under our Retail visual Merchandising. We create captivating environments that seamlessly blend aesthetics with functionality, ensuring an immersive experience for shoppers. We provide these services to leading fashion brands by enhancing the functionality of their brick and mortar stores to increase customer experience. Our interior designing products are procured from third party

manufacturers and we constantly evaluate new suppliers. We conduct substantial investigations into our potential third-party suppliers, including on-site visits, to ensure that they meet our quality, cost, lead time, capacity and social compliance requirements, and once we have enlisted the services of a particular supplier, through various levels of oversight we monitor the quality of such supplier's work and aim to ensure not only that such supplier completes its project(s) on time but also that the finished products match the approved sample. However, there can be no assurance that our suppliers will be able to deliver, in a timely and cost-effective manner, products that meet our quality standards, which could result in damage to our customer relationships, lost sales and reduced market share and, consequently, could have an adverse effect on our net sales and profitability.

18. ***Our Retail visual Merchandising business derives a major portion of its revenue from leading brands. The loss of a major customer or a significant reduction and sales of, or demand for our products from our major customers, may adversely affect our business, financial condition.***

A majority of our income from operations in the Retail virtual Merchandising business is from sale of services to leading fashion brands. We cannot assure that we can maintain the historical levels of orders from such leading brands or that we will be able to find new customers in case we lose any of them. Further, major events affecting our customers, such as adverse market conditions, regulatory changes, adverse cash flows, change of management, mergers and acquisitions by customers could adversely affect our business. If any of our customers become bankrupt or insolvent, we may lose some or all of our business from that customer and our receivables from that customer may have to be written off, thus impacting our cash flows and financial condition.

19. ***The industries in which we operate, are labour intensive and our operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees or any other kind of disputes with our employees.***

The industries in which we operate being labour intensive depends on labour force for carrying out its activity. Although we have not experienced any labour unrest, we cannot assure you that we will not experience disruptions in work due to disputes or other problems with our work force, which may adversely affect our ability to continue our business operations. Any labour unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. These actions are impossible for us to predict or control and any such event could adversely affect our business, results of operations and financial condition.

20. ***As part of our growth strategy, we intend to expand our business operations to geographical areas in which we have limited operation history. We cannot assure you that our expansion plans will be profitable or that such expansion will not adversely affect our business, results of operations and financial condition.***

Our Company is a concept development, event design and production company that specializes in live events, corporate, MICE (Meetings, Incentives, Conferences and Exhibitions), social and virtual events to an OTT content production and experiential marketing. Our operations are based out of limited region like Andhra Pradesh, Delhi, Gujarat, Haryana, Karnataka, Kerala, Maharashtra, Telangana, Uttar Pradesh, Uttarakhand, Punjab, Tamil Nadu and Assam. Exposure to projects in new geographies may not be as profitable as our current geographies. We intend to substantially expand our operations at a Pan India basis and reach out to growing industries domestically. Our limited operating history in unchartered markets and evolving business could make it difficult to evaluate our future prospects and the risks and challenges we may encounter. These risks and challenges include our ability to:

- accurately forecast our revenue and plan our expenses;
- retain and expand relationships with local customers;
- successfully introduce new offerings and services in new jurisdictions;
- successfully compete with local competitors;
- maintain and enhance the value of our reputation and brand;
- maintain and expand our relationships with partners in new markets;
- successfully execute on our sales and marketing strategies;
- adapt to the ways consumers interact with technology in different markets;
- hire, integrate, and retain talented technology, sales, customer service, and other personnel; and
- effectively manage rapid growth in our personnel and operations.

If we fail to address the risks and difficulties that we face, including those associated with the challenges listed above, our business, financial condition, and results of operations could be adversely affected. Further, because we have a limited historical financial data with respect to operations in new markets and since, operate in a rapidly evolving

market, any predictions about our future revenue and expenses may not be as accurate as they would be if we had a longer operating history or operated in a more predictable market. If our assumptions regarding the risks and uncertainties, which we use to plan and operate our business in foreign markets, are incorrect or change, or if we do not address these risks successfully, our results of operations could differ materially from our expectations.

21. ***The commercial success of our services depends to a large extent on the success of the success of our end use customers. If there is any downturn in the industries in which our customers operate, it could have a material adverse effect on our business, financial condition and results of operations.***

Our Company is a concept development, event design and production company that specializes in live events, corporate, MICE (Meetings, Incentives, Conferences and Exhibitions), social and virtual events to an OTT content production and experiential marketing. Our Company is significantly dependent on our customers engaged in diverse industries who approach us and engage our services for managing their personal or corporate events. The demand of our services is directly proportional to the demand of the products and/services of our customers and the success of their respective industries. Therefore the commercial success of our business is highly dependent on the commercial viability and success of our customers. Any downturn in the industries or the demand of the products or services of our customers, could have a direct impact on the demand of our services and our business operations. Any disturbance in the industry in which our customers operate could adversely impact our business due to our high dependence on our customers. Alternatively, in the event our customers are able to internalise their event management operations in relation to the services provided by our Company, or if our customers are able to find a cheaper alternative for our services, it may conversely result in a reduction in the demand of our services and have a material adverse effect on our business, financial condition and results of operations.

22. ***Our Company has issued Equity Shares in the last one year at a price which is lower that the Issue Price.***

We have issued Equity Shares in the preceding one year at a price which is lower than the Issue Price. The details of the Equity Shares have been provided below:

Date of Allotment	No. of Equity Shares	Face value (₹)	Issue Price (₹)	Nature of consideration	Nature of Allotment
June 7, 2024	3,00,000	10	25.00	Cash	Private Placement[(3)]

[(1)] *Preferential Allotment of Equity Shares 3,00,000 of face value of ₹ 10/- each to Shweta Sethi (20,000); Prerna Agency Pvt Ltd (60,000); Azhar Salim (4,000); Giriraj Stock Broking Private Limited (1,28,000); Yogita Agarwal (10,000); Shahina Shafaque (10,000); Namrata Surana (26,000); Ramesh Agarwal (22,000); Ranju Patawari (8,000); Chanda Gupta (8,000) and Sneh Singhania (4,000).*

We cannot assure you that any issuance of Equity Shares made by our Company post completion of this Issue will be above the Offer Price or the prevailing market price of our Equity Shares. For further details, please see "*Capital Structure*" on page 64.

23. ***Failures in IT systems and infrastructure supporting our system and operations could significantly disrupt our operations and have a material adverse effect on our business, results of operations, cash flows and financial condition.***

Our business relies on the continued and uninterrupted performance of our technology infrastructures. The success of our businesses depends on part upon our ability to effectively deploy, implement and use information technology systems and advanced technology initiatives in a cost effective and timely basis. We recognize that Artificial Intelligence (AI), Augmented Reality (AR), Visual Reality (VR), photos, content licencing including music & videos, amination and others are key growth areas, and we are committed to expanding our business in these areas. Our computer networks may be vulnerable to unauthorised access, computer hacking, computer viruses, worms, malicious applications and other security problems caused by unauthorised access to, or improper use of, systems by our employ subcontractors or third-party vendors. Any systems failure or security breach or lapse on our part or on the part of our employees and other ecosystem participants that results in the release of user data could harm our operations and have a material adverse effect on our business, results of operations, cash flows and financial condition.

24. ***There can be no assurance that the objects of the Issue will be achieved within the time frame anticipated or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment. Further, the plan for deployment of the Net Proceeds has not been appraised by any bank or financial institution.***

Our Company intends to use approximately ₹ 1,100 lakhs of the Net Proceeds towards (i) prepayment or repayment of all or a portion of certain loans availed by our Company; and (ii) funding of working capital requirements of our Company. Our Board will have flexibility in temporarily investing the Net Proceeds as well as its inter se allocation across various heads, as disclosed in the section titled "*Objects of the Issue*" on page 75. Further, the plans for deployment of the Net Proceeds are in accordance with our management's estimates and have not been appraised by any bank, financial institution or any other external agency. Our Company may have to revise its management estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, and interest or exchange rate fluctuations and consequently its requirements may change.

In case of any shortfall of the proceeds raised from this Issue, there can be no assurance that we will be able to raise the funds through other sources to meet our obligations of meeting equity contribution for our proposed unit. In case of shortfall in the proceeds of this Issue which are to be utilized for meeting the objects of the Issue, the shortfall will be met by such means as are available to our Company at such future time and at the discretion of the management, including by way of cash available with us or by any other means permissible under law. We cannot assure that we will be able to arrange for adequate cash or will be able to procure further loans to meet the funding requirements. Any failure to meet the additional funding requirements will have a material adverse effect on the implementation of the proposed unit.

We may also be required to adhere to certain restrictive covenants as regards raising of finance for the unit from means other than those sanctioned under our present financing documents. Any failure or delay on our part to raise funds from the Issue or any shortfall in the Issue proceeds and subsequent inability of our Company to source alternate means of finance may delay the implementation of our project and could adversely affect our growth plans.

25. We have certain contingent liabilities and our financial condition and profitability may be adversely affected if any of these contingent liabilities materialize

The details of our contingent liabilities are as follows:

(₹ in lakhs)

Particulars	31st March, 2024	31st March, 2023	31st March, 2022
Demand of Goods & Service Tax Act for the FY 2018-19 including Interest & Penalty vide order no ZD070224069582C dated 29-02-2024	15.44	NIL	NIL

If any of these contingent liabilities materialize, our results of operations and financial condition may be adversely affected. For further details of our contingent liabilities, see the chapter titled "*Financial Statements*" beginning on page 161 of this Red Herring Prospectus. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the future.

26. Our business and prospects may be adversely affected if we are unable to maintain and grow the image of our brand.

Our Company has created a brand presence with our brand, namely, '*Thinking Hats'*. We market our services under our brand, which we believe are well recognized, have been developed to cater to customers and have contributed to the success of our business in the market for excipients. We believe our brand's image serve in attracting customers to our offerings in preference over those of our competitors. Maintaining and enhancing the recognition and reputation of these brands is critical to our business and competitiveness. Many factors, some of which are beyond our control, are important for maintaining and enhancing our brands, including maintaining or improving customer satisfaction and the popularity of our service offerings and increasing brand awareness through brand building initiatives. If we fail to maintain our reputation, enhance our brand recognition or increase positive awareness of our services, our business and prospects may be adversely affected.

27. There are outstanding litigations involving our Company which, if determined adversely, may affect our business and financial condition.

As on the date of this Red Herring Prospectus, our Company is involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and/or severally from us and/or other parties, as the case may be. We cannot assure you that these legal proceedings will be decided in favour of our Company or that no further liability will arise out of these proceedings. We may incur

significant expenses in such legal proceedings and we may have to make provisions in our financial statements, which could increase our expenses and liabilities. Any adverse decision may adversely affect our business, results of operations and financial condition.

A summary of the pending litigations involving our Company is provided below:

iii) Cases filed against our Company:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	1	15.44
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

iv) *Cases filed by our Company*:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	1	Not quantifiable
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

For further details, please refer to the chapter titled "*Outstanding Litigations and Material Developments*" beginning on Page No. 210 of this Red Herring Prospectus.

28. Any delays and/or defaults in payments could result in increase of working capital investment and/or reduction of our Company's profits, thereby affecting our operation and financial condition.

We are exposed to payment delays and/or defaults by our customers. Our financial position and financial performance are dependent on the creditworthiness of our customers. Such delays in payments may require our Company to make a working capital investment. We cannot assure you that payments from all or any of our customers will be received in a timely manner or to that extent will be received at all. If a customer defaults in making its payments on an order on which our Company has devoted significant resources, or if an order in which our Company has invested significant resources is delayed, cancelled or does not proceed to completion, it could have a material adverse effect on our Company's results of operations and financial condition. There is no guarantee on the timeliness of all or any part of our customers' payments and whether they will be able to fulfil their obligations, which may arise from their financial difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur, our financial performance and our operating cash flows may be adversely affected.

29. Our Company requires significant amount of working capital for a continuing growth. Our inability to meet our working capital requirements may adversely affect our results of operations.

Our business requires a significant amount of working capital. In the event, we are unable to source the required amount of working capital for addressing an increased demand of our services, we might not be able to efficiently satisfy the demand of our customers. Even if we are able to source the required amount of funds, we cannot assure you that such funds would be sufficient to meet our cost estimates and that any increase in the expenses will not affect the price of our services.

On the basis of the existing working capital requirement of our Company, please see below the details of our working capital requirements in the preceding three years:

(*₹ in Lakhs*)

S. No.	Particulars	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024
		(Actual-Restated)	*(Actual-Restated)*	*(Actual-Restated)*
(A)	**Current assets**			
(a)	Inventories	-	-	-
(b)	Trade receivables	311.35	605.56	988.50
(c)	Other Current Assets	48.12	35.46	173.87
	Total current assets (A)	**359.47**	**641.02**	**1,162.38**

S. No.	Particulars	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024
		(Actual-Restated)	*(Actual-Restated)*	*(Actual-Restated)*
(B)	**Current liabilities**			
(a)	Trade payables	188.87	351.64	411.18
(b)	Provisions, other current liabilities and current tax liabilities (net)	47.10	115.08	337.67
	Total current liabilities (B)	**235.97**	**466.72**	**748.85**
(C)	**Total working capital requirements (C = A – B)**	**123.50**	**174.29**	**413.53**
(D)	**Funding pattern**			
	Borrowings from banks, financial institutions and non-banking financial companies (including bill discounting) and/or internal accruals	123.50	174.29	413.53
	Total	**123.50**	**174.29**	**413.53**

Note: Pursuant to the certificate dated June 10, 2024 issued by the Statutory Auditor.
Our Company shall also fund the incremental working capital requirements by availing loan facilities.

Further, one of the objects of this Issue include funding of working capital requirements of our Company, which is based on management estimates and certain assumptions. For more information in relation to such management estimates and assumptions, please see "*Objects of the Issue*" on page 75. Our working capital requirements may be subject to change due to factors beyond our control including force majeure conditions, an increase in defaults by our customers, non-availability of funding from banks or financial institutions. Accordingly, such working capital requirements may not be indicative of the actual requirements of our Company in the future and investors are advised to not place undue reliance on such estimates of future working capital requirements.

Any delay in processing our payments by our customers may increase our working capital requirement. Further, if a customer defaults in making payments on the services, on which we have devoted significant resources, it could affect our profitability and liquidity and decrease the capital reserves that are otherwise available for other uses. We may file a claim for compensation of the loss that we incurred pursuant to such defaults but settlement of disputes generally takes time and financial and other resources, and the outcome is often uncertain. In general, we take provisions for bad debts, including those arising from such defaults based primarily on ageing and other factors such as special circumstances relating to special customers. There can be no assurance that such payments will be remitted by our clients to us on a timely basis or that we will be able to effectively manage the level of bad debt arising from defaults. We may also have large cash outflows, including among others, losses resulting from environmental liabilities, litigation costs, adverse political conditions, foreign exchange risks and liability claims.

All of these factors may result in increase in the amount of receivables and short-term borrowings. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. Any issuance of equity, on the other hand, could result in a dilution of your shareholding. Accordingly, continued increases in our working capital requirements may have an adverse effect on our financial condition and results of operations.

30. Our Company proposes to utilize part of the Net Proceeds for repayment or pre-payment, in full or in part, of all or certain secured and unsecured borrowings availed by our Company and accordingly, the utilization of that portion of the Net Proceeds will not result in creation of any tangible assets.

Our Company intends to utilise a part of the Net Proceeds for repayment or pre-payment, in full or in part, of all or certain secured and unsecured borrowings availed by our Company. The details of the loans identified to be repaid or prepaid using the Net Proceeds have been disclosed below:

(*₹ in Lakhs*)

S. No.	Name of Lender	Nature of Borrowings	Interest rate (%) P.A	Repayment Terms	Prepayment penalties, if any	Amount Outstanding as on 31-05-2024	Purpose for which the loan was sanctioned
1	HDFC Bank Limited	Cash Credit	Upto 2.40 Cr 9.5% Next 2.00Cr @10%	On Demand	As applicable	417.19	Working Capital

S. No.	Name of Lender	Nature of Borrowings	Interest rate (%) P.A	Repayment Terms	Prepayment penalties, if any	Amount Outstanding as on 31-05-2024	Purpose for which the loan was sanctioned
2	Tata Capital Financial Services Limited	Over draft facility	16.50%	36 Months	As applicable	50.10	General business purpose
3	Aditya Birla Fincorp Ltd	Term Loan	16.50%	36 Months	As applicable	20.60	General business purpose
4	Bajaj Finance Ltd.	Business Loan	17.75%	60 Months	As applicable	26.13	General business purpose
5	Fullertron India Credit Co.	Business Loan	16.50%	25 Months	As applicable	8.51	General business purpose
						522.53	

While we believe that utilization of Net Proceeds for repayment of secured loans would help us to reduce our cost of debt and enable the utilization of our funds for further investment in business growth and expansion, the pre-payment of loans will not result in the creation of any tangible assets for our Company.

31. ***We operate in a competitive business environment and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows.***

The industries in which we operate are competitive with both organized and unorganized markets. However, we are required to compete both in the domestic and international markets. We may be unable to compete with the prices and services offered by our competitors. We may have to compete with new players in India and abroad who enter the market and are able to offer competing services. Our competitors may have access to greater financial, research and development, marketing, distribution and other resources and more experience in obtaining the relevant regulatory approvals. Increasing competition may result in pricing pressures and decreasing profit margins or loss of market share or failure to improve our market position, any of which could substantially harm our business and results of operations. We cannot assure you that we will be able to compete with our existing as well as future competitors as well as the prices and payment terms of our services. Our failure to successfully face existing and future competitors may have an adverse impact on our business, growth and development.

Further, some of our competitors may be larger than we are or develop alliances to compete against us and may have greater resources, market presence and geographic reach and have services with better brand recognition than ours. As a result, our competitors may be able to withstand industry downturns better than us or provide customers with services at more competitive prices. Some of our international competitors may be able to capitalize on their overseas experience to compete in the Indian market. Consequently, we cannot assure you that we will be able to compete successfully in the future against our existing or potential competitors or that our business and results of operations will not be adversely affected by increased competition. We cannot assure you that we will be able to maintain our existing market share. Our competitors may significantly increase their marketing expenses to promote their brands, which may require us to similarly increase our marketing expenses and engage in effective pricing strategies, which we may not be able to pass on to our customers which in turn may have an adverse effect on our business, results of operations and financial condition.

32. ***Our Promoters, Directors, Key Managerial Personnel and Senior Management have interests in our Company other than reimbursement of expenses incurred or normal remuneration or benefits.***

Our Promoters, Directors, Key Managerial Personnel and Senior Management, may be deemed to be interested in our Company, in addition to the regular remuneration or benefits, reimbursements of expenses, Equity Shares held by them or their relatives, their dividend or bonus entitlement, benefits arising from their directorship in our Company. Our Promoters, Directors, Key Managerial Personnel and Senior Management may also be interested to the extent of any transaction entered into by our Company with any other company or firm in which they are directors or partners.

For further details please refer to the paragraphs titled — "*Interest of our Directors*" in the chapter titled — "*Our Management*", the paragraphs titled — "*Interest of our Promoters and Other Interests and Disclosures*" in the chapter titled — "*Our Promoters and Promoter Group*", "*Financial Indebtedness*" and "*Restated Financial Information*" on pages 146, 154, 198 and 161, respectively of this Red Herring Prospectus.

There can be no assurance that our Promoters, Directors, Key Managerial Personnel and Senior Management will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters and members of our Promoter Group will continue to exercise significant control over our Company, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Directors and our Key Management Personnel may take or block actions with respect to our business, which may conflict with the best interests of our Company or that of minority shareholders.

33. Our Promoters and members of the Promoter Group have significant control over the Company and have the ability to direct our business and affairs; their interests may conflict with your interests as a shareholder.

Upon completion of this Issue, our Promoters and members of our Promoter Group will collectively hold [●] % of the Equity share capital of our Company. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders' approval. Accordingly, our Promoters will continue to retain significant control, including being able to control the composition of our Board of Directors, determine decisions requiring simple or special majority voting of shareholders, undertaking sale of all or substantially all of our assets, timing and distribution of dividends and termination of appointment of our officers, and our other shareholders may be unable to affect the outcome of such voting. There can be no assurance that our Promoters will exercise their rights as shareholders to the benefit and best interests of our Company. Further, such control could delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company even if it is in our Company's best interest. The interests of our Promoters could conflict with the interests of our other equity shareholders, and our Promoters could make decisions that materially and adversely affect your investment in the Equity Shares.

34. The average cost of acquisition of Equity Shares held by our Promoters could be lower than the Issue Price.

Our Promoters' average cost of acquisition of Equity Shares in our Company may be lower than the Issue Price which is proposed to be determined through book building mechanism. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapter titled "*Capital Structure*" on page 64 of this Red Herring Prospectus.

35. Our future fund requirements, in the form of further issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the Shareholders depending upon the terms on which they are eventually raised.

We may require additional capital from time to time depending on our business needs. Any further issue of Equity Shares or convertible securities would dilute the shareholding of the existing Shareholders and such issuance may be done on terms and conditions, which may not be favorable to the then existing Shareholders. If such funds are raised in the form of loans or debt or preference shares, then it may substantially increase our fixed interest/dividend burden and decrease our cash flows, thus adversely affecting our business, results of operations and financial condition.

36. We have in past entered into related party transactions and we may continue to do so in the future.

As of March 31, 2024, we have entered into several related party transactions with our Promoters, individuals and entities forming a part of our promoter group relating to our operations. In addition, we have in the past also entered into transactions with other related parties. For further details, please refer to the chapter titled — "*Restated Financial Information*" at page 161.

While we believe that all our related party transactions have been conducted on an arm's length basis, and we confirm that the related party transactions entered into by the company are in compliance with the relevant provisions of Companies Act and other applicable laws, we cannot assure you that we may not have achieved more favorable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

37. ***Our Promoters have extended personal guarantees with respect to various loan facilities availed by our Company. Revocation of any or all of these personal guarantees may adversely affect our business operations and financial condition.***

Our Promoters have extended personal guarantees to secure the loans availed by our Company. In the event any of these guarantees are revoked, our lenders may require us to furnish alternate guarantees or may demand a repayment of the outstanding amounts under the said facilities sanctioned or may even terminate the facilities sanctioned to us. There can be no assurance that our Company will be able to arrange such alternative guarantees in a timely manner or at all. If the guarantees is invoked, the ability of our Company to continue its business operations could be adversely affected. Further, if our lenders enforce any of the restrictive covenants or exercise their options under the relevant debt financing arrangement, our operations and use of assets may be significantly hampered and lenders may demand the payment of the entire outstanding amount and this in turn may also affect our further borrowing abilities thereby adversely affecting our business and operations. For further details please refer to the chapter titled "*Financial Indebtedness*" on page 198of this Red Herring Prospectus.

38. ***Our agreements with lenders for financial arrangements contain restrictive covenants for certain activities and if we are unable to get their approval, it might restrict our scope of activities and impede our growth plans.***

We have entered into agreements for our borrowings with certain lenders. These borrowings include secured fund based and non-fund based facilities. These agreements include restrictive covenants which mandate certain restrictions in terms of our business operations such as change in capital structure, formulation of any scheme of amalgamation or reconstruction, declaring dividends, further expansion of business, granting loans to directors, repaying unsecured loans from third parties, undertake guarantee obligations on behalf of any other borrower, which require our Company to obtain prior approval of the lenders for any of the above activities. We cannot assure you that our lenders will provide us with these approvals in the future. For details of these restrictive covenants, please refer to chapter titled — "*Financial Indebtedness*" on page 198 of this Red Herring Prospectus.

Further, some of our financing arrangements include covenants to maintain our total outside liabilities and total net worth up to a certain limit and certain other liquidity ratios. We cannot assure prospective investors that such covenants will not hinder our business development and growth in the future. A default under one of these financing agreements may also result in cross-defaults under other financing agreements and result in the outstanding amounts under such financing agreements becoming due and payable immediately. Defaults under one or more of our Company's financing agreements may limit our flexibility in operating our business, which could have an adverse effect on our cash flows, business, results of operations and financial condition.

It may be possible for a lender to assert that we have not complied with all applicable terms under our existing financing documents. Further we cannot assure that we will have adequate funds at all times to repay these credit facilities and may also be subject to demands for the payment of penal interest.

39. ***We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further, we have not identified any alternate source of financing the 'Objects of the Issue'. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. We meet our capital requirements through our bank finance, unsecured loans, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further, we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the chapter titled "*Objects of the Issue*" beginning on page 75 of this Red Herring Prospectus.

40. ***Our success largely depends upon the knowledge and experience of our Promoters, Directors, our Key Managerial Personnel and our Senior Management. Loss of any of our Directors and key managerial personnel or our ability to attract and retain them could adversely affect our business, operations and financial condition.***

The growth and success of our Company's future significantly depends upon the experience of our Promoters and continued services and the management skills of our Senior Management and our Key Managerial Personnel and the guidance of our Promoters and Directors for development of business strategies, monitoring its successful

implementation and meeting future challenges. We believe the expertise, experience and continued efforts of our Key Managerial Personnel and their inputs are valuable to for the operations of our Company. Our future success and growth depend largely on our ability to attract, motivate and retain the continued service of our highly skilled management personnel. Our Company has never been faced with a challenge of high rate of attrition of our Key Management Personnel and Senior Management in the past, however, any attrition of our experienced Key Managerial Personnel and Senior Management, would adversely impact our growth strategy. We cannot assure you that we will be successful in recruiting and retaining a sufficient number of personnel with the requisite skills to replace those Key Managerial Personnel and Senior Management who leave. In the event we are unable to motivate and retain our Key Managerial Personnel and Senior Management and thereby lose the services of our highly skilled Key Managerial Personnel and Senior Management may adversely affect the operations, financial condition and profitability of our Company and thereby hampering and adversely affecting our ability to expand our business. For further details on our Directors and Key Managerial Personnel, please refer to the chapter titled — "*Our Management*" on page 141 of this Red Herring Prospectus.

41. Our Corporate Office and branch offices are located on premises which are not owned by us and has been obtained on lease basis. Disruption of our rights as licensee/ lessee or termination of the agreements with our licensors/ lessors would adversely impact our operations and, consequently, our business, financial condition and results of operations.

As on the date of this Red Herring Prospectus, our Corporate Office and our branch offices are located on properties taken on lease basis from related parties and third parties. Details of such properties have been provided below:

Sr. no.	Details of the Deed/Agreement	Particulars of the property, description and area	Consideration/ License Fee/Rent	Tenure/ Term	Usage
1.	Rent agreement dated April 23, 2024 with MRM Infotech Private Limited	5th Floor B 9 Block B Noida Sec 3 Noida, Uttar Pradesh, Noida, Uttar Pradesh – 201301	Rs. 80,560 per month	11 months	Corporate Office
2.	Rent agreement dated April 30, 2024 with Kavita Gupta	DOA Built Up Flat N0.2, Ground Floor, Rehyashi Apartment, Pocket-7, Sector-12. Dwarka, New Delhi	Rs. 38,000 per month	36 months	Branch Office
3.	Rent Agreement dated April 4, 2024 with Hanat Ashok Lalji	Unit No.142 And 143, 1st floor, Kuber Complex, C.T.S. Number :628,Road: New Link Road, Andheri West Mumbai 400053	Rs. 90,000 per month	12 months	Support Office

There can be no assurance that our Company will be able to successfully renew the said lease agreements in a timely manner or at all or on terms favourable to us. Further, there can be no assurance that we will not face any disruption of our rights as a lessee and that such lease agreements will not be terminated prematurely by the lessor. Any such non-renewal or early termination or any disruption of our rights as lessee will adversely affect our business, financial conditions and results of operations. For further details, see "*Our Business – Properties*" on page 129.

42. Our Group Company, Varaa Exptech Private Limited may have conflict of interest with us as it is engaged in similar business and may compete with us.

Our Group Company, Varaa Exptech Private Limited is incorporated with the main object in a similar line of business as that of our Company. In view of the same, there might be conflicts of interest in future. We have not entered into any non-compete agreements with our Group Companies and there can be no assurance that our Group Companies will not compete with our existing business or any future business that we might undertake or that we will be able to suitably resolve such a conflict without an adverse effect on our business and financial performance.

43. Our lenders have charge over our movable and immovable properties in respect of finance availed by us.

We have provided security in respect of loans / facilities availed by us from banks and financial institutions by creating a charge over our movable and immovable properties. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be subject to forfeiture by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further information, kindly refer the chapter titled "*Financial Indebtedness*" beginning on page 198 of this Red Herring Prospectus.

44. ***The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of our Company.***

Since the Issue size is less than ₹ 10,000 lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

45. ***Any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in the Red Herring Prospectus would be subject to certain compliance requirements, including prior shareholders' approval.***

Our Company intends to use the Net Proceeds towards (i) prepayment or repayment of all or a portion of certain loans availed by our Company; and (ii) funding of working capital requirements of our Company. Our Board will have flexibility in temporarily investing the Net Proceeds as well as its inter se allocation across various heads, as disclosed in the section titled "*Objects of the Issue*" on page 75.

In case of any exigencies arising out of business conditions, economic conditions, competition or other factors beyond our control which adversely affect our business, we may require to use the Net Proceeds to meet any other expenditure or fund which expenditure cannot be determined with certainty as on the date of this Red Herring Prospectus. In terms of Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in this Red Herring Prospectus without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances requiring us to undertake variation in the utilisation of the Net Proceeds disclosed in this Red Herring Prospectus, we cannot assure that we will be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the objects of the Issue. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders may deter the Promoters from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Fresh Issue, if any, or vary the terms of any contract referred to in this Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

46. ***Our inability to procure and/or maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.***

Our operations are subject to inherent risks and hazards which may adversely impact our profitability, such as breakdown, malfunctions, sub-standard performance, fire, riots, third party liability claims, etc. Details if the insurance policies availed by our Company have been provided below:

S. No.	Insurer	Description of Property Insured	Policy No.	Expiry date	Insured Amount (₹ in Lakhs)
1.	HDFC ERGO General Insurance Co. Limited	Fire Insurance for Office at Unit No. 220, 2nd Floor , Kuber Complex Building , Kuber Kartik New Link Road Premises CSL, Plot No. D1 to D5, New Link Road, Andheri, Mumbai - 400053, Maharashtra - 400053.	2949206403739800000	01-05-2025	99.90
2.	HDFC ERGO General	Fire Insurance for Office at Unit No. 221, 2nd Floor , Kuber Complex Building , Kuber	2949206403284300000	01-05-2025	104.90

S. No.	Insurer	Description of Property Insured	Policy No.	Expiry date	Insured Amount (₹ in Lakhs)
	Insurance Co. Limited	Kartik New Link Road Premises CSL, Plot No. D1 to D5, New Link Road, Andheri, Mumbai - 400053, Maharashtra - 400053.			
3.	ICICI Lombard General Insurance Company LTD	Burglary Insurance for Office at 5th Floor B 9 Block B Noida Sec 3 Noida, Uttar Pradesh, Noida, Uttar Pradesh - 201301	4002/347072866/00/000	06-06-2025	27.00
4.	ICICI Lombard General Insurance Company LTD	Fire Insurance for Office at 5th Floor B 9 Block B Noida Sec 3 Noida, Uttar Pradesh, Noida, Uttar Pradesh - 201301	1016/347072782/00/000	06-06-2025	27.00

There are many events that could cause significant damages to our operations, or expose us to third-party liabilities, whether or not known to us, for which we may not be insured or adequately insured, which in turn may expose us to certain risks and liabilities. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance had been availed. Further, there can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part, or on time. If we were to incur a significant liability for which we were not fully insured, it could adversely affect our results of operations and financial position.

47. Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our operations, financial condition and results of operations. Our Company has not declared dividends in the past, and there can be no assurance that our Company will declare dividends in the future also. For further details, please refer to the chapter titled "*Dividend Policy*" on page 160 of this Red Herring Prospectus.

48. We have not independently verified certain data in this Red Herring Prospectus.

We have not independently verified data from the industry and related data contained in this Red Herring Prospectus. Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Therefore, discussions of matters relating to India, its economy or the industries in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

49. The requirements of being a listed company may strain our resources.

We are not a listed Company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the listing agreements with the Stock Exchanges and compliances of SEBI (LODR) Regulations which will require us to file audited annual and unaudited half yearly results and limited review reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies which may adversely affect the financial position of the Company.

As a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions to support the existence of effective disclosure controls and procedures, internal control over financial reporting and additional

compliance requirements under the Companies Act, 2013. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management oversight will be required. As a result, management's attention may be diverted from other business concerns, which could adversely affect our business, prospects, financial condition and results of operations. In addition, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge and we cannot assure you that we will be able to do so in a timely manner.

50. ***The Equity Shares have never been publicly traded and the Issue may not result in an active or liquid market for the Equity Shares.***

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. Although we currently intend that the Equity Shares will remain listed on the Stock Exchanges, there is no guarantee of the continued listing of the Equity Shares. Failure to maintain our listing on the Stock Exchanges or other securities markets could adversely affect the market value of the Equity Shares.

The Issue Price of the Equity Shares is proposed to be determined through a fixed price process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. You may not be able to resell your Equity Shares at a price that is attractive to you.

51. ***There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the SME Platform of National Stock Exchange of India Limited in a timely manner or at all.***

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuance of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the SME Platform of National Stock Exchange of India Limited due to delay in submission of required documents/ completion of formalities/compliance with required laws by the issuer. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

52. ***There is no existing market for our Equity Shares, and we do not know if one will develop to provide you with adequate liquidity. Further, an active trading market for the Equity Shares may not develop and the price of the Equity Shares may be volatile.***

An active public trading market for the Equity Shares may not develop or, if it develops, may not be maintained after the Issue. Our Company, in consultation with the lead manager, will determine the Issue Price. The Issue Price may be higher than the trading price of our Equity Shares following this Issue. As a result, investors may not be able to sell their Equity Shares at or above the Issue Price or at the time that they would like to sell. The trading price of the Equity Shares after the Issue may be subject to significant fluctuations in response to factors such as, variations in our results of operations, market conditions specific to the sectors in which we operate economic conditions of India and volatility of the securities markets elsewhere in the world.

53. ***The price of the Equity Shares may be highly volatile after the Issue.***

The price of the Equity Shares on the Indian stock exchanges may fluctuate after this Issue as a result of several factors, including, volatility in the Indian and global securities market; our operations and performance; performance of our competitors and the perception in the market about investments in the our industry; adverse media reports on us or the industry; changes in the estimates of our performance or recommendations by financial analysts; significant developments in India's economic liberalization and deregulation policies; and significant developments in India's fiscal and environmental regulations. There can be no assurance that the prices at which the Equity Shares are initially traded will correspond to the prices at which the Equity Shares will trade in the market subsequently.

54. ***You will not be able to sell immediately on the Stock Exchanges any of the Equity Shares you purchase in the Issue.***

The Equity Shares will be listed on the Emerge Platform of National Stock Exchange of India Limited. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. Upon receipt of final approval from the Stock Exchanges, trading in the Equity Shares is to commence within three (03) working days of the date of closure of the Issue or such other time as may be prescribed by SEBI. We cannot assure that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time period prescribed by law. Further, there can be no assurance that the Equity Shares to be Allotted pursuant to this Issue will be listed on the Stock Exchanges in a timely manner or at all.

55. There are restrictions on daily movements in the trading price of the Equity Shares, which may adversely affect a shareholder's ability to sell Equity Shares or the price at which Equity Shares can be sold at a particular point in time.

Our listed Equity Shares will be subject to a daily "circuit breaker" imposed on listed companies by the Stock Exchanges, which does not allow transactions beyond certain volatility in the trading price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on the Equity Shares' circuit breaker will be set by the Stock Exchanges based on historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges are not required to inform our Company of the percentage limit of the circuit breaker, and they may change the limit without our knowledge. This circuit breaker would effectively limit the upward and downward movements in the trading price of the Equity Shares. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

56. The price of the Equity Shares may be volatile, which could result in substantial losses for investors acquiring the Equity Shares in the Issue.

The market price of the Equity Shares may be volatile and could fluctuate significantly and rapidly in response to, among others, the following factors, some of which are beyond our control:

- volatility in the Indian and global securities market or in the value of the Rupee relative to the U.S. Dollar, the Euro and other foreign currencies;
- our profitability and performance;
- changes in financial analysts' estimates of our performance or recommendations;
- perceptions about our future performance or the performance of Indian companies in general;
- performance of our competitors and the perception in the market about investments in the industries in which we operate;
- adverse media reports about us or the industries in which we operate;
- significant developments in India's economic liberalisation and deregulation policies;
- significant developments in India's fiscal and environmental regulations;
- economic developments in India and in other countries; and
- any other political or economic factors.

These fluctuations may be exaggerated if the trading volume of the Equity Shares is low. Volatility in the price of the Equity Shares may be unrelated or disproportionate to our results of operations. It may be difficult to assess our performance against either domestic or international benchmarks.

Indian stock exchanges, including the Stock Exchanges, have experienced substantial fluctuations in the prices of listed securities and problems such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. The governing bodies of Indian stock exchanges have also, from time to time, imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Further, disputes have occurred between listed companies, stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment. If such or similar problems were to continue or recur, they could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares.

57. ***Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoters or members of our Promoter Group may adversely affect the trading price of the Equity Shares.***

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through further issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoters and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that our Promoters and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

58. ***Sale of Equity Shares by our Promoters or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.***

Any instance of disinvestments of Equity Shares by our Promoters or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sale of Equity Shares might occur.

59. ***Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

EXTERNAL RISK FACTORS

60. ***Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business and financial performance.***

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example, the Government of India implemented a comprehensive national goods and services tax ("**GST**") regime with effect from July 1, 2017, that combined multiple taxes and levies by the Central and State Governments into a unified tax structure. Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from the amendment of GST or any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations relating to GST. The Government has enacted the GAAR which have come into effect from April 1, 2017.

The Government of India has announced the union budget for Fiscal 2024 and the Ministry of Finance has notified the Finance Act, 2023 ("**Finance Act**"). There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. We cannot predict whether any amendments made pursuant to the Finance Act would have a material adverse effect on our business, financial condition and results of operations. Unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. For instance, the Supreme Court of India has, in a decision clarified the components of basic wages, which need to be considered by companies while making provident fund payments. Our Company has not made relevant provisions for the same, as on date. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations. Further, the Personal Data Protection Bill, 2019 ("**PDP Bill**") was introduced to propose a legal framework governing the processing of personal data. However, the PDP Bill has been withdrawn on August 3, 2022 and the Ministry of Electronics and Information Technology, Government of India ("**MoEIT**") has submitted a new Digital Personal Data Protection Bill, 2022 before the Parliament.

We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any

amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

61. Our business is substantially affected by prevailing economic conditions in India.

We perform all of our activities in India, and the predominant portions of our customers are Indian nationals. As a result, we are highly dependent on prevailing economic conditions in India and our results of operation are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, include:

- any increase in Indian interest rates or inflation;
- prevailing income conditions among Indian consumers and Indian corporations;
- changes in India's present tax, trade, fiscal or monetary policies;
- natural disasters, political instability, communal disturbances, riots, civil unrest, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighboring countries; and
- prevailing national, regional or global economic conditions, including in India's principal export markets.

In addition to the factors set forth above, our business may be affected by adverse changes specific to the industries in which we operate.

62. Foreign investors are subject to foreign investment restrictions under Indian law.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection or a tax clearance certificate from the income tax authority. We cannot assure you that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all.

63. Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.

Any adverse revisions to India's credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

64. Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

65. Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance of our business. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence and spending. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

66. Natural calamities could have a negative impact on the Indian economy and cause our business to suffer.

India has experienced natural calamities such as earthquakes, tsunami, floods etc. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

67. Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well as the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

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SECTION IV - INTRODUCTION

THE ISSUE

PRESENT ISSUE IN TERMS OF THIS RED HERRING PROSPECTUS	
Equity Shares Offered through Public Issue[(1)(2)]	Upto 34,29,000 Equity Shares aggregating up to ₹ [●] lakhs.
Out of which:	
Issue Reserved for the Market Maker	1,80,000 Equity Shares aggregating up to ₹ [●] Lakhs.
Net Issue to the Public	Upto 32,49,000 Equity Shares aggregating up to ₹ [●] Lakhs.
Out of which*	
A. QIB Portion[(4) (5)]	Not more than 3,24,000 Equity Shares aggregating up to ₹ [●] lakhs
Of which	
(a) Available for allocation to Mutual Funds only (5.56% of the QIB Portion)	Upto 18,000 Equity Shares aggregating up to ₹ [●] lakhs
(b) Balance of QIB Portion for all QIBs including Mutual Funds	Upto 3,06,000 Equity Shares aggregating up to ₹ [●] lakhs
B. Non-Institutional Portion	Not less than 8,76,000 Equity Shares aggregating up to ₹ [●] lakhs
C. Retail Portion	Not less than 20,49,000 Equity Shares aggregating up to ₹ [●] lakhs
Pre and Post – Issue Equity Shares	
Equity Shares outstanding prior to the Issue	90,58,150 Equity Shares of face value of ₹10 each
Equity Shares outstanding after the Issue	Upto 1,24,87,150 Equity Shares of face value ₹10 each
Use of Net Proceeds by our Company	Please see the chapter titled *"Objects of the Issue"* on page 75 of this Red Herring Prospectus.

** Subject to finalisation of the Basis of Allotment. Number of shares may need to be adjusted for lot size upon determination of issue price.*

Notes:

1) *The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.*
2) *The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on June 7, 2024 and by the Shareholder's of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on June 8, 2024.*
3) *In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price.*
4) *The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e. not more than 9.97% of the Net Issue to QIB and not less than 63.07% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than 26.96% of the Net Issue shall be available for allocation to Non-institutional bidders.*
5) *Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.*

For details, including grounds for rejection of Bids, refer to "Issue Structure" and "Issue Procedure" on page 234 and 237, respectively. For details of the terms of the Issue, see "Terms of the Issue" on page 227.

SUMMARY OF FINANCIAL INFORMATION

The following tables provide the summary of financial information of our Company derived from the Restated Financial Information as at and for the Financial Years ended March 31, 2024, 2023 and 2022. The Restated Financial Information referred to above is presented under the section titled "Financial Information" beginning on Page No. 161 of this Red Herring Prospectus. The summary of financial information presented below should be read in conjunction with the Restated Financial Information, the notes thereto and the chapters titled "Financial Information" and "Management's Discussion and Analysis of Financial Position and Results of Operations" beginning on Page Nos. 161 and 200, respectively of this Red Herring Prospectus.

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RESTATED BALANCE SHEET

(Rs. In Lakhs)

	Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
I.	**EQUITY AND LIABILITIES**			
1	**Shareholders' funds**			
	(a) Share capital	87.58	76.25	76.25
	(b) Reserves and surplus	1,012.28	497.01	296.22
2	**Non-current liabilities**			
	(a) Long-term Borrowings	91.99	100.52	-
	(b) Long-term Provisions	10.41	-	-
	(c) Deffered Tax Liability (Net)	0.64	3.17	3.49
3	**Current liabilities**			
	(a) Short-Term Borrowings	451.47	313.14	29.22
	(b) Trade payables			
	(i) Total Outstanding dues of Micro and Small Enterprises and			
	(ii) Total Outstanding dues other than Micro and Small Enterprises	411.18	351.64	188.87
	(c) Other current liabilities	276.25	109.32	47.10
	(d) Short-Term Provisions	61.42	5.76	-
	TOTAL	**2,403.22**	**1,456.81**	**641.14**
II	**ASSETS**			
1	**Non-current assets**			
	(a) Property, Plant and Equipment and Intangible assets			
	(i) Property, Plant and Equipment	158.12	166.00	51.72
	(b) Non-current investments	10.18	8.83	12.27
	(c) Other non-Current Assets	24.12	23.19	21.20
2	**Current assets**			
	(a) Current Investments	991.33	592.50	150.00
	(b) Trade receivables	988.50	605.56	311.35
	(c) Cash and cash equivalents	57.09	25.26	46.49
	(d) Short-term loans and advances	125.91	27.52	28.12
	(e) Other Current Assets	47.97	7.94	20.00
	TOTAL	**2,403.22**	**1,456.81**	**641.14**

RESTATED STATEMENT OF PROFIT AND LOSS

-

(Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023	31st March, 2022
I. Revenue from operations	2,663.18	2,214.75	1,160.19
II. Other Income	6.94	13.05	85.01
III Total Income (I+II)	**2,670.12**	**2,227.80**	**1,245.20**
IV Expenses:			
Cost of materials consumed and cost of services received	1,757.38	1,585.61	662.32
Change in Inventory (Finished goods/WIP)	-	-	309.12
Employee benefit expense	251.86	221.81	153.31
Finance costs	52.49	15.00	0.14
Depreciation and amortization expense	16.78	10.36	5.99
Other expenses	161.30	120.44	66.41
Total Expenses	**2,239.82**	**1,953.23**	**1,197.29**
V Profit before exceptional and extraordinary items and tax (III-IV)	430.31	274.57	47.91
VI Exceptional Items	-	-	-
VII Profit before extraordinary items and tax	430.31	274.57	47.91
VIII Extraordinary Items	-	-	-
IX. Profit before tax (VII-VIII)	**430.31**	**274.57**	**47.91**
X. Tax expense:			
(I) Current tax	123.68	74.09	2.33
(II) Deferred tax	(2.53)	(0.31)	8.37
XI. PROFIT/(LOSS)FROM THE PERIOD FROM CONTINUING OPERATIONS	**309.16**	**200.79**	**37.21**
XII. Profit/ (Loss) from discontinuing operations	-	-	-
XIII. Tax expense of discounting operations	-	-	-
XIV. Profit/(Loss) from Discontinuing operations	-	-	-
XV. Profit/ (Loss) for the period (XI + XIV)	309.16	200.79	37.21
XVI. Earning per equity share:			
(I) Basic	39.38	26.33	4.88
(II) Diluted	39.38	26.33	4.88

RESTATED STATEMENT OF CASH FLOW

(Rs. In Lakhs)

	Particulars	31st March 2024	31st March 2023	31st March 2022
A.	**Cash flow from operating activities**			
	Net profit before tax and after prior period item	**430.31**	**274.57**	**47.91**
	Adjustments for:			
	Depreciation	16.78	10.36	5.99
	Interest Income	(1.03)	(2.11)	(0.06)
	Bad Debts	-	-	-
	Finance costs	52.49	15.00	0.14
	Operating profit before working capital changes	**498.56**	**297.83**	**54.03**
	Adjustments for:			
	(Increase) / decrease in inventories	-	-	309.12
	(Increase) / decrease in trade receivables	(382.95)	(294.21)	(178.27)
	(Increase) / decrease in trade advances	(98.39)	0.60	2.54
	(Increase) / decrease in other current assets	(40.02)	12.05	34.76
	(Increase) / decrease in Other Non Current Assets	(0.93)	(1.99)	(21.20)
	Increase / (decrease) in trade payables	59.54	162.77	(97.83)
	Increase / (decrease) in other current liabilities	166.92	125.14	19.88
	Increase / (decrease) in short term/long term provisions	10.98	5.46	(22.85)
	Cash generated from operations	**213.72**	**307.66**	**100.19**
	Income taxes paid/ Refund Received	(68.59)	(74.09)	(2.33)
	Net cash provided / (used) by operating activities (A)	**145.13**	**233.57**	**97.86**
B.	**Cash flows from investing activities**			
	Purchase or constuction of fixed assets and capital advances	(8.89)	(124.65)	(10.83)
	(Increase)/Decrease in Current Investments	(398.83)	(442.50)	(150.00)
	Proceeds from sale of fixed assets	-		-
	Interest received	1.03	2.11	0.06
	Net cash provided / (used) by investing activities (B)	**(408.05)**	**(561.60)**	**(150.63)**
C.	**Cash flow from financing activities**			
	Finance costs paid	(52.49)	(15.00)	(0.14)
	Increase in Security Premium	206.11	-	-
	Proceeds from issue of share capital	11.33	-	-
	Proceeds/ Repayment from borrowings	129.81	321.81	26.69
	Net cash provided / (used) by financing activities (C.)	**294.75**	**306.81**	**26.55**
	Net increase / (decrease) in cash and cash equivalents (A + B + C)	**31.83**	**(21.23)**	**(26.23)**
	Cash and cash equivalents at the beginning of period	25.26	46.49	72.71
	Cash and cash equivalents at the end of period	**57.09**	**25.26**	**46.49**
	Notes to cash flow statement			
	Components of cash and cash equivalents :			
	Cash in hand	7.71	1.73	0.92
	Balances with banks:	49.38	23.53	45.56
	- On current accounts			
		57.09	**25.26**	**46.49**

GENERAL INFORMATION

Our Company was incorporated on February 11, 2013 as '*Thinking Hats Entertainment Solutions Private Limited*', a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. For administrative convenience, pursuant to an order passed by the Regional Director, Northern Region, New Delhi on November 29, 2019, the registered office of our Company was shifted from Delhi to the state of Maharashtra. Further, our Company was converted into a public limited company pursuant to a resolution passed by our Board of Directors in their meeting held on August 18, 2023, and by the Shareholders at an Extraordinary General Meeting held on August 19, 2023and consequently the name of our Company was changed to '*Thinking Hats Entertainment Solutions Limited*' and a fresh certificate of incorporation dated September 7, 2023 was issued by the Registrar of Companies, Maharashtra at Mumbai. The corporate identification number of our Company is U92490MH2013PLC352652.

Registered Office of our Company

Thinking Hats Entertainment Solutions Limited
KU220, Kuber Kartik, New Link Road,
Prem Co-operative Society, Andheri West,
Mumbai - 400 053, Maharashtra, India.
Telephone: +91 976 915 6256
Facsimile: NA

Corporate Office of our Company

5th Floor, B 9 Pinnacle Business,
Park Sector 3 Noida, Gautam Buddha Nagar,
Noida - 201 301, Uttar Pradesh, India.
Telephone: +91 981 033 4264
Facsimile: N.A.

Other Details of our Company

E-mail: info@thes.in
Investor grievance id: investors@thes.in
Website: www.thes.in
CIN: U92490MH2013PLC352652

Registrar of Companies

Our Company is registered with the Registrar of Companies, Maharashtra at Mumbai situated at the following address:

Registrar of Companies, Maharashtra at Mumbai
Registrar of Companies, 100, Everest Marine Drive,
Mumbai– 400 002, Maharashtra, India.
Telephone: +91 022 2281 2627/ 2202 0295/ 2284 6954
Email: roc.mumbai@mca.gov.in
Facsimile: +91 022 2281 1977

Board of Directors of our Company

Set forth below are the details of our Board of Directors as on the date of this Red Herring Prospectus:

S. No.	Name	Designation	DIN	Address
1	Rajesh Bhardwaj	Managing Director	02590002	84, Godiya Mohalla, Shikar Pur, Daulatpur, South West Delhi, Delhi - 110 043, Delhi, India.

S. No.	Name	Designation	DIN	Address
2	Gaurav Singhania	Whole-time Director and Chief Financial Officer	08868413	14094 ATS One Hamlet, Near IGL pump, Sector – 104, Noida – 201 304, Uttar Pradesh, India
3	Shruti Singhania	Non-Executive Non-Independent Director	08868412	14094 ATS One Hamlet, Near IGL pump, Sector – 104, Noida – 201 304, Uttar Pradesh, India
4	Princy Anand	Independent Director	10414963	9 A, Ward 4, Adarsh Nagar, Bhagat Singh Market, Panipat – 132 103, Haryana, India
5	Altab Uddin Kazi	Independent Director	10435916	53/A Kazi Para Lane, Haora Corporation, Sibpur, Howrah - 711 102, West Bengal, India

For detailed profile of our Directors, please refer to the chapter titled "*Our Management*" on page 141 of the Red Herring Prospectus.

Chief Financial Officer

Gaurav Singhania, is the Chief Financial Officer of our Company. His contact details are set forth hereunder.

KU220, Kuber Kartik, New Link Road,
Prem Co-operative Society, Andheri West,
Mumbai - 400 053, Maharashtra, India.
Telephone: +91 981 033 4264
Facsimile: N.A.
E-mail: cfo@thes.in

Company Secretary and Compliance Officer

Palak Jain, is the Company Secretary and Compliance Officer of our Company. Her contact details are set forth hereunder.

KU220, Kuber Kartik, New Link Road,
Prem Co-operative Society, Andheri West,
Mumbai - 400 053, Maharashtra, India.
Telephone: +91 981 033 4264
Facsimile: N.A.
E-mail: csco@thes.in

Investor grievances

Investors can contact the Company Secretary and Compliance Officer, the BRLM or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, non credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode.

The Bidders should give full details such as name of the sole or first Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the ASBA Form, details of UPI IDs (if applicable), address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Bidder.

Further, the investors shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

For all Issue related queries and for redressal of complaints, investors may also write to the Book Running Lead Manager.

Details of Key Intermediaries pertaining to this Issue of our Company:

Book Running Lead Manager

Horizon Management Private Limited
19 R N Mukherjee Road,
Main Building, 2nd Floor,

Kolkata - 700 001,
West Bengal, India.
Telephone: +91 33 4600 0607
Facsimile: +91 33 4600 0607
E-mail: smeipo@horizon.net.co
Website: www.horizonmanagement.in
Investor grievance: investor.relations@horizon.net.co
Contact Person: Manav Goenka
SEBI Registration Number: INM000012926

Registrar to the Issue

MAS Services Limited
T-34, 2nd Floor, Okhla Industrial Area,
Phase-II, New Delhi- 110 020,
Delhi, India.
Telephone: +91 112 638 7281/83, 114 132 0335
Facsimile: +91 112 638 7384
E-mail: ipo@masserv.com
Website: www.masserv.com
Investor grievance: investor@masserv.com
Contact Person: Sharwan Mangla
SEBI Registration No.: INR000000049

Legal Advisor to the Issue

T&S Law
15, Logix Technova,
Block B, Sector 132, Noida - 201 304,
Uttar Pradesh, India.
Telephone: +91 120 666 1348
Facsimile: N.A.
Email: info@tandslaw.in
Contact Person: Sagarieeka
Bar Council Reg. No.: MAH/339/2019

Statutory and Peer Review Auditor of our Company

Baid Agarwal Singhi & Co.,
Chartered Accountant
Long Run Services LLP,
Turner Morrison Building, 6,
Lyons Range, Gate No. 2,
1st Floor, Kolkata - 700 001,
West Bengal, India.
Telephone: +91 334 004 2041
Email: baid.agarwal.singhi@gmail.com
Contact Person: Dhruv Narayan Agarwal
Membership No.: 306940
Firm Registration No.: 328671E
Peer Review Certificate No.: 013980

Bankers to our Company

HDFC Bank Limited
H/1/A/12/Sector 63,
Noida -201 301,
Uttar Pradesh, India
Telephone: +91 995 316 3936
Facsimile: N.A.

Email ID: Anurag.dwivedi@hdfcbank.com
Website: www.hdfc.com
Contact Person: Anurag Dwivedi

Banker to the Issue/Refund Bank/ Sponsor Bank

Axis Bank Limited
Corporate Centre Gr Floor CTS No.271
Andheri Kurla Road Andheri (East)
Mumbai, 400059
Maharashtra, India.
Telephone: +91 222 822 5663
Facsimile: N.A.
Email ID: andherieast.branchhead@axisbank.com
Website: www.axisbank.com
Contact Person: Dinesh Swargiya
SEBI Registration Number: INBI00000017

Syndicate Member

Horizon Management Private Limited, the Book Running Lead Manager shall be acting as the Syndicate Member for this Issue.

Designated Intermediaries

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes.

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.

SCSBs enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, as amended.

Registered Brokers

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the Stock Exchange, at National Stock Exchange of India Limited at www.nseindia.com as updated from time to time.

Registrar and Share Transfer Agent

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the website of National Stock Exchange of India Limited at www.nseindia.com/products/content/equities/ipos/asba_procedures.htm as updated from time to time.

Collecting Depository Participants

The list of the Collecting Depository Participants (CDPs) eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19 for NSDL CDPs and at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18for CDSL CDPs, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

IPO Grading

No credit rating agency registered with SEBI has been appointed for grading the Issue.

Credit Rating

As this is an Issue of Equity Shares, credit rating is not required.

Green Shoe Option

No Green Shoe Option is applicable for this Issue.

Brokers to the Issue

All members of the recognized stock exchanges would be eligible to act as Brokers to the Issue.

Debenture Trustees

As this is an Issue is of Equity Shares, the appointment of Debenture trustees is not required.

Monitoring Agency

As the Net Proceeds of the Issue will be less than ₹10,000 lacs, under the SEBI ICDR Regulations, it is not required that a monitoring agency be appointed by our Company.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Expert Opinion

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated June 10, 2024, from the Statutory Auditor to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as a Statutory Auditor and in respect of its (i) examination report dated June 7, 2024, on our Restated Financial Information; and (ii) its report dated June 7, 2024, on the statement of special tax benefits in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Inter-se Allocation of Responsibilities

Horizon Management Private Limited being the sole Book Running Lead Manager will be responsible for all the responsibilities related to co-ordination and other activities in relation to the Issue. Hence, a statement of inter se allocation of responsibilities is not required.

Filing

The Draft Red Herring Prospectus was not filed with SEBI, nor did SEBI issue any observation on the Draft Red Herring Prospectus in terms of Regulation 246 (2) of SEBI ICDR Regulations. However, pursuant to sub regulation (5) of Regulation 246 of the SEBI ICDR Regulations, a copy of this Red Herring Prospectus shall be furnished to the Board. Pursuant, to SEBI Master Circular, a copy of this Red Herring Prospectus is being filed online through SEBI Intermediary

Portal at https://siportal.sebi.gov.in. Further, a copy of the Draft Red Herring Prospectus/ Prospectus, was filed with the Emerge Platform of National Stock Exchange of India Limited, where the Equity Shares are proposed to be listed.

A copy of this Red Herring Prospectus, along with the material contracts, and documents is also being filed with the RoC under Section 26 and Section 32 of the Companies Act, 2013and through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do.

Changes in Auditors during the last three years

Except as stated below, there has been no change in the Auditors of our Company during the last three years:

Name of Auditor	Date of Change	Reason for change
M A P G & Associates, Chartered Accountants, Office No.107, 1st Floor, Ocean Plaza, Sector - 18, Noida - 201 301, Uttar Pradesh, India. **Telephone**: +91 01204373466 **Email:** mapgassociates@gmail.com **Contact Person**: Mohit Gupta **Membership No.:** 427411 **Firm Registration No**.: 018734C	June 2, 2023	Resigned from the post of Statutory Auditor on account of Pre-occupation.
KRA & Co. Chartered Accountants, H-1/208, Garg Tower Netaji Subhash Place Pitampura, New Delhi – 110 034, Delhi, India. **Telephone**: +91 114 708 2855 **Facsimile:** +91 114 708 2855 **Email:** rajat@kra.co.in **Website:** www.kra.co.in **Contact Person**: Gunjan Arora **Firm Registration No**.: 020266N	June 5, 2023	Statutory Auditor appointed to fill the casual vacancy caused on account of resignation of the *erstwhile* auditor and reappointed as the statutory auditor of our Company for a period of four (04) years with effect from September 4, 2023
	April 22, 2024	Resigned from the post of Statutory Auditor on account of pre-occupation in other matters
Baid Agarwal Singhi & Co., Chartered Accountant Long Run Services LLP, Turner Morrison Building, 6, Lyons Range, Gate No. 2, 1st Floor, Kolkata - 700 001, West Bengal, India. **Telephone**: +91 334 004 2041 **Email:** baid.agarwal.singhi@gmail.com **Contact Person**: Dhruv Narayan Agarwal **Membership No.:** 306940 **Firm Registration No**.: 328671E **Peer Review Certificate No.:** 013980	April 23, 2024	Statutory Auditor appointed to fill the casual vacancy caused on account of resignation of the *erstwhile* auditor.

BOOK BUILDING PROCESS

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of this Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process and advertised in all editions of Business Standard, an English national newspaper, all editions of Business Standard Hindi, a Hindi national newspaper and Marathi editions of Pratahkal, a regional language newspaper (Marathi, being the regional language of Maharashtra, where our Registered Office is situated) at least two working days prior to the Bid/Issue Opening date. The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/Issue Closing Date.

Principal parties involved in the Book Building Process are-

- Our Company;
- The Book Running Lead Manager, in this case being Horizon Management Private Limited;

- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with National Stock Exchange of India Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue, in this case being MAS Services Limited;
- The Escrow Collection Banks/ Bankers to the Issue and
- The Designated Intermediaries and Sponsor bank

The SEBI ICDR Regulations have permitted the Issue of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 of the SEBI ICDR Regulations.

The Issue is being made through the Book Building Process wherein 9.97% of the Net Issue shall be available for allocation on a proportionate basis to QIBs. Upto 4.63% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 26.96% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 63.07% of the Net Issue shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price.

All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange.

All Bidders are mandatorily required to use the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or, in the case of UPI Bidders, by using the UPI Mechanism.

In accordance with the SEBI ICDR Regulations, QIB and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until the Bid/Issue Closing Date.

Subject to valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for Retail Portion where allotment to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under – subscription, if any, in any category, would be allowed to be met with spill – over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange. However, under – subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled **"*Issue Procedure*"** beginning on page 237 of this Red Herring Prospectus.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue.

For further details on the method and procedure for Bidding, please see section entitled **"*Issue Procedure*"** on page 237 of this Red Herring Prospectus.

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription

500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Company in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled **"*Issue Procedure*"** on page 237 of this Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depositary Participant's verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Red Herring Prospectus and in the Bid cum Application Form;

Bid/Issue Program:

Event	Indicative Dates
Bid/Issue Opening Date	Wednesday, September 25, 2024
Bid/Issue Closing Date	Friday, September 27, 2024
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before Monday, September 30, 2024
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before Tuesday, October 1, 2024
Credit of Equity Shares to Demat accounts of Allottees	On or before Tuesday, October 1, 2024
Commencement of trading of the Equity Shares on the Stock Exchange	On or before Thursday, October 3, 2024

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) 'T' being issue closing date. Our Company shall follow the timelines provided under the aforementioned circular.

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Bid/Issue Closing Date). On the Bid/ Issue Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Applicant on Bid/ Issue Closing Date maybe extended in consultation with the BRLM, RTA and

National Stock Exchange of India Limited Emerge taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid/ Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/Issue Closing Date, as is typically experienced in public Issue, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Bid Cum Application Forms prior to the Bid/ Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Applicant, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the BRLM, reserve the right not to proceed with the Issue at any time before the Bid/Issue Opening Date without assigning any reason thereof.

If our Company withdraw the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. The BRLM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraw the Issue after the Bid/Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approval of the Stock Exchange with respect to the Equity Shares Issued through the Prospectus, which our Company will apply for only after Allotment;

UNDERWRITING AGREEMENT

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the BRLM, being underwriter in this Issue.

Pursuant to the terms of the Underwriting Agreement dated September 13, 2024, entered into by Company, Underwriters, the obligations of the Underwriters are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriters	No. of shares underwritten*	Amount Underwritten (₹ in Lakh)	% of the total Issue Size Underwritten
Horizon Management Private Limited 19 R N Mukherjee Road, Main Building, 2nd Floor, Kolkata - 700 001, West Bengal, India. **Telephone:** +91 334 600 0607 **Facsimile:** +91 334 600 0607 **E-mail:** smeipo@horizon.net.co	34,29,000	[●]	100%

**Includes 1,80,000 Equity shares of Face Value of ₹10.00 each for cash of ₹ [●]/- the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.*

In the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resources of the above-mentioned Underwriter is sufficient to enable it to discharge its underwriting obligation in full. The above mentioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act and registered as brokers with the Stock Exchanges.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company has entered into a Market Making Agreement dated September 13, 2024, with the following Market Maker for fulfilling the Market Making obligations under this Issue:

Giriraj Stock Broking Private Limited
HMP House, 4th Floor, Suite No 421A,
4, Fairlie Place, Kolkata – 700001,
West Bengal, India
Telephone: +91 (033) 4005 4519
Email: girirajstock@yahoo.com
Contact Person: Mr. Vinay Jajodia
SEBI Registration number: INZ000212638

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Lead Manager and the Market Maker (duly registered with National Stock Exchange of India Limited to fulfil the obligations of Market Making) dated September 13, 2024, to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issuer.

Giriraj Stock Broking Private Limited, registered with EMERGE Platform of National Stock Exchange of India Limited will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI ICDR Regulations.

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI ICDR Regulations, as amended from time to time and the circulars issued by National Stock Exchange of India Limited and SEBI in this matter from time to time.

Following is a summary of the key details pertaining to the Market Making Arrangement:

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be ₹ 1,00,000. However, the Investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
4. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Issue Size (Including the 1,80,000 Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 1,80,000 Equity Shares of Face Value of ₹ 10 would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.
5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, National Stock Exchange of India Limited may intimate the same to SEBI after due verification.
6. There would not be more than five Market Maker for the Company's Equity Shares at any point of time and the Market Maker may compete with other Market Maker for better quotes to the investors.
7. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during

the pre-open call auction. In case equilibrium price is not discovered the price band in the normal trading session shall be based on Issue price.

8. The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.

9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

10. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Managers, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.

11. **Risk containment measures and monitoring for Market Maker**: EMERGE Platform of National Stock Exchange of India Limited will have all margins which are applicable on the National Stock Exchange of India Limited Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. National Stock Exchange of India Limited can impose any other margins as deemed necessary from time-to-time.

12. **Punitive Action in case of default by Market Maker:** EMERGE Platform of National Stock Exchange of India Limited will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

13. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct / manipulation / other irregularities by the Market Maker from time to time.

14. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:

    a. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.

    b. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

15. Additionally, the securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME platform.

S. No.	Market Price Slab (in Rs.)	Proposed Spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

All the above mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

16. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Issue size and as follows:

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue size)
Upto ₹20 Crore	25%	24%
₹20 Crore to ₹50 Crore	20%	19%
₹50 Crore to ₹80 Crore	15%	14%
Above ₹80 Crore	12%	11%

The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI / National Stock Exchange of India Limited from time to time.

CAPITAL STRUCTURE

The share capital of our Company as on date of this Red Herring Prospectus is set forth below:

(₹ in lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Nominal Value	Aggregate Value at Issue Price
A.	**Authorised Share Capital out of which :**		
	1,50,00,000 Equity Shares having face value of ₹ 10/- each	1,500.00	-
B.	**Issued, Subscribed and Paid-up Share Capital before the Issue out of which**		
	90,58,150 Equity Shares having face value of ₹ 10/- each	905.82	-
C.	**Present Issue in terms of this Red Herring Prospectus[(1)]**		
	Issue of upto 34,29,000 Equity Shares of face value of ₹ 10/- each at a price of ₹ [●] per Equity Share of face value of ₹ 10/- each	Up to [●]	[●]
	Which comprises:		
	Upto 1,80,000 Equity Shares of face value of ₹ 10/- each at a price of ₹ [●] per Equity Share of face value of ₹ 10/- each reserved as Market Maker Portion	[●]	[●]
	Net Issue to Public of 32,49,000 Equity Shares of face value of ₹ 10/- each at a price of ₹ [●] per Equity Share of face value of ₹ 10/- each to the Public	[●]	[●]
	Of which[(2)]:		
	i. At least 20,49,000 Equity Shares aggregating up to ₹ [●] lakhs will be available for to Retail Individual Investors	[●]	[●]
	ii. At least 8,76,000 Equity Shares aggregating up to ₹[●] lakhs will be available for allocation to Non-Institutional Investors.	[●]	[●]
	iii. Not more than 3,24,000 Equity Shares aggregating up to ₹ [●] lakhs will be available for allocation to Qualified Institutional Buyers	[●]	[●]
D.	**Paid-up Share Capital after the Issue**		
	1,24,87,150 Equity Shares of face value of ₹ 10/- each	[●]	
E.	**Securities Premium Account**		
	Before the Issue	45.00	
	After the Issue	[●]	

(1) The present Issue has been authorized pursuant to a resolution of our Board dated June 7, 2024 and pursuant to a special resolution of our Shareholders at an Extraordinary General Meeting dated June 8, 2024, under Section 62(1)(c) of the Companies Act, 2013.

(2) Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under-subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

Classes of Shares

Our Company has only one class of share capital i.e. Equity Shares of face value of ₹ 10/- each only. All the issued Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Red Herring Prospectus.

Details of changes in Authorized Share Capital of our Company since incorporation

The initial authorised capital of our Company was ₹ 1,00,000 (Rupees one lakh only) divided into 10,000 Equity Shares

of face value of ₹ 10/- each. Further, the authorised share capital of our Company has been altered in the manner set forth below:

Date of Shareholder's Meeting	Particulars of Change		AGM/EGM
	From	To	
March 10, 2014	₹ 1,00,000 divided into 10,000 Equity Shares of face value of ₹ 10/- each	₹ 25,00,000 divided into 2,50,000 Equity Shares of face value of ₹ 10/- each	EGM
March 16, 2015	₹ 25,00,000 divided into 2,50,000 Equity Shares of face value of ₹ 10/- each	₹ 1,00,00,000 divided into 10,00,000 Equity Shares of face value of ₹ 10/- each	EGM
May 23, 2024	₹ 1,00,00,000 divided into 10,00,000 Equity Shares of face value of ₹ 10/- each	₹ 15,00,00,000 divided into 1,50,00,000 Equity Shares of face value of ₹ 10/- each	EGM

NOTES TO THE CAPITAL STRUCTURE

1) **Share Capital History of our Company:**

Equity Share Capital

The following table sets forth details of the history of paid-up Equity Share capital of our Company:

Date of Allotment	No. of Equity Shares	Face value (₹)	Issue Price (₹)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative paid -up Capital (₹)
On Incorporation*	10,000	10	10	Cash	Subscription to Memorandum of Association (1)	10,000	1,00,000
December 29, 2014	2,40,000	10	10	Cash	Private Placement(2)	2,50,000	25,00,000
February 24, 2018	5,12,500	10	10	Cash	Rights Issue in the ratio of two point zero five (2.05) new Equity Shares for every one (1) Equity Share held on February 6, 2018 (3)	7,62,500	76,25,000
January 10, 2024	84,722	10	177	Cash	Private Placement(4)	8,47,222	84,72,220
February 8, 2024	28,593	10	236	Cash	Private Placement(5)	8,75,815	87,58,150
May 28, 2024	78,82,335	10	N.A.	Consideration other than cash	Bonus Issue in the ratio of nine (9) bonus shares for every one (1) Equity Shares held on May 27, 2024(6)	87,58,150	8,75,81,500
June 7, 2024	3,00,000	10	25	Cash	Private Placement(7)	90,58,150	9,05,81,500

**The MoA of our Company was signed on December 28, 2012. However, our Company was incorporated on February 11, 2013.*

(1) *Subscription to MOA of our Company, by Sunil Mann (900); Abhishek Chhillar (1,600); and Prashant Tyagi (7,500).*

(2) *Private placement of 2,40,000 Equity Shares of face value of ₹ 10/- each to Rajesh Bhardwaj (2,35,000); and Vijendra Prasad (5,000).*

(3) *Right Issue of 5,12,500 equity shares of face value of ₹ 10/- each to Rajesh Bhardwaj.*

(4) *Private placement of 84,722 Equity Shares of face value of ₹ 10/- each to Amit Jindal (4,239); Pitam Goel (25,416); Ideal Breweries Pvt Ltd (38,125); Priyanka Aggarwal (847); Gaurav Saraf (847); Tarun Arora (847); Sagar Arora (847); Sumit Sharma (847); Kabir Rishi (847); Geetika Shrivastava (847); Chetan Kumar Agrawal (847); Honey Ahuja (847); and Tushar Aggarwal (9,319).*

(5) *Private placement of 28,593 Equity Shares of face value ₹ 10/- each to Praful Kumar (15,250); Bandana Tyagi (7,625); Utfull Kumar (1,906); Shivani Tyagi (1,906); and Kuldeep Tyagi (1,906).*

(6) *Bonus Issue of 78,82,335 Equity Shares of face value of ₹ 10/- each to Rajesh Bhardwaj (40,48,875); Gaurav Singhania (16,45,200); Sana Warsi (6,86,250); Ashish Lalu Hasija (3,43,125); Ideal Breweries Pvt Ltd (3,43,125); Pitam Goel (2,28,744); Prafull Kumar (1,37,250); Tushar Agarwal (83,871); Surender Singh Rajput Huf (68,625); Bandana Tyagi (68,625); Karishma Shekhar (68,625); Amit Jindal (38,151); Kuldeep Tyagi (17,154); Shivani Tyagi (17,154); Utful Kumar Tyagi (17,154); Priyanka Agarwal (7,623); Gaurav Saraf (7,623);Tarun Arora (7,623);Sagar Arora (7,623); Sumit Sharma (7,623); Kabir Rishi (7,623); Geetika Shrivastava (7,623); Chetan Kumar Agarwal (7,623); Honey Ahuja (7,623); Shruti Singhania (900); and Ruchi Agarwal (900).*

(7) *Preferential Allotment of Equity Shares 3,00,000 of face value of ₹ 10/- each to Shweta Sethi (20,000); Prerna Agency Pvt Ltd (60,000); Azhar Salim (4,000); Giriraj Stock Broking Private Limited (1,28,000); Yogita Agarwal (10,000); Shahina Shafaque (10,000); Namrata Surana (26,000); Ramesh Agarwal (22,000); Ranju Patawari (8,000); Chanda Gupta (8,000) and Sneh Singhania (4,000).*

We confirm that our Company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of Red Herring Prospectus.

2) **Preference Share capital history of our Company**

Our Company does not have any preference share capital as on the date of this Red Herring Prospectus.

3) **Issue of equity shares for consideration other than cash or out of revaluation reserves and through Bonus Issue:**

Except as set out below we have not issued equity shares for consideration other than cash:

Date of allotment	Number of equity shares allotted	Face Value	Issue Price	Nature of allotment	Benefit accrued to our Company	Source out of which bonus shares issued
May 28, 2024	78,82,335	10	N.A.	Bonus Issue in the ratio of 9 Bonus equity shares for every 1 equity share authorised by our Board, pursuant to a resolution passed at its meeting held on April 29, 2024, and by our Shareholders pursuant to a resolution passed at the EGM held on May 23, 2024(1)	Not Applicable	Bonus issued out of security premium and free Reserves.

(1) *Bonus Issue of 78,82,335 Equity Shares of face value of ₹ 10/- each to Rajesh Bhardwaj(40,48,875); Gaurav Singhania (16,45,200); Sana Warsi (6,86,250); Ashish Lalu Hasija (3,43,125); Ideal Breweries Pvt Ltd (3,43,125); Pitam Goel (2,28,744); Prafull Kumar (1,37,250); Tushar Agarwal (83,871); Surender Singh Rajput Huf (68,625); Bandana Tyagi (68,625); Karishma Shekhar (68,625); Amit Jindal (38,151); Kuldeep Tyagi (17,154); Shivani Tyagi (17,154); Utful Kumar Tyagi (17,154); Priyanka Agarwal (7,623); Gaurav Saraf (7,623);Tarun Arora (7,623);Sagar Arora (7,623); Sumit Sharma (7,623); Kabir Rishi (7,623); Geetika Shrivastava (7,623); Chetan Kumar Agarwal (7,623); Honey Ahuja (7,623); Shruti Singhania (900); and Ruchi Agarwal (900).*

4) As of date of this Red Herring Prospectus, our Company has not allotted Equity Shares pursuant to any scheme approved under sections 391-394 of the Companies Act, 1956 and/or sections 230-232 of the Companies Act, 2013.

5) Our Company has not issued any Equity Shares under any employee stock option scheme or employee stock purchase scheme.

6) ***Equity Shares allotted at a price lower than the Issue Price in the last year***

Except as disclosed in "*Notes to the Capital Structure - Share Capital History of our Company*", we have not issued any Equity Shares at a price which may be lower than the Issue Price, during a period of one year preceding the date of this Red Herring Prospectus.

7) **Shareholding Pattern of our Company**

The table below represents the shareholding pattern of our Company as on the date of this Red Herring Prospectus:

Category (I)	Category of Shareholder (II)	No. of Shareholders (III)	No. of fully paid-up Equity Shares held (IV)	No. of Partly paid-up Equity Shares held (V)	No. of shares underlying depository receipts (VI)	Total No. of shares held (VII) = (IV)+(V)+(++VI)	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares underlying outstanding convertible securities (including warrants)	Shareholding as a % assuming full conversion of convertible securities No. (a)	No. of locked-in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		No. of Equity Shares held in dematerialized form (XIV)
								Class (Equity)	Total	Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	Promoters	5	70,91,250	-	-	70,91,250	78.29	70,91,250	70,91,250	78.29	-	-	-	-	-	-	70,91,250
(B)	Public	32	19,66,900	-	-	19,66,900	21.71	19,66,900	19,66,900	21.71	-	-	-	-	-	-	19,66,900
(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying depository receipt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total		**37**	**90,58,150**	**-**	**-**	**90,58,150**	**100.00**	**90,58,150**	**90,58,150**	**100.00**	**-**	**-**	**-**	**-**	**-**	**-**	**90,58,150**

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one (1) day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the website of Stock Exchanges before commencement of trading of such Equity Shares. The Equity Shares held by our Promoters and Promoters' Group are in dematerialized form.

8) **Other details of shareholding of our Company:**

a) Particulars of the shareholders holding 1% or more of the paid-up share capital of our Company aggregating to 80% or more of the paid-up share capital and the number of shares held by them as on the date of filing of this Red Herring Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Pre – Issue Equity Share Capital
1	Rajesh Bhardwaj	44,98,750	49.67
2	Gaurav Singhania	18,28,000	20.18
3	Sana Warsi	7,62,500	8.42
4	Ashish Lalu Hasija	3,81,250	4.21
5	Ideal Breweries Pvt Ltd	3,81,250	4.21
6	Pitam Goel	2,54,160	2.81
7	Prafull Kumar	1,52,500	1.68
8	Giriraj Stock Broking Private Limited	1,28,000	1.41
9	Tushar Aggarwal	93,190	1.03
Total		**84,79,600**	**93.61**

b) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them ten (10) days prior to the date of filing of this Red Herring Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Pre – Issue Equity Share Capital
1	Rajesh Bhardwaj	44,98,750	49.67
2	Gaurav Singhania	18,28,000	20.18
3	Sana Warsi	7,62,500	8.42
4	Ashish Lalu Hasija	3,81,250	4.21
5	Ideal Breweries Pvt Ltd	3,81,250	4.21
6	Pitam Goel	2,54,160	2.81
7	Prafull Kumar	1,52,500	1.68
8	Tushar Aggarwal	93,190	1.03
Total		**83,51,600**	**92.20**

c) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them one (01) year from the date of filing of this Red Herring Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Pre – Issue Equity Share Capital
1	Rajesh Bhardwaj	4,57,500	5.05
2	Gaurav Singhania	1,82,800	2.02
3	Sana Warsi	76,250	0.84
4	Ashish Lalu Hasija	38,125	0.42
5	Karishma Shekhar	7,625	0.08
Total		**7,62,300**	**8.42**

d) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them two (02) years prior to filing of this Red Herring Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Pre – Issue Equity Share Capital
1	Rajesh Bhardwaj	4,57,500	5.05
2	Gaurav Singhania	1,83,000	2.02
3	Sana Warsi	76,250	0.84
4	Ashish Lalu Hasija	38,125	0.42
5	Karishma Shekhar	7,625	0.08
Total		**7,62,500**	**8.42**

e) None of the shareholders of our Company holding 1% or more of the paid-up capital of the Company as on the date of the filing of the Red Herring Prospectus are entitled to any Equity Shares upon exercise of warrant, option or right to convert a debenture, loan or other instrument.

f) Our Company has not made any initial public offer of its Equity Shares or any convertible securities during the preceding 02 (two) years from the date of this Red Herring Prospectus.

9) Our Company does not have any intention or proposal to alter its capital structure within a period of six (06) months from the date of opening of the Issue by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares whether preferential or bonus, rights or further public issue basis. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

10) **Shareholding of our Promoters**

Set forth below are the details of the build-up of shareholding of our Promoters:

Rajesh Bhardwaj

Date of Allotment and made fully paid up/ Transfer	Nature of Transaction	Consideration	No. of Equity Shares	F.V (in Rs.)	Issue / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre-Issue Equity Paid Up Capital	% of Post-Issue Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
May 10, 2014	Transfer	Cash	9,900	10	10	9,900	0.11	0.08%	-	-
December 29, 2014	Private Placement	Cash	2,35,000	10	10	2,44,900	2.70	1.96%	-	-
February 24, 2018	Right Issue	Cash	5,12,500	10	10	7,57,400	8.36	6.07%	-	-
February 24, 2018	Transfer	Cash	100	10	10	7,57,500	8.36	6.07%	-	-
June 13, 2019	Transfer	Cash	(61,000)	10	10	6,96,500	7.69	5.58%	-	-
June 13, 2019	Transfer	Cash	(30,500)	10	10	6,66,000	7.35	5.33%	-	-
June 13, 2019	Transfer	Cash	(38,125)	10	10	6,27,875	6.93	5.03%	-	-
June 13, 2019	Transfer	Cash	(38,125)	10	10	5,89,750	6.51	4.72%	-	-
June 13, 2019	Transfer	Cash	(10,250)	10	10	5,79,500	6.40	4.64%	-	-
May 17, 2022	Transfer	Cash	(38,125)	10	10	5,41,375	5.98	4.34%	-	-
May 17, 2022	Gift	-	(76,250)	10	-	4,65,125	5.13	3.72%	-	-
May 17, 2022	Transfer	Cash	(7,625)	10	10	4,57,500	5.05	3.66%	-	-
January 4, 2024	Gift	-	(7,625)	10	-	4,49,875	4.97	3.60%	-	-
May 28, 2024	Bonus	Consideration other than cash	40,48,875	10	-	44,98,750	49.67	36.03 %	-	-
	Total		**44,98,750**							

Gaurav Singhania

Date of Allotment and made fully paid up/ Transfer	Nature of Transaction	Consideration	No. of Equity Shares	F.V (in Rs.)	Issue / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre-Issue Equity Paid Up Capital	% of Post-Issue Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
May 17, 2022	Transfer	Cash	38,125	10	10	38,125	0.42	0.31%	-	-
May 17, 2022	Transfer	Cash	61,000	10	10	99,125	1.09	0.79%	-	-
May 17, 2022	Transfer	Cash	30,500	10	10	1,29,625	1.43	1.04%	-	-
May 17, 2022	Transfer	Cash	38,125	10	10	1,67,750	1.85	1.34%	-	-
May 17, 2022	Transfer	Cash	15,250	10	10	1,83,000	2.02	1.47%	-	-

Date of Allotment and made fully paid up/ Transfer	Nature of Transaction	Consideration	No. of Equity Shares	F.V (in Rs.)	Issue / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre-Issue Equity Paid Up Capital	% of Post-Issue Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
April 2, 2023	Transfer	Cash	(200)	10	10	1,82,800	2.02	1.46%	-	-
May 28, 2024	Bonus	Consideration other than cash	16,45,200	10	-	18,28,000	20.18	14.64 %	-	-
	Total		**18,28,000**							

Shruti Singhania

Date of Allotment and made fully paid up/ Transfer	Nature of Transaction	Consideration	No. of Equity Shares	F.V (in Rs.)	Issue / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre-Issue Equity Paid Up Capital	% of Post-Issue Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
April 2, 2023	Transfer	Cash	100	10	10	100	0.00	0.00%	-	-
May 28, 2024	Bonus	Consideration other than cash	900	10	-	1,000	0.01	0.01%	-	-
	Total		**1,000**							

11) As on the date of this Red Herring Prospectus, the Company has thirty-seven (37) members/shareholders.

12) The details of the Shareholding of our Promoters as on the date of this Red Herring Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholders	No. of equity Shares	As a % of Issued Capital	No. of equity shares	As a % of Issued Capital
	Promoters				
1	Rajesh Bhardwaj	44,98,750	49.67	44,98,750	[•]
2	Gaurav Singhania	18,28,000	20.18	18,28,000	[•]
3	Shruti Singhania	1,000	0.01	1,000	[•]
Total – A		**63,27,750**	**69.86**	**63,27,750**	[•]
	Promoters Group				
1	Sana Warsi	7,62,500	8.42	7,62,500	[•]
2	Ruchi Agarwal	1,000	0.01	1,000	[•]
Total – B		**7,63,500**	**8.43**	**7,63,500**	[•]
Total C (A+B)		**70,91,250**	**78.29**	**70,91,250**	[•]

13) Our Promoters, Promoters' Group, Directors of our Company and their relatives have not undertaken purchase or sale transactions in the Equity Shares of our Company, during a period of six (06) months preceding the date on which this Red Herring Prospectus is filed with Stock Exchange except:

Date of transfer	Nature of Transaction	Consideration	No. of Equity Shares	F.V (in Rs.)	Issue / Transfer Price (in Rs.)
January 4, 2024	Gift by Rajesh Bhardwaj to Surender Singh Rajput HUF	-	(7,625)	10	-

14) There are no financing arrangements wherein the Promoters, Promoters' Group, the Directors of our Company and their relatives, have financed the purchase by any other person of securities of our Company other than in the normal

course of the business of the financing entity during the period of six (06) months immediately preceding the date of filing of this Red Herring Prospectus.

15) **Promoter's Contribution and other Lock-In details:**

Pursuant to Regulation 236 and 238 of the SEBI (ICDR) Regulations, an aggregate of 20.00% of the fully diluted post-Issue capital of our Company held by the Promoter shall be locked in for a period of three years from the date of Allotment ("**Minimum Promoter's Contribution**"), and the Promoter's shareholding in excess of 20% of the fully diluted post-Issue Equity Share capital shall be locked in for a period of one year from the date of Allotment.

The lock-in of the Minimum Promoter's Contribution would be created as per applicable laws and procedures and details of the same shall also be provided to the Stock exchange before the listing of the Equity Shares.

Following are the details of Minimum Promoter's Contribution:

Number of Equity Shares locked-in*(1)(2)(3)	Nature of Allotment / Transfer	Date of Allotment and Date when made fully paid-up	Face value (in ₹)	Offer / Acquisition Price per Equity Share (in ₹)	Nature of consideration (cash / other than cash)	% of fully diluted post-Offer paid-up capital	Period of lock-in
			Rajesh Bhardwaj				
19,12,500	Bonus Shares	May 28, 2024	10/-	NA	Other than cash	15.32%	10-10-2027
TOTAL	**19,12,500**					**[●]**	
			Gaurav Singhania				
6,37,500	Bonus Shares	May 28, 2024	10/-	NA	Other than cash	5.11%	10-10-2027
TOTAL	**[●]**					**[●]**	

** Subject to finalisation of Basis of Allotment.*
(1)For a period of three years from the date of allotment.
(2)All Equity Shares have been fully paid-up at the time of allotment.
(3) All Equity Shares held by our Promoters are in dematerialized form.

For details on the build-up of the Equity Share capital held by our Promoters, see **"*Details of the Build-up of our Promoter's shareholding*"** on page 69.

The Promoter's Contribution has been brought to the extent of not less than the specified minimum lot and from persons defined as 'promoter' under the SEBI (ICDR) Regulations.

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoter's Contribution under Regulation 237 of the SEBI (ICDR) Regulations. In this computation, as per Regulation 237 of the SEBI (ICDR) Regulations, our Company confirms that the Equity Shares which are being locked-in do not, and shall not, consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets;
- Equity Shares resulting from bonus issue by utilization of revaluations reserves or unrealized profits of the Company or from bonus issue against Equity Shares which are otherwise ineligible for minimum Promoter's contribution;
- Equity Shares acquired during the preceding one year, at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;
- Equity Shares issued to the Promoters upon conversion of a partnership firm;
- Equity Shares held by the Promoters that are subject to any pledge; and
- Equity Shares for which specific written consent has not been obtained from the respective shareholders for inclusion of their subscription in the Promoter's Contribution subject to lock-in.

Our Company has been formed by the conversion of a partnership firm into a company in the past one year and thus, Equity Shares have been issued to our Promoters upon conversion of a partnership firm in the past one year. All the Equity Shares held by the Promoters and the members of the Promoter Group are held in dematerialized form.

In terms of undertaking executed by our Promoters, Equity Shares forming part of Promoter's Contribution subject to

lock in will not be disposed/ sold/ transferred by our Promoters during the period starting from the date of filing of this Red Herring Prospectus till the date of commencement of lock in period as stated in this Red Herring Prospectus.

Other than the Equity Shares locked-in as Promoter's Contribution for a period of three years as stated in the table above, the entire pre-Issue capital of our Company, including the excess of minimum Promoter's Contribution, as per Regulation 238 of the SEBI (ICDR) Regulations, shall be locked in for a period of one year from the date of Allotment of Equity Shares in the Issue. Such lock – in of the Equity Shares would be created as per the bye laws of the Depositories.

Other requirements in respect of 'lock-in'

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be Transfer to any other person holding the Equity Shares which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Code as applicable.

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by our Promoters which are locked in as per the provisions of Regulation 238 of the SEBI (ICDR) Regulations, may be Transfer to and amongst Promoters / members of the Promoter Group or to a new promoters or persons in control of our Company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of Takeover Code, as applicable.

In terms of Regulation 242(a) of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoters can be pledged only with any scheduled commercial banks or public financial institutions or a systemically important non-banking finance company or a housing finance company as collateral security for loans granted by such banks or financial institutions, provided that such loans have been granted for the purpose of financing one or more of the objects of the Issue and pledge of the Equity Shares is a term of sanction of such loans.

In terms of Regulation 242(b) of the SEBI ICDR Regulations, the Equity Shares held by the Promoter which are locked-in for a period of one year from the date of allotment may be pledged only with scheduled commercial banks, public financial institutions, systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entities, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.

16) We confirm that none of the investors of our Company are directly/indirectly related with Book Running Lead Manager and their associates.

17) Our Company, our Promoters, our Directors and the Book Running Lead Manager have no existing buyback arrangements or any other similar arrangements for the purchase of Equity Shares being offered through the Issue.

18) The post-Issue paid up Equity Share Capital of our Company shall not exceed the authorised Equity Share Capital of our Company.

19) We confirm that any of the investors of our Company are not directly/indirectly related with Book Running Lead Managers and their associates.

20) There have been no financing arrangements whereby our Directors or any of their relatives have financed the purchase by any other person of securities of our Company during the six months immediately preceding the date of filing of this Red Herring Prospectus.

21) No person connected with the Issue, including, but not limited to, our Company, the members of the Syndicate, or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Issue.

22) There neither have been and there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Red Herring Prospectus until the Equity Shares have been listed on the Stock Exchange or all application monies have been refunded, as the case may be.

23) Our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Red Herring Prospectus.

24) There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

25) Our Company shall ensure that any transactions in Equity Shares by our Promoters and the Promoter Group during the period between the date of filing this Red Herring Prospectus and the date of closure of the Issue, shall be reported to the Stock Exchanges within 24 hours of the transaction.

26) All Equity Shares issued pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Red Herring Prospectus.

27) As on the date of this Red Herring Prospectus, the Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Book Running Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

28) Our Promoters and the members of our Promoter Group will not participate in the Issue.

29) Following are the details of Equity Shares of our Company held by our Directors, Key Management Personnel and Senior Management:

Sr. No.	Name of the Shareholders	Pre-Issue		Post - Issue	
		Number of Equity Shares	% of Pre-Issue Equity Share Capital	Number of Equity Shares	% of Post-Issue Equity Share Capital
1.	Rajesh Bhardwaj	44,98,750	49.67	44,98,750	36.03%
2.	Gaurav Singhania	18,28,000	20.18	18,28,000	14.64%
3.	Shruti Singhania	1,000	0.01	1,000	0.01%
4.	Sana Warsi	762,500	8.42	762,500	6.11%
	Total	**70,90,250**	**78.27**	**70,90,250**	**56.78%**

30) Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Issue.

31) Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "Basis of Allotment" in the chapter titled **"Issue Procedure"** beginning on page 237 of this Red Herring Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.

32) An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.

33) An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

34) Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.

35) No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.

36) As on date of this Red Herring Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Issue

OBJECTS OF THE ISSUE

We intend to utilize the Proceeds of the Issue, after deducting the Issue related expenses, as estimated to be ₹ [●] Lakhs (the "**Net Proceeds**").

Our Company proposes to utilize the Net Proceeds from the Issue towards the following objects:

1. Prepayment or repayment of all or a portion of certain loans availed by our Company;
2. Funding of working capital requirements of our Company;
3. General Corporate Purposes.

(Collectively, referred to herein as the "**Objects**")

The main objects clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enable us to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum of Association.

Additionally, we believe that the listing of Equity Shares will enhance our Company's corporate image, brand name and create a public market for our Equity Shares in India.

Issue Proceeds

The details of the proceeds of the Issue are set out in the following table:

(₹ in Lakhs)

Particulars	Estimated amount[1]
Gross Proceeds from the Issue	[●]
(Less) Issue related expenses	[●]
Net Proceeds	[●]

[1]To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC.

Requirement of Funds and Utilization of Net Proceeds

The Net Proceeds are proposed to be used in the manner set out in in the following table:

(₹ *in Lakhs*)

Sr. No.	Particulars	Estimated amount
1.	Prepayment or repayment of all or a portion of certain loans availed by our Company	Upto 200.00
2.	Funding of working capital requirements of our Company	Upto 840.00
3.	General corporate purposes[1]	[●]

[1]To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

Schedule of implementation

We propose to deploy the Net Proceeds towards the aforesaid Objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below.

(₹ *in Lakhs*)

Sr. No.	Particulars	Total Estimated Cost	Amount to be funded from the Net Proceeds	Amount to be funded from internal accruals	Estimated Utilisation of Net Proceeds	Estimated Utilisation of Net Proceeds
					Fiscal 2025	Fiscal 2026
1.	Prepayment or repayment of certain loans availed by our Company	200	200	Nil	200	-

Sr. No.	Particulars	Total Estimated Cost	Amount to be funded from the Net Proceeds	Amount to be funded from internal accruals	Estimated Utilisation of Net Proceeds	Estimated Utilisation of Net Proceeds
					Fiscal 2025	**Fiscal 2026**
2.	Funding of working capital requirements of our Company ^	840	840	Nil	700	140
3.	General corporate purposes *	[●]	[●]	Nil	[●]	[●]

**To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.*
^Our Company shall also fund the incremental working capital requirements by availing loan facilities.

Since, the entire fund requirement are to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.

Given the dynamic nature of the industry and specifically that of our business, we may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy and external factors such as market conditions, competitive environment and taxes and duties, interest and finance charges, working capital margin, regulatory costs, environmental factors and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose, at the discretion of our management, subject to compliance with applicable law. Moreover, if the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the gross proceeds from the Issue in accordance with the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue. To the extent our Company is unable to utilise any portion of the Net Proceeds towards the aforementioned objects, per the estimated scheduled of deployment specified above, our Company shall deploy the Net Proceeds in subsequent Fiscals towards the aforementioned Objects. For further details see "*Risk Factor – Risk Factor 39 - We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further, we have not identified any alternate source of financing the 'Objects of the Issue'. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance*" on page 41.

The fund requirements mentioned above are based on the internal management estimates of our Company and have not been verified by the Book Running Lead Manager or appraised by any bank, financial institution. The fund requirements are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing.

The fund requirements set out for the aforesaid objects of the Issue are proposed to be met entirely from the Net Proceeds and internal accruals. In view of above, we confirm that, with respect to the Objects, our Company is in compliance with Regulation 230(1)(e) of the SEBI ICDR Regulations and we are not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue and existing identifiable internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals.

Details of Objects of the Issue

1. Prepayment or repayment of all or a portion of certain loans availed by our Company

Our Company has entered into various financing arrangements from time to time, with various lenders. The financing arrangements availed by our Company include, *inter alia,* unsecured loans, term loans and working capital facilities. For further details, please refer "*Financial Indebtedness*" on page 198.

As at May 31, 2024, our total outstanding borrowings from various lenders (other than loans from related parties) amounted to ₹ 536.80 lakhs. Our Company proposes to utilise an estimated amount of up to ₹200 lakhs from the Net Proceeds towards full or partial repayment or pre-payment of certain borrowings, listed below, availed from the lenders by our Company. Pursuant to the terms of the financing arrangements, prepayment of certain borrowings may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will be funded from the internal accruals of our Company.

We believe that such repayment/ pre-payment will help reduce our outstanding indebtedness, debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in our business growth and expansion. Additionally, we believe that the leverage capacity of our Company will improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business.

The following table provides details of loans and facilities as at May 31, 2024, which are proposed to be pre-paid or partly or fully repaid by our Company from the Net Proceeds:

(*₹ in Lakhs*)

S. No.	Name of Lender	Nature of Borrowings	Interest rate (%) P.A	Repayment Terms	Date of disbursement	Prepayment penalties, if any	Amount Outstanding as on 31-05-2024	Purpose for which the loan was sanctioned *
1	HDFC Bank Limited	Cash Credit	Upto 2.40CR 9.5% Next 2.00Cr @10%	On Demand	30.11.2023	As applicable	417.19	Working Capital
2	Tata Capital Financial Services Limited	Over draft facility	16.50%	36 Months	07.02.2024	As applicable	50.10	General business purpose
3	Aditya Birla Fincorp Ltd	Term Loan	16.50%	36 Months	21.11.2022	As applicable	20.60	General business purpose
4	Bajaj Finance Ltd.	Business Loan	17.75%	60 Months	19.10.2022	As applicable	26.13	General business purpose
5	Fullertron India Credit Co.	Business Loan	16.50%	25 Months	31.10.2022	As applicable	8.51	General business purpose
						Total	**522.53**	

Note: The details included in the above table have been certified by our Statutory Auditors pursuant to their certificate dated June 10, 2024.
*Our Statutory Auditors by way of their certificate dated June 10, 2024, have confirmed that the borrowings specified above has been utilized for the purposes availed, as per the sanction letters issued by the respective lenders.

For further details in relation to our borrowings, please see "*Financial Indebtedness*" on page 198.

Payment of additional interest, prepayment penalty or premium, if any, and other related costs shall be made by us out of the internal accruals or out of the Net Proceeds as may be decided by our Company.

Given the nature of the above-mentioned borrowings and the terms of repayment, the aggregate outstanding borrowing amounts which we propose to repay may vary from time to time. However, the aggregate amount to be utilised from the Net Proceeds towards prepayment or repayment of borrowings (including refinanced or additional facilities availed, if any), in part or full, will not exceed ₹ 200 lakhs.

If the actual utilization towards the above object is lower than the proposed deployment, such balance will be used either for funding other objects as mentioned above or towards general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds from the Issue in accordance with the SEBI ICDR Regulations.

2. Funding the working capital requirements of our Company

With the expansion of the business, our company will be in the need of additional working capital requirements. We fund a majority of our working capital requirements in the ordinary course of business from banks facilities and internal accruals. Our Company requires additional working capital for funding its incremental working capital requirements and releasing the internal accruals deployed in working capital. The funding of the incremental working capital requirements will lead to a consequent increase in our profitability, ability to utilize internal accruals for growth opportunities and achieving the proposed targets as per our business plan.

Our Company proposes to utilize ₹ 900 Lakhs of the Net Proceeds towards our Company's working capital requirements. The company shall utilize ₹ 700 Lakhs in Fiscal 2025 and ₹ 200 Lakhs in Fiscal 2026 towards our Company's working capital requirements. Pending utilization, ₹ 200 Lakhs shall be invested in fixed deposits. The balance portion of our Company working capital requirement shall be met from the working capital facilities availed and internal accruals.

Basis of estimation of working capital requirement

The details of our existing Company's working capital as at March 31, 2022, March 31, 2023 and March 31, 2024 and the source of funding, derived from the financial statements of our Company, as certified by our Statutory Auditor through their certificate dated June 10, 2024, are provided in the table below. On the basis of the existing and estimated working capital requirement of our Company, and assumptions for such working capital requirements, our Board pursuant to its resolution dated June 10, 2024, has approved the estimated working capital requirements for Fiscals 2025 and 2026 as set forth below:

(*₹ in Lakhs*)

S. No.	Particulars	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at March 31, 2025	As at March 31, 2026
		(Actual-Restated)	*(Actual-Restated)*	*(Actual-Restated)*	(*Estimated*)	(*Projected*)
(A)	**Current assets**					
(a)	Inventories	-	-	-	-	-
(b)	Trade receivables	311.35	605.56	988.50	1,643.84	2,465.75
(c)	Other Current Assets	48.12	35.46	173.87	345.60	558.41
	Total current assets (A)	**359.47**	**641.02**	**1,162.38**	**1,989.44**	**3,024.16**
(B)	**Current liabilities**					
(a)	Trade payables	188.87	351.64	411.18	499.32	758.22
(b)	Provisions, other current liabilities and current tax liabilities (net)	47.10	115.08	337.67	492.87	746.05
	Total current liabilities (B)	**235.97**	**466.72**	**748.85**	**992.18**	**1,504.27**
(C)	**Total working capital requirements (C = A – B)**	**123.50**	**174.29**	**413.53**	**997.26**	**1,519.89**
(D)	**Funding pattern**					
(a)	IPO proceeds	-	-	-	700.00	140.00
(b)	Borrowings from banks, financial institutions and non-banking financial companies (including bill discounting) and/or internal accruals	123.50	174.29	413.53	297.26	1,379.89
	Total	**123.50**	**174.29**	**413.53**	**997.26**	**1,519.89**

Note: Pursuant to the certificate dated June 10, 2024 issued by the Statutory Auditor.
Our Company shall also fund the incremental working capital requirements by availing loan facilities.

Assumptions for our estimated working capital requirements

Particulars	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at March 31, 2025	As at March 31, 2026
	(Actual-Restated)	*(Actual-Restated)*	*(Actual-Restated)*	*(Estimated)*	*(Projected)*
	Holding Level for year/period ended				
Inventories	-	-	-	-	-
Trade Receivables	98	100	135	120	120
Trade Payables	78	67	69	45	45

Key assumptions for working capital requirements

Our Company's estimated working capital requirements on a standalone basis are based on the following key assumptions:

S. No.	Particulars	Assumptions
Current Assets		
1	Trade Receivables	Our Company's general credit terms vary across type of business and customer. We had Debtors Holding days of 98 days, 100 days and 135 days in FY2022, FY2023 and FY2024. We expect Debtors Holding days to be around 120 days for FY2025 and FY 2026. This will be almost at par with FY2024. The Company would maintain the debtors holding days at about 120 days in the next 2 years as it would execute new projects with longer payment cycles but with higher margins.
Current Liabilities		
1	Trade Payables	We had creditors payment cycle of 78 days, 67 days and 69 days in FY2022, FY2023 and FY2024. We expect our creditors payments days be around 45 days for FY2025 and FY2026. The company is trying to lower creditors by paying earlier, leading to more discounts and hence better profitability.

Reason for substantial increase of working capital requirement are mentioned below:-

Thinking Hats has evolved from a premier concept development, event design and production company that specializes in live events, corporate, MICE (Meetings, Incentives, Conferences and Exhibitions), social and virtual events to an OTT content production and experiential marketing company with a strong focus on content development, intellectual property curation and tech centric product development.

Reason for substantial increase of working capital requirement are mentioned below:-

We are well known through our brand named ―Thinking Hats ― in the experiential marketing industry. The brands and our Company's experience has helped by our company earn the trust and goodwill of our customer which further has an influence on the prospective client's decision. Our well established and recognizable brand and the reputation built by us since the last more than 10 years has and will enable us to increase our clientele list in the future.

Justification for increase/ decrease in working capital requirement for the FY2024 as compared to FY2023:

Our Company is a working capital intensive company and in order to execute our projects of Events Management, Retail Visual Merchandising and digital content creation, we require significant working capital. The growth of our operations is driven from the flow of working capital to complete the projects. In the fiscal year ended March 31, 2024, our Company has rolled out more than 2,700 jobs as against close to 2,100 jobs in fiscal 2023, this has resulted in increased revenue and profitability. Further, we have started two new OTT projects in September 2022 jointly with JAR Pictures LLP which are under post-production phase presently titled 'Tatkal' and 'Therapy Sherapy'. Further, another untitled project which is a mythological animation feature film is in pre-production stage was started in January 2024. Accordingly, with the increased no. of jobs executed and OTT projects in FY2024, the total working capital requirement has increased to Rs. 413.53 Lakhs as against Rs. 174.29 Lakhs in FY2023.

Justification for increase/ decrease in working capital requirement for the FY2025 and FY2026:

Our Company is a working capital intensive company and in order to execute our projects of Events Management, Retail Visual Merchandising and digital content creation, we require significant working capital. The growth of our operations is drive from the flow of working capital to complete the projects.

In this regard, we hereby clarify and confirm that the net working capital requirement for FY 2025 and FY 2026 is estimated to increase to ₹ 997.26 Lakhs during FY2025 and ₹ 1,519.89 Lakhs during FY2026. The reasons for increase in future working capital requirements of our company are as under:

1. ***Reduction in the payment cycle of Suppliers:*** Over the past few years, our focus has been to decrease the payment cycle of vendors. This leads to a decrease in trade payables leading to a higher working capital requirement. The Company maintained holding level of trade payable at 78 days, 67 days and 69 days in FY2022, FY2023 and FY2024, respectively. The payment cycle is further expected to reduce to 45 days in FY2025 and FY2026, which will lead to an expansion of the working capital needed. Primarily, quicker settlements enable us to leverage cash discounts from suppliers, enhancing our profitability. Additionally, prompt payments empower us to negotiate more favourable terms and prices, fostering stronger supplier relations and bolstering our bottom line. Due to increase purchases and a shorter payables cycle, the Company's working capital requirement will increase significantly in FY2025 and FY2026. This will enable the Company not only improving financial stability but also fortifying relationships with suppliers and securing advantageous deals for our company's growth.
2. ***Collaboration for technology enabled solutions:*** Our goal is to become a technology-based entertainment company, leveraging the latest tools and innovations to create more engaging content for our audiences. To achieve this, we are actively scouting for new technology solution vendors and exploring different platforms that have the potential to transform the event and entertainment industry. We recognize that Artificial Intelligence (AI), Augmented Reality (AR), Visual Reality (VR), photos, content licencing including music & videos, animation and others are key growth areas, and we are committed to expanding our business in these areas. This required the Company to have higher working capital liquidity.

   Basis client needs, we will be proposing multiple solutions to our clients which are tech enabled ranging from an app development to a AR/VR solution for events and retail business. This would be on assignment to assignment basis. Post approval on concept from clients, we will need to start working on the approved tech solution for our clients which will need advance payments for development and testing. These will be executed by availing the service of tech solution providers.

3. ***Creation of new content:*** We intend to focus on creating a large and diverse content library that includes web series, music content, and other types of content. Our focus is to scale up the content volume with new age media such as YouTube, music steaming app and similar. The key elements of our business strategy is to adopt a de-risking expansion strategy to expand in multiple segments of the business and scale up the business significantly. This can provide a steady stream of revenue and help us gain more recognition in the industry. To achieve this, we need to have higher working capital.

   We have entered into an agreement with Jimmer Motion Pictures Limited, for production of OTT content. An untitled Mythological animation feature film in under pre-production stage at London in collaboration with Jimmer Motion Pictures Limited. Our Company has signed a contract with them to acquire all the rights, title, interest and ownership in the film throughout the Universe.

   Going forward, we plan to develop various content which can be pitched to platforms or explore partners to develop the final production. These contents will need multiple spends with respect to multiple advance payments to writers, line producers, composers, actors, booking costs, shoot costs etc.

   In addition to this, we will also be producing music for our music company Jelly Music. These music productions will require advance payments to writers, composers, singers, shoot expenses, production expenses etc.
4. ***Creation of own IPs:*** The Company is focused on creating our own event intellectual property (IP) which can give us an opportunity to scale up the business significantly by selling format rights globally. The Company have already obtained registration for word mark "SOULLESS" under class 41 for our IP relating to music concert on which it is working. The creation of more IP and undertaking concerts require higher working capital.

   We plan to develop our own IPs and make them one of the key highlights of our company. Recently we got an approval from Varanasi Administration for organising one of its kind festivals in the spiritual theme. These IPs will need advance payments to festival directors, venue booking, speaker booking, venue production etc. which will require significant working capital.

5. ***Live events / shows:*** Beside these, we will also be organising live events/shows in difference cities. We are having ongoing discussions with artist for onboarding them at an advice level, namely, Piyush Mishra. Post agreement, advances will need to be paid to the artist and other expenses with respect to venue booking, event organisation and management, marketing which will need to be incurred pre-event.
6. ***Scaling of existing Business:*** In order to expand the existing business additional working capital is required as we will be expanding our team in business development and customer servicing, production and operations and design and concept reliable brands who insist on higher credit periods which leads to more working capital requirements.

   Post finalization of projects by our clients, we have to release advances to multiple parties like venue, artist, vendors/suppliers etc. while we work mostly on 100% credit with our clients. We get our payment mostly upon completion of job. With more focus on onboarding more clients and expansion of existing clients like Zudio, Tata Group (~100 new stores jobs per annum), we require more working capital to execute our job more efficiently and expand our business.

The above strategies will lead to growth in the revenue of the Company, which consequently require higher working capital to support the growth.
During the fiscal year 2024, the total working capital requirement was ₹ 413.53 Lakhs. However, this is estimated to increase to ₹ 997.26 Lakhs during FY2025 and ₹ 1,519.89 Lakhs during FY2026. The reasons for increase in future working capital requirements of our company are as under:

- Our Company's business is a working capital intensive and to address the current issue of limited working capital and achieve exponential growth, the company plans to infuse funds into working capital from the Issue Proceeds. Additionally, the company aims to establish partnerships with new clients by executing projects at higher margins and extending more favourable credit terms. These strategic initiatives are expected to drive future growth.

- We offer our clients the flexibility to choose from various payment intervals, based on the nature of the project and the sourcing of its raw materials. This practice aligns with industry standards, ensuring convenience and adaptability for our valued customers. This flexibility can cater to the varying financial capabilities and preferences of our clients, making our services more accessible and appealing to a wider range of customers

- The Company is planning to enter into newer geographies and expand our business. This strategic decision is not just about reaching new markets, it's about solidifying our position in the industry and fostering sustainable growth. By venturing into untapped territories, we aim to unlock fresh opportunities, broaden our customer base, and diversify our revenue streams.

Further, below mentioned future business strategies as mentioned in the chapter "*Our Business*" on page 108 of the Red Herring Prospectus would also lead to increase in working capital requirements:

Strengthen our business by venturing into unchartered territories within India

Having worked with several corporates in Delhi NCR and Mumbai, we want to substantially expand at a Pan India basis and reach out to growing industries domestically. Our office at Mumbai and Delhi NCR allows us to cater to pan India clients from where most of the corporate houses operates. We aim to add new customers with the help of our expertise and experience backed by quality assurances and timely delivery of results.

Embracing new technologies

As a production house, we are committed to staying ahead of the curve and embracing new technologies and emerging new platforms. Our goal is to become a technology-based entertainment company, leveraging the latest tools and innovations to create even more engaging content for our audiences. To achieve this, we are actively scouting for new technology solutions and exploring different platforms that have the potential to transform the event and entertainment industry. We recognize that Artificial Intelligence (AI), Augmented Reality (AR), Visual Reality (VR), photos, content licencing including music & videos, animation and others are key growth areas, and we are committed to expanding our business in these areas.

Developing a strong content library

We intend to focus on creating a large and diverse content library that includes web series, music content, and other types of content. Our focus is to scale up the content volume with new age media such as YouTube, music steaming app and similar. The key elements of our business strategy is to adopt a de-risking expansion strategy to expand in multiple

segments of the business and scale up the business significantly. This can provide a steady stream of revenue and help us gain more recognition in the industry.

Focusing on increasing process services & consistency in operating practices

Our Company believes in minimizing errors through continuous process improvement. We also focus on improving efficiencies at all level of operational process so as to achieve cost reductions to achieve competitive edge.

Marketing Strategy

Our teams maintain an ongoing relationship with our clients. We also regularly solicit prospective clients by providing them with the structured set-ups. Our marketing initiatives shall include increase in usage of the digital platform for ensuring geographical and demographical reach. We shall also use social media for increasing the brand awareness among the event management industry. These initiatives assists us in updating about the recent and changing trends in the event management industry and will open up new business opportunities and tie-ups. Some of the other marketing techniques are participating in trade fairs and exhibitions, building network in conferences and active referrals from our existing customers and network.

Growing our business with existing clients with quality and efficient services

Our Company is successful in building a strong client base for the business. This relationship has helped us in getting repeated business from our clients. Thus, we focus on maintaining strong relationship with existing clients which will help us to gain competitive advantage in gaining new clients and increasing the business.

Reduction of operational costs and achieving efficiency

Apart from expanding business and revenues we have to look for areas to reduce costs and achieve efficiencies in order to remain a cost competitive company. We are always in search of new and innovative concepts as per the needs of our clients but while in the process we make sure of the fact that we perform the given task at the lowest possible cost through effective supervision and planning. Further, our Company constantly endeavours to improve our service processes, and will increase service activities to optimize the utilization of resources, skill up-gradation of workers, modernization of procedures to attain reduction in cost and achieve efficiency. We also analyse our existing material procurement policy and service processes to identify the areas of bottlenecks and take corrective measure wherever possible. This helps us in improving efficiency and putting resources to optimal use.

Creating a strong marketing and promotion strategy

A strong marketing and promotion strategy is crucial for the success of a production house. Our company recognizes this and plans to invest in creating a robust marketing plan that will increase awareness amongst our target audience. Our marketing team will develop a comprehensive strategy that utilizes a combination of traditional and digital marketing techniques to create brand awareness and drive engagement with our audience. By investing in marketing and promotion, we can build brand awareness, increase audience engagement.

To develop own IP

We will also focus on creating our own intellectual property (IP) which can give us an opportunity to scale up the business significantly by selling format rights globally.

3. General Corporate Purposes

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Net Proceeds aggregating ₹ [●] lakhs towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in the Prospectus, shall not exceed 25% of the Gross Proceeds raised by our Company through this Issue.

Issue Related Expenses

The total expenses of the Issue are estimated to be approximately ₹ [●] lacs. The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expense, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as under:

Expenses	**Estimated expenses(1) (in ₹ Lakhs)**	**As a % of the total estimated Issue expenses(1)**	**As a % of the total Gross Issue Proceeds(1)**
Issue management fees including fees and reimbursements of Market Making fees and payment to other Intermediaries such as Legal Advisors to the IPO, Registrars and other out of pocket expenses.	[●]	[●]	[●]
Marketing and Selling Commission and expenses	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Printing and distribution of issue stationery	[●]	[●]	[●]
Others			
- Listing fees	[●]	[●]	[●]
- SEBI and NSE processing fees	[●]	[●]	[●]
- Book Building software fees	[●]	[●]	[●]
- Other regulatory expenses	[●]	[●]	[●]
- Miscellaneous	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

**Please note that the cost mentioned is an estimate quotation as obtained from the respective parties and excludes GST, interest rate and inflation cost. The amount deployed so far toward issue expenses shall be recouped out of the issue proceeds.*

Notes:

1) *Selling commission payable to the SCSBs on the portion for Retail Individual Bidders. Non-Institutional Bidders, which are directly procured by the SCSBs, would be as follows*

*Portion for Retail Individual Bidders**	*0.10 % of the Amount Allotted* (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*0.10 % of the Amount Allotted* (plus applicable taxes)*

**Amount allotted is the product of the number of Equity Shares Allotted and the Offer Price. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE or NSE*

2) *No uploading/ processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by the members of the Syndicate/ sub-Syndicate/ Registered Broker/ CRTAs/ CDPs and submitted to SCSB for blocking, would be as follows:*

Portion for Retail Individual Bidders	*Rs. 10 per valid Bid cum Application Form (plus applicable taxes)*
Portion for Non-Institutional Bidders	*Rs. 10 per valid Bid cum Application Form (plus applicable taxes)*

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed Rs. 1 lakh (plus applicable taxes) and in case if the total processing fees exceeds Rs. 1 lakh (plus applicable taxes) then processing fees will be paid on pro-rata basis.

3) *The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:*

Sponsor Bank – Axis Bank Limited	*Rs. 5 per valid Bid cum Application Form* (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.*

**For each valid application by respective Sponsor Bank*

No uploading/ processing fees shall be payable by our Company to the Members of the Syndicate/ RTAs/ CDPs for applications made by RIBs (up to ₹200,000), Non-Institutional Bidders (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism.

4) *Selling commission on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, CRTAs and CDPs or for UPI or using 3-in-1 type*

accounts- linked online trading, demat & bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:

Portion for Retail Individual Bidders	*0.10 % of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*0.10 % of the Amount Allotted* (plus applicable taxes)*

5) *The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No:. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.*

The Issue expenses shall be payable in accordance with the arrangements or agreements entered into by our Company with the respective Designated Intermediary.

Deployment of Funds and Sources of Funds

As on date of this Red Herring Prospectus, our Company has not deployed any funds towards the Objects of the Issue.

Interim Use of Funds

Pending utilisation for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds only with scheduled commercial banks. In accordance with Section 27 of the Companies Act 2013, ourCompany confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of anyother listed company or for any investment in the equity markets.

Bridge Loan

Our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds.

Monitoring of Utilisation of Funds

In accordance with Regulation 262 of the SEBI ICDR Regulations, since the Net Proceeds do not exceed ₹ 10,000.00 Lakhs, appointment of monitoring agency is not applicable.

Variation in Objects of the Issue

In accordance with Sections 13(8) and 27 of the Companies Act, 2013, our Company shall not vary the Objects of the Issue unless our Company is authorised to do so by way of a special resolution of its Shareholders through a postal ballot and such variation will be in accordance with the applicable laws including the Companies Act, 2013 and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the CompaniesAct, 2013. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English, one in Hindi and one in Marathi, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoter will be required to provide an exit opportunity to such Shareholders who do not agree to the above stated proposal to vary the objects, at a price and in such manner as may be prescribed by SEBI in Regulation 290 and Schedule XX of the SEBI ICDR Regulations.

Appraising Entity

None of the Objects for which the Net Proceeds will be utilised have been appraised by any bank/ financial institution or any other agency.

Other Confirmations

No part of the Net Proceeds will be paid to our Promoter, Promoter Group, Directors, or our Key Managerial Personnel, except in the ordinary course of business. Our Company has not entered into nor has planned to enter into any arrangement/ agreements with our Directors, our Key Management Personnel, or our Group Companies in relation to the utilisation of the Net Proceeds.

BASIS FOR ISSUE PRICE

The Price Band, Floor Price and Issue Price will be determined by our Company in consultation with the BRLM, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹10/- and the Issue Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should also refer to *"Our Business", "Risk Factors", "Restated Financial Statements", "Management's Discussion and Analysis of Financial Position and Results of Operations" and "Other Financial Information"* on pages 108, 27, 200, 200 and 196, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for computing the Issue Price are:

- Diversified service portfolio with more than 10 years of track record
- Geographical presence
- Strong in-house concept creation and designing expertise
- Marque Clientele
- Meeting expectation of clients and maintaining long term relationship with clients
- Well experienced management team with proven project management and implementation skills

For further details, see *"Our Business –Strengths*" on page 121.

Quantitative Factors

Some of the information presented below relating to our Company is based on the Restated Financial Statements. For details, see *"Restated Financial Statements"* on page 161.

Some of the quantitative factors which may forms the basis for calculating the Issue Price are as follows:

I. Basic and Diluted Earnings per share ("EPS")

Fiscal Year ended	Basic EPS* (in ₹)	Diluted EPS* (in ₹)	Weight
March 31, 2024	3.57	3.57	3
March 31, 2023	2.32	2.32	2
March 31, 2022	0.43	0.43	1
Weighted Average	**2.63**	**2.63**	**-**

** Adjusted for Bonus Issue*

***Notes**:*

(1) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights

(2) Basic Earnings per Equity Share (₹) = Restated profit for the period/year divided by Weighted average number of equity shares outstanding during the period/year, read with note 1 above

(3) Diluted Earnings per Equity Share (₹) = Restated profit for the period/year divided by Weighted average number of diluted equity shares outstanding during the period/year, read with note 1 above

(4) Earnings per Share calculations are in accordance with the notified Accounting Standard 20 'Earnings per share'. The face value of equity shares of the Company is ₹ 10/-.

(5) The figures disclosed above are based on the Restated Financial Statements.

II. Price/Earning ("P/E") ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	P/E at the Floor Price (number of times)*	P/E at the Cap Price (number of times)*
Based on basic EPS for Fiscal 2024	[●]	[●]
Based on diluted EPS for Fiscal 2024	[●]	[●]

**Will be included in the Prospectus*

Industry Peer Group P/E ratio

Particulars	Industry P/E (number of times)
Highest	17.80
Lowest	14.20
Average	16.00

***Notes**:*

(1) The industry high and low has been considered from the industry peer set provided above. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed above.

(2) All the financial information for listed industry peers mentioned above is sourced from the annual reports of the relevant companies for Fiscal 2024, as available on the websites of the NSE and BSE.

III. Return on Networth ("RoNW")

Fiscal Year ended	RoNW (%)	Weight
March 31, 2024	28.11%	3
March 31, 2023	35.03%	2
March 31, 2022	9.99%	1
Weighted Average	27.40%	

***Notes**:*

(1) Weighted average = Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. (Return on Net Worth x Weight) for each year/Total of weights.

(2) Return on Net Worth (%) = Restated profit for the year divided by Net worth at the end of the period/year.

(3) 'Net worth': Equity Share capital and other equity less capital reserves

IV. Net asset value per Equity Share (face value of ₹ 10/- each)

Particulars	NAV per equity share (₹)*
As on March 31, 2024	12.56
After the Completion of the Issue:	
- At Floor Price	[●]
- At Cap Price	[●]
- At Issue Price(2)	[●]

** Adjusted for Bonus Issue*

***Notes**:*

(1) Net Asset Value per Equity Share = Net worth derived from Restated Financial Statements as at the end of the period/ year divided by number of equity shares outstanding as at the end of period /year as per Restated Financial Statements.

(2) Issue Price per Equity Share will be determined on conclusion of the Book Building Process.

COMPARISON OF ACCOUNTING RATIOS WITH LISTED INDUSTRY PEERS

We believe following is our peer group which has been determined on the basis of listed public companies comparable in the similar line of segments in which our Company operates i.e. outdoor advertisement, whose business segment in part or full may be comparable with that of our business, however, the same may not be exactly comparable in size or business portfolio on a whole with that of our business.

Following is the comparison with our peer companies listed in India:

Name of the company	Consolidated/ Standalone	Face value (₹ per share)^	Closing price on June 7, 2024 (₹ per share)	Revenue from Operations (₹ in Lakhs)	EPS (₹)		NAV (₹ per share)	P/E Ratio	RoNW (%)	PAT margin (%)	Market cap to Revenue from operation
					Basic	Diluted					
Thinking Hats Entertainment	Standalone	10	N.A.	2,663.18	3.57	3.57	12.56	[●]^	28.11%	11.61%	[●]#

Name of the company	Consolidated/ Standalone	Face value (₹ per share)^	Closing price on June 7, 2024 (₹ per share)	Revenue from Operations (₹ in Lakhs)	EPS (₹)		NAV (₹ per share)	P/E Ratio	RoNW (%)	PAT margin (%)	Market cap to Revenue from operation
					Basic	Diluted					
Solutions Limited *											
PEER GROUP											
E Factor Experiences Ltd	Consolidated	10	167.00	14,855.74	13.63	13.63	38.50	14.20	30.48%	10.34%	1.47
Inspire Films Ltd	Standalone	10	33.60	3,036.82	3.07	3.07	24.80	17.8	7.62%	8.46%	1.51

**Financial information for our Company is derived from the Restated Financial Statements as at and for the Fiscal 2024.*
#Will be updated in the Prospectus.
***Source**: All the financial information for listed industry peer mentioned above is sourced from the annual report of the relevant companies for Fiscal 2024, as available on the websites of the NSE and BSE.*
^ To be updated in the Prospectus.

Notes for peer group:

1. *Return on Net Worth (%) = Profit for the year ended March 31, 2024 divided by Total Equity of the Company as on March 31, 2024.*
2. *NAV is computed as the Total Equity of the Company as on March 31, 2024 divided by the outstanding number of equity shares as on March 31, 2024.*

The trading price of the Equity Shares could decline due to the factors mentioned in the section *"Risk Factors"* on page 27 and any other factors that may arise in the future and you may lose all or part of your investments.

KEY FINANCIAL AND OPERATIONAL PERFORMANCE INDICATORS ("KPIs")

Key Performance Indicators (KPIs) are imperative to the Financial and Operational performance evaluation of the company. However, KPIs disclosed below shall not be considered in isolation or as substitute to the Restated Financial information. In the opinion of our Management the KPIs disclosed below shall be supplementary tool to the investor for evaluation of the company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated June 10, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of the Draft Red Herring Prospectus. Further, the KPIs herein have been certified by M/s. Baid Agarwal Singhi & Co., Chartered Accountants, by their certificate dated June 10, 2024.

The KPIs of our Company have been disclosed in the sections "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" starting on pages 108 and 200, respectively. We have described and defined the KPIs, as applicable, in "*Definitions and Abbreviations*" beginning on page 6.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI (ICDR) Regulations, 2018.

Set forth below are KPIs which have been used historically by our Company to understand and analyse the business performance, which in result, help us in analyzing the growth of various verticals of the Company that have a bearing for arriving at the Basis for the Issue Price.

Some of the key performance indicators which may form the basis for computing the Issue Price are as follows:

(₹ in lakhs except percentages and ratios)

Key Performance Indicators	March 31, 2024#	March 31, 2023#	March 31, 2022#
Revenue from Operations	2,663.18	2,214.75	1,160.19
EBITDA (1)	499.58	299.93	54.04
EBITDA Margin (2)(3)	18.76%	13.54%	4.66%
Profit After Tax for the Year / Period	309.16	200.79	37.21
PAT Margin (4)	11.61%	9.07%	3.21%
ROE (5)*	28.11%	35.03%	9.99%
ROCE (6) *	29.37%	29.25%	11.86%
Net Debt/ EBITDA (7)	0.97	1.29	NA^

#As certified by the Statutory Auditor vide their certificate dated June 10, 2024.
^ Being Net Debt was negative.

KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated June 10, 2024.

Explanation for the Key Performance Indicators

1. *EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance costs, and depreciation & amortisation expenses.*
2. *EBIT means Earnings before interest and tax, and is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance cost.*
3. *EBITDA Margin is calculated as EBITDA as a percentage of Revenue from operations.*
4. *PAT Margin is calculated as profit after tax for the year / period as a percentage of Revenue from operations.*
5. *Return on Equity (ROE) is calculated as profit after tax for the year/period divided by Total Equity.*
6. *Return on Capital Employed (ROCE) is calculated as EBIT divided by Capital Employed. Capital Employed is calculated as total assets less total current liabilities as at the end of the period/year.*
7. *Net Debt/ EBITDA: Net Debt is calculated as total borrowings (including lease liabilities) less cash and cash equivalents and bank balances other than cash and cash equivalents as at the end of the period/year divided by EBITDA.*

We shall continue to disclose these KPIs, on a half-yearly basis, for a duration that is at least the later of (i) three years after the listing date; and (ii) the utilization of the issue proceeds disclosed in the objects of the issue section of the Prospectus. We confirm that the ongoing KPIs would be certified by the statutory auditor of the Issuer Company.

Explanation for KPI metrics

KPI	Explanations
Revenue from Operations (₹ inLakhs)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
EBITDA (₹ in Lakhs)	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹ in Lakhs)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from average shareholders' funds.
RoCE (%)	ROCE provides how efficiently our Company generates earnings from the average capital employed in the business.
Net Debt/ EBITDA (In Times)	Net Debt by EBITDA is indicator of the efficiency with which our Company is able to leverage its debt service obligation to EBITDA.

Comparison the Key Performance Indicators with our listed peers:

(₹ in lakhs) (As on March 31, 2024)

Key Performance Indicators	Thinking Hats Entertainment Solutions Ltd #	Inspire Films Ltd	E Factor Experiences Ltd
Revenue from Operations	2,663.18	3,036.82	14,855.74
EBITDA[(1)]	499.58	578.39	2285.57
EBITDA Margin[(3)]	18.76%	19.05%	15.39%
Profit After Tax for the Year	309.16	256.77	1536.14
PAT Margin[(4)]	11.61%	8.46%	10.34%
ROE[(5)]	28.11%	7.62%	30.48%
ROCE[(2)(6)]	29.37%	12.96%	40.26%
Net Debt/ EBITDA[(1)(7)]	0.97	1.15	0.16

Source: Annual Reports of the company / www.nseindia.com

 # As certified by the Statutory Auditor vide their certificate dated June 10, 2024.

KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated June 10, 2024.

Explanation for the Key Performance Indicators

1. *EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance costs, and depreciation & amortisation expenses.*
2. *EBIT means Earnings before interest and tax, and is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance cost.*
3. *EBITDA Margin is calculated as EBITDA as a percentage of Revenue from operations.*
4. *PAT Margin is calculated as profit after tax for the year / period as a percentage of Revenue from operations.*
5. *Return on Equity (ROE) is calculated as profit after tax for the year/period divided by Total Equity.*
6. *Return on Capital Employed (ROCE) is calculated as EBIT divided by Capital Employed. Capital Employed is calculated as total assets less total current liabilities as at the end of the period/year.*
7. *Net Debt/ EBITDA: Net Debt is calculated as total borrowings (including lease liabilities) less cash and cash equivalents and bank balances other than cash and cash equivalents as at the end of the period/year divided by EBITDA.*

OPERATIONAL KPIs OF THE COMPANY:

(₹ in lakhs)

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Top 5 customers	1,697.90	63.75%	1,845.74	83.34%	1,069.26	92.16%
Top 10 customers	2,100.37	78.87%	2,094.66	94.58%	1,132.96	97.65%

Explanation for KPI metrics

KPI	Explanations
Contribution to revenue from operations of top 5 / 10 customers	This metric enables us to track the contribution of our key customers to our revenue and also assess any concentration risks.

COMPARISON OF OPERATIONAL KPIs OF OUR COMPANY AND OUR LISTED PEER:

The operational KPIs of the listed peer are not publicly available.

WEIGHTED AVERAGE COST OF ACQUISITION:

a) The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities).

There have been no issuance of Equity Shares, excluding shares issued as bonus shares, during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated basedon the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days except:

Date of allotment	No ofequity shares allotted	Face value	Issue price	Issue price (Adjusted for BonusShares)	Nature of allotment	Nature of consider ation	Total consideration (Rs. in lakhs)
10-01-2024	84,722	10	177.00	17.70	Preferential Issue	Cash	149.96
08-02-2024	28,593	10	236.00	23.60	Preferential Issue	Cash	67.48
Total	**1,13,315**						**217.44**

b) The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities).

There have been no secondary sale / acquisitions of Equity Shares or convertible securities, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

c) Price per share based on the last five primary or secondary transactions;

Type of transaction	Weighted average cost of acquisition (₹ per equityshares)	Weighted average cost of acquisition after Bonus shares adjustment (₹ per equity shares)
Weighted average cost of primary/new issue acquisition	191.89*	19.19
Weighted average cost of secondary acquisition	Nil**	N.A.

**Calculated for last 18 months*
***Calculated for Transfer of Equity Shares for the last 18 months.*

d) Weighted average cost of acquisition, floor price and cap price:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor price* (i.e. ₹ [●])	Cap Price* (i.e. ₹ [●])
Weighted average cost of acquisition of primary / new issue as per paragraph (a) above.	19.19	[●]	[●]
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph (b) above.	NA^^	NA^^	NA^^

** To be updated in the Prospectus.*
^^There were no secondary transactions as mentioned in paragraph 8(b) above, in last 18 months from the date of this Prospectus.

Explanation for Issue Price being [●] times price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in (d) above) along with our Company's key performance indicators and financial ratios for the period March 2024, 2023 and 2022.
[●]*

Explanation for Issue Price being [●] times price of face value.

The Issue Price of ₹ [●] has been determined by our Company, in consultation with the BRLM, on the basis of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Information*" on pages 27, 108, 200 and 161 respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors*" on page 27 and you may lose all or part of your investment.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

Statement of possible special tax benefits available to the Company and its Shareholders

To,
The Board of Directors
Thinking Hats Entertainment Solutions Limited
KU220, Kuber Kartik, New Link Road,
Prem Co-operative Society, Andheri West,
Mumbai - 400 053, Maharashtra, India.

Dear Sir(s),

Subject: Statement of Possible Special Tax Benefits Available to the Company prepared in accordance with the requirements under Schedule VI-PART A, Clause (9) (L) of the SEBI (ICDR) Regulations, 2018, as amended (the "Regulations")

We hereby report that the enclosed annexure prepared by Thinking Hats Entertainment Solutions Limited, states the possible special tax benefits available to Thinking Hats Entertainment Solutions Limited (the "**Company**") and the shareholders of the Company, under the Income Tax Act, 1961 ("**Act**"), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders or its Subsidiary to derive the special tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and shareholders, so it does not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares (the "**Issue**") by the Company.

We do not express any opinion or provide any assurance as to whether:
i. the Company or its shareholders will continue to obtain these benefits in future; or
ii. the conditions prescribed for availing the benefits has been/ would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein.

We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus / Prospectus or any other offer related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Your sincerely,
For Baid Agarwal Singhi & Co.
Chartered Accountants
ICAI Firm Registration No.: 0328671E
Partner: CA Sourabh Agarwal
Membership No: 301075
UDIN: 24301075BKBGBM1227
Place: Noida
Date: June 7, 2024
Enclosed as above

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

The information provided below sets out the possible special tax benefits available to the Company and its Equity Shareholders under the Income Tax Act 1961 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.

A. SPECIAL TAX BENEFITS TO THE COMPANY

The Company is not entitled to any special tax benefits under the Act.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

The Shareholders of the Company are not entitled to any special tax benefits under the Act.

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.

2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein.

Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

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SECTION V – ABOUT THE COMPANY

INDUSTRY OVERVIEW

GLOBAL ECONOMY

More than three years after the global economy suffered the largest shock of the past 75 years, the wounds are still healing, amid widening growth divergences across regions. After a strong initial rebound from the depths of the COVID-19 pandemic, the pace of recovery has moderated. Several forces are holding back the recovery. Some reflect the long-term consequences of the pandemic, Russia's war in Ukraine, and increasing geoeconomic fragmentation. Others are more cyclical, including the effects of monetary policy tightening necessary to reduce inflation, withdrawal of fiscal support amid high debt, and extreme weather events. Despite signs of economic resilience earlier this year and progress in reducing headline inflation, economic activity is still generally falling short of pre-pandemic (January 2020) projections, especially in emerging market and developing economies.

The strongest recovery among major economies has been in the United States, where GDP in 2023 is estimated to exceed its prepandemic path. The euro area has recovered, though less strongly—with output still 2.2 percent below prepandemic projections, reflecting greater exposure to the war in Ukraine and the associated adverse terms-of-trade shock, as well as a spike in imported energy prices. In China, the pandemic-related slowdown in 2022 and the property sector crisis contribute to the larger output losses of about 4.2 percent, compared with prepandemic predictions. Other emerging market and developing economies have seen even weaker recoveries, especially low-income countries, where output losses average more than 6.5 percent. Higher interest rates and depreciated currencies have exacerbated the difficulties of low-income countries, placing more than half either at high risk of distress or already in distress. Overall, global output for 2023 is estimated at 3.4 percent (or about $3.6 trillion in 2023 prices) below prepandemic projections. Private consumption has also recovered faster in advanced economies than in emerging market and developing economies, owing to an earlier reopening in the former group facilitated by greater availability of effective vaccines, stronger safety nets, more ample policy stimulus, and greater feasibility of remote work. These factors supported livelihoods during the pandemic, and household consumption is now broadly back to prepandemic trends. Among advanced economies, private consumption has been stronger in the United States than in the euro area, with households receiving larger fiscal transfers early in the pandemic and spending the associated savings more quickly; being better insulated from the rise in energy prices resulting from the war in Ukraine; and feeling relatively confident amid historically tight US labor markets, which have supported real disposable incomes.

Among emerging market and developing economies, the consumption shortfall is particularly large in China, reflecting tight restrictions on mobility during the COVID-19 crisis. Divergences in labour market performance across regions broadly mirror those for output and consumption. Employment and labour participation rates are estimated to exceed prepandemic trends in advanced economies but to remain significantly below them in emerging market and developing economies, reflecting more severe output losses and much weaker social protection. Countries that had the most limited fiscal space are also those where employment shortfalls are the largest (ILO 2023). Among advanced economies, the euro area has seen larger employment gains than the United States. This may reflect more extensive use in the former of worker-retention programs modelled on the German Kurzarbeit short-time work scheme (IMF 2020), which protect workers' income and allow businesses to retain firm-specific human capital, reducing the costly process of separation, rehiring, and training. In the euro area, these programs bolstered employment during the most challenging phases of the crisis and accelerated the recovery when economies reopened.

Investment, on the other hand, has uniformly fallen short of prepandemic trends across regions. Businesses have shown less enthusiasm for expansion and risk taking amid rising interest rates, withdrawal of fiscal support, dimmer prospects for product demand, stricter lending conditions, and growing uncertainties regarding geoeconomic fragmentation. Higher leverage has further dampened investment which remains 3 percent to 10 percent lower across regions than had been projected before the pandemic. Moreover, the pandemic, war in Ukraine, and worsening climate shocks have contributed to a reversal in decades-long poverty reduction trends. According to World Bank staff estimates, 75 million to 95 million more people were living in extreme poverty in 2022 compared with prepandemic estimates. Spikes in food prices and related insecurities following Russia's invasion of Ukraine, as well as bouts of extreme weather, have accentuated these difficulties. The global average temperature in July 2023 was the highest on record for any month, amid reports of catastrophic flooding, heat waves, and wildfires in many regions. Overall, the global prevalence of undernourishment is significantly higher than before the pandemic.

Source: https://www.imf.org/en/Publications/WEO/Issues/2023/10/10/world-economic-outlook-october-2023#:~:text=Advanced%20economies%20are%20expected%20to,in%20both%202023%20and%202024.

OVERVIEW OF THE INDIAN ECONOMY

India continues to show resilience against the backdrop of a challenging global environment, according to World Bank's latest India Development Update (IDU). The IDU, the Bank's flagship half yearly report on the Indian economy, observes that despite significant global challenges, India was one of the fastest-growing major economies in FY22/23 at 7.2%. India's growth rate was the second highest among G20 countries and almost twice the average for emerging market economies. This resilience was underpinned by robust domestic demand, strong public infrastructure investment and a strengthening financial sector. Bank credit growth increased to 15.8% in the first quarter of FY23/24 compared with 13.3% in the first quarter of FY22/23.

The World Bank forecasts India's GDP growth for FY23/24 to be at 6.3%. The expected moderation is mainly due to challenging external conditions and waning pent-up demand. However, service sector activity is expected to remain strong with growth of 7.4% and investment growth is also projected to remain robust at 8.9%.

"Tapping public spending that crowds in more private investments will create more favourable conditions for India to seize global opportunities in the future and thus achieve higher growth."- Auguste Tano Kouame, World Bank's Country Director in India.

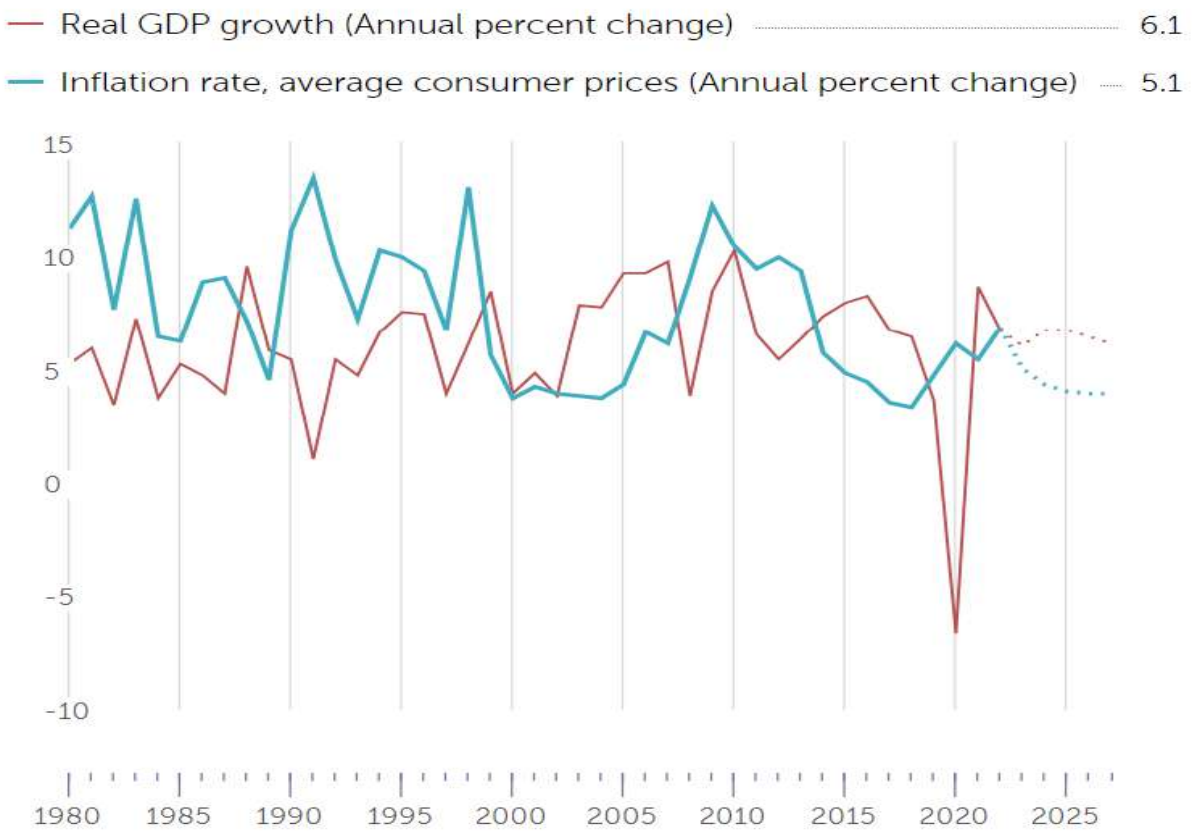
"While the spike in headline inflation may temporarily constrain consumption, we project a moderation. Overall conditions will remain conducive for private investment," said Dhruv Sharma, Senior Economist, World Bank, and lead author of the report. "The volume of foreign direct investment is also likely to grow in India as rebalancing of the global value chain continues."

Source:
https://www.worldbank.org/en/news/press-release/2023/10/03/india-s-growth-to-remain-resilient-despite-global-challenges#:~:text=The%20IDU%2C%20the%20Bank's%20flagship,average%20for%20emerging%20market%20economies.

Strong economic growth in the first quarter of FY 2022-23 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of the COVID-19 pandemic shock. Real GDP in the first quarter of 2022–23 is currently about 4% higher than it's corresponding 2019-20, indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022–2023. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

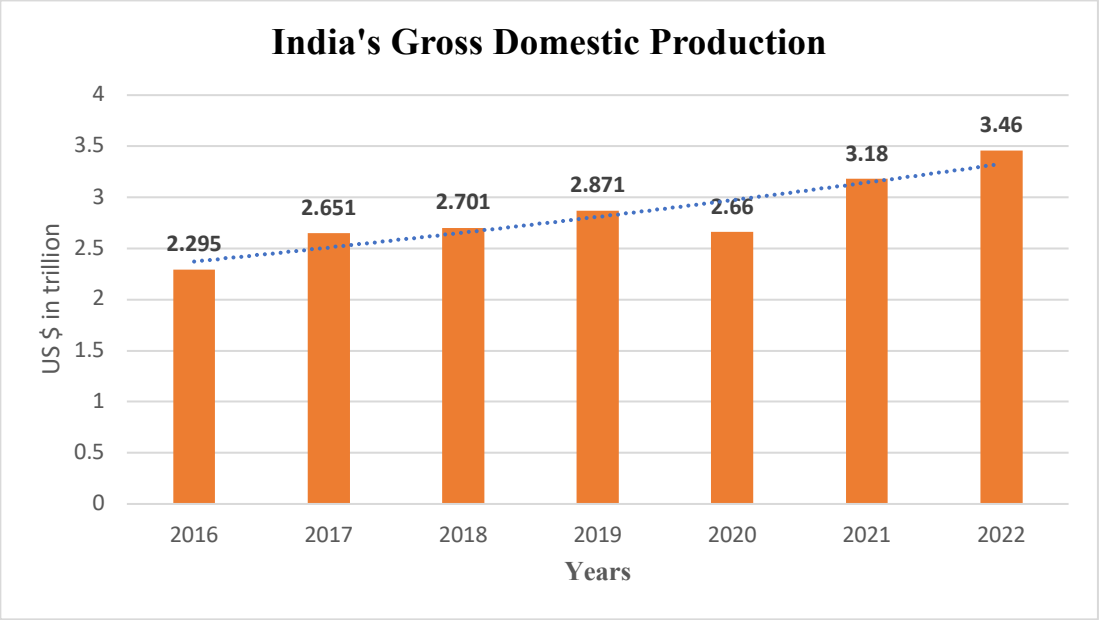
Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalization of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-September 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.



India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US$ 332.7 billion, India has the third-largest unicorn base in the world. The government is also focusing on renewable sources to generate energy and is planning to achieve 40% of its energy from non-fossil sources by 2030.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030. India's current account deficit (CAD), primarily driven by an increase in the trade deficit, stood at 2.1% of GDP in the first quarter of FY 2022-23.



Road Ahead

In the second quarter of FY 2022-23, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2022. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked fifth in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in FY 2022–23 (until August 2022), stood 46.8% higher than the same period last year. The ratio of revenue expenditure to capital outlay decreased from 6.4 in the previous year to 4.5 in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation as a result of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Despite the continued global slowdown, India's exports climbed at the second-highest rate this quarter. With a reduction in port congestion, supply networks are being restored. The CPI-C and WPI inflation reduction from April 2022 already reflects the impact. In August 2022, CPI-C inflation was 7.0%, down from 7.8% in April 2022. Similarly, WPI inflation has decreased from 15.4% in April 2022 to 12.4% in August 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

EVENT INDUSTRY

The India Events & Exhibition Market is Segmented by Type (B2B, B2C, Mixed/Hybrid), Revenue Stream (Exhibitor Fee, Sponsorship Fee, Entrance Fee, Services), End User (Consumer Goods and Retail, Automotive and Transportation, Industrial, Entertainment, Real Estate and Property, Hospitality, Healthcare, and Pharmaceutical). The Market Sizes and Forecasts are Provided in Terms of Value (USD) for all the Above Segments.

Study Period	2019 - 2029
Base Year For Estimation	2023
Market Size (2024)	USD 5.23 Billion
Market Size (2029)	USD 7.80 Billion
CAGR (2024 - 2029)	8.31 %
Market Concentration	Low

Major Players

*Disclaimer: Major Players sorted in no particular order

Event & Exhibition Market Analysis

- The event and exhibition market has experienced significant growth in recent years, driven by factors such as increasing corporate spending on marketing and branding, technological advancements enhancing event experiences, and the rising popularity of experiential marketing. Additionally, globalization has expanded the reach and scale of events, contributing to market expansion.
- Key growth drivers for the industry are trade shows, exhibitions, digital activation, sports leagues, rural expansion, and government-initiated projects, followed by IP (Intellectual Property), personal events, product launches, expansion of mini-metros, and below-the-line marketing spending.
- Moreover, the growth in the market is propelled by various factors, including increasing demand for live experiences, technological advancements enhancing attendee engagement, and the rise of experiential marketing. With people seeking more immersive and interactive experiences, companies are investing in events and exhibitions to connect with their target audience on a deeper level.
- Furthermore, the industry benefits from globalization as businesses expand their reach and seek to establish a presence in new markets through events and exhibitions. This growth is expected to continue as organizations recognize the value of face-to-face interactions in an increasingly digital world.
- Factors such as higher booth fees, limited access to marketing and promotion resources, stringent qualification criteria, or lack of visibility compared with more established companies may hinder the participation of small players in the event and exhibition markets.
- Post-COVID, entertainment activities such as film festivals, movie events, music festivals, and concerts are gaining significant traction, coupled with increasing music concerts and world tours of musicians across many parts of the world, offering substantial opportunities for the market. It is further expected that the growth in the event and exhibition will regain momentum over the forecast period.

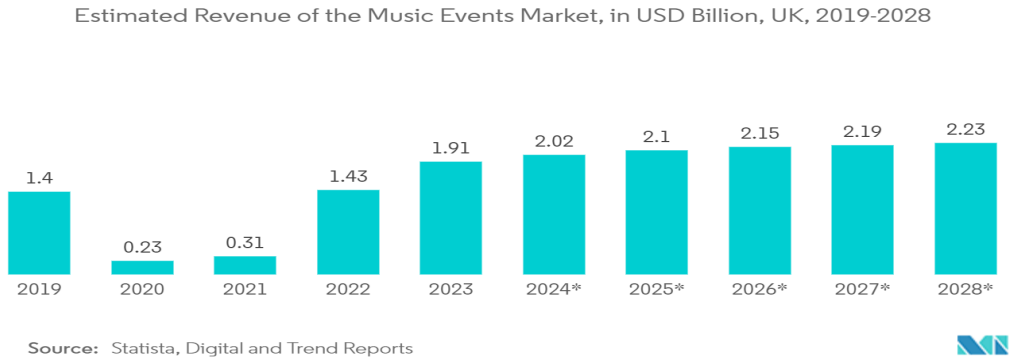
Event & Exhibition Market Trends

Entertainment Sector to Witness Fastest Growth

- Events and exhibitions in the entertainment sector provide opportunities for showcasing live performances, films, sports, gaming, and interactive experiences, among others. The lifestyle of the people is becoming busy, and they are opting for various entertainment events to rejuvenate themselves, which is further creating an opportunity for global entertainment events to rise. In addition, the social media platform plays a significant role in terms of helping events increase their awareness among potential visitors, fuelling the market's growth opportunities considerably.
- By geography, the United Kingdom is projected to hold a substantial share of the entertainment segment in the event and exhibition market. This is because the United Kingdom has a rich cultural heritage and is home to various entertainment events such as the Edinburgh Festival Fringe and London Film Festival. With a strong

emphasis on arts, music, and theater, the United Kingdom continues attracting domestic and international audiences to its entertainment exhibitions and events. Although the market for music events in UK witnessed a slump during the COVID-19 pandemic, it has recovered after the lockdown and is steadily growing.

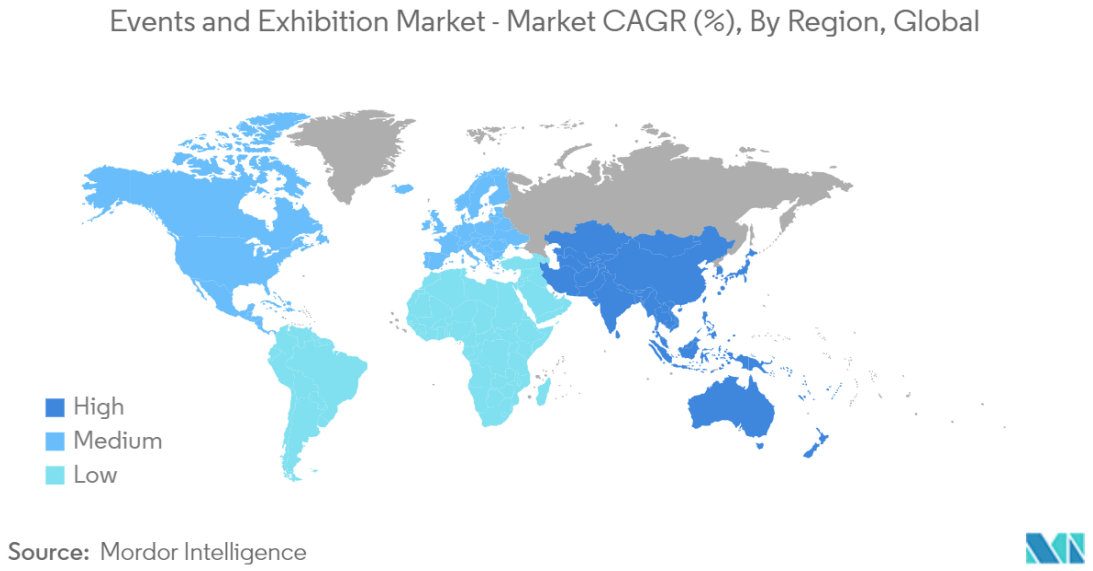
- Moreover, the entertainment sector events and exhibitions are gaining significant popularity in India, with various annually hosted music events and music festivals such as Sunburn music events and various movie or film festivals. In addition, market vendors are also organizing live comedy shows, which are also gaining popularity with the youth audience.
- Film or movie festivals are also becoming a preferable choice for people because they provide a complete entertainment package with dance and music performed by their favorite singers and actors. For instance, India hosts significant movie festivals over the year, notably the Delhi International Film Festival-2024, Jio MAMI Mumbai Film Festival, Global Indian Film Festival, International Film Festival of India GOA, Jagran Film Festival, and Jaipur International Film Festival 2024, etc.
- Overall, in the entertainment sector, shows such as music concerts, film festivals, and comedy shows are reaching pre-pandemic levels. Hence, the segment is anticipated to witness significant growth in on-site and digital events, which will positively impact the growth of entertainment sector events over the forecast period.



Understand The Key Trends Shaping This Market
Asia Pacific Expected to Witness Significant Growth in the Market

- In the current market scenario, China is witnessing rapid economic development and urbanization that have led to an increasing demand for business events, trade shows, and exhibitions across various industries. The country's burgeoning middle class and expanding consumer market make it an attractive destination for companies seeking to showcase their products and services.
- China hosted a range of events in 2023, such as the China International Industry Fair, Texcare Asia & China Laundry Expo, China International Sewing Machinery & Accessories Show (CISMA), Beijing International Medical Equipment Exhibition, and C-Touch & Display Shenzhen, among others.
- Japan's rich cultural heritage and technological innovation center make it an attractive destination for hosting various events and exhibitions. The country's advanced infrastructure, including state-of-the-art convention centers and exhibition venues, provides ideal settings for hosting large-scale events. Additionally, Japan's strategic geographical location in Asia-Pacific makes it a convenient hub for international conferences, trade shows, and expos, attracting attendees and exhibitors from around the world.
- The increasing number of international artists and performers touring in Japan has further fueled the demand for event spaces and venues, driving the market's growth opportunities significantly. Moreover, the music industry in Japan is witnessing constant growth. It is because the artists and bands actively engage with fans on social media platforms, streaming services, and fan clubs, leveraging their online presence to promote upcoming events, interact with followers, and drive ticket sales through direct channels. Music events also have become very popular among the Japanese people.
- Exhibitions are important economic facilitators, and as India has one of the fastest-growing economies, they are essential for fostering international trade and attracting foreign direct investment. The global customer is also open to innovative concepts, products, and technologies, encouraging more foreign exhibitors to investigate the Indian market. Furthermore, the exhibition business has many untapped economic, artistic, and social potential.

- The Indian automotive industry has been witnessing significant growth in the past few years owing to various government initiatives such as the Automotive Mission Plan 2026, scrappage policy, and production-linked incentive schemes in the Indian market with increasing efforts to boost the local vehicle manufacturing sector.
- For instance, according to the India Brand Equity Foundation (IBEF), the Indian automotive industry (including component manufacturing) is expected to reach INR 16.16-18.18 trillion (USU 251.4-282.8 billion) by 2026. India's annual production of automobiles in FY22 was 22.93 million vehicles. Such factors provide a positive outlook for the growth of automotive events and exhibitions in India.



Source: https://www.mordorintelligence.com/industry-reports/event-and-exhibition-market-india.

Shaping the Future: Trends in India's Meetings & Events Industry in 2024

As we step into 2024, the Indian meetings and events industry is at the cusp of exciting transformations. This thriving sector, a cornerstone of business and social interactions, is constantly evolving. With the landscape influenced by factors such as technology, sustainability and evolving customer preferences, we find ourselves at the epicenter of innovation and creativity. In this blog, we will explore the top five trends shaping India's meetings and events industry in 2024.

Persistent High Demand

Despite the unpredictable turns that recent years have taken, one thing remains constant - the unwavering demand for meetings and events. In India, the zest for in-person gatherings has proven resilient. As we emerge from the shadows of uncertainty, meetings and events are making a triumphant return, facilitating connections, networking and knowledge-sharing like never before. Corporates and individuals alike are realizing the unique power of face-to-face interactions, reaffirming the irreplaceable role of events in our lives.

Sustainability Takes Centre Stage

The importance of sustainability has grown to paramount levels. Event planners, both seasoned and novice, are weaving eco-friendliness into their blueprints. In 2024, 'green' isn't just a color; it's a philosophy. Event planners are increasingly prioritizing sustainability by turning to renewable energy sources like solar and wind power, utilizing solar panels to provide electricity and thereby reducing reliance on non-renewable sources and lowering carbon emissions. LED lighting, known for its energy efficiency, is now widely favored at events, with natural lighting incorporated wherever possible during daytime gatherings to further minimize energy consumption. Adopting a zero-waste or minimal waste approach, events are opting for compostable or recyclable materials for items like plates, cups and cutlery. Clear signage at waste

stations makes it easy for attendees to separate waste appropriately, contributing to the overall reduction of environmental impact at events.

Technology-Driven Experiences

Technology is the architect of innovation in the meetings and events domain. From virtual reality (VR) experiences to AI-driven personalization, technology is creating unforgettable event experiences. Augmented reality (AR) tour guides, interactive digital installations and smart badges for networking are just the tip of the iceberg. Attendees now expect not just an event but an immersive tech-driven journey. In 2024, technology is the magician turning ordinary events into extraordinary ones.

Holistic Travel and Wellbeing

Wellness is no longer an optional add-on but a core element of events in India. From yoga and meditation sessions to organic and mindful catering, events are promoting holistic wellbeing. Attendees want to leave an event not just intellectually stimulated but also rejuvenated, nourished and energized. Incorporating these elements ensures that events are not just productive but also transformative experiences.

The Shift Away from Hybrid/Virtual Events

While the pandemic drove the rise of virtual and hybrid events, 2024 sees a shift in the opposite direction. Physical events are back in vogue and while the convenience of virtual interaction is not disregarded, there's a collective hunger for shared physical spaces, face-to-face conversations and genuine human connections. The charm of being present in the moment is rekindling the allure of traditional gatherings.

Corporate events: Merging business with entertainment

Corporate events have also emerged as a significant contributor to the growth of the event industry. With India becoming a global business hub, companies are increasingly recognizing the importance of events in building brand visibility, fostering client relationships, and motivating employees. From product launches to annual conferences, from team-building retreats to award ceremonies, corporate events have become integral to corporate strategy. The corporate event management segment is expected to witness substantial growth, driven by demand from both domestic and international companies operating in India.

Cultural festivals: Celebrating diversity and unity

India's rich cultural tapestry is showcased through a plethora of festivals celebrated throughout the year. Whether it's Diwali, Holi, Eid, Christmas, or regional festivals like Durga Puja, Baisakhi, or Onam, each event is marked by vibrant colors, melodious music, delectable cuisines, and a sense of community spirit. Cultural festivals not only serve as occasions for merrymaking but also play a crucial role in promoting tourism and preserving heritage. The growing popularity of music festivals like NH7 Weekender, Sunburn, and Magnetic Fields further underscores the evolving tastes of Indian audiences, with millions flocking to these events annually.

The digital revolution: Transforming the event experience

In the age of technology, digital innovations have revolutionized the event industry, offering new avenues for engagement and interaction. Virtual events, live streaming, augmented reality, and social media integration have become commonplace, allowing organizers to reach a wider audience and enhance participant experiences. The COVID-19 pandemic accelerated the adoption of virtual events, prompting organizers to embrace digital platforms to ensure continuity amidst lockdowns and restrictions. This digital transformation has not only increased accessibility but also opened up new revenue streams for event organizers.

Source: https://etinsights.et-edge.com/indians-passion-for-events-sparks-explosive-growth-in-the-event-industry/
https://hitex.co.in/blog/shaping-the-future-top-5-trends-in-indias-meetings-events-industry-in-2024.html

MEDIA AND ENTERTAINMENT INDUSTRY REPORT

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making significant strides. The increasing availability of fast and cheap internet, rising incomes, and increasing purchases of consumer durables have significantly aided the industry. India's media and entertainment industry are unique as compared to other markets.

The industry is well known for its extremely high volumes and rising Average Revenue Per User (ARPU).

This significantly aided the country's industry and made India leading in terms of digital adoption and provided companies with uninterrupted rich data to understand their customers better. India has also experienced growing opportunities in the VFX sector as the focus shifted globally to India as a preferred content creator.

Proving its resilience to the world, Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenue. According to a FICCI-EY report, the advertising to GDP ratio is expected to reach 0.4% by 2025 from 0.38% in 2019.

MARKET DYNAMICS

The Indian Media & Entertainment (M&E) sector is set for substantial growth, with a projected 10.2% increase, reaching Rs. 2.55 trillion (US$ 30.8 billion) by 2024 and a 10% CAGR, hitting Rs. 3.08 trillion (US$ 37.2 billion) by 2026. Advertising revenue in India is projected to reach Rs. 330 billion (US$ 3.98 billion) by 2024. The share of traditional media (television, print, filmed entertainment, OOH, music, radio) stood at 57% of the media and entertainment sector revenues in 2023.

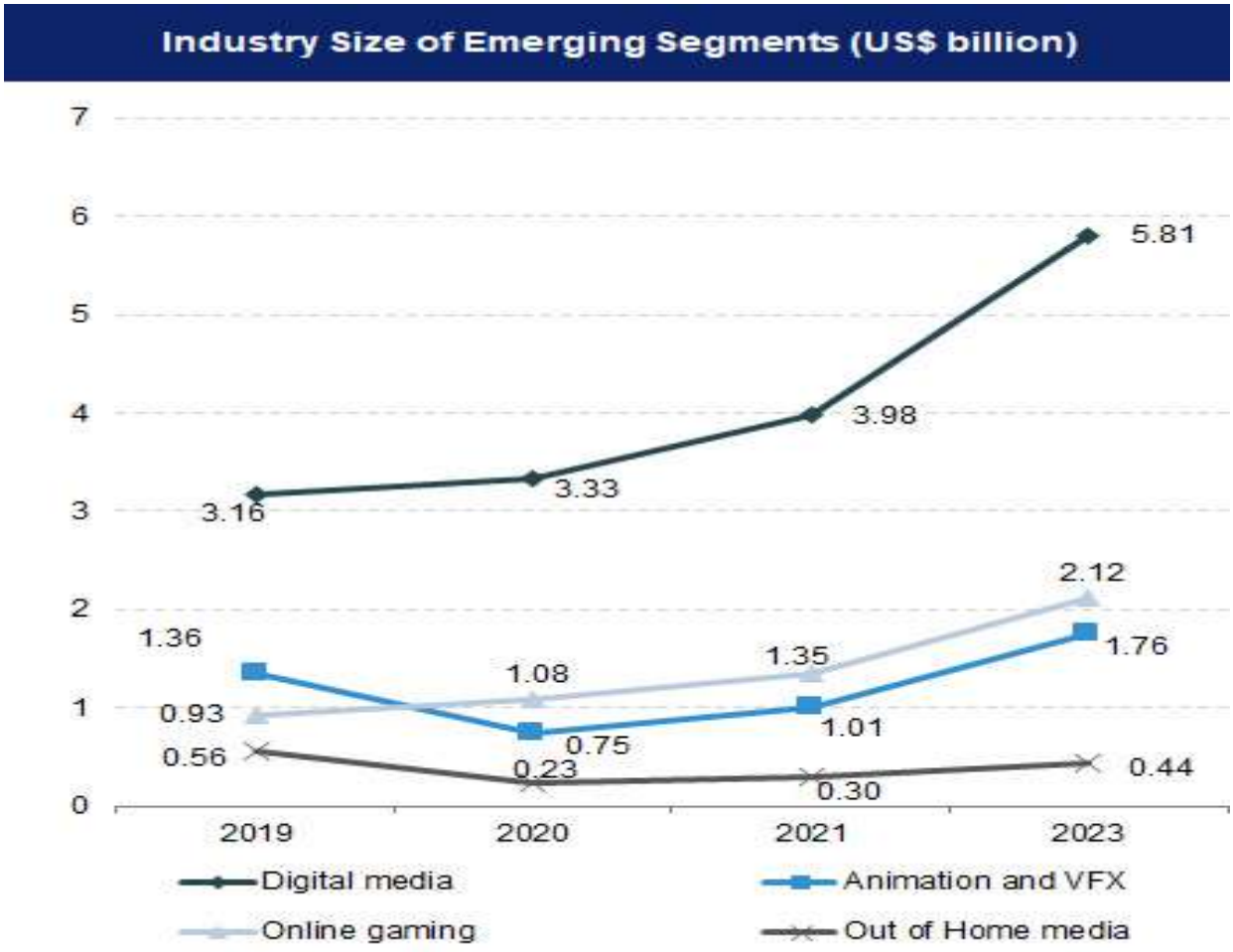
The country's entertainment and media industry is expected to see a growth of 9.7% annually in revenues to reach US$ 73.6 billion by 2027.

Revenue of the Indian video OTT market that is dominated by players such as Amazon Prime Video, Netflix, and Disney+ Hotstar is set to double from US$ 1.8 billion in 2022 to US$ 3.5 billion by 2027.

The Indian media and entertainment sector posted a robust 19.9% growth in 2022 and crossed the Rs. 2 trillion (US$ 24 billion) mark in annual revenue for the first time led by a sharp jump in the digital advertising mop-up.

In 2024, the projected revenue in the Digital Media market in India is expected to reach US$ 10.07 billion. It is expected to contribute 38% to the overall advertising industry in India, on par with television.

The OTT segment is likely to grow at a remarkable CAGR of 14.1% to reach Rs. 21,032 crore (US$ 2.55 billion) in 2026. Subscription services, which accounted for 90.5% of revenue in 2021, are projected to account for 95% of revenue by 2026.



The AVGC sector is estimated to grow at ~9% to reach ~Rs. 3 lakh crore (US$ 43.93 billion) by 2024, stated Union Minister of Commerce & Industry, Consumer Affairs & Food & Public Distribution and Textiles, Mr. Piyush Goyal.

2023 recorded US$ 575 million in PE/VC investments in the media and entertainment sector, an 84% decline y-o-y.

In Q3 of CY23, eight deals were recorded in the media and entertainment sector of India at US$ 269 million. FDI inflows in the information and broadcasting sector (including print media) stood at US$ 10.87 billion between April 2000-September 2023.

Indian Over-The-Top (OTT) platforms have demonstrated significant growth in the global market, witnessing a 194% increase in revenue from international viewers over the last two years.

The Indian OTT audience universe currently stands at 481.1 million people, of these, 138.2 million are active paid OTT subscriptions in India.

India’s Direct-To-Home (DTH) Services market is expected to expand to US$ 7.59 billion in 2029 from US$ 6.48 billion in 2023, growing at a CAGR of 2.8%.

India’s SVOD subscriptions reached 130.2 million in 2022 compared to 110.5 million in 2021.

As per GroupM’s TYNY report 2023, India was ranked 8th by global ad spend, and will continue as the fastest growing market among the top 10 ad markets in 2023.

Advertising revenue in India is projected to reach Rs. 330 billion (US$ 3.98 billion) by 2024.

Key growth drivers included rising demand for content among users and affordable subscription packages.

India's media and entertainment industry is the fifth largest market globally and is growing at the rate of 20% annually, according to Union Information and Broadcasting Minister Mr. Anurag Thakur.

The Indian mobile gaming market is poised to reach US$ 7 billion, in value, by 2025. The online gaming segment grew 22% to become the fourth largest segment of the Indian M&E sector in 2023, displacing filmed entertainment.

The music industry is expected to reach US$ 445 million by 2026 from US$ 180 million in 2019. According to a study conducted by Kantar and VTION, an audience measurement and analytics company, Gaana, the streaming service owned by Times Internet Ltd., had 30% market share, followed by JioSaavn (24%), Wynk Music (15%), Spotify (15%), Google Play Music (10%), and others (6%) in 2020.

The FICCI EY media and entertainment report 2023 said that in 2023, music streaming in India had an audience of approximately 185 million of which the paid subscriber base was just around 7.5 million.

About 1 million music streams were played every 3 minutes in FY23, totalling 460 million streams per day, according to a report by RedSeer Strategy Consultants. Spotify led India's music and audio streaming market in FY23 with a 26% share, as compared to just 11% share in FY20.

Growth of the sector is attributable to the trend of platform such as YouTube that continues to offer recent and video content-linked music for free, which is expected to drive the paid OTT music sector reaching ~5 million end-users by 2023, generating revenue of ~Rs. 2 billion (US$ 27 million).

By 2025, the number of connected smart televisions are expected to reach ~40-50 million. 30% of the content viewed on these screens will be gaming, social media, short video, and content items produced exclusively for this audience by television, print and radio brands. By 2025, ~600-650 million Indians, will consume short-form videos, with active users spending up to 55 to 60 minutes per day.

OTT video services market (video-on-demand and live) in India is likely to post a CAGR of 29.52% to reach US$ 5.12 billion by FY26, driven by rapid developments in online platforms and increased demand for quality content among users.

RECENT DEVELOPMENT/INVESTMENTS

Recent Developments in the Media and Entertainment Industry are

- The Star-Viacom18 merger deal signed on February 28 will create an US$ 8.5 billion media goliath with a dominating presence in both TV and digital segments.
- In August 2023, Netflix inked a "first-of-its-kind" deal with Jio Platforms to bundle the streaming service with the carrier's two pay-as-you-go plans as the American giant pushes to expand its subscriber base in the key Asian market.
- In June 2023, India, for the first time participated at the Annecy International Animation Festival in France and showcased the strength its creative economy holds.
- In May 2023, Viacom18-owned streaming service Jio Cinema inked a multi-year content deal with NBCUniversal (NBCU) to bolster its premium content library. As part of the partnership, Jio Cinema will get access to thousands of hours of NBCU films and TV series in India.
- Media company Shemaroo Entertainment is planning to spend Rs. 75 crore (US$ 9.1 million) in FY24 to bolster its broadcast and over-the-top (OTT) businesses.
- Newly merged multiplex giant PVR Inox is ready with a plan to add up to 175 new screens and retrofit a host of existing ones at an investment of Rs. 700 crore (US$ 85.1 million) during FY24.
- In April 2023, Prime Minister Mr. Narendra Modi commissioned Low Power FM Transmitters of capacity of 100 watt at 91 locations. These transmitters have been installed in 84 districts of 20 states. With this, the network of transmitters with All India Radio has increased from 524 to 615. The addition will further boost the coverage of AIR to 73.5% of the population of the country.
- A partnership was announced in April 2023 between the Ministry of Information & Broadcasting and Amazon India in the field of media, entertainment, and public awareness.
- The online gaming segment grew 22% to become the fourth largest segment of the Indian M&E sector in 2023, displacing filmed entertainment.
- Music from South Indian languages such as Kannada, Malayalam, Tamil, and Telugu have witnessed the fastest growth in the vernacular in the last four years in FY23. The highest contributor to OTTA with the non-film genre was Punjabi music (39%) across all states.
- In June 2022, the exclusive rights for the television broadcast of the Indian Premier League (IPL) from 2023-2027 was acquired by DisneyStar.
- In March 2022, Pocket FM in India raised US$ 65 million and has plans to expand in new regional languages.
- In March 2022, Krafton infused US$ 19.5 million in Indian audio content platform Kuku FM.

GOVERNMENT INITIATIVES

The Telecom Regulatory Authority of India (TRAI) is set to approach the Ministry of Information and Broadcasting, Government of India, with a request to Fastrack the recommendations on broadcasting, in an attempt to boost reforms in the broadcasting sector. The Government of India has agreed to set up National Centre of Excellence for Animation, Gaming, Visual Effects and Comics industry in Mumbai. The Indian and Canadian Government have signed an audio-visual co-production deal to enable producers from both the countries exchange and explore their culture and creativity, respectively.

In February 2021, Prasar Bharati (India) and PSM (the official State Media of Maldives) inked an agreement to facilitate collaboration and capacity building in the field of broadcasting.

In June 2021, the Union Ministry of Information and Broadcasting notified the Cable Television Network (Amendment) Rules, 2021, which aims to establish a three-layer statutory mechanism for citizens to raise grievances with respect to broadcasted content.

As part of the expansion to include all digital platforms and digital (OTT) players under a single roof, in May 2021, the Indian Broadcasting Foundation (IBF) announced the move to be renamed as the Indian Broadcasting and Digital Foundation (IBDF).

As per the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021, IBDF would also form a self-regulatory body (SRB) soon.

To ease filming in railways, the Film Facilitation Office (FFO) set up in the National Film Development Corporation (NFDC) collaborated with the Ministry of Railways to develop an integrated single window filming mechanism to streamline the permission process for filming across railway premises.

In November 2021, the government announced that it is working towards creating a National Centre of Excellence for AVGC (animation, visual effects, gaming, and comics).

On February 25, 2021, the government outlined the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules 2021 to establish a progressive institutional mechanism and a three-tier grievance redressal framework for news publishers and OTT platforms on the digital media.

In February 2021, the digital entertainment committee of the Internet and Mobile Association of India (IAMAI) finalised a code of conduct to form the basis for self-regulation code for OTT content. The code has been endorsed by 17 OTT platforms including Netflix, Amazon Prime Video, Disney+ Hotstar, ZEE5 and Voot.

In February 2021, Prasar Bharati (India) and PSM (the official State Media of Maldives) inked an agreement to facilitate collaboration and capacity building in the field of broadcasting.

Digital audio–visual content including films and web shows on over-the-top (OTT) streaming platforms, as well as news and current affairs on online platforms, have been brought under the Ministry of Information and Broadcasting in November 2020.

ROAD AHEAD

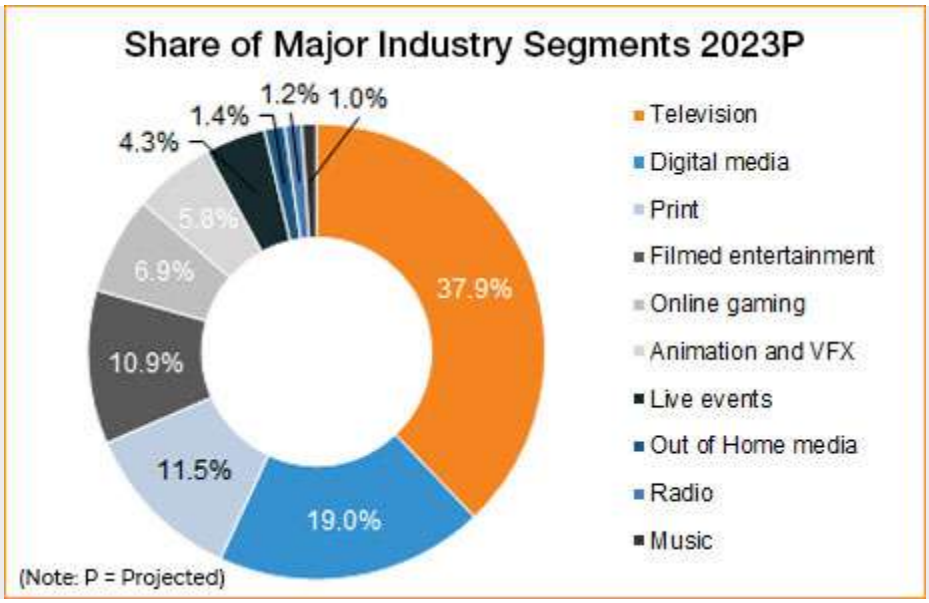
The Indian M&E industry is on an impressive growth path. The industry is expected to grow at a much faster rate than the global average rate. This can be majorly credited to rising incomes, increasing internet penetration and a growing push toward digital adoption.

In the long run, growth is the M&E industry is expected in retail advertisement on the back of several players entering the food and beverages segment, E-commerce gaining more popularity in the country, and domestic companies testing out the waters. India's rural regions are expected to be the next regions for growth. India has also gotten on board with 5G and is already planning for 6G well ahead of the future. This push towards digital adoption especially in the rural regions will provide advertisers and publishers with an immense opportunity to capture untapped markets and help grow India's media and entertainment industry forward.

Note: Conversion rate used for March 2024 is Rs. 1 = US$ 0.012

References: *Media Reports, Press Releases, Press Information Bureau, Department for Promotion of Industry and Internal Trade (DPIIT), Crisil report, EY FICCI Report*

Media and Entertainment India



(Source: https://www.ibef.org/industry/media-entertainment-india)

Future of Streaming – OTT

India's OTT market, sized at $2.5 billion (this includes YouTube), went through a major disruption in 2023, as Jio Cinema offered the most premium content—Indian Premier League—free to users. This negatively impacted subscription revenue growth for peers and the industry at large and led to Disney Plus offering cricket World Cup free for mobile customers.

The OTT market in India is currently battling the dilemma between growth and profitability in a price-sensitive market. 2023 was a year of disruption for cricket content, as Jio Cinema used it to build a large customer base for itself. But

expect some serious changes in the OTT landscape in 2024 as platforms now look to chase profitability.

Since the advent of affordable 4G service and video OTT in India in 2017, none of the video streaming platforms have been able to reach break-even point, which could lead to some structural changes in this market.

Economics

Content cost correction is the need of the hour, as most big OTT platforms are making hefty losses. According to our assessment, the Indian OTT industry's revenue (excluding YouTube) is $1.3 billion. However, the content cost alone comes around $1.5-2 billion, which is approximately 65-70 per cent of the OTT platforms' cost base (other costs include marketing, manpower and technology). Thus, one can expect some rationalisation in this area as platforms become selective in their approach towards new shows. There will be a sharp decline in experimentation within web series and a more selective approach when it comes to purchasing digital rights of films in 2024, which will help lower losses.

Consolidation is another big change for the OTT industry, with the Zee/Sony merger and potential talks of RIL/Disney coming together. A merger between these entities will provide much needed respite as these four platforms (Jio Cinema, Sony Liv, Hotstar and Zee5) together command a market share of more than 40 per cent in video advertising (including YouTube). This may shift the bargaining power aggressively in favour of platforms and arrest content costs across various types of content (movies, web series etc).

Pricing

A freemium pricing model is here to stay for video OTT platforms in India, as we don't foresee the scale up of pure play video advertising models given that the digital advertising market is fragmented with presence of search, social and e-commerce giants.

Subscription revenue is a sticky revenue stream which will provide a predictable cash flow for OTT platforms and take care of their content budgets. Given the wide variety of audience in India across multiple languages, a freemium model with a mix of free and pay based content augurs well over the long term. OTT platforms may not be able raise prices extensively just as yet, and hence will find innovative means like 1) curbs on password sharing, 2) ad-supported content within pay-based video services, to drive better monetisation.

Censorship

Regulation is an overhang in a diverse market like India. However, don't expect blanket censorship as that will stall the growth of digital consumption. Self regulation will continue to exist going ahead too; however, there could be a potential set up wherein content on OTT is constantly monitored and platforms making content hurting religious or minority sentiments may be penalised with hefty fines.

Viewership tracking

Video OTT has the best advantage of tracking consumption and viewership trends across markets. Netflix recently started sharing data, providing details of time spent on various shows globally.

Transparency from the OTT platforms will increase, as they start sharing selective data around viewership trends. This could benefit 1) advertisers for better ROI and 2) content creators to predict what kind of content actually does well.

All in all, things are poised well for the Indian OTT market, which seems set for strong growth coupled with profitability.

(Source: https://www.thehindubusinessline.com/catalyst/if-ott-in-2023-was-about-growth-in-2024-it-will-be-about-profitability/article67707215.ece)

OUR BUSINESS

Some of the information in the following section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read the section entitled "Forward Looking Statements" on page 20 for a discussion of the risks and uncertainties related to those statements and the section entitled "Risk Factors" on page 27 for a discussion of certain risks that may affect our business, financial condition, or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Statements included in this Prospectus on page 161. Unless stated otherwise, industry and market data used in this Prospectus has been obtained or derived from publicly available information as well as other industry publications and sources. For details, please refer to the section titled "Industry Overview' on page 94.

Overview

Our Company was incorporated on February 11, 2013 as '*Thinking Hats Entertainment Solutions Private Limited*', a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. For administrative convenience, pursuant to an order passed by the Regional Director, Northern Region, New Delhi on November 29, 2019, the registered office of our Company was shifted from New Delhi to the state of Maharashtra. Further, our Company was converted into a public limited company pursuant to a resolution passed by our Board of Directors in their meeting held on August 18, 2023, and by the Shareholders at an Extraordinary General Meeting held on August 19, 2023and consequently the name of our Company was changed to '*Thinking Hats Entertainment Solutions Limited*' and a fresh certificate of incorporation dated September 7, 2023 was issued by the Registrar of Companies, Maharashtra at Mumbai. The corporate identification number of our Company is U92490MH2013PLC352652.

Thinking Hats has evolved from a premier concept development, event design and production company that specializes in live events, corporate, MICE (Meetings, Incentives, Conferences and Exhibitions), social and virtual events to an OTT content production and experiential marketing company with a strong focus on content development, intellectual property curation and tech centric product development.

With more than a decade of experience in creating events and experiences, Thinking Hats is a team of visionaries who convert clients dreams into reality. Our creative and personalized approach executes every event with the utmost professionalism and provides our clients with dependable solutions and the finest attention to detail. Thinking Hats began its event management and retail visual merchandising since incorporation and has been offering event management services related to Corporates Events, Corporate Meetings, Conference Management, Brands and Product Launches, Lifestyle and Fashion Events, Exhibitions & Fairs, Entertainment Show Management, Pan-India Ground Activations and Artist Management among others in India. Our Event Management services are offered from Media, Retail, Financial, Food, Education, Healthcare and Technology industries. We also provide prominent display and retail visual merchandise with a broad spectrum of offerings and in-store solutions to various retail stores.

With exclusive content made for platforms such as Netflix, Amazon, Sony Liv, MX Player, Disney+Hotstar, Voot, Zee5, etc. OTT Platforms have become increasingly popular in recent years due to their convenience and flexibility, allowing consumers to watch their favourite shows and movies on a variety of devices, including smartphones, tablets, laptops, and smart TVs. They also offer a wider range of content options compared to traditional cable TV. The contracts for OTT are typically 6 to 10 episodes for 45- 60-minute episodes, which then gets extended to multiple seasons based on the popularity of the series. Realising the opportunity in OTT space and the expertise of management team, our Company has ventured into production of OTT contents in the year 2019. Creativity and courage are the core values at Thinking Hats' work culture. As a part of our storytelling expertise, Thinking Hats has produced two web series for OTT platforms i.e., "*Aapkey Kamrey Me Koi Rehta Hai*" and "*Kathmandu Connection 2*", and one Bengali Movie "*Onek Diner Pore*". Apart from movies and OTT web series, we also make short films for YouTube content and corporate event movies.

We recognize that Artificial Intelligence (AI), Augmented Reality (AR), Visual Reality (VR), photos, content licencing including music & videos, animation and others are key growth areas, and we are committed to expanding our business in these areas.

We are led by a group of individuals, having a strong background and extensive experience in the event management and entertainment industry. Our Promoters, Rajesh Bhardwaj, Managing Director, Gaurav Singhania, Wholetime Director and CFO, and Shruti Singhania, Non-Executive Non- Independent have been leading our Company's strategy and operations. Under their guidance, our Company has been able to achieve a dynamic service and customer portfolio adding clients under various genres from Media, Retail, Financial, Food, Education and Technology industries. They are responsible for expanding business horizons, corporate strategy, leadership and management, financial performance across verticals, stakeholder relations, innovation and growth, identifying new opportunities and risk management. Our Company employs teams with required expertise in each of our divisions, each of which possess the requisite experience for executing our projects and meeting the expectation of our clients. Our expert team of dedicated professionals' adds panache to every project with a mix of high design, impeccable organization and oh-so-fabulous style. We pride ourselves on our ability to listen, understand and interpret the initial essence of the project, translating thoughts and words into content curation, design, development, production and execution. This ultimately gives our client an edge over other companies in presenting themselves and achieving their goals.

We define our strategy through "*EAGER*" which stands for "*Experience, Agility, Game-awareness, Energy and Revenue Generation"*

Our 'Experience' encompasses diverse spaces such as film production, event curation & management, content creation for streaming platforms, retail visual merchandising and more.

Our 'Agility' is showcased in our roster of varied and distinguished clients who range from leading corporate entities such as the Tata Group including Westside and Zudio, Goldman Sachs, McDonalds and Uber to media brands like The Times of India, HT Media, Network 18 Media & Investments, Radio Mirchi and Fever Entertainment, to name a few of several.

Our 'Game-awareness' is best seen in the leap we have taken from being specialists in event management to developing expertise in the growing field of content creation for online streaming platforms, namely OTT. Our three projects streaming on Sony Liv, Zee5 and MX Player namely *'Kathmandu Connection 2', 'Onek Diner Pore' and 'Aapkey Kamrey Me Koi Rehta Hai'.* We are also set to release soon three more exciting projects, out of which two web-series are under post-production phase presently titled *'Tatkal'* and *'Therapy Sherapy'*. Another untitled project is a mythological animation feature film is in pre-production stage.

Thinking Hats typifies 'Energy' and youth connect across platforms. For years, we have conceptualized and successfully executed path-breaking experiences for our clients. Examples of this include bringing the legendary Arijit Singh and Atif Aslam on the same stage. Similarly, our trailblazing IPs like 'Holi Moly' and Live with Shafqat Amanat Ali have received tremendous love from the audience. At the core of these thoughts was to go beyond narrow barriers and let a young audience enjoy the purity of music.

In a journey of over a decade, we have put 'Revenue Generation' and value addition by way of creating and engaging audiences for our clients brands at the front and centre of our business. And this quality, above all else, has won us the trust of leading brands in the industry.

And today, Thinking Hats is *EAGER* to do more, leverage the digital / tech transformation of the world to expand into new areas and build partnerships with brands across sectors and markets.

FINANCIAL HIGHLIGHTS

The table below sets forth certain key operational and financial metrics for the periods indicated:

(₹ in lakhs)

Particulars	Fiscal		
	2024	2023	2022
Revenue from Operations	2,663.18	2,214.75	1,160.19
EBITDA	499.58	299.93	54.04
EBITDA margin	18.76%	13.54%	4.66%
Restated profit for the year	309.16	200.79	37.21
Restated profit for the year as % of Revenue (PAT margin)	11.61%	9.07%	3.21%
Capital employed	1,643.96	990.08	405.17
ROCE (%)	29.37%	29.25%	11.86%
ROE (%)	28.11%	35.03%	9.99%
Debt-to-Equity ratio	0.49	0.72	0.08

Notes:
(1) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses
(2) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
(3) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

The table below sets forth a break-up of the revenue earned by our Company across various domestic states during the preceding three Fiscals ended 2024, 2023 and 2022:

(₹ in lakhs)

	2024		2023		2022	
State	**Value**	**%**	**Value**	**%**	**Value**	**%**
Andhra Pradesh	37.71	1.45%	-	-	-	-
Delhi	537.61	20.66%	457.30	20.65%	127.25	13.25%
Gujarat	261.04	10.03%	108.10	4.88%	45.62	4.75%
Haryana	106.57	4.10%	708.80	32.00%	453.27	47.21%
Karnataka	145.28	5.58%	102.54	4.63%	25.23	2.63%
Kerala	61.90	2.38%	60.64	2.74%	17.75	1.85%
Maharashtra	868.72	33.39%	290.93	13.14%	81.56	8.49%
Telangana	69.34	2.67%	39.02	1.76%	36.02	3.75%
Uttar Pradesh	143.29	5.51%	215.73	9.74%	37.34	3.89%
Uttarakhand	89.91	3.46%	-	-	-	-
Punjab	-	0.00%	27.47	1.24%	-	-
Tamil Nadu	-	0.00%	40.78	1.84%	32.42	3.38%
Assam	-	0.00%	-	-	25.68	2.67%
Others	280.41	10.78%	163.44	7.38%	78.04	8.13%
Total	**2,601.78**	**100.00%**	**2,214.75**	**100.00%**	**960.19**	**100.00%**

International Sale

(₹ in lakhs)

	2024	2023	2022
Sale value	61.40	-	200.00

OUR SERVICE PORTFOLIO

Our company has a B2B Business Model, and we currently operate in 3 different Business verticals:

1. **Our Event Management Services consist of:**
   - Event Management including product and brand launches
   - Artist Management
   - Activations / Exhibitions
   - Gifting and Merchandising
   - Virtual Events

2. **Retail Visual Merchandising consist of:**
   - In-store design solutions

- Interior displays
- Store layout
- Point of Purchase and Point of Sales display (PoP and PoS display)
- Exterior display
- Signages

3. Our digital content creation comprises of:

- Movies production
- OTT movies or Web Series Production
- YouTube Shoots
- Commercial Shoots
- Event Shoots
- Digital Filmmaking

Description of our Services

1. Our Event Management Services

Event Management

As a pioneer in event planning and management services, we deliver top-notch solutions for unforgettable events and experiences to our clients. Our visionary team designs, plans, oversees and executes all sorts of events with professionalism and detailed perfection. Be it a brand launch, iconic music concerts or large-scale tradeshows, Thinking Hats creates experiences that inspire.

- Corporate Events and MICE
- Sports Events
- Annual Meets
- Conferences
- Youth Events
- Music Festivals
- Food Festivals
- Cultural Festivals

DT Fresh Face	DT Fresh Face
Times Corpfest	Times Corpfest
Celebrating Korea : India 50 Years of Diplomatic Relations	Celebrating Korea : India 50 Years of Diplomatic Relations
Rang de Korea	Rang de Korea

Some of the major event that we have organised are as under:

<u>Campaign - No Boundaries (NoBo)</u>
Project Brief - Our own production celebrating cross-border music, food and arts. Here, we successfully brought two of the biggest names in Hindi music - Arijit Singh and Atif Aslam to the same stage and accomplished a historical concert.

<u>Campaign - Holi Moly</u>
Project Brief - At Holi Moly, we brought people from different cities to celebrate the Holi extravaganza.

<u>Campaign – An Evening with Shafqat Amanat Ali</u>

Project Brief – Shafqat Amanat Ali Making the golden voice from across the border perform live at Phoenix Mall, Bangalore. More than 8,000 audience, most liked about concert.

Campaign - Celebrating Korea – India 50 years of Diplomatic Relations
Project Brief – Conceptualised and managed a series of International Relations Event for Korean Government.

Campaign - Award-Winning 'Lost Votes' Initiative during Election
Project Brief - Conceptualised and executed the grand campaign of Lost Votes where we motivated more than 150,000 citizens to vote. The campaign included power-packed performances by KK and Piyush Mishra and generated a consolidated reach of more than 11,500 people.

Campaign - International Yog Festival
Project Brief – A 7-day festival was organized at Rishikesh by the Uttarakhand Tourism on the banks of the holy Ganges to enlighten body, mind and soul.

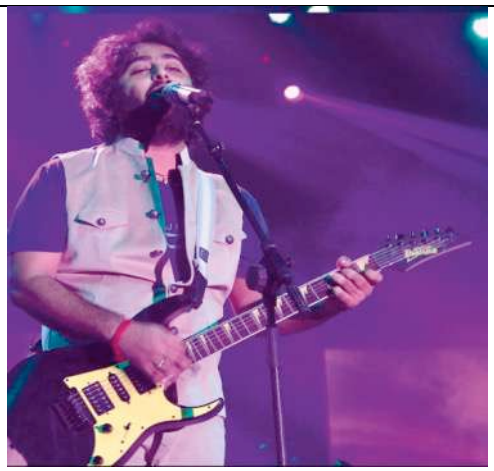
Campaign – MICE: International Partner's Meet
Project Brief - Developed and managed multiple MICE concepts

Artist Management

We understand that every event requires special performances to create a memorable experience in the hearts and minds of spectators. At Thinking Hats, we utilize our thorough knowledge of the artist industry and perfectly align artists with the event. As a part of our artist management services, we have worked with leading industry names like Arijit Singh, Atif Aslam, Shaan, KK, Raftaar, Wadali Brothers, Neeti Mohan, Raveena Tandon, Gurdas Maan, Ballimaran and many more. The categories of artists which we engage includes:

- Individual Artists
- Celebrities
- Standup Comics
- Motivational Speakers
- Social Media Influencers
- Bands from multiple Genres

Neeti Mohan at Celebrating Korea



Arijit Singh at NOBO

 Atif Aslam at NOBO	 **Raftaar at The Friday Jam**
 Shaan at Me for My City	 **Gurdas Maan at The Burrah Project**

Activations | Exhibitions

With the right blend of fresh and experienced minds, Thinking Hats curates promotional events with a perfect mix of creative vision and in-depth industry knowledge. We develop compelling strategies for activation campaigns or exhibitions and facilitate organizations to engage, celebrate and reward their target customers. As your exhibition partners, we help you enhance your brand presence and earn desired business results. Our Activations / exhibitions includes:

- Activation Campaigns – College, corporate and market *etc.*
- Expos
- Trade fairs

GIFA

GIFA

Lost Votes

Raahgiri Day : Fitness Festivals Across India

Raahgiri Day : Fitness Festivals Across India

International Yog Festival

 ISMA	 **ISMA**

Some of the major activation / exhibitions that we have organised are as under:

Campaign - Great Indian Football Action (GIFA) - the Biggest Neighborhood Sports Event
Project Brief - Great Indian Football Action or GIFA invited 650 teams across Delhi-NCR that participated in 650 matches with 1727 goals and garnered praise from more than 2 lac supporters. We organized the grand opening of the event with the Khiladi superstar Akshay Kumar.

Campaign - Raahgiri Day (Fitness Festivals across India)
Project Brief - An ingenious concept to encourage the whole city for becoming sustainable and active took the shape of a special campaign named 'Raahgiri Day'. The campaign educated as well as inspired the citizens to participate in eco-friendly activities and choose a healthy lifestyle.

Campaign - Me for My City
Project Brief - In this initiative, we created a platform where everyone could feel responsible for the safety and cleanliness of their city and do their bit for their surroundings.

Campaign – Youth Engagement through College Connect
Project Brief – Launched and Managed College Fresher's Connect Campaign Fresh Face for Delhi University students. The city level initiative became a national sought-after initiative for The Times of India and has been going strong over the years. Team has successfully rolled out multiple college drives across the country.

Campaign – Cause Marketing- Social Initiatives
Project Brief – Managed the event where school students of Delhi, Planted more than 1 Lac plants/sapling in Aravali Bio-Diversity Park & Yamuna Bio Diversity Park. Also managed, No Honking, Helmet Saves life & Tactical Urbanism Intervention and many more.

Campaign – Cause Marketing- Beautifying Cities across India
Project Brief – #MeForMyCity is an initiative by Canara HSBC Oriental Bank of Commerce Life Insurance. It originates from our brand philosophy of fulfilling promises and creates a platform enables each one of us to do our bit for the city we live in Delhi, Gurgaon, Mohali & Mumbai Covered Chennai, Kochi & Bangalore.

Campaign – ISMA Stalls Setup
Project Brief – Conceptualised, curated and designed stalls for ISMA. The designs seamlessly reflect ISMA's identity, engaging audiences across various platforms.

Gifting and Merchandising

We understand the importance of corporate gifting and merchandising to enhance your brand loyalty and recognition. Thinking Hats provides an opportunity to create an experience that leaves a lasting impression on each gift recipient. With through gifting, we help our clients to establish positive associations with its customers making it stand out from the competition.

Gifting and Merchandising

Gifting and Merchandising

Gifting and Merchandising

Gifting and Merchandising

Virtual Events

In recent times, technology and necessity have given birth to new kinds of events, i.e., virtual events. So, be it annual gala, fundraiser event, or a bidding ceremony, Thinking Hats virtually brings team together in one place. Our proficient team uses the highest state of tech wizardry and organizes virtual experiences through private links, Facebook Live, YouTube or other virtual event platforms. From event planning to delivering technology or conducting post-event analytics, we deliver solutions to meet our clients strategic goals. During the whole course of an event, we handle everything down to every last tiny detail. From creating the platform to production or live moderation, our team ensures seamless communication and delivers the desired results.

HT Tourism Conclave

HT Tourism Conclave

HSBC Life Insurance

HSBC Life Insurance

Some of virtual event that we have organised are as under:

Campaign – Canara HSBC Life Insurance Product Launch
Project Brief – Thinking Hats orchestrated a dynamic virtual event for the Canara HSBC Life Insurance product launch, seamlessly blending cutting-edge technology with compelling content. Through immersive presentations and interactive sessions, the event effectively engaged audiences, generating excitement and spotlighting the brand's innovative offerings.

Campaign – HT Tourism Conclave
Project Brief – Featuring a stellar lineup of distinguished speakers, thought-provoking panel discussions, and engaging conversations on the crucial topic of pivoting the tourism landscape, this year's Tourism Conclave edition was an undeniable success.

2. Retail Visual Merchandising

In-store Design Solutions

Thinking Hats crafts bespoke interior designs tailored to each client's brand identity and target audience. From conceptualization to execution, they create captivating environments that seamlessly blend aesthetics with functionality, ensuring an immersive experience for shoppers.

Interior Displays

With a keen eye for visual storytelling, 'Thinking Hats' designs captivating interior displays that showcase products in their best light. Through strategic placement and creative presentation, they captivate customers' attention and drive sales while maintaining brand coherence.

Store Layout

Leveraging expertise in spatial design, Thinking Hats meticulously plans store layouts to optimize traffic flow and enhance the shopping journey. By harmonizing aisle arrangements and product placements, which create intuitive pathways that guide customers seamlessly through the space.

Point of Purchase (PoP) and Point of Sales (PoS) Displays

Thinking Hats specializes in crafting eye-catching PoP and PoS displays that capture customers' interest at critical moments. From checkout counters to high-traffic areas, our innovative designs leverage psychology and consumer behavior to stimulate impulse purchases and maximize sales opportunities.

Exterior Display

As the storefront's first impression, Thinking Hats elevates brands with striking exterior displays that command attention and invite exploration. Through captivating facades, dynamic window displays, and impactful signage, we create an irresistible allure that draws customers into the retail space.

Signages

Thinking Hats understands the power of effective signage in communicating brand messages and guiding customer navigation. From bold storefront signage to subtle directional cues, they design cohesive signage systems that reinforce brand identity and enhance the overall shopping experience.

3. Our digital content

OTT movies / Web Series Production

Creativity and courage are the core values of Thinking Hats work culture. As a part of our storytelling expertise, Thinking Hats has produced two web series for OTT platforms i.e., "*Aapkey Kamrey Me Koi Rehta Hai*" and "*Kathmandu Connection 2*", and one Bengali Movie "*Onek Diner Pore*". Apart from movies and OTT web series, we also make short films for YouTube content and corporate event movies.

"Kathmandu Connection 2" intensifies the suspense and drama of its predecessor, exploring the complexities of crime and corruption in Nepal's bustling capital. With captivating plot twists and character dynamics, the series promises a riveting continuation that keeps viewers on the edge of their seats.	"Onek Diner Pore" is a touching drama that explores the passage of time and the resilience of human connections. Set against evolving circumstances, the film portrays themes of love, loss, and nostalgia in a heartfelt manner. Through its poignant narrative and compelling performances, it leaves a lasting impact on viewers.	"Aapkey Kamrey Mein Koi Rehta Hai" is a riotous horror-comedy that follows four friends navigating their way through a haunted apartment. With witty humor and comedic chaos, the film offers a rollercoaster of laughs as the friends encounter spooky surprises at every turn.

Youtube Shoots

Thinking Hats specializes in crafting captivating YouTube content through meticulous planning, dynamic filming, and expert editing. Develop branded content and promotional videos, we tailor each shoot to the client's unique vision and audience.

Commercial Shoots

Thinking Hats crafts visually compelling commercials that bring brands to life, from concept to execution, ensuring alignment with brand identity and audience appeal.

Event Shoots

Specializing in event photography and videography, Thinking Hats captures the essence and energy of corporate events and special occasions with authenticity and professionalism.

Digital Filmmaking

Leveraging cutting-edge technology and creative expertise, Thinking Hats produces high-quality digital films, from concept development to distribution, spanning various genres and formats.

 Mahishasur	 **Pujo**

OUR OWN EVENT PRODUCTION:

 At Holi Moly, we brought people from different cities to celebrate the Holi extravaganza.	 Celebrating cross-border music. Here, we successfully brought two of the biggest names in Hindi music - Arijit Singh and Atif Aslam to the same stage and accomplished a historical concert.	 Shafqat Amanat Ali Making the golden voice from across the border perform live at Phoenix Mall, Bangalore. More than 8,000 Audience most liked about concert.

INTELLECTUAL PROPERTIES DEVELOPMENT

In addition to the above business verticals, our Company is also in the process of Intellectual Properties Development. As our name suggests, Thinking Hats, we owns expertise in conceptualising innovative events, campaigns and content for our clients. Our focused efforts ensured that your organisation's event creates waves and sets benchmarks for intellectual experiences. We have already registered a trademark in the name of '*Soulless*' for music IP, in which we are planning music concert and other IPs under development are in the spiritual, food, music and entertainment space.

SEGMENT WISE REVENUE BREAKUP

The table below sets forth a break-up of the segment wise revenue earned by our Company for the Fiscals ended 2024, 2023 and 2022:

Segments	March 31, 2024		March 31, 2023		March 31, 2022	
	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue
Revenue from Event Management	1,485.82	56.66%	1,432.88	64.70%	580.86	50.07%
Revenue from Retail Visual Merchandising	936.73	35.72%	752.37	33.97%	379.33	32.70%
Revenue from Movie and OTT	200.00	7.63%	29.50	1.33%	200.00	17.24%
Total	2,622.55	100.00%	2,214.75	100.00%	1,160.19	100.00%

OUR CLIENTS

Some of our major clients includes:

OUR STRENGHTS

Established brand name

We are well known through our brand named —*Thinking Hats* — in the experiential marketing industry. The brands and our Company's experience has helped by our company earn the trust and goodwill of our customer which further has an

influence on the prospective client‘s decision. Our well established and recognizable brand and the reputation built by us since the last more than 10 years has and will enable us to increase our clientele list in the future.

Geographical presence

With the help of our long-standing market presence and creative, personalized approach, professionalism, dependable solutions and the finest attention to detail, we have been able to create a domestic market presence of our Company in the geographies we operate, thereby catering to various customers functioning in various industries. In addition to multiple industries, we offer our services across multiple geographies. Our Company has offices in Mumbai and Delhi NCR from where we operate and executes projects across the country.

Well established relationship with our supplier

Being in Event Management Industry since last more than 10 years, we have established a strong and long terms business relationships with our key suppliers from whom we regularly procure services such as Retail Visual Merchandising products, signages, lighting and sound equipment, stage, printed materials and marketing collaterals, security & housekeeping, tentage and venue decor materials etc. This long standing relationship has ensured us timely delivery of our specialized services. This has been beneficial for us as we are able to successfully execute the delivery on time and develop further strong relationships with our customers.

Strong in-house concept creation and designing expertise

Revolutionary ideas, an experienced yet talented team defines our in house concept creation and designing. We develop new concepts right from scratch and bring into reality. Our team believes that dreaming big and conceptualising bold is the way to go. We pass those benefits onto you our client. No job is too big or too customized for our creative team. Our innovative design team makes sure that the project is one of a kind and that our clients and audience go home with happy memories.

Events, both intimate in scale and grand in scope, have specific needs to deliver a seamless production. We offer complete design to see your event from concept through to execution. Experienced and highly professional designer staff ensure that event runs seamlessly.

Our designers make sure that the event achieves and maintains the highest standards in wedding design. We tailor the event to the exact needs of our clients with our well motivated and creative design team catering to all needs ensuring the outcome of the event is perfect.

Strong relationship with Broadcasters and Channels

We have created a strong relationship with other participants in the entertainment industry. Our content and services have established us as creative player in the industry. We have developed content across various segments, including regional language content. This has allowed us to curate a diverse and comprehensive content library that caters to the varied tastes and preferences of our audience. Our ability to aggregate content rights from different segments has been made possible by our strong industry connections.

Strong, cordial& long term relationship with our clients

Being in entertainment and event management Industry, it is imperative that we act as One-Stop Solution Provider for our existing and prospective clients. For repetitive business from the same clients and to establish strong, cordial and long-term relations with all our clients, we at all the time aim to offer our clients creative and qualitative services. Since our services has always spoken for itself, we have gained the benefit of developing long standing partnerships with our clients. We believe our track record of timely delivery of quality output while conducting the event has helped us to build strong relationships over a number of years with our customers. We have a history of high retention of our key customers and derive a significant proportion of our income from repeat business.

The revenue from our top ten and top five customers are as under:

(₹ in lakhs)

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Top 5 customers	1,697.90	63.75%	1,845.74	83.34%	1,069.26	92.16%
Top 10 customers	2,100.37	78.87%	2,094.66	94.58%	1,132.96	97.65%

We believe that our relationships with customers coupled with our innovative and cost-effective services makes us well positioned to benefit from this positive trend and continue to expand our operations.

Well experienced management team with proven project management and implementation skills

We are led by a group of individuals, having a strong background and extensive experience in the specialized business segments we operate in. Our Promoters, Rajesh Bhardwaj, Managing Director, and Gaurav Singhania, Wholetime Director and CFO, have been leading our Company's strategy and operations. Under their guidance, our Company has been able to achieve a dynamic service and customer portfolio adding clients under various genres from Media, Retail, Financial, Food, Education and Technology industries. They are responsible for expanding business horizons, corporate strategy, leadership and management, financial performance across verticals, stakeholder relations, innovation and growth, identifying new opportunities and risk management. Our Company employs teams with required expertise in each of our divisions, each of which possess the requisite experience for executing our projects and meeting the expectation of our clients. Our expert team of dedicated professionals' adds panache to every project with a mix of high design, impeccable organization and oh-so-fabulous style. We pride ourselves on our ability to listen, understand and interpret the initial essence of the project, translating thoughts and words into content curation, design, development, production and execution. For further details of the educational qualifications and experience of our management team and our Key Managerial Personnel please refer the chapter titled "*Our Management*" beginning on page 141 of this Red Herring Prospectus.

Marque Clientele

Our partnership with our clients reflects their trust and belief on our company. We are anything and everything brands need to communicate their story to a diverse and distinguished clientele. Our Company has worked with large number of marque clients and served advertising services some of them are provided below:

Top ten clients' name	Project Executed
HT Media Limited	International Yog Festival, Great Indian Football Action (GIFA), Friday Jam Youth Nexus Burrah,
The Times of India	TOI Green Drive Raahgiri Day | Happy Streets Lost Votes Fresh Face Organ Donation Day Times Women Drive Rangmanch Club for Readers retention
Entertainment Network India Limited	Me for My City - Paint the city campaign Me for My City - Music Concerts Delhi Half Marathon
Tata Group	Trent Limited - Westside - Amplify customers shopping experience at Pan India level Trent Limited – Zudio - Amplify customers shopping experience at Pan India level
Cotin Planning Co	India Korea 50 years of Diplomatic relationship K-Pop Concert and Rang De Korea
Sony Liv	Streaming Kathmandu Connection 2
MX Player	Streaming Aapkey Kamrey Mein Koi Rehta hai
Zee5	Streaming Onek Dine Pore, Bengali Film for OTT Platform

OUR STRATEGIES

Strengthen our business by venturing into unchartered territories within India

Having worked with several corporates in Delhi NCR and Mumbai, we want to substantially expand at a Pan India basis and reach out to growing industries domestically. Our office at Mumbai and Delhi NCR allows us to cater to pan India clients from where most of the corporate houses operates. We aim to add new customers with the help of our expertise and experience backed by quality assurances and timely delivery of results.

Embracing new technologies

As a production house, we are committed to staying ahead of the curve and embracing new technologies and emerging new platforms. Our goal is to become a technology-based entertainment company, leveraging the latest tools and innovations to create even more engaging content for our audiences. To achieve this, we are actively scouting for new technology solutions and exploring different platforms that have the potential to transform the event and entertainment industry. We recognize that Artificial Intelligence (AI), Augmented Reality (AR), Visual Reality (VR), photos, content licencing including music & videos, amination and others are key growth areas, and we are committed to expanding our business in these areas.

Developing a strong content library

We intend to focus on creating a large and diverse content library that includes web series, music content, and other types of content. Our focus is to scale up the content volume with new age media such as YouTube, music steaming app and similar. The key elements of our business strategy is to adopt a de-risking expansion strategy to expand in multiple segments of the business and scale up the business significantly. This can provide a steady stream of revenue and help us gain more recognition in the industry.

Focusing on increasing process services & consistency in operating practices

Our Company believes in minimizing errors through continuous process improvement. We also focus on improving efficiencies at all level of operational process so as to achieve cost reductions to achieve competitive edge.

Marketing Strategy

Our teams maintain an ongoing relationship with our clients. We also regularly solicit prospective clients by providing them with the structured set-ups. Our marketing initiatives shall include increase in usage of the digital platform for ensuring geographical and demographical reach. We shall also use social media for increasing the brand awareness among the event management industry. These initiatives assists us in updating about the recent and changing trends in the event management industry and will open up new business opportunities and tie-ups. Some of the other marketing techniques are participating in trade fairs and exhibitions, building network in conferences and active referrals from our existing customers and network.

Growing our business with existing clients with quality and efficient services

Our Company is successful in building a strong client base for the business. This relationship has helped us in getting repeated business from our clients. Thus, we focus on maintaining strong relationship with existing clients which will help us to gain competitive advantage in gaining new clients and increasing the business.

Reduction of operational costs and achieving efficiency

Apart from expanding business and revenues we have to look for areas to reduce costs and achieve efficiencies in order to remain a cost competitive company. We are always in search of new and innovative concepts as per the needs of our clients but while in the process we make sure of the fact that we perform the given task at the lowest possible cost through effective supervision and planning. Further, our Company constantly endeavours to improve our service processes, and will increase service activities to optimize the utilization of resources, skill up-gradation of workers, modernization of procedures to attain reduction in cost and achieve efficiency. We also analyse our existing material procurement policy and service processes to identify the areas of bottlenecks and take corrective measure wherever possible. This helps us in improving efficiency and putting resources to optimal use.

Continue to maintain strong relation with existing suppliers

We believe maintaining good strong relationship with suppliers is a most critical factor in our business to keep growing. Through regular purchase and interactions with the suppliers, we are able to focus on timely delivery on material, superior and quality material which will help in creating and managing unique event and event set-up and retail visual merchandise business. This strongly forged relationship with our suppliers has helped us in sourcing material at lower prices or better discounts thereby reducing our cost and increasing our profit margins.

Creating a strong marketing and promotion strategy

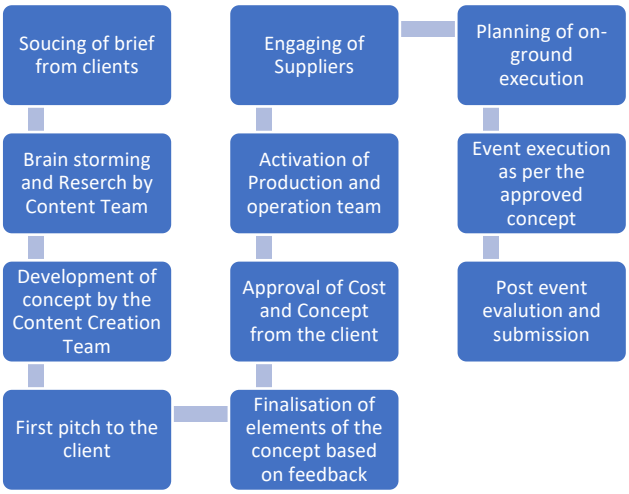
A strong marketing and promotion strategy is crucial for the success of a production house. Our company recognizes this and plans to invest in creating a robust marketing plan that will increase awareness amongst our target audience. Our marketing team will develop a comprehensive strategy that utilizes a combination of traditional and digital marketing techniques to create brand awareness and drive engagement with our audience. By investing in marketing and promotion, we can build brand awareness, increase audience engagement.

To develop own IP

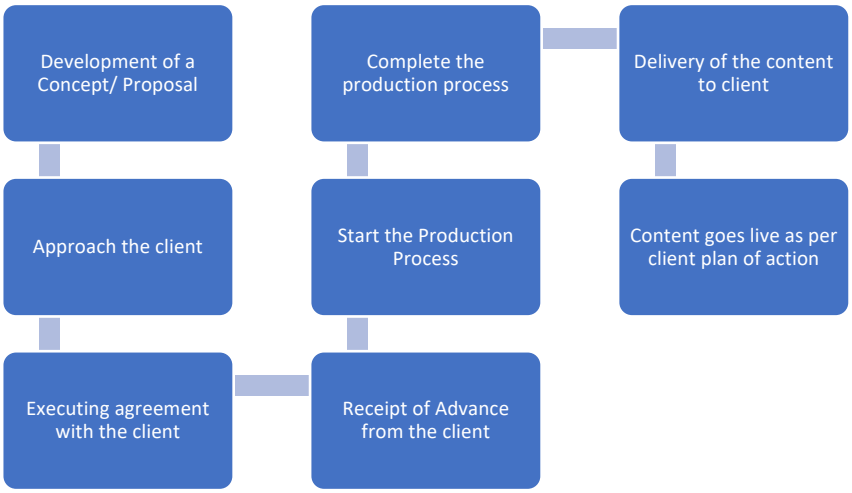
We will also focus on creating our own intellectual property (IP) which can give us an opportunity to scale up the business significantly by selling format rights globally.

PROCESS FLOW

Event Management & Retail Visual Merchandising



Digital Content Creation



SWOT ANALYSIS	
Strengths • Talented and experienced team with a track record of successful event management and retail visual merchandising and high-quality digital content creation. • Established relationships with our clients and key players in the entrainment industry, such as writers, directors, and streaming platform. • Strong brand recognition and reputation for excellence in successful event management and retail visual merchandising.	**Weakness** • Dependence on a small pool of key personnel • Limited financial resources, which may hinder the ability to invest in new technologies or talent • Limited marketing and advertising resources, which can make it difficult to compete with larger players with greater marketing budgets
Opportunities • Expanding to scale up the content volume with new age media such as YouTube, music steaming app and similar • Expanding into tech enabled events and retail visual Merchandising solutions • Forming strategic partnerships with streaming platform and other content providers to increase exposure and access to new markets • Expanding into international markets, where there may be higher demand for certain types of content	**Threats** • Intense competition from large players • Rapidly evolving technology, which requires continuous investment to stay competitive • Changes in consumer preferences or trends, which can impact demand for specific types of event and digital contents • Regulatory changes or legal challenges, which can impact the ability to distribute content or access certain markets

OUR SUPPLIERS

Our Company depends on the third-party vendors for providing services. We believe maintaining good strong relationship with suppliers is a most critical factor in our business to keep growing. Through regular purchase and interactions with the suppliers, we are able to focus on timely delivery on material, superior and quality material which will help in creating and managing unique event and event set-up and retail visual merchandise business. This strongly forged relationship with our suppliers has helped us in sourcing material at lower prices or better discounts thereby reducing our cost and increasing our profit margins.

Our top ten and top five suppliers accounted approximately 39.57% and 32.57% of our total purchases/ cost of goods, respectively, in FY 2024. The details of our suppliers contribution are as under:

(₹ in lakhs)

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Top 10 suppliers	695.32	39.57%	650.52	41.03%	442.77	66.85%
Top 5 suppliers	572.42	32.57%	429.30	27.07%	356.32	53.80%

OUR EQUIPMENT

Our Company does not own any equipment.

Capacity Utilization

As our Company is operating in the service sector, thus the installed capacity and capacity utilization for past three years is not applicable on our company.

Collaborations

JAR Pictures LLP: JAR Pictures LLP is engaged in the business of production of motion pictures (movies and web series) and operates in the entertainment industry. JAR Pictures LLP and our Company have signed two contracts whereby our Company is co-producing two web series which are presently in the post-production phase and are slated to be streamed in the FY 2024-25.

Jimmer Motion Pictures Limited – They are engaged in the business of producing theatrical films in United Kingdom and are in the production of an Untitled Mythological animation feature film. Our Company has signed a contract with them to acquire all the rights, title, interest and ownership in the film throughout the Universe.

Jelly Music Private Limited: Our Company has collaborated with Sneha Subhash Khanwalkar and Ajay Gajendra Rai and formed Jelly Music Private Limited on May 31, 2024, to expand into digital music content for new age media such as YouTube, music steaming app and similar. Our Company hold 33.33% of the equity capital in Jelly Music Private Limited. Jelly Music Private Limited will create exclusive music content for new age media such as YouTube, music steaming app and similar.

Export and Export Obligation

Our Company does not have any export obligation as on date.

Officer and Facilities

Our Registered Office is located at

KU220, Kuber Kartik, New Link Road,
Prem Co-operative Society, Andheri West,
Mumbai - 400 053, Maharashtra, India

Our office is equipped with computer systems, servers, relevant software and other communication equipment's, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

We also have offices at:

Corporate Office 5th Floor, B 9 Pinnacle Business, Park Sector 3 Noida, Gautam Buddha Nagar, Noida - 201 301, Uttar Pradesh, India.	**Delhi Office** DOA Built Up Flat No.2, Ground Floor, Rehyashi Apartment, Pocket-7, Sector-12. Dwarka, New Delhi
Support Office Unit No.142 And 143, 1st floor, Kuber Complex, C.T.S. Number :628,Road: New Link Road, Andheri West Mumbai 400053	

Power

Our Company requires power for the normal requirement of the Offices for lighting, systems etc. Adequate power is available which is met through the electric supply.

Water

Water is required for human consumption at office and adequate water sources are available from municipal water supply. The requirements are fully met at the existing premises.

Human Resources

Our Company believe that our employees are key contributors to our business success and its ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business.

As on June 7, 2024, our Company has 35 employees on payroll. A division-wise break-up of our employees is provided below:

Departments	Number of employees
Senior Management Team	6
Accounts and Finance	2
Business Development & Client Servicing	3
Operations & Production	20
Legal and Corporate Affairs	1
Human Resources and Admin	3

Departments	Number of employees
Total	**35**

MARKETING

Our success lies in the strength of our relationship with our clients and providing client specific services to achieve the clients marketing objective and use the apt media to achieve that objective. We continuously make follow-ups to clients, set-up meetings and track record, in order to garner clients, also focus on direct understanding of client's event requirements. Due to strong network and expertise in the industry, we have been able to get repeated projects from our clients. The efficiency of the marketing and sales network is critical success factor of our Company. Our business development team also play an instrumental role in creating and expanding the sales network of our Company and increasing our customer base. Our sales teams have helped us in achieving a mix of clientele spread across multiple industries and multiple geographies.

Insurance

S. No.	Insurer	Description of Property Insured	Policy No.	Expiry date	Insured Amount (₹ in Lakhs)
1.	HDFC ERGO General Insurance Co. Limited	Fire Insurance for Office at Unit No. 220, 2nd Floor, Kuber Complex Building, Kuber Kartik New Link Road Premises CSL, Plot No. D1 to D5, New Link Road, Andheri, Mumbai - 400053, Maharashtra - 400053.	2949206403739800000	01-05-2025	99.90
2.	HDFC ERGO General Insurance Co. Limited	Fire Insurance for Office at Unit No. 221, 2nd Floor, Kuber Complex Building , Kuber Kartik New Link Road Premises CSL, Plot No. D1 to D5, New Link Road, Andheri, Mumbai - 400053, Maharashtra - 400053.	2949206403284300000	01-05-2025	104.90
3.	ICICI Lombard General Insurance Company LTD	Burglary Insurance for Office at 5th Floor B 9 Block B Noida Sec 3 Noida, Uttar Pradesh, Noida, Uttar Pradesh - 201301	4002/347072866/00/000	06-06-2025	27.00
4.	ICICI Lombard General Insurance Company LTD	Fire Insurance for Office at 5th Floor B 9 Block B Noida Sec 3 Noida, Uttar Pradesh, Noida, Uttar Pradesh - 201301	1016/347072782/00/000	06-06-2025	27.00

Intellectual Property Related Approvals

Trademarks:

Our Company has registered the following trademarks:

Sr. No.	Particulars of Trademark	Application No.	Class	Date of Application	Status
1	thinkinghats™ entertainment solutions	6471041	41	08-06-2024	Accepted

Sr. No.	Particulars of Trademark	Application No.	Class	Date of Application	Status
2	Word mark: SOULLESS	6338650	41	March 9, 2024	Accepted & advertised

Land and Property

The details of our freehold property owned by our Company are as under:

Sr. no.	Particulars of the property, description and area	Usage
1.	Office at Unit Nos. 220 and 221, 2nd Floor, Kuber Complex Building, Kuber Kartik New Link Road Premises CSL, Plot No. D1 to D5, New Link Road, Andheri, Mumbai - 400053, Maharashtra - 400053.	Registered Office

We carry out our business operations from leasehold properties, details of which are as under:

Sr. no.	Details of the Deed/Agreement	Particulars of the property, description and area	Consideration/ License Fee/Rent	Tenure/ Term	Usage
1.	Rent agreement dated April 23, 2024 with MRM Infotech Private Limited	5th Floor B 9 Block B Noida Sec 3 Noida, Uttar Pradesh, Noida, Uttar Pradesh – 201301	Rs. 80,560 per month	11 months	Corporate Office
2.	Rent agreement dated April 30, 2024 with Kavita Gupta	DOA Built Up Flat N0.2, Ground Floor, Rehyashi Apartment, Pocket-7, Sector-12. Dwarka, New Delhi	Rs. 38,000 per month	36 months	Branch Office
3.	Rent Agreement dated April 4, 2024 with Hanat Ashok Lalji	Unit No.142 And 143, 1st floor, Kuber Complex, C.T.S. Number :628, Road: New Link Road, Andheri West Mumbai 400053	Rs. 90,000 per month	12 months	Support Office

We confirm that there are no conflict of interest between the lessor of the immovable properties, (crucial for operations of the company) and the Company, Promoter, Promoter Group, Key Managerial Personnel, Directors and Group Company and its directors.

KEY INDUSTRIAL REGULATIONS AND POLICIES

The following description is an overview of certain sector-specific relevant laws and regulations in India which are applicable to the operations of our Company and its business. The description of laws and regulations set out below is not exhaustive and is only intended to provide general information to Bidders. The information in this section is neither designed nor intended to be a substitute for professional legal advice and investors are advised to seek independent professional legal advice.

The statements below are obtained from publications available in the public domain based on the current provisions of applicable Indian law, and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by legislative, regulatory, administrative, quasi-judicial or judicial decisions/actions and our Company are under no obligation to update the same.

A. RELATED TO OUR BUSINESS

THE CINEMATOGRAPH ACT, 1952

The Cinematograph Act, 1952, ("Cinematograph Act"), authorizes the Central Government to constitute a Board of Film Certification, (also known as the "Central Board of Film Certification" or "CBFC"), in accordance with the Cinematograph (Certification) Rules, 1983, ("Certification Rules"), for sanctioning films for public exhibition in India. Under the Certification Rules, the producer of a film is required to apply in the specified format for certification of such film, with the prescribed fee. The film is examined by an examining committee, which determines whether, the film:

- is suitable for unrestricted public exhibition;
- or is suitable for unrestricted public exhibition, with a caution that the question as to whether any child
- below the age of 12 years may be allowed to see the film should be considered by the parents or guardian of such child; or
- is suitable for public exhibition restricted to adults; or
- is suitable for public exhibition restricted to members of any profession or any class of persons having
- regard to the nature, content and theme of the film; or
- is suitable for certification in terms of the above if a specified portion or portions be excised or modified there from; or
- is not suitable for unrestricted or restricted public exhibitions, i.e., that the film be refused a certificate.

A film will not be certified for public exhibition if, in the opinion of the CBFC, the film or any part of it is against the interests of the sovereignty, integrity or security of India, friendly relations with foreign states, public order, decency or morality, or involves defamation or contempt of court or is likely to incite the commission of any offence.

Any applicant, if aggrieved by any order of the CBFC either refusing to grant a certificate or granting a certificate that restricts exhibition to certain persons only, may appeal to the Film Certification Appellate Tribunal constituted by the Central Government under the Cinematograph Act within thirty days from the date of such order.

THE CINEMATOGRAPH FILM RULES, 1948

The Cinematograph Film Rules, 1948, ("Cinematograph Rules"), require a license to be obtained prior to storing any film, unless specifically exempted. Licenses for storage of films are granted for one year and must be renewed annually. Any person transporting, storing or handling films is required to ensure compliance with requirements pertaining to, inter alia, precautions against fire, storage of loose films, minimum specifications for aisle space, exits and electrical installations in storage rooms etc. The Cinematograph Rules also specify the procedure for transport of film, and application for, or renewal, transfer, refusal and cancellation of, licenses.

INFORMATION TECHNOLOGY ACT, 2000 AND INFORMATION TECHNOLOGY (REASONABLE SECURITY PRACTICES AND PROCEDURES AND SENSITIVE PERSONAL DATA OR INFORMATION) RULES, 2011.

Since our Company is involved in the business of making and producing TV Serials, short films, video series and like. During the course of development of such products, we interchange sensitive information, data, records, functions, security procedures and like and hence our working is governed by Information Technology Act, 2000. This act governs and provides legal recognition for transactions carried out by means of electronic data interchange and other means of electronic 1communication, commonly referred to as electronic commerce. It also gives legal recognition to Digital Signatures and facilitates storage of data. The Act is applicable to any offence or contravention committed outside India as well. If the conduct of person constituting the offence involves a computer or a computerized system or network located in India, then irrespective of his/her nationality, the person is punishable under the Act.

B. INDUSTRY RELATED LAWS AND REGULATIONS

The Indian Contract Act, 1872

The Indian Contract Act codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

The Specific Relief Act, 1963

The Specific Relief Act is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. 'Specific performance' means Court will ask the party to perform his part of agreement, instead of asking him to pay damages to other part.

Municipality Laws

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective States of India have enacted laws empowering the municipalities to issue trade license for operating stores and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Shops and Establishments Legislations

Establishments are required to be registered under the provisions of local shops and establishments legislations applicable in the states where such establishments are set up. Such legislations regulate the working and employment conditions of workers employed in such shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. Shops and establishments have to be registered under the shops and establishments legislations of the respective states where they are located.

Transfer of Property Act, 1882

The Transfer of Property Act, 1882 (the "***T.P. Act***") governs the transfer of property, including immovable property, between natural persons excluding a transfer by operation of law. The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. The T.P. Act also provides for the rights and liabilities of the vendor and purchaser in case of a transaction relating to sale of property and the lessor and lessee if the transaction involves lease of land, as the case may be.

The Registration Act, 1908

The Registration Act, 1908 (the "***Act***") was passed to consolidate all the previous legislations which were enacted in relation to the registration of documents. This Act was promulgated to achieve the purpose of maintaining a proper regulatory record of transactional documents with a recognized officer in order to safeguard the original copies. The Act lays down two types of registration of documents, one being mandatory registration, which has been laid down under Section 17 of the Act and relates to documents such as, *inter alia* gift deed or transfer deed for an immovable property, non-testamentary instruments purporting to an interest in any immovable property, leasing or renting an

immovable property. The other type of registration has been laid down under Section 18 of the Act which provides for the category of documents, registration of which is optional or discretionary and include, wills, instrument for transfer of shares, adoption deeds, etc. Failure to register a document under Section 17 of the Act can attract severe consequences, including declaration of invalidity of the transfer in question; however, no such consequence is attracted in case of Section 18 of the Act. Sections 28 and 31 of the Act provide the sub-registrars and other officers, the authority to register documents under this Act. Registration of a document, provides authenticity to a document and also acts as a conclusive proof in relation to the execution of such a document in the court of law.

Indian Stamp Act, 1899

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the Union list mentioned in the Seventh Schedule of the Constitution of India, is governed by the provisions of the Indian Stamp Act, 1899 (the "***Act***"), all others instruments are required to be stamped, as per the rates laid down by the State Governments. Stamp duty is required to be paid on such category of transaction documents laid down under the various laws of the states, which denotes that stamp duty was paid before the document became legally binding. The stamp duty has to be paid on such documents or instruments and at such rates which have been specified in the First Schedule of the Act. Instruments as mentioned in the said schedule of the Act, if are not duly stamped are not admissible in the court of law as valid evidence for the transaction contained therein. The Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the relevant authorities and validated by imposing of penalty on the parties. The amount of penalty payable on such instruments may vary from state to state.

Negotiable Instruments Act, 1881

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honored by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonor of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two years, or with fine which may extend to twice the amount of the cheque, or with both.

The Micro, Small and Medium Enterprises Development Act, 2006 r/w Industries (Development and Regulation) Act, 1951

The Act provides for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. The Central Government is empowered to classify by notification, any class of enterprises including inter-alia, a company, a partnership, firm or undertaking by whatever name called, engaged in the manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 as: (i) a micro enterprise, where the investment in plant and machinery does not exceed Rs. 25,00,000/- (Rupees Twenty Five Lakhs Only) (ii) a small enterprise, where the investment in plant and machinery is more than Rs. 25,00,000/- (Rupees Twenty Five Lakh Only) but does not exceed Rs. 5,00,00,000/- (Rupees Five Crores Only); or (iii) a medium enterprise, where the investment in plant and machinery is more than Rs. 5,00,00,000/- (Rupees Five Crores Only) but does not exceed Rs. 10,00,00,000/- (Rupees Ten Crores Only). The MSMED Act inter-alia stipulates that any person who intends to establish, a micro or small enterprise or a medium enterprise engaged in rendering of services, may at his discretion and a medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

Foreign Trade (Development and Regulation) Act, 1992

In India, the main legislation concerning foreign trade is the Foreign Trade (Development and Regulation) Act, 1992 (FTA). The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. As per the provisions of the Act, the Government:- (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorized to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorized to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export- Import (EXIM) Policy.

FTA read with the Indian Foreign Trade Policy provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

C. TAX RELATED LAWS

The tax related laws that are applicable to our Company include the Customs Act, 1962, the Income Tax Act, 1961, the Income Tax Rules, 1962 and GST which includes the Central Goods and Services Tax Act, 2017, various State Goods and Services Tax legislations, and the Integrated Goods and Services Tax Act, 2017.

D. INTELLECTUAL PROPERTY LAWS

Information Technology Act, 2000

The Information Technology Act, 2000 (the **"IT Act"**) creates a liability on a body corporate which is negligent in implementing and maintaining reasonable security practices and procedures, and thereby causing wrongful loss or wrongful gain to any person, while possessing, dealing with, or handling any sensitive personal data or information in a computer resource owned, controlled or operated by it but affords protection to intermediaries with respect to third party information liability. The IT Act also provides for civil and criminal liability including compensation, fines, and imprisonment for various computer related offences. These include offences relating to unauthorised disclosure of confidential information and committing of fraudulent acts through computers, tampering with source code, unauthorised access, publication or transmission of obscene material etc. The IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information in the interest of sovereignty, integrity, defence and security of India, among other things. In April 2011, the Department of Information Technology under the Ministry of Communications and Information Technology notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules 2011 under Section 43A of the IT Act and the Information Technology (Intermediaries Guidelines) Rules, 2011 under Section 79(2) of the IT Act.

Trade Marks Act, 1999

Indian trademark law permits the registration of trademarks for goods and services. The Trade Marks Act, 1999 (**"Trade Mark Act"**) governs the statutory protection of trademarks and for the prevention of the use of fraudulent marks in India. An application for trademark registration may be made by individual or joint applicants and can be made on the basis of either use or intention to use a trademark in the future. Once granted, trademark registration is valid for ten years, unless cancelled, and may be renewed indefinitely upon payment of renewal fees every ten years. If not renewed after ten years, the mark lapses and the registration has to be restored. The Trade Mark (Amendment) Act, 2010 has been enacted by the Government to amend the Trade Mark Act to enable Indian nationals as well as foreign nationals to secure simultaneous protection of trademark in other countries. It also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to align the law with international practice.

In March 2017, the Trade Marks Rules, 2017 (**"Trade Mark Rules"**) were notified, in supersession of the Trade Marks Rules, 2002. The Trade Marks Rules brought with them some changes in the application process, in terms of an increase in application fees and common formats for multiple kinds of applications. However, the e-filing process has been incentivized by providing lower application fees.

Copyright Act, 1957

The Copyright Act, 1957, governs copyright protection in India. Under the Copyright Act, a copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. Following the issuance of the International Copyright Order, 1999, subject to certain exceptions, the provisions of the Copyright Act apply to nationals of all member states of the World Trade Organisation. While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favouring the ownership of the copyright by the registered owner. Copyright registration may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Once registered, the copyright protection of a work lasts for 60 years.

The remedies available in the event of infringement of copyright under the Copyright Act include civil proceedings for damages, account of profits, injunction and the delivery of the infringing copies to the copyright owner. The Copyright Act also provides for criminal remedies, including imprisonment of the accused and the imposition of fines and seizures of infringing copies.

The Designs Act, 2000 ("Designs Act")

The objective of Designs Act is to promote and protect the design element of industrial production. It is also intended to promote innovative activity in the field of industries. The Controller General of Patents, Designs and Trade Marks appointed under the Trademarks Act shall be the Controller of Designs for the purposes of the Designs Act. When a design is registered, the proprietor of the design has copyright in the design during ten years from the date of registration.

E. FOREIGN TRADE RELATED LAWS

Foreign Trade (Development and Regulation) Act, 1992, as amended ("Foreign Trade Act").

The Foreign Trade Act empowered the Central Government to make provisions for the development and regulation of foreign trade by way of facilitating imports into as well as augmenting exports from the country and in all other matters related to foreign trade. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. It is authorised to periodically formulate the Indian Foreign Trade Policy, 2015-20 ("Foreign Trade Policy") and amend it thereafter whenever it deems fit. All exports and imports are required to be in compliance with this policy. The Foreign Trade Policy provides for certain schemes for the promotion of export of finished goods and import of inputs. The Foreign Trade Act, read with the Foreign Trade Policy, also provides that no person or company can make exports or imports without having obtained an importer exporter code (IEC) number unless such person or company is specifically exempted. The IEC shall be valid until it is cancelled by the issuing authority.

F. EMPLOYMENT RELATED LAWS

In order to rationalize and reform labour laws in India, the Government of India has notified four labour codes which are yet to come into force as on the date of this Red Herring Prospectus, namely, (i) the Code on Wages, 2019 which will repeal the Payment of Bonus Act, 1965, Minimum Wages Act, 1948, Equal Remuneration Act, 1976 and the Payment of Wages Act, 1936, (ii) the Industrial Relations Code, 2020 which will repeal the Trade Unions Act, 1926, Industrial Employment (Standing Orders) Act, 1946 and Industrial Disputes Act, 1947, (iii) the Code on Social Security, 2020 which will repeal certain enactments including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Maternity Benefit Act, 1961, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959 and the Payment of Gratuity Act, 1972 and (iv) the Occupational Safety, Health and Working Conditions Code, 2020 which will repeal certain enactments including the Factories Act, 1948, Motor Transport Workers Act, 1961 and the Contract Labour (Regulation and Abolition) Act, 1970.

Certain portions of the Code on Wages, 2019 and Code on Social Security, 2020, have come into force upon notification by the Ministry of Labour and Employment. The remaining provisions of these codes shall become effective as and when notified by the Government of India. A brief summary of the aforementioned laws have been provided below:

The Code on Wages, 2019

The Code on Wages, 2019 received the assent of the President of India on August 8, 2019 and proposes to subsume four existing laws namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act,1965 and the Equal Remuneration Act, 1976. The Central Government has notified certain provisions of this code mainly in relation to the constitution of the advisory board.

The Occupational Safety, Health and Working Conditions Code, 2020

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government.

The Industrial Relations Code, 2020

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.

The Code on Social Security, 2020

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008. The Central Government has notified certain provisions of this code.

Employees State Insurance Act, 1948, as amended (the "ESIC Act")

The ESI Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

The Employees Provident Fund and Miscellaneous Provisions Act, 1952 ("Act") and the schemes formulated there under ("Schemes")

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 ("EPF Act") was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (twenty) persons are employed and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("**SHWW Act**") provides for the protection of women at workplace and prevention of sexual harassment at workplace. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favours or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee, which shall always be presided upon by a woman.

The Maternity Benefit Act, 1961 (the "Act")

The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the precedingtwelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

Payment of Gratuity Act, 1972

Gratuity is a lump sum payment made by an employer as the retrial reward for his past service when his employment is terminated. The provisions of the Act are applicable on all the establishments in which ten or more employees were employed on any day of the preceding twelve months and as notified by the government from time to time. The Act provides that within 30 days of opening of the establishment, it has to notify the controlling authority in

Form A thereafter whenever there is any change it the name, address or in the change in the nature of the business of the establishment a notice in Form B has to be filed with authority. An employee who has been in continuous service for a period of five years will eligible for gratuity upon his retirement, superannuation, death or disablement. The maximum amount of gratuity payable shall not exceed ₹ 3.50 Lakhs. Further, every employer has to obtain insurance for his liability towards gratuity payment to be made under payment of Gratuity Act 1972, with Life Insurance Corporation or any other approved insurance fund.

G. GENERAL CORPORATE AND OTHER ALLIED LAWS

Apart from the above list of laws which is inclusive in nature and not exhaustive – general laws like the Indian Contract Act, 1872, Specific Relief Act, 1963, Negotiable Instruments Act, 1881, Sale of Goods Act, 1930, Consumer Protection Act, 1986, Anti-Trust law such as Competition Act, 2002 and corporate Acts namely Companies Act, 2013 are also applicable to the Company.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated on February 11, 2013 as '*Thinking Hats Entertainment Solutions Private Limited*', a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. For administrative convenience, pursuant to an order passed by the Regional Director, Northern Region, New Delhi on November 29, 2019, the registered office of our Company was shifted from Delhi to the state of Maharashtra. Further, our Company was converted into a public limited company pursuant to a resolution passed by our Board of Directors in their meeting held on August 18, 2023, and by the Shareholders at an Extraordinary General Meeting held on August 19, 2023 and consequently the name of our Company was changed to '*Thinking Hats Entertainment Solutions Limited*' and a fresh certificate of incorporation dated September 7, 2023 was issued by the Registrar of Companies, Maharashtra at Mumbai. The corporate identification number of our Company is U92490MH2013PLC352652.

Change in registered office of our Company

The Registered Office of our Company at the time of incorporation was situated at H. No. 84, Godia Mohalla, Village Shikarpur, P O Daulat Pur, Najafgarh, New Delhi - 110 043, Delhi, India. The details of changes made to our Registered Office post incorporation of our Company are provided below:

S. No.	Effective date of change	Details of change	Reason(s) for change
1.	October 25, 2013	The Registered Office of our Company was changed from H. No. 84, Godia Mohalla, Village Shikarpur, P O Daulat Pur, Najafgarh, New Delhi - 110 043, Delhi, India to Plot No - 3, Guru Nanak Market, Lajpat Nagar IV, New Delhi – 110 024, Delhi, India.	For administrative convenience
2.	December 23, 2019	The Registered Office of our Company was changed from Plot No - 3, Guru Nanak Market, Lajpat Nagar IV, New Delhi – 110 024, Delhi, India to KU220, Kuber Kartik, New Link Road, Prem Co-operative Society, Andheri West, Mumbai - 400 053, Maharashtra, India	For administrative convenience

Main Objects of our Company

The main objects of our Company are as follows:

1. *To carry on the business of entertainment including but not limited to wedding planning. event management relating to events like sports, cultural etc. and to organize, aid, counsel, assist, project and promote all types of fairs, exhibitions including painting exhibitions, trade exhibitions and events, star nights, fashion shows, rural shows, film premiers, laser shows, sports events and all other connected activities in India and Abroad.*

2. *To obtain ownership rights, organize, run, promote and manage audio-visual production and its management.*

3. *To conduct touring Shows, Stag Shows, Charitable Shows, Fund raising Events on behalf of Government, Non Government and other industrial Sector Organizations as well as for Private sectors.*

4. *To carry on the business as advisors, agents, consultants and sponsors on all matters related to the organization of events with administration, finance, organization and management.*

5. *To develop and maintain grounds/stadiums for the promotion of outdoor games such as Football, Cricket, badminton etc.*

6. *To carry on the Business of manufacturing, importing, exporting, buying, selling, distributing. and dealing in all kinds of gift items, merchandise, novelties, handicrafts, promotional products, and related accessories.*

7. *To establish, operate, and manage retail stores, outlets, showrooms, stalls and online platforms for the sale and display of brand products or services.*

8. *To produce, Co- produce, direct, and distribute movies and web series across various genres and platforms. To acquire, develop, and exploit intellectual property rights, including scripts, storylines, and characters, for the*

creation. To collaborate with writers, directors, actors, and other professionals in the entertainment industry for the production of high-quality movies and web series.

The main objects as contained in the MoA enable our Company to carry on the business presently being carried out and the activities proposed to be undertaken pursuant to the objects of this Issue.

Amendments to the Memorandum of Association

The following amendments have been made to the Memorandum of Association of our Company since incorporation:

Date of shareholder's resolution	Nature of amendments
March 10, 2014	*Clause V of the MoA was amended to reflect the increase in Authorised Capital of our Company from ₹ 1,00,000 divided into 10,000 Equity Shares of face value of face value of ₹ 10 each to ₹ 25,00,000 divided into 2,50,000 Equity Shares of face value of ₹ 10/- each.*
March 16, 2015	*Clause V of the MoA was amended to reflect the increase in Authorised Capital of our Company ₹ 25,00,000 divided into 2,50,000 Equity Shares of face value of ₹ 10/- each to ₹ 1,00,00,000 divided into 10,00,000 Equity Shares of face value of ₹ 10/- each.*
November 30, 2021	Clauses III (A), of the MoA was amended by inserting new sub clauses 6, 7, 8 & 9 after sub clause 5 as under: *6. To carry on the business of process, produce, manufacture, trading, mix, pack, preserve, freeze, extract, refine, import, export, buy, sell, trade and deal in processed foods, health foods, protein foods, food products, agro foods, fast foods, packed foods, poultry products, sea foods, milk foods, extruded foods, frozen foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items, and all types of drinking products and other consumable provision of every description for human consumption in and outside India.* *7. To carry on the business of and to act as traders, suppliers, importers, exporters, dealers, agents, distributors, manufacturers of corrugated boxes and other packing material, all types of food and drinking products, and all kinds of spices, flour, gluten, processed or semi-processed etc.* *8. To carry on the business as traders, dealers, wholesalers, agents, distributors, consigners, consignee, retailers, combers, job work, scourers, spinners, weavers, finishers, dyers, tailors and drapers, cutters, import and export of all garments of gentlemen, ladies and children and to act as commission agent in connection therewith tailor or otherwise stock and sell all under-garments which are used by men, ladies, children, makers of curtain and other furnishings for cars, furniture or otherwise, makers of handkerchiefs, scarves, ribbons, gloves, socks, nylon, caps, headdresses, garters, towels, linens, sheets, bed covers, sportswear, sport gear and accessories or other fasteners or every size, shape and description and to open and operate stores, departmental store or any other outlet for consumable goods including readymade garments.* *9. To carry on the business of manufacturers, processing, producing, washing, dyeing, ginning, pressing spinning weaving, crimping, texturing, carding, bleaching, combing, doubling, finishing, calendaring, sizing, colouring, printing, merchandising, reeling, winding, throwing, embroidering, blending, sorting, garmenting, drying, drawing, cutting, improving, buying, sellers, dealers, retailers, clothes, tailors, stickers, importers exporters, and agents in textile goods and readymade garment of all fabrics, cotton, woollen, silk, terrene, terri cotton, linen and such fabrics which may come into market as an advent of scientific development and suitable for manufacture of garments, industrial and furnishing cloth and printing, knitting, dyeing and colouring of all kinds of fabrics and yarn, silk mercers & silk products and to act as Export House and to carry on any business in any way connected therewith.*
August 19, 2023	Our Company was converted into a public limited company and consequently the name of our Company was changed to '*Thinking Hats Entertainment Solutions Limited'*. Accordingly, Clause I of the MoA was amended to reflect the name of our Company, post its conversion.
May 23, 2024	*Clause V of the MoA was amended to reflect the increase in Authorised Capital of our Company ₹ 1,00,00,000 divided into 10,00,000 Equity Shares of face value of ₹ 10/- each to ₹ 15,00,00,000 divided into 1,50,00,000 Equity Shares of face value of ₹ 10/- each.*

Corporate profile of our Company

For details regarding the description of our Company's activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, launch of key products, entry in new geographies or exit from existing markets, major distributors and customers, segment, marketing and competition, please refer to the chapters titled "*Our Business*", "*Our Management*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 108, 141 and 200 respectively, of this Red Herring Prospectus.

Major Events and Milestones

The table below sets forth some of the key events, milestones in our history since its incorporation.

Year	Events
2015	We expanded our business operations to Maharashtra.
2015	Our Company diversified its business by venturing into Retail Visual Merchandising
2016	Our Company successfully launched our first OTT production, "*Aapkey Kamrey Main Koi Rehtaha Hai*"
2022	Our Company along with JAR Pictures Indian Motion Picture Production Company, successfully launched our first OTT co production, "*Kathmandu Connection 2*"
2023	Commencement of Noida Office
2024	Commencement of Delhi Office
2024	We successfully registered an intellectual property for our original musical, "Soulless" to secures the creative rights of our musical project.

Awards and Accreditations

Our Company has not received any key awards in its history since its incorporation.

Time and Cost Overrun

Our Company has not experienced any significant time and cost overrun in setting up projects.

Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks

As of date of this Red Herring Prospectus, there are no defaults or rescheduling of borrowings from financial institutions or banks or conversion of loans into equity in relation to our Company.

Details regarding material acquisition or disinvestments of business / undertakings, mergers, amalgamation

Our Company has not made any business acquisition, merger and amalgamation or disinvestment of business in the last ten years.

Revaluation of assets

Our Company has neither revalued its assets nor has issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves in the last ten years.

Holding Company

As on the date of this Red Herring Prospectus, our Company does not have a holding company.

Our subsidiary

As on the date of this Red Herring Prospectus, our Company does not have any subsidiaries.

Associate or Joint ventures of our Company

As on the date of this Red Herring Prospectus, our Company does not have any joint ventures or associate companies.

Strategic and Financial Partners

As on date of this Red Herring Prospectus our Company does not have any strategic and financial partners.

Shareholders and Other Agreements

There are no shareholders and other material agreements, apart from those entered into in the ordinary course of business carried on or intended to be carried on by us.

Agreements with key managerial personnel or a Director or Promoter or any other employee of the Company

There are no agreements entered into except in the ordinary course of business by a Key Managerial Personnel or Director or Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Guarantees given by Promoter offering its shares in the Offer for Sale

Except as stated in "*Financial Indebtedness*" on page 198 of this Red Herring Prospectus, our Promoter have not given any guarantees on behalf of our Company.

Material Agreements

Our Company has not entered into any material agreements with strategic partners, joint venture partners and/or financial partners, other than in the ordinary course of business of our Company.

We confirm that there are no other agreements/ arrangements and clauses / covenants which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in this Red Herring Prospectus.

OUR MANAGEMENT

Our Board of Directors

In accordance with our Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). As on date of this Red Herring Prospectus, we have 5 (five) Directors on our Board, which includes 1 (one) Managing Director, 1 (one) Whole-time Director, 1 (one) Non-Executive Director and 2 (two) Independent Directors, two of whom are woman Directors of our Company.

Set forth below, are details regarding our Board as on the date of this Red Herring Prospectus:

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
Rajesh Bhardwaj **DIN:** 02590002 **Date of Birth:** April 5, 1976 **Designation:** Managing Director **Address:** 84, Godiya Mohalla, Shikar Pur, Daulatpur, South West Delhi, Delhi - 110 043, Delhi, India. **Occupation:** Business **Term:** A period of three (3) years with effect from May 28, 2024 until May 27, 2027 **Period of Directorship**: Director since May 9, 2014 **Nationality:** Indian	48	Nil
Gaurav Singhania **DIN:** 08868413 **Date of Birth:** February 12, 1983 **Designation:** Whole-time Director & Chief Financial Officer **Address:** 14094 ATS One Hamlet, Near IGL pump, Sector – 104, Noida – 201 304, Uttar Pradesh, India **Occupation:** Business **Term:** A period of three (3) years with effect from May 28, 2024 until May 27, 2027 **Period of Directorship**: Director since May 30, 2023 **Nationality:** Indian	41	1. Jelly Music Private Limited; 2. Varaa Exptech Private Limited; and 3. Skillarthi Ventures Private Limited
Shruti Singhania **DIN:** 08868412 **Date of Birth:** October 7, 1984 **Designation:** Non-Executive Non-Independent **Address:** 14094 ATS One Hamlet, Near IGL pump, Sector - 104, Noid – 201 304, Uttar Pradesh, India **Occupation:** Business	39	1. Varaa Exptech Private Limited; and 2. Skillarthi Ventures Private Limited

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
Term: Liable to retire by rotation **Period of Directorship**: Director since May 28, 2024 **Nationality:** Indian		
Princy Anand **DIN:** 10414963 **Date of Birth:** March 16, 1987 **Designation:** Independent Director **Address:** 9 A, Ward 4, Adarsh Nagar, Bhagat Singh Market, Panipat – 132 103, Haryana, India. **Occupation:** Professional **Term:** A period of five (5) years with effect from May 30, 2024 until May 29, 2029 **Period of Directorship**: Director since May 30, 2024 **Nationality:** Indian	37	Purshottam Investofin Limited
Altab Uddin Kazi **DIN:** 10435916 **Date of Birth:** July 7, 1990 **Designation:** Independent Director **Address:** 53/A Kazi Para Lane, Haora Corporation, Sibpur, Howrah - 711 102, West Bengal, India. **Occupation:** Job **Term:** A period of five (5) years with effect from May 30, 2024 until May 29, 2029 **Period of Directorship**: Director since May 30, 2024 **Nationality:** Indian	33	1. Forcas Studio Limited; 2. Vijay Textiles Limited; 3. Veritaas Advertising Limited; and 4. Dhruva Capital Service Limited

Brief Biographies of our Directors

Rajesh Bhardwaj, aged 48 years, is the Promoter and Managing Director of our Company. He is undergraduate. He has experience of more than two decades in the entertainment industry. He has played a key role in growth and development of the Company to the present level. Presently, he oversees Over the top (OTT) division and expansion of our Company. He is associated with our Company since May 9, 2014.

Gaurav Singhania, aged 41 years, is the Promoter and Whole-time Director and Chief Financial Officer of our Company. He holds a bachelor's degree in commerce from University of Delhi. He has completed post-graduate programme in retail management from K J Somaiya Institute of Management Studies and Research. In the past, he was associated with Bobcards Limited in the capacity of officer (Grade F); with Pantaloon Retail (India) Limited in the capacity of management trainee; with Ballarpur Industries Limited in the management cadre (Level 3); with Next Retail India Limited in the capacity of manager – marketing; and with Bennet, Coleman & Company Limited in the capacity of chief manager. He is having more than fifteen years of experience in the marketing, corporate branding, finance and accounts. He has

played a key role in growth and development of the Company to the present level. Presently, he oversees overall operation of our Company. He is associated with our Company since May 30, 2023.

Shruti Singhania, aged 39 years, is one of the Promoters and the Non-Executive and Non-Independent Director of our Company. She attended Shreeram College of Commerce, University of Delhi to pursue bachelor's degree in arts (economic). She also attended the University of Delhi to pursue post-graduate programme in Economics. She is presently working as Deputy General Manager with Polyplex Corporation Limited. In the past, she was associated with Trident Group. She is having more than 17 years of experience in finance, treasury, risk management and investment. She is associated with our Company since May 28, 2024.

Princy Anand, aged 37 years, is Independent Director of our Company. She holds a bachelor's degree in commerce from Kurukshetra University. She is an associate member of the Institute of Company Secretaries of India. In the past, she was associated with Salora International Limited in the capacity of company secretary. She is having more than 10 years of experience in legal and corporate law compliance. She is associated with our Company since May 30, 2024.

Altab Uddin Kazi, aged 33 years, is the Independent Director of our Company. He holds a bachelor's degree in commerce from University of Calcutta. He has attended the North Orissa University to pursue bachelor's degree in law. He is and associate member of the Institute of Company Secretaries of India and also has passed integrated professional competence examination organised by the Institute of Chartered Accountants of India. In the past he was associated with Supreme & Co Private Limited in the capacity of company secretary; with Megasec Capital Advisors Private Limited in the capacity of ROC executive; with Mookherjee Biswas & Pathak in the capacity of management trainee; and with Sreekumar Bhattacharya & Associates in the capacity of article assistant. He is the *erstwhile* chairman of Hooghly chapter of ICSI. He was also a Chairman of the Editorial Board Committee of Hooghly Chapter of ICSI for the year 2024. He is also a Committee Member of Career Awareness Programme (CAP) Committee, Company Secretaries Benevolent Fund (CSBF) Committee and Chapters' Coordination Committee of EIRC of ICSI. He is having more than 8 years of experience in the field of corporate law compliances, accounting, taxation, GST and legal matters. He has been associated with our Company since May 30, 2024.

As on the date of this Red Herring Prospectus

A. None of the above-mentioned Directors are on the RBI List of wilful defaulters or Fraudulent Borrowers.

B. Neither Promoters nor persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.

C. None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

D. None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) during his/her tenure.

E. None of Promoters or Directors of our Company are a fugitive economic offender.

F. None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.

G. In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertakenwith regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence.

H. We confirm that there are no conflict of interest between the suppliers of raw materials and third party service providers (crucial for operations of the company) and the company, Promoter, Promoter Group, Key Managerial Personnel, Directors and Group Company and its directors.

Relationship between our Directors

Except as disclosed below, none of the Directors are related to each other.

Name of Director	Designation	Relation
Gaurav Singhania	Wholetime Director & Chief Financial Officer	Spouse of Shruti Singhania

Arrangements and Understanding with Major Shareholders

None of our Key Managerial Personnel, Senior Management or Directors have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others pursuant to which any of the directors was selected as a director or member of senior management.

Payment or Benefit to officers of our Company

Except as stated otherwise in this Red Herring Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in two preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

Service Contracts

Other than the statutory benefits that the KMPs are entitled to, upon their retirement, Directors and the Key Managerial Personnel of our Company have not entered into any service contracts pursuant to which they are entitled to any benefits upon termination of employment or retirement.

Borrowing Powers of our Board

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Our Shareholders have pursuant to a special resolution passed at the Extra Ordinary General Meeting held on May 30, 2024, authorised our Board of Director or any committee thereof, to borrow from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from banks, financial institutions, bodies corporate, companies, firms or any one or more persons on such terms and conditions and with or without security, notwithstanding that monies to be borrowed together with monies already borrowed by our Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed (other than temporary loans from the Company's bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of ₹ 5,000 lakhs.

Terms of appointment and remuneration of our Managing Director and Whole-time Directors

Pursuant to a resolution passed by the Board of Directors at the meeting held on May 28, 2024, and approved by the Shareholders of our Company at the EGM held on May 30, 2024, Rajesh Bhardwaj was appointed as the Managing Director of our Company for a period of three (03) years with effect from May 28, 2024, along with the terms of remuneration, in accordance with Sections 196, 197, 203 and Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder.

Basic Salary	₹ 3.00 lakhs per month
Perquisites	Category A: 1. Medical Reimbursement for self and family as per the rules of the Company. 2. Leave Travel Reimbursement of domestic & foreign along with family as per the rules of the Company. Category B: 1. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company. 2. Encashment of leave as per the rules of the Company. Category C: 1. Car, telephone at residence and mobile phone for use on Company's business.
Minimum Remuneration	The remuneration payable to the Managing Director and shall be paid in excess of the limits specified in Section II of part II of Schedule V of the Companies Act 2013.

Terms of appointment and remuneration of our Whole-time Director

Pursuant to a resolution passed by the Board of Directors at the meeting held on May 28, 2024, and approved by the Shareholders of our Company at the EGM held on May 30, 2024, Gaurav Singhania was appointed as the Whole-time Director and CFO of our Company for a period of three (03) years with effect from May 28, 2024, along with the terms of remuneration, in accordance with Sections 196, 197, 203 and Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder.

Basic Salary	₹ 2.5 lakhs per month
Perquisites	Category A: 1. Medical Reimbursement for self and family as per the rules of the Company. 2. Leave Travel Reimbursement of domestic & foreign along with family as per the rules of the Company. Category B: 1. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company. 2. Encashment of leave as per the rules of the Company. Category C: 1. Car, telephone at residence and mobile phone for use on Company's business.
Minimum Remuneration	The remuneration payable to the Whole-time Director and shall be paid in excess of the limits specified in Section II of part II of Schedule V of the Companies Act 2013.

Remuneration details of our Directors

(i) Remuneration of our Executive Directors

Please see below the details of remuneration paid to our Executive Directors during the Fiscal 2024:

S. No.	Name of the Director	Remuneration (₹ in lacs)
1.	Rajesh Bhardwaj	27.00
2.	Gaurav Singhania	11.00

(ii) Sitting fee details of our Independent Directors and Non-Executive Directors

Please see below the details of sitting fee paid to our Independent Directors during the Fiscal 2024:

S. No.	Name of the Director	Remuneration (₹ in lacs)
1.	Shruti Singhania	Nil
2.	Princy Anand	Nil
3.	Altab Uddin Kazi	Nil

Our Board of Directors in their meeting held on June 7, 2024 have fixed ₹ 10,000 as sitting fee for Independent Directors and Non-Executive Directors, for attending meetings of the Board of Directors and its committees.

Payment or benefit to Directors of our Company

Except as disclosed in this Red Herring Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of the Executive Directors except the normal remuneration for services rendered as a Director of our Company. Additionally, there is no contingent or deferred compensation payable to any of our Directors.

Remuneration paid to our Directors by our Subsidiary

As on the date of this Red Herring Prospectus, our Company does not have a subsidiary.

Loans to Directors

There are no loans that have been availed by the Directors from our Company that are outstanding as on the date of this Red Herring Prospectus.

Shareholding of Directors in our Company

Except as stated below, none of our Directors hold any Equity Shares in our Company as on the date of this Red Herring Prospectus:

Sr. No.	Name of Director	Number of Equity Shares	% of the pre-Issue Equity Share Capital
1	Rajesh Bhardwaj	44,98,750	49.67
2	Gaurav Singhania	18,28,000	20.18
3	Shruti Singhania	1,000	0.01

** Our Articles of Association do not require our Directors to hold any qualification Equity Shares in the Company.*

Interest of our Directors

Our Executive Directors may be deemed to be interested to the extent of remuneration paid to them for services rendered as a Director of our Company and reimbursement of expenses, if any, payable to them. For details of remuneration paid to our see "*Terms of appointment and remuneration of our Executive Directors*" above.

Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or kartas or coparceners or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to this Issue. Except as disclosed in "*Financial Information*" and "*Our Promoter and Promoter Group*" beginning on Page Nos. 161 and 153, respectively of this Red Herring Prospectus, our Directors are not interested in any other company, entity or firm.

Our Directors have extended personal guarantees to secure the loan availed by our Company from its lenders. For further details, please refer to "*Financial Indebtedness*" on page 198 of this Red Herring Prospectus.

Except as stated in the chapter titled "*Restated Financial Information*" on Page No. 161 of this Red Herring Prospectus, our Directors do not have any other interest in the business of our Company.

Interest as to property

Our Directors do not have any interest in any property acquired or proposed to be acquired by our Company.

Bonus or Profit Sharing Plan for our Directors

None of our Directors are a party to any bonus or profit sharing plan.

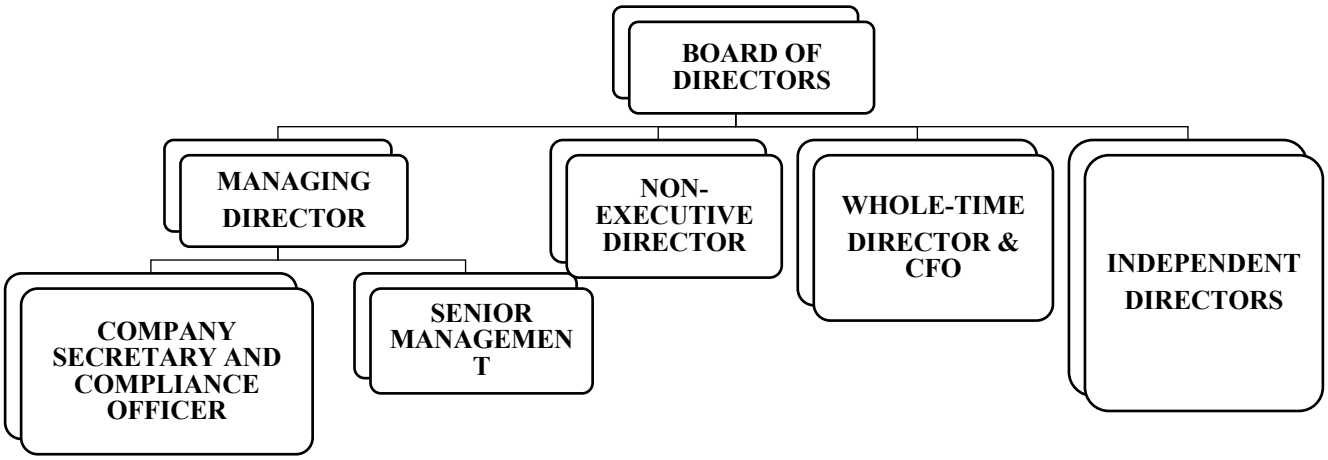
Changes in our Board during the Last Three Years

Except as disclosed below, there have been no changes in our Board during the last three years.

Name of Director	Date of Appointment	Date of Cessation	Reasons for Change/ Appointment
Abhishek Chhillar	-	November 23, 2021	Resigned as Non-Executive Director
Sunil Mann	-	February 3, 2022	Resigned as Executive Director
Ashish Hasija Lalu	-	December 10, 2022	Resigned as Executive Director
Kuldeep Fotedaar	-	May 31, 2023	Resigned as Director
Ruchi Agarwal	August 18, 2023	-	Appointed as Executive Director
Ruchi Agarwal	-	May 28, 2024	Resigned as Executive Director
Rajesh Bhardwaj	May 28, 2024	-	Appointed as Managing Director
Gaurav Singhania	May 28, 2024	-	Appointed as Whole-time Director & Chief Financial Officer
Princy Anand	May 30, 2024	-	Appointed as Independent Director
Altab Uddin Kazi	May 30, 2024	-	Appointed as Independent Director
Shruti Singhania	May 30, 2024	-	Appointed as Non-Executive Director

Management Organization Structure

Set forth is the management organization structure of our Company:



Corporate Governance

As our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, as on date of this Red Herring Prospectus, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015 are not applicable to our Company. In additions to the applicable provisions of the Companies Act, 2013 will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. However, our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

Committees of our Board

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

a) Audit Committee;

b) Stakeholders' Relationship Committee; and

c) Nomination and Remuneration Committee

Details of each of these committees are as follows:

AUDIT COMMITTEE

The Audit Committee was constituted *vide* Board resolution dated June 7, 2024 pursuant to Section 177 of the Companies Act, 2013. As on the date of this Red Herring Prospectus, the Audit Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Altab Uddin Kazi	Chairman	Independent Director
Princy Anand	Member	Independent Director
Gaurav Singhania	Member	Whole-time Director and Chief Financial Officer

Our Company Secretary and Compliance officer acts as the secretary of the Committee.

<u>The scope of Audit Committee shall include but shall not be restricted to the following:</u>

1. Oversight the Company's financial reporting process and the disclosure of its financial information to ensure

that the financial statements are correct, sufficient and credible.

2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
   a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013.
   b. Changes, if any, in accounting policies and practices and reasons for the same.
   c. Major accounting entries involving estimates based on the exercise of judgment by management.
   d. Significant adjustments made in the financial statements arising out of audit findings.
   e. Compliance with listing and other legal requirements relating to financial statements.
   f. Disclosure of any related party transactions.
   g. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval
6. 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.
7. Review and monitor the auditor's independence and performance and effectiveness of audit process.
8. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. 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.
14. Discussion with internal auditors on any significant findings and follow up thereon.
15. 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.
16. 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.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
19. 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.
20. Carrying out any other function as it mentioned in the terms of reference of the Audit Committee.
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The Audit Committee enjoys following powers:

a) To investigate any activity within its terms of reference
b) To seek information from any employee
c) To obtain outside legal or other professional advice
d) To secure attendance of outsiders with relevant expertise if it considers necessary
e) The audit committee any invite such of the executives as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on the occasions, it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit committee.

The Audit Committee shall mandatorily review the following information:

1. Management Discussion and Analysis of financial condition and results of operations.
2. Management letters/letters of internal control weaknesses issued by the statutory auditors.
3. Internal audit reports relating to internal control weaknesses.
4. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
5. statement of deviations:
   (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
   (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
6. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of theCompany to provide clarifications on matters relating to the audit. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Audit Committee shall meet at-least two times in a year and not more than one hundred and twenty days shall elapsebetween two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be minimum of two independent members present.
Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasingto be a director shall be ceased to be a member of this committee.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on June 7, 2024. As on the date of this Red Herring Prospectus the Nomination and Remuneration Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Altab Uddin Kazi	Chairperson	Independent Director
Princy Anand	Member	Independent Director
Shruti Singhania	Member	Non-Executive Non-Independent Director

Our Company Secretary and Compliance officer acts as the secretary of the Committee.

The role of the Nomination and Remuneration Committee includes, but not restricted to, the following:
1. Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personneland other employees.
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
   a. use the services of an external agencies, if required;
   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
   c. consider the time commitments of the candidates.
3. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
4. Devising a policy on diversity of Board of Directors.
5. Identifying persons who are qualified to become directors and who may be appointed in senior management inaccordance with the criteria, laid down, and recommend to the Board of Directors their appointment and removal.
6. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report ofperformance evaluation of Independent Directors.
7. recommend to the board, all remuneration, in whatever form, payable to senior management.
8. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirementsto be attended to by such committee.

The Meetings of the Committee shall be held at such regular intervals as may be required. The quorum will be either two members or one third of the members of the Nomination and Remuneration Committee whichever is greater, including at-least one independent director.
Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasingto be a director shall be ceased to be a member of this committee.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee has been formed by the Board of Directors, at the meeting held on June 7, 2024. As on the date of this Red Herring Prospectus the Stakeholders' Relationship Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Princy Anand	Chairman	Independent Director
Altab Uddin Kazi	Member	Independent Director
Shruti Singhania	Member	Non-Executive Non-Independent Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

This Committee supervises all grievances of Shareholders and Investors and its terms of reference include the following:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The Stakeholders' Relationship Committee is required to meet at-least once in a year.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

Compliance with SME Listing Regulations

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Companyimmediately upon the listing of Equity Shares of our Company on Emerge Platform of NSE.

Our Key Managerial Personnel

In addition to our Chairman and Managing Director and Whole-time Director, whose details have been provided under paragraph above titled *'Brief Profile of our Directors'*, set forth below are the details of our Key Managerial Personnel as on the date of filing of this Red Herring Prospectus:

Gaurav Singhania, aged 41 years, is the Promoter and Whole-time Director and Chief Financial Officer of our Company. He holds a bachelor's degree in commerce from University of Delhi. He has completed post-graduate programme in retail management from K J Somaiya Institute of Management Studies and Research. In the past, he was associated with Bobcards Limited in the capacity of officer (Grade F); with Pantaloon Retail (India) Limited in the capacity of management trainee; with Ballarpur Industries Limited in the management cadre (Level 3); with Next Retail India Limited in the capacity of manager – marketing; and with Bennet, Coleman & Company Limited in the capacity of chief manager. He is having more than fifteen years of experience in the marketing, corporate branding, finance and accounts. He has played a key role in growth and development of the Company to the present level. Presently, he oversees overall operation of our Company. He is associated with our Company since May 30, 2023 and in the capacity of Chief Financial Officer since May 28, 2024. He has not received any remuneration during fiscal 2024.

Palak Jain, aged 30 years is the Company Secretary and Compliance Officer of our Company. She holds a bachelor's degree in commerce from University of Rajasthan. She attended University of Rajasthan to pursue master's degree in commerce. She holds a bachelor's degree in law from University of Rajasthan. She is an associate member of Institute of Company Secretaries of India. She is having more than 7 years of experience in secretarial and compliance matters. In

the past, he was associated with Crown Tours Limited and Director General of Corporate Affairs as Young Professional. She is associated with our Company since April 1, 2024 and has not received any remuneration during Fiscal 2024.

All our Key Managerial Personnel are permanent employees of our Company.

Our Senior Managerial Personnel

In addition to our Managing Director, Chief Financial Officer and Company Secretary and Compliance Officer, whose details have been provided under paragraph above titled *'Brief Profile of our Directors' and 'Our Key Managerial Personnel'*, set forth below are the details of our Senior Managerial Personnel as on the date of filing of this Red Herring Prospectus:

Sana Warsi, aged 34 years, is the Creative Head of our Company. She holds a bachelor degree in arts from University of Delhi. She holds post-graduate diploma course in television journalism & communication from Asian Academy of Film & Television. She is the creative driving force behind the Company's filmmaking and entertainment division and has successfully conceptualised and executed numerous projects for the company. She has devoted more than eight years to transforming ideas into real projects at our Company. She is responsible for selection and execution of our OTT contents. At present, she is leading, artistically and financially, the expansion plan for filmmaking vertical of our Company. She is associated with our Company since August 1, 2015 and has received remuneration of ₹ 16.61 lakhs during Fiscal 2024.

Relationship of Key Managerial Personnel and Senior Management with our Directors, Promoters and / or other Key Managerial Personnel and Senior Management

In addition to the disclosures made under the heading *"Relationship between our Directors",* and the details of the relationship between our Key Managerial Personnel and Senior Management, none of our Key Managerial Personnel and Senior Management are related to each other or to any of our Directors except:

Name of KMP / SMP	Designation	Relationship
Sana Warsi	President - Movie Production and OTT	Spouse of Rajesh Bhardwaj

Shareholding of the Key Managerial Personnel and Senior Management

Except as disclosed below, none of the Key Management Personnel and Senior Management hold shareholding in our Company:

Name of SMP	Number of Equity Shares	% of Equity Share Capital
Sana Warsi	7,62,500	8.42

Bonus or Profit Sharing Plan for our Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management is a party to any bonus or profit sharing plan.

Payment or benefit to Key Managerial Personnel and Senior Management of our Company

Except as disclosed in this Red Herring Prospectus, no amount or benefit has been paid or given within two preceding years or is intended to be paid or given to any of the Key Managerial Personnel and Senior Management except the normal remuneration for services rendered by them. Additionally, there is no contingent or deferred compensation payable to any of our Key Managerial Personnel and Senior Management.

Interest of Key Managerial Personnel and Senior Management

Except as disclosed in this Red Herring Prospectus, none of our Key Managerial Personnel and Senior Management have any interest in our Company other than to the extent of the remuneration, equity shares held by them or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Further, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel and Senior Management have been appointed.

Changes in Key Managerial Personnel and Senior Management in the Last Three Years

In addition to the changes specified under *"- Changes in our Board during the Last Three Years*", set forth below, are the changes in our Key Managerial Personnel and Senior Management in the last three years immediately preceding the date of filing of this Red Herring Prospectus:

Name	Designation	Date of change	Reason
Palak Jain	Company Secretary and Compliance Officer	April 1, 2024	Appointment

Gaurav Singhania	Chief Financial Officer	May 28, 2024	Appointment

The attrition of the Key Management Personnel and Senior Management is as per the industry standards.

Employees' Stock Option Plan

As on date of this Red Herring Prospectus, our Company does not have any employee stock option plan or purchase schemes for our employees.

Loans taken by Directors / Key Management Personnel and Senior Management

Our Company has not granted any loans to the Directors and/or Key Management Personnel and Senior Management as on the date of this Red Herring Prospectus.

OUR PROMOTER AND PROMOTER GROUP

Our Promoters

The Promoters of our Company are Rajesh Bhardwaj, Gaurav Singhania and Shruti Singhania.

The details of the shareholding of our Promoters, as on date of this Red Herring Prospectus has been provided below:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Pre – Issue Equity Share Capital
1.	Rajesh Bhardwaj	44,98,750	49.67
2.	Gaurav Singhania	18,28,000	20.18
3.	Shruti Singhania	1,000	0.01
Total		**63,27,750**	**69.86**

For details, please see "*Capital Structure – Build-up of Promoters' shareholding, Minimum Promoters' Contribution and lock-in – Build-up of the Equity Shareholding of our Promoters in our Company*" on page 69.

Details of our Promoters

1. Rajesh Bhardwaj

Rajesh Bhardwaj, aged 48 years, is the Managing Director of our Company. He resides 84, Godiya Mohalla, Shikar Pur, Daulatpur, South West Delhi, Delhi - 110 043, Delhi, India.

The Permanent Account Number of Rajesh Bhardwaj is AMVPB9415D.

For complete profile of Rajesh Bhardwaj, along with details of his date of birth, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, please see "*Our Management*" on page 141.

2. Gaurav Singhania

Gaurav Singhania, aged 41 years, is the Whole-time Director and Chief Financial Officer of our Company. He resides at 14094 ATS One Hamlet, Near IGL pump, Sector – 104, Noida - 201 304, Uttar Pradesh, India.

The Permanent Account Number of Gaurav Singhania is BEYPS3583P.

For complete profile of Gaurav Singhania, along with details of his date of birth, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, please see "*Our Management*" on page 141.

3. Shruti Singhania

Shruti Singhania, aged 39 years, is the Non-Executive Non-Independent Director of our Company. He resides at 14094 ATS One Hamlet, Near IGL pump, Sector – 104, Noida - 201 304, Uttar Pradesh, India.

The Permanent Account Number of Shruti Singhania is ALVPB4607L.

For complete profile of Shruti Singhania, along with details of his date of birth, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, please see "*Our Management*" on page 141.

Other Ventures of our Promoters

The ventures in which our Promoters is involved in are as follows:

Rajesh Bhardwaj

S. No.	Name of the entity	Nature of Interest
1.	Frameless Expressions Private Limited	Shareholder

Gaurav Singhania

S. No.	Name of the entity	Nature of Interest
1.	Jelly Music Private Limited	Director
2.	Varaa Exptech Private Limited	Director & Shareholder
3.	Skillarthi Ventures Private Limited	Director & Shareholder

Shruti Singhania

S. No.	Name of the entity	Nature of Interest
1.	Varaa Exptech Private Limited	Director & Shareholder
2.	Skillarthi Ventures Private Limited	Director & Shareholder

Our Company confirms that the permanent account numbers, bank account numbers and passport numbers, Aadhaar card numbers and driving license numbers of our Promoters shall be submitted to NSE at the time of filing this Red Herring Prospectus.

Change in Control of our Company

There has been no change in the management or control of our Company during the last five years preceding the date of this Red Herring Prospectus.

Experience of our Promoters in the business of our Company

Our Promoters holds experience in the business of our Company. For details in relation to experience of our Promoters in the business of our Company, please refer to the chapter titled "*Our Management*" beginning on Page No. 141 of this Red Herring Prospectus.

Interest of our Promoters

Interest in promotion of our Company

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their shareholding in our Company and the dividends payable, if any, and any other distributions in respect of their shareholding in our Company or the shareholding of their relatives in our Company. For details of the shareholding and directorships of our Promoters in our Company, please refer to the chapter titled "*Capital Structure*", "*Our Management*" and *"Restated Financial Information"* beginning on Page Nos. 64, 141 and 161, respectively of this Red Herring Prospectus.

Interest of Promoters in our Company other than as a Promoter

Our Promoters, Rajesh Bhardwaj is the Managing Director and Gaurav Singhania is the Whole-time Director and Chief Financial Officer of our Company, therefore, may deemed to be considered interested to the extent of any remuneration which shall be payable to them in such capacity. Except as stated in this section and the section titled *"Our Management",*

"Financial Indebtedness" and *"Restated Financial Information"* beginning on Page No. 141, 198 and 161, respectively, our Promoters do not have any interest in our Company other than as Promoters.

No sum has been paid or agreed to be paid to our Promoters or to the firms or companies in which our Promoters are interested as members in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as directors or promoters or otherwise for services rendered by our Promoters or by such firms or companies in connection with the promotion or formation of our Company.

Interest in the properties of our Company

Our Promoters are not interested in the properties acquired by our Company in the three years preceding the date of filing of this Red Herring Prospectus with NSE or proposed to be acquired by our Company, or in any transaction by our Company for the acquisition of land, construction of building or supply of machinery.

We confirm that there are no conflict of interest between the suppliers of raw materials and third party service providers (crucial for operations of our Company) and our Promoters and Promoter Group.

Other Interest and Disclosures

Except as disclosed in "*Financial Statements*" and "*Financial Indebtedness*" on page 161 and 198, respectively in this Red Herring Prospectus, our Promoters and members of our Promoter Group have (i) not extended any personal guarantees and (ii) have not provided their personal properties, for securing the repayment of the bank loans obtained by our Company. Our Promoters have also advanced certain unsecured loans to our Company, for further details, please refer to the chapter titled "*Financial Indebtedness*" on page 198 of this Red Herring Prospectus.

Our Promoters are not interested in any transaction in acquisition of land or property, construction of building and supply of machinery, or any other contract, agreement or arrangement entered into by the Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

We confirm that there are no conflict of interest between the suppliers of raw materials and third party service providers (crucial for operations of the company) and the company, Promoter, Promoter Group, Key Managerial Personnel, Directors and Group Company and its directors.

Payment or benefits to our Promoters and Promoters' Group during the last two years

Sana Warsi is associated with our Company in the capacity of President - Movie Production and OTT and therefore is interested to the extent of remuneration and reimbursement of expenses paid to her in the said capacity.

Except as stated in this chapter and in the chapter titled "*Restated Financial Information - Related Party Transactions*", there has been no payment of any amount of benefits to our Promoters or the members of our Promoters' Group during the last two years from the date of this Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoter or Promoters' Group as on the date of this Red Herring Prospectus. For further details, please refer to the chapter titled "*Restated Financial Information - Related Party Transactions*" beginning on Page No. 161 of this Red Herring Prospectus.

Litigations involving our Promoter

As on date of this Red Herring Prospectus, there are no litigation involving our Promoters.

Guarantees

Except as disclosed in the chapter titled "*Financial Indebtedness*", our Promoters have not extended any guarantees against the Equity Shares held by them to third parties in respect of our Company and the Equity Shares that are outstanding as on the date of filing of this Red Herring Prospectus.

Details of Companies / Firms from which our Promoter has disassociated in the last three years

Our Promoter has not disassociated themselves from any company/firm during three years preceding the date of this Red Herring Prospectus.

OUR PROMOTERS' GROUP

In addition to our Promoter, the following individuals and entities form part of our Promoters' Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations:

Individuals forming part of the Promoters' Group:

S. No.	Name of member of our Promoter Group	Relationship with our Promoter
	Rajesh Bhardwaj	
1.	Sana Warsi	Spouse
2.	Ishwar Singh	Father
3.	Brijesh	Mother
4.	Prashant Tyagi	Brother
5.	-	Sister
6.	-	Son
7.	-	Daughter
8.	Late MD Shafi	Spouse's father
9.	Fahmida Shafi	Spouse's mother
10.	-	Spouse's Brother
11.	Atiya Warsi	Spouse's sister
	Gaurav Singhania	
1.	Shruti Singhania	Spouse
2.	Late Ashok Kumar Singhania	Father
3.	Pushpa Devi Singhania	Mother
4.	-	Brother
5.	Ruchi Agarwal	Sister
6.	Aarav Singhania	Son
7.	-	Daughter
8.	Satish Kumar Bhayana	Spouse's Father
9.	Suman Bhayana	Spouse's Mother
10.	Ashish Bhayana	Spouse's Brother
11.	Jyoti Sakhuja	Spouse's Sister
	Shruti Singhania	
1.	Gaurav Singhania	Spouse
2.	Satish Kumar Bhayana	Father
3.	Suman Bhayana	Mother
4.	Ashish Bhayana	Brother
5.	Jyoti Sakhuja	Sister
6.	Aarav Singhania	Son
7.	-	Daughter
8.	Late Ashok Kumar Singhania	Spouse's Father
9.	Pushpa Devi Singhania	Spouse's Mother
10.	-	Spouse's Brother
11.	Ruchi Agarwal	Spouse's Sister

Entities forming part of the Promoters' Group:

Except as stated below, no other company, firm or HUF are forming part of the promoters' group:

Sr. No.	Name of the entities
1.	Skillarthi Ventures Private Limited
2.	Varaa Exptech Private Limited
3.	Frameless Expressions Private Limited
4.	M/s. Ashish Trading Company

Other Confirmations

Neither our Promoters nor members of the Promoters' Group have been declared as wilful defaulters by the RBI or any other governmental authority nor there are any violations of securities laws committed by them in the past or are currently pending against them.

Our Promoters have not been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

Neither Promoters nor entities forming part of our Promoters' Group have been debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. Our Promoter and members of the Promoters' Group are not and have never been promoter, directors or person in control of any other company, which is debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last 5 (five) years preceding the date of this Red Herring Prospectus against our Promoter.

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, pursuant to a resolution of our Board dated June 7, 2024, and the applicable accounting standards (Accounting Standard 18 and Indian Accounting Standard 24), for the purpose of identification of "group companies" in relation to the disclosure in Offer Documents, our Company has considered the companies with which there have been related party transactions in the last three years, as disclosed in the section titled "*Financial Information*" on page 161 of this Red Herring Prospectus.

Accordingly, pursuant to the said resolution passed by our Board of Directors and the materiality policy adopted, for determining our Group Companies, Skillarthi Ventures Private Limited, Varaa Exptech Private Limited and Frameless Expressions Private Limited have been identified and considered as the Group Companies of our Company.

A. Details of our Group Companies

Skillarthi Ventures Private Limited

Registered Office address

The registered office of Skillarthi Ventures Private Limited is situated at 14094, Type C, 9th Floor, Ats One Hamlet Sector 104, Gautam Buddha Nagar, Noida, Uttar Pradesh – 201304, India.

Financial Performance

The Financial Performance of Skillarthi Ventures Private Limited for the last 3 fiscal are as follows:

(₹ in Lakhs except NAV and EPS)

Particulars	March 31, 2023	March31, 2022	March 31, 2021
Equity capital	5.00	5.00	5.00
Reserves and surplus (excluding revaluation)	0.58	(5.11)	(0.55)
Net Worth available to equity shareholders	5.58	(0.11)	4.45
Net asset value per share (in ₹)	1.12	(0.02)	0.89
Sales/ Revenue from Operations	18.20	1.06	-
Profit/(Loss) after tax	5.69	(4.55)	(0.55)
Earnings per share (₹) (Basic)	1.14	(0.91)	(0.11)
Earnings per share (₹) (Diluted)	1.14	(0.91)	(0.11)

Varaa Exptech Private Limited

Registered Office address

The registered office of Varaa Exptech Private Limited is situated at 14094, Type C, 9th Floor, Ats One Hamlet Sector 104, Gautam Buddha Nagar, Noida, Uttar Pradesh – 201304, India.

Financial Performance

The Financial Performance of Varaa Exptech Private Limited for the fiscal FY2023 as the Company was incorporated on November 16, 2022, is as follows:

(₹ in Lakhs except NAV and EPS)

Particulars	March 31, 2023
Equity capital	1.00
Reserves and surplus (excluding revaluation)	4.24
Net Worth available to equity shareholders	5.24
Net asset value per share (in ₹)	5.24
Sales/ Revenue from Operations	50.84
Profit/(Loss) after tax	4.24
Earnings per share (₹) (Basic)	11.46
Earnings per share (₹) (Diluted)	11.46

Frameless Expressions Private Limited

Registered Office address

The registered office of Frameless Expressions Pvt. Ltd. is situated at P. No. 774, PH-V U/V, U/Vihar, Gurgaon, Gurugram, Haryana – 122016, India.

Financial Performance

The Financial Performance of Frameless Expressions Pvt. Ltd. for the last 3 fiscal are as follows:

(₹ in Lakhs except NAV and EPS)

Particulars	March 31, 2023	March31, 2022	March 31, 2021
Equity capital	1.00	1.00	1.00
Reserves and surplus (excluding revaluation)	2.02	1.64	(0.21)
Net Worth available to equity shareholders	3.02	2.64	0.79
Net asset value per share (in ₹)	30.20	26.40	7.90
Sales/ Revenue from Operations	143.20	7.93	0.05
Profit/(Loss) after tax	0.38	1.85	(0.21)
Earnings per share (₹) (Basic)	3.82	18.48	(2.09)
Earnings per share (₹) (Diluted)	3.82	18.48	(2.09)

B. Litigation

Our Group Companies are not party to any litigation which may have material impact on our Company.

C. Common pursuits

Our Group Companies Varaa Exptech Private Limited was incorporated with the object similar with the industry segment as that of our Company. As on date of this Red Herring Prospectus, our Company has not entered into non-compete agreements with our Group Companies, for risks relating to the same, please see "*Risk Factors- Risk Factor 42 - Our Group Company, Varaa Exptech Private Limited may have conflict of interest with us as it is engaged in similar business and may compete with us*" on page 42.

D. Related business transactions within our Group Companies and significance on the financial performance of our Company

Other than the transactions disclosed in the chapter titled "*Restated Financial Information*" on Page No. 161 of this Red Herring Prospectus, there are no other related business transactions between our Group Companies and our Company.

E. Business Interest

Other than the transactions disclosed in the chapter titled "*Restated Financial Information*" on Page No. 161, our Group Companies have no business interests in our Company.

F. Nature and extent of interest of our Group Companies

a) In the promotion of our Company

Our Group Companies do not have any interest in the promotion of our Company.

b) In the properties acquired by us in the preceding three years before filing this Red Herring Prospectus or proposed to be acquired by our Company

Our Group Companies are not interested, directly or indirectly, in the properties acquired by our Company in the preceding three years or proposed to be acquired by our Company.

c) In transactions for acquisition of land, construction of building and supply of machinery

Our Group Companies are not interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, with our Company.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited to, net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings, and applicable taxes including dividend distribution tax payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of, or may enter into, to finance our fund requirements for our business activities. As on the date of this Red Herring Prospectus, our Company does not have a formal dividend policy.

Upon listing of the Equity Shares of our Company and subject to the SEBI Listing Regulations, we may be required to formulate a dividend distribution policy which shall be required to include, among others, details of circumstances under which the shareholders may or may not expect dividend, the financial parameters that shall be considered while declaring dividend, internal and external factors that shall be considered for declaration of dividend, policy as to how the retained earnings will be utilized and parameters that shall be adopted with regard to various classes of shares, as applicable.

Our Company has not declared any dividends during the last three Financial Years. Further, our Company has not declared any dividend in the current Fiscal. There is no guarantee that any dividends will be declared or paid in future. For details in relation to the risk involved, please refer section titled "*Risk Factors*" on Page No. 27 of this Red Herring Prospectus.

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SECTION VI – FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

S. No.	Details	Page Number
1.	Examination Report on Restated Financial Statements for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022	162
2.	Restated Financial Statements for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022	166

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL STATEMENTS OF THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

The Board of Directors
THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED
KU220, Kuber Kartik, New Link Road,
Prem Co-operative Society, Andheri West,
Mumbai - 400053, Maharashtra

Dear Sir,

1. We have examined the attached Restated Statement of Assets and Liabilities of **THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED** (the "Company" or the "Issuer") as at 31st March, 2024, 31st March 2023, 31st March, 2022 , the related Restated Statement of Profit & Loss and the Restated Cash Flow Statement for the year ended 31st March , 2024, 31st March 2023 and 31st March 2022 , the Summary Statement of Significant Accounting Policies, and other explanatory information annexed to this report for the purpose of inclusion in the offer document prepared by the Company (collectively the "**Restated Summary Statements**" or "**Restated Financial Statements**"). These Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the Company in connection with the Initial Public Offering (IPO) in EMERGE Platform of NSE.

2. These Restated Summary Statements have been prepared in accordance with the requirements of:

(i) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

(ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

(iii) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

3. The Restated Summary Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the year ended 31st March,2024, 31st March 2023, and 31st March 2022 which has been approved by the Board of Directors.

4. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Offer Document to be filed with Securities and Exchange Board of India, relevant stock exchanges and Registrar of Companies, in connection with the proposed IPO. The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in the Significant Accounting Policies and Notes to Accounts as set out in Restated Financial Information. The Board of Directors of the Company's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the company complies with the Act, ICDR Regulations and the Guidance Note.

5. We have examined such Restated Financial Statements taking into consideration:

a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter;

b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statement; and,

d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

In accordance with the requirements of Part I of Chapter III of Act including rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:

(i) The "**Statement of Assets and Liabilities as Restated**" as set out in this report, of the company as at 31st March, 2024, 31st March 2023, and 31st March 2022 are prepared by the Company and approved by the Board of Directors. These Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the financial statements of the company, as in our opinion were appropriate and more fully Described in Significant Accounting Policies and Notes to Accounts as set out in this Report.

(ii) The "**Statement of Profit and Loss as Restated**" as set out in this report, of the Company for the year ended 31st March, 2024, 31st March 2023, and 31st March 2022 are prepared by the Company and approved by the Board of Directors. These Restated Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the financial statements of the company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in this Report.

(iii) The **"Statement of Cash Flow as Restated**" as set out in this report, of the Company for the year ended 31st March 2024, 31st March 2023, and 31st March 2022 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in this Report.

6. Based on the above, we are of the opinion that the Restated Financial Statements have been made after incorporating:

a) Adjustments for the changes in accounting policies retrospectively in respective financial year to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any.

b) Adjustments for prior period and other material amounts in the respective financial years to which they relate and there are no qualifications which require adjustments.

c) There are no extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments except as disclosed in the notes to accounts.

d) There were no qualifications in the Audit Reports issued by the Statutory Auditors for the year ended on 31st March 2023, and 31st March, 2022, which would require adjustments in this Restated Financial Statements of the Company.

e) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in this report.

(f) The Company has not paid any dividend since its incorporation

7. The preparation and presentation of the Restated Financial Statements referred to above are based on the Audited financial statements of the Company as per Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India for the year ended 31st March 2023 are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

8. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

10. In our opinion, the above financial information contained in Annexure of this report read with the respective Significant Accounting Polices and Notes to Accounts as set out are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.

11. Audit for the year ended 31st March, 2024 has been conducted by us; audit for the year ended 31st March 2023 was conducted by K R A & Co. Chartered Accountants and audit for the year ended 31st March 2022 was conducted by M A P G & Associates, Chartered Accountants, accordingly reliance has been placed on the financial information examined by them for the said

years. The financial report included for these years is based solely on the report submitted by them and no routine audit has been carried out by us.

12. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For **BAID AGARWAL SINGHI & CO.**
Chartered Accountants
Firm Registration No. 328671E

Sd/-

CA Sourabh Agarwal
(Partner)
Membership No: 301075

Place: Noida
Dated: June 7th, 2024
UDIN: 24301075BKBGBL9638

THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED
KU220, Kuber Kartik, New Link Road, Prem Co-operative Society, Andheri West, Mumbai - 400053, Maharashtra
CIN : U92490MH2013PLC352652

(Rs. In Lakhs)

RESTATED BALANCE SHEET AS ON 31.03.2024

	Particulars	Note No.	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
I.	**EQUITY AND LIABILITIES**				
1	**Shareholders' funds**				
	(a) Share capital	2	87.58	76.25	76.25
	(b) Reserves and surplus	3	1,012.28	497.01	296.22
2	**Non-current liabilities**				
	(a) Long-term Borrowings	4	91.99	100.52	-
	(b) Long-term Provisions	5	10.41	-	-
	(c) Deffered Tax Liability (Net)	6	0.64	3.17	3.49
3	**Current liabilities**				
	(a) Short-Term Borrowings	7	451.47	313.14	29.22
	(b) Trade payables	8			
	(i) Total Outstanding dues of Micro and Small Enterprises and		-	-	-
	(ii) Total Outstanding dues other than Micro and Small Enterprises		411.18	351.64	188.87
	(c) Other current liabilities	9	276.25	109.32	47.10
	(d) Short-Term Provisions	10	61.42	5.76	-
	TOTAL		**2,403.22**	**1,456.81**	**641.14**
II	**ASSETS**				
1	**Non-current assets**				
	(a) Property, Plant and Equipment and Intangible assets	11			
	(i) Property, Plant and Equipment		158.12	166.00	51.72
	(b) Non-current investments	12	10.18	8.83	12.27
	(c) Other non-Current Assets	13	24.12	23.19	21.20
2	**Current assets**				
	(a) Current Investments	14	991.33	592.50	150.00
	(b) Trade receivables	15	988.50	605.56	311.35
	(c) Cash and cash equivalents	16	57.09	25.26	46.49
	(d) Short-term loans and advances	17	125.91	27.52	28.12
	(e) Other Current Assets	18	47.97	7.94	20.00
	TOTAL		**2,403.22**	**1,456.81**	**641.14**

Significant accounting policies (Refer Note 1)

For Baid Agarwal Singhi & Co.
Chartered Accountants
Firm Registration Number with ICAI : 0328671E

Sd/-

Sourabh Agarwal
(Partner)
Membership Number : 301075
UDIN: 24301075BKBGBL9638
PLACE: NOIDA
DATE: 07.06.2024

For and on behalf of Board of Directors
THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

RAJESH BHARDWAJ
Managing Director
DIN: 02590002

GAURAV SINGHANIA
Whole Time Director & CFO
DIN: 08868413

PALAK JAIN
Company Secretary

THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED
KU220, Kuber Kartik, New Link Road, Prem Co-operative Society, Andheri West, Mumbai - 400053, Maharashtra
CIN : U92490MH2013PLC352652

RESTATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2024

(Rs. In Lakhs)

Particulars	Note No	For the year ended 31st March, 2024	For the year ended 31st March, 2023	For the year ended 31st March, 2022
I. Revenue from operations	19	2,663.18	2,214.75	1,160.19
II. Other Income	20	6.94	13.05	85.01
III Total Income (I+II)		**2,670.12**	**2,227.80**	**1,245.20**
IV Expenses:				
Cost of materials consumed and cost of services received	21	1,757.38	1,585.61	662.32
Change in Inventory (Finished goods/WIP)	22	-	-	309.12
Employee benefit expense	23	251.86	221.81	153.31
Finance costs	24	52.49	15.00	0.14
Depreciation and amortization expense	11	16.78	10.36	5.99
Other expenses	25	161.30	120.44	66.41
Total Expenses		**2,239.82**	**1,953.23**	**1,197.29**
V Profit before exceptional and extraordinary items and tax (III-IV)		430.31	274.57	47.91
VI Exceptional Items		-	-	-
VII Profit before extraordinary items and tax		430.31	274.57	47.91
VIII Extraordinary Items		-	-	-
IX. Profit before tax (VII-VIII)		**430.31**	**274.57**	**47.91**
X. Tax expense:				
(I) Current tax		123.68	74.09	2.33
(II) Deferred tax		(2.53)	(0.31)	8.37
XI. PROFIT/(LOSS)FROM THE PERIOD FROM CONTINUING OPERATIONS		**309.16**	**200.79**	**37.21**
XII. Profit/ (Loss) from discontinuing operations		-	-	-
XIII. Tax expense of discounting operations		-	-	-
XIV. Profit/(Loss) from Discontinuing operations		-	-	-
XV. Profit/ (Loss) for the period (XI + XIV)		309.16	200.79	37.21
XVI. Earning per equity share:				
(I) Basic		39.38	26.33	4.88
(II) Diluted		39.38	26.33	4.88

For and on behalf of Board of Directors
THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

For Baid Agarwal Singhi & Co.
Chartered Accountants
Firm Registration Number with ICAI : 0328671E

Sd/-

Sourabh Agarwal
(Partner)
Membership Number : 301075
UDIN: 24301075BKBGBL9638

PLACE: NOIDA
DATE: 07.06.2024

RAJESH BHARDWAJ
Managing Director
DIN: 02590002

GAURAV SINGHANIA
Whole Time Director & CFO
DIN: 08868413

PALAK JAIN
Company Secretary

THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED
KU220, Kuber Kartik, New Link Road, Prem Co-operative Society, Andheri West, Mumbai - 400053, Maharashtra
CIN : U92490MH2013PLC352652

RESTATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31.03.2024

(Rs. In Lakhs)

	Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023	For the year ended 31st March 2022
A.	**Cash flow from operating activities**			
	Net profit before tax and after prior period item	**430.31**	**274.57**	**47.91**
	Adjustments for:			
	Depreciation	16.78	10.36	5.99
	Interest Income	(1.03)	(2.11)	(0.06)
	Finance costs	52.49	15.00	0.14
	Operating profit before working capital changes	**498.56**	**297.83**	**54.03**
	Adjustments for:			
	(Increase) / decrease in inventories	-	-	309.12
	(Increase) / decrease in trade receivables	(382.95)	(294.21)	(178.27)
	(Increase) / decrease in trade advances	(98.39)	0.60	2.54
	(Increase) / decrease in other current assets	(40.02)	12.05	34.76
	(Increase) / decrease in Other Non Current Assets	(0.93)	(1.99)	(21.20)
	Increase / (decrease) in trade payables	59.54	162.77	(97.83)
	Increase / (decrease) in other current liabilities	166.92	125.14	19.88
	Increase / (decrease) in short term/long term provisions	10.98	5.46	(22.85)
	Cash generated from operations	**213.72**	**307.66**	**100.19**
	Income taxes paid/ Refund Received	(68.59)	(74.09)	(2.33)
	Net cash provided / (used) by operating activities (A)	**145.13**	**233.57**	**97.86**
B.	**Cash flows from investing activities**			
	Purchase or constuction of fixed assets and capital advances	(8.89)	(124.65)	(10.83)
	(Increase)/Decrease in Current Investments	(398.83)	(442.50)	(150.00)
	Interest received	1.03	2.11	0.06
	Net cash provided / (used) by investing activities (B)	**(408.05)**	**(561.60)**	**(150.63)**
C.	**Cash flow from financing activities**			
	Finance costs paid	(52.49)	(15.00)	(0.14)
	Increase in Security Premium	206.11	-	-
	Proceeds from issue of share capital	11.33	-	-
	Proceeds/ Repayment from borrowings	129.81	321.81	26.69
	Net cash provided / (used) by financing activities (C.)	**294.75**	**306.81**	**26.55**
	Net increase / (decrease) in cash and cash equivalents (A + B + C)	**31.83**	**(21.23)**	**(26.23)**
	Cash and cash equivalents at the beginning of period	25.26	46.49	72.71
	Cash and cash equivalents at the end of period	**57.09**	**25.26**	**46.49**
	Notes to cash flow statement			
	1. Components of cash and cash equivalents :	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
	Cash in hand	7.71	1.73	0.92
	Balances with banks:	49.38	23.53	45.56
	- On current accounts			
		57.09	**25.26**	**46.49**

For and on behalf of Board of Directors
THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

For Baid Agarwal Singhi & Co.
Chartered Accountants
Firm Registration Number with ICAI : 0328671E

RAJESH BHARDWAJ
Managing Director
DIN: 02590002

GAURAV SINGHANIA
Whole Time Director & CFO
DIN: 08868413

Sd/-

Sourabh Agarwal
(Partner)
Membership Number : 301075
UDIN: 24301075BKBGBL9638
PLACE: NOIDA
DATE: 07.06.2024

PALAK JAIN
Company Secretary

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

A. COMPANY INFORMATION

The Company was incorporated on February 11, 2013 as 'Thinking Hats Entertainment Solutions Private Limited', a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. For administrative convenience, pursuant to an order passed by the Regional Director, Northern Region, New Delhi on November 29, 2019, the registered office of the Company was shifted from the National Capital Territory of Delhi and Haryana to the state of Maharashtra. Further, the Company was converted into a public limited company pursuant to a resolution passed by our Board of Directors in their meeting held on August 18, 2023, and by the Shareholders at an Extraordinary General Meeting held on August 19, 2023 and consequently the name of the Company was changed to 'Thinking Hats Entertainment Solutions Limited' and a fresh certificate of incorporation dated September 7, 2023 was issued by the Registrar of Companies, Maharashtra at Mumbai. The company is mainly engaged in the business of entertainment, event management and retail merchandise.

B: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation of Restated Financial Statements:

The financial statements has been prepared and presented under historical cost convention on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles in India ("GAAP") and comply with the mandatory Accounting Standards ("AS") specified under section 133 of the Companies Act 2013, read with Rule7 of the Companies (Accounts) Rules,2014 and the relevant provisions of the Companies Act 2013 ("the 2013 Act").

The Restated Financial Statements has been prepared by the Management to comply in all material respects with the requirements of:
a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act");
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note").

The Financial statements are presented in Indian Rupee (Rs.) & all the amounts included in the financial statements have been rounded off to the nearest Lakhs upto two decimals, as required by General instructions for preparation of Financial Statements in Division I of Schedule III of the Companies Act, 2013, except number of shares, face value of shares, earning per shares, or wherever otherwise stated. Wherever the amount represented Rs '0.00' construes value less than Rupees Five Hundred.

2. Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known materialized.

3. Going Concern Accounting Assumption:

The enterprise is normally viewed as a going concern, that is, as continuing in operation for the foreseeable future. lt is assumed that the enterprise has neither the intention nor the necessity of liquidation or of curtailing materially the scale of the operations.

4. Property plant and equipments:

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses.
The cost of an item of property, plant and equipment comprises: (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management; (c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.
The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other cost directly attributable to bringing the item to working condition for its intended use.
The cost of improvements to leasehold premises, if recognition criteria are met, are capitalized and disclosed separately under leasehold improvement.
An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal and retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset is recognized in Statement of profit and loss.

Subsequent cost
Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other subsequent cost are charged to Statement of profit and loss at the time of incurrence.

5. lntangible Assets:

lntangible Asset ls carried in the books, if it is an identifiable non-monetary asset, without physical substance, held for use in the production or supply of goods or services, for rental to others, or for administrative purposes.

An intangible asset is recognized if, and only if:

a) lt is probable that the future economic benefits that are attributed to the asset will flow to the company; and
b) cost of the asset can be measured reliably.

6. Depreciation Policy:

Depreciation on the fixed assets is provided to the extent of depreciable amount on Written down Value (WDV) Method Depreciation is provided based on the useful life of the assets as prescribed in Schedule ll to Companies Act, 2013 as per. The residual value shall not be higher than that prescribed in Part C of Second Schedule.

7. lmpairment of Assets:

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units (‘CGU’).
The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using

a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount.
Impairment losses are recognized in the Statement of profit and loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to reduce the carrying amounts of the other assets in the CGU on a pro-rata basis.
For other assets, an impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

8. Investments:

Long-term Investments are carried at cost. However, provision for diminution in value is made to recognize a decline, other than temporary, in the value of the investments.
Current Investments are carried at lower of cost or market value. The cost of securities sold is determined on the first-in-first-out (FIFO) method.

9. Borrowing Costs:

Borrowing costs attributable to the acquisition or construction of a qualifying asset are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred. Capitalization of borrowing costs is suspended during the extended period in which active development is interrupted. Capitalization of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete. Other borrowing costs are charged to statement of profit and loss as and when incurred.

10. Employee Benefits:

Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the reporting period in which the employees render the related service are recognized in respect of employee's services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled. Gratuity has been calculated based on date of joining for all the employees.

Post Retirement Employee Benefits

(a) Defined contribution plans:
Defined contribution plans are employee state insurance scheme and Government administered pension fund scheme for all applicable employees and superannuation scheme for eligible employees. Retirement benefits in the form of contribution to Provident fund are defined contribution plans. The Company's contribution to defined contribution plans is recognized in the Restated Statement of Profit and Loss in the financial year to which they relate.

(b) Defined benefit plans
Defined Benefit plans are the plans for which the benefits has been defined for the eligible employees which are meant to be paid to then at the time of retirement. The Company operates defined benefit plan viz., gratuity. The costs of providing benefits under this plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out for the plan using the projected unit credit method.
Defined benefit costs are comprised of:
a) service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);

b) Net interest expense or income; and
c) Re-measurement.

11. Foreign Currency Transactions:

Foreign currency transactions are accounted at the exchange rates prevailing on the date of the transactions or that approximates the actual rate on transaction date.

Monetary items denominated in foreign currencies at the year-end are restated at year end rates. . Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction

Any Income or Expense on account exchange difference in respect of current assets and current liabilities not covered by forward contracts, are recognized in the Statement of Profit and Loss at the period end.

12. Revenue Recognition:

a) Revenue from Sale of Goods:
Sale of goods and services are recognized, net of returns and trade discounts on transfer of significant risks and rewards of ownership to the buyer. Sales include excise duty but exclude Goods & Service Tax.

b) Revenue from Service:
Revenue from service transactions is usually recognized as the service is performed, either by the proportionate completion method or by the completed service contract method.

c) Revenue from Films:
lncome from production of films is recognized in the statement of Profit and Loss on release/Streaming of films/ Web series as per the contracts/ arrangements with distributors/Channels/Buyers. Revenue from distribution of motion pictures is recognized based on ticket sales on exhibition of motion pictures at exhibition theatres.

d) Revenues from Terrestrial Rights, Video Rights, Satellite Rights etc :
Revenue recognized on transfer/ assignment/ effective date of respective rights in accordance with the respective agreement or on realization of the substantial consideration whichever is earlier and on delivery of the specified telecasting material. Although revenues are accounted on accrual basis as aforesaid, the cost is charged to profit and loss account based on the amortization principles stated in the accounting policy under the head "cost of feature films".

e) Audio Product Sale:
Revenue from sale of Audio Rights is recognized on transfer/ assignment of the rights as per the contracts/ arrangements with parties.

f) lnterest lncome:
lnterest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable, And Dividend income is recognized when right to receive is established.

g) Others:
lncome is recognized when no significant uncertainty exists as to measurability and realization.

13. lnventories:

Items of inventory are valued on the basis as given below:

a) Raw Material:
Raw Materials are valued at cost (on First-in-First Out basis) or net realizable value whichever is lower.

b) Work-In-Progress:
Work-ln-Progress is valued at cost of materials consumed and services used.

c) Finished Goods:
Finished Goods are value at cost or net realizable value whichever is lower. Cost comprises of cost of purchase, cost of in-house productions {audio/video/films), cost of conversion and other costs incurred in bringing the inventory to their present location and condition.

d) Cost of Feature Films:
Cost of feature films produced or acquired is inventorized and charged to statement of profit and loss account on release of films.

e) Cost of under Production Film:
Expenses of under production films incurred till the films are ready for release are inventorized. The production of films requires various types of material ls in different qualities and quantities. Considering the peculiar nature of those items including where multiplicity and complexity, it is not practicable to maintain quantitative records of those items. Further, in the absence of reusability of such items, the same are not valued.

lnventories includes films under production are stated at lower of cost/ un-amortized cost or realizable value. Cost comprises acquisition direct production cost. Where the realizable value on the basis of its estimated useful economic life is less than its carrying amount, the difference is expensed as impairment.

14. Provision and Contingent Liabilities:

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation' A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provisions or disclosure is made.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable than an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

15. Income Taxes:

Current Tax
Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any relating to income taxes. It is measured using tax rates enacted for the relevant

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

16. Deferred Tax:

Deferred Tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws.

Deferred tax assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

17. Leases:

Lease payments in respect of assets taken on operating lease are charged to the Statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with the expected general inflation to compensate the lessor's expected inflationary cost increases, if any. However, there is no lease payments during the period under consideration.

18. Earnings per share:

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

Diluted earnings per share is computed by dividing the net profit or loss attributable to equity share holder by weighted average number of equity and equivalent diluted equity share outstanding during the year except where the result would be antidilutive.

THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED
KU220, Kuber Kartik, New Link Road, Prem Co-operative Society, Andheri West, Mumbai - 400053, Maharashtra
CIN : U92490MH2013PLC352652

Notes forming part of the Restated Statement of Assets and Liabilities as at 31st March, 2024 **(Rs. In Lakhs)**

NOTE 2	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
SHARE CAPITAL AUTHORISED			
Equity Shares of Rs.10/- each			
10,00,000 Equity Shares (Previous Year - 10,00,000) of Rs.10 each	100	100	100
	100	100	100
ISSUED SUBSCRIBED AND FULLY PAID UP			
Equity shares of Rs.10/-each			
7,62,500 Equity Shares (Previous Year - 7,62,500) of Rs.10 each fully paid up	76.25	76.25	76.25
Add: 1,13,315 Equity Shares of Rs 10 each fully paid up	11.33	-	-
Total	**87.58**	**76.25**	**76.25**

Equity Share holders having 5% or more Shares	**As at 31st March 2024**		**As at 31st March 2023**		**As at 31st March 2022**	
Name Of Shareholders	**In Nos**	**In %**	**In Nos**	**In %**	**In Nos**	**In %**
Rajesh Bhardwaj	4,49,875	51.37%	4,57,500	60.00%	5,79,500	76.00%
Gaurav Singhania	1,82,800	20.87%	1,83,000	24.00%	-	0.00%
Sana Warsi	76,250	8.71%	76,250	10.00%	-	0.00%
Ashish Lalu Hasija	38,125	4.35%	38,125	5.00%	-	0.00%
A. Chillar	-	0.00%	-	0.00%	61,000	8.00%
	7,47,050	**85.30%**	**7,54,875**	**99.00%**	**6,40,500**	**84.00%**

Details of Promoters and Promoters' Group

Name of Shareholder	**As at 31st March, 2024**			**As at 31st March, 2023**		
	% Change during the year			**% Change during the year**		
	Change in shares during the year	**%**	**Number of Shares Held**	**Change in shares during the year**	**%**	**Number of Shares Held**
Rajesh Bhardwaj	**(7,625)**	-4.17%	4,49,875	(1,22,000)	-21.05%	4,57,500
Gaurav Singhania	**(200)**	-0.11%	1,82,800	1,83,000	100.00%	1,83,000
Sana Warsi	**-**	0.00%	76,250	76,250	100.00%	76,250
Shruti Singhania	**100**	100.00%	100	-	-	-
Ruchi Agarwal	**100**	100.00%	100	-	-	-
Total	**(7,625)**		**7,09,125**	**1,37,250**		**7,16,750**

The Board of Directors of the Company in the Board meeting dated January, 5 2024 and Shareholders of the company in the Extra Ordinary General Meeting dated January 6,2024 have approved the allotment of 84,722 shares equity shares of the company of face value Rs.10/- each at a premium of Rs. 167/- through private placement.The Board of Directors of the Company in the Board meeting dated February, 3 2024 and Shareholders of the company in the Extra Ordinary General Meeting dated February, 4 2024 have approved the allotment of 28,593 shares equity shares of the company of face value Rs.10/- each at a premium of Rs. 226/- through private placement.

NOTE 3 **RESERVE AND SURPLUS**	**As at 31st March 2024**	**As at 31st March 2023**	**As at 31st March 2022**
Securities Premium	206.11	-	-
Total	**206.11**	**-**	**-**
Profit & Loss A/c			
Opening Balance	497.01	296.22	272.51
Add : Profit during the year	309.16	200.79	37.21
Less : Prior Period Depreciation/Other Items	-	-	(13.50)
Closing Balance	806.17	497.01	296.22
Total	**1,012.28**	**497.01**	**296.22**

NOTE 4 **Long Term Borrowings**	**As at 31st March 2024**	**As at 31st March 2023**	**As at 31st March 2022**
Term Loans:			
Secured Loan, considered good			
Vehicle Loan from Bank	15.04	-	-
Less: Current Maturity	(3.26)		
Unsecured Loan, considered good			
From Other Financial Institutions	109.89	119.78	
Less: Current Maturity	(29.69)	(19.27)	
Total	**91.99**	**100.52**	

THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED
KU220, Kuber Kartik, New Link Road, Prem Co-operative Society, Andheri West, Mumbai - 400053, Maharashtra
CIN : U92490MH2013PLC352652

Notes forming part of the Restated Statement of Assets and Liabilities as at 31st March, 2024
NOTE 4 & 7 (Continued) **(Rs. In Lakhs)**

Name of the Lender	Rate if Interest	Nature of Loan	Amount as on 31st March, 2024	Repayment Term	Loan Financed	Description
HDFC A/C NO. 9222 CC Rs.4.40Cr	Upto 2.40CR 9.5% Next 2.00Cr @10%	Cash Credit	348.69	On Demand	440.00	Primary Security: Stock , Debtors Collateral 1. Commercial Properties No. 220 Second Floor Kuber Complex, Industrial Estate, Veera, Desai Industrial Estate, New Link Road, Andheri (Kuber Kartik New Link Road PCSL , Near Laxmi 400042 Industrial Estate,Veera Desai Indsutrial Estate, New Link Road 2.Commercial Properties No. 221 Second Floor Kuber Complex, Industrial Estate, Veera, Desai Industrial Estate, New Link Road, Andheri (W), Mumbai (Kuber Kartik New Link Road PCSL , Near Laxmi 400042 Industrial Estate,Veera Desai Indsutrial Estate, New Link Road Mumbai
TATA Capital - CC/OD	16.50%	Bank OD	50.10	36 Months	50.10	Bank OD
Corporate Credit Card - 7730	-	Credit Card	1.90	On Demand		Bank OD
Corporate Credit Card - 8522 (5629)	-	Credit Card	1.16	On Demand		Bank OD
RB Credit Card - 0997(3096)	-	Credit Card	1.86	On Demand		Bank OD
Aditya Birla Fincorp Ltd	16.50%	Term Loan	22.47	36 months	35.00	BIL_OD
Bajaj Finance Ltd. Loan A/c	17.75%	Business Loan	26.13	60 months	26.13	HFDL hybrid Business loan(SME unsecured)
Fullertron India Credit Co. Ltd- U/L	16.50%	Business Loan	11.20	25 months	30.24	Business Loan
Kotak Mahindra Prime Ltd	9.27%	Vehicle Loan	15.04	60 months	18.15	Collateral : Automobile
Loans From Related Parties	Interest Free loan	Business Loan	64.91	On Demand		Business Loan
Total Loan			**543.46**			

Notes forming part of the Restated Statement of Assets and Liabilities as at 31st March, 2024
NOTE 4 & 7 (Continued) **(Rs. In Lakhs)**

Name of the Lender	Rate if Interest	Nature of Loan	Amount as on 31st March, 2023	Repayment Term	Loan Financed	Description
Axis Bank Ltd. - CC A/C - 0657	REPO Rate +3% i.e., 9.25% p.a.	Cash Credit	143.62	On Demand	250.00	Security Type : Secondary 1. Commercial Properties No. Unit No. 221, 2nd Floor, Kuber Complex, Kuber Kartik New Link Road Premises Co. OP. SOC. Ltd, New Link Road, Andheri West, Mumbai Suburban, Pincode – 400053 Unit - 221 District, Mumbai, State - Maharashtra, Pincode – 400053, India 2. Unit No. 220, 2nd Floor Kuber Complex Veera Desai Industrial Estate, New Link Road, CTS No. 628 to 633, Village Oshiwara, 0 Andheri (W) District Mumbai - 400053, District Mumbai State Maharashtra Pin Code 400012, India
TATA Capital - CC/OD	16.50%	Bank OD	35.10	36 Months	51.10	Bank OD
HDFC ACCOUNT 5407		Bank OD	6.49	On Demand		Bank OD
Corporate Credit Card - 7730	-	Credit Card	1.05	On Demand		Bank OD
Corporate Credit Card - 8522 (5629)	-	Credit Card	1.92	On Demand		Bank OD
RB Credit Card - 0997(3096)	-	Credit Card	1.40	On Demand		Bank OD
KF Credit Card - 8366	-	Credit Card	0.26	On Demand		Bank OD
Aditya Birla Fincorp Ltd	16.50%	Term Loan	32.69	36 months	35.00	BIL_OD
Bajaj Finance Ltd. Loan A/c	17.75%	Business Loan	26.13	60 months	26.13	HFDL hydrib Business loan(SME unsecured)
Fullertron India Credit Co. Ltd- U/L	16.50%	Business Loan	25.86	25 months	30.24	Business Loan
Loan from Related Parties	Interest Free loan	Business Loan	139.12	On Demand		Business Loan
Total Loan			**413.65**			

Notes forming part of the Restated Statement of Assets and Liabilities as at 31st March, 2024
NOTE 4 & 7 (Continued) **(Rs. In Lakhs)**

Name of the Lender	Rate if Interest	Nature of Loan	Amount as on 31st March, 2022	Repayment Term	Loan Financed	Description
Axis Bank Ltd. - OD A/C - 0657	REPO Rate +3% i.e., 9.25% p.a.	Bank OD	22.58	On Demand	2,50,00,000.00	Security Type : Secondary 1. Commercial Properties No. Unit No. 221, 2nd Floor, Kuber Complex, Kuber Kartik New Link Road Premises Co. OP. SOC. Ltd, New Link Road, Andheri West, Mumbai Suburban, Pincode – 400053 Unit - 221 District, Mumbai, State - Maharashtra, Pincode – 400053, India 2. Unit No. 220, 2nd Floor Kuber Complex Veera Desai Industrial Estate, New Link Road, CTS No. 628 to 633, Village Oshiwara, 0 Andheri (W) District Mumbai - 400053, District Mumbai State Maharashtra Pin Code 400012, India
Corporate Credit Card - 7730	-	Credit Card	1.77	On Demand		Bank OD
Corporate Credit Card - 8522 (5629)	-	Credit Card	2.45	On Demand		Bank OD
RB Credit Card - 0997(3096)	-	Credit Card	1.16	On Demand		Bank OD
KF Credit Card - 8366	-	Credit Card	0.03	On Demand		Bank OD
HDFC	-	Credit Card	0.22	On Demand		Bank OD
Loan from Related Parties	Interest Free loan	Business Loan	1.00	On Demand		Business Loan
Total Loan			**29.22**			

Notes forming part of the Restated Statement of Assets and Liabilities as at 31st March, 2024

(Rs. In Lakhs)

NOTE 5

Long Term Provisions	**As at 31st March 2024**	**As at 31st March 2023**	**As at 31st March 2022**
Provision for Gratuity	10.41	-	-
Total	**10.41**	**-**	**-**

NOTE 6

Deferred Tax liability (Net)	**As at 31st March 2024**	**As at 31st March 2023**	**As at 31st March 2022**
Deffered Tax liability	0.64	3.17	3.49
Total	**0.64**	**3.17**	**3.49**

NOTE 7

Short-term Borrowings	**As at 31st March 2024**	**As at 31st March 2023**	**As at 31st March 2022**
Secured Loan, considered good			
a.Cash Credit Accounts/OD Accounts			
From Banks	348.69	150.11	22.58
b.Current Maturity of Vehicle loan from banks	3.26		-
Unsecured Loan, considered good			
a. Loan payable on demand			
From Banks and Financial Institutions	4.92	4.64	5.64
Related Parties	64.91	139.12	1.00
b.Current Maturity of loans from other financial Institutions	29.69	19.27	
Total	**451.47**	**313.14**	**29.22**

NOTE 8

Trade payables			
Amount due towards MSME suppliers	-	-	-
Others	411.18	351.64	188.87
Total	**411.18**	**351.64**	**188.87**

There are no amounts which are due to micro and small enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" that has been determined on the basis of information available with the Company.Further the Company has not incurred any interest on these outstanding dues.

Trade Payables Ageing Schedule

Particulars	**As at 31st March, 2024**				
	Outstanding for following periods from date of transactions				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed dues - MSME	-	-	-	-	-
Undisputed dues - Others	324.87	43.42	11.25	31.64	411.18
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	**324.87**	**43.42**	**11.25**	**31.64**	**411.18**

Particulars	**As at 31st March, 2023**				
	Outstanding for following periods from date of transactions				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed dues - MSME	-	-	-	-	-
Undisputed dues - Others	304.14	9.94	4.87	32.69	351.64
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	**304.14**	**9.94**	**4.87**	**32.69**	**351.64**

Particulars	**As at 31st March, 2022**				
	Outstanding for following periods from date of transactions				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed dues - MSME	-	-	-	-	-
Undisputed dues - Others	117.07	13.90	25.50	32.40	188.87
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	**117.07**	**13.90**	**25.50**	**32.40**	**188.87**

Note-9

Other Current Liabilities	**As at 31st March 2024**	**As at 31st March 2023**	**As at 31st March 2022**
Expenses Payable	156.92	2.70	3.08
Amount Due on account of Employees	25.51	8.54	5.18
Statutory Dues	73.39	32.12	18.83
Advance from customers	20.41	65.96	20.02
Total	**276.25**	**109.32**	**47.10**

THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED
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Notes forming part of the Restated Statement of Assets and Liabilities as at 31st March, 2024

(Rs. In Lakhs)

NOTE 11 PROPERTY PLANT AND EQUIPMENTS

DEPRECIATION (Companies Act) FOR THE F.Y 2023-24 AS PER COMPANIES ACT

		GROSS BLOCK				DEPRECIATION (WDV Method)					NET BLOCK	
S.No	Particulars	Balance as on 01.04.2023	Additions	Deletion	Balance as on 31.03.2024	Opening 01.04.2023	For the Year	Impairment Loss	Deletion	upto 31.03.2024	As on 31.03.2024	As on 31.03.2023
	Tangible Assets											
1	Building	161.44			161.44	20.91	6.86	-	-	27.77	133.67	140.54
2	Computer and software	21.28	1.43		22.70	19.95	0.28	-	-	20.23	2.47	1.33
3	Furniture & Fittings	5.92			5.92	5.12	0.21	-	-	5.33	0.59	0.80
4	Office equipment	18.84	2.74		21.57	14.83	1.92	-	-	16.74	4.83	4.01
5	Vehicle - Two wheeler	0.79			0.79	0.34	0.11	-	-	0.46	0.33	0.44
6	Vehicle - Motor Car	20.57	4.73		25.30	1.68	7.40	-	-	9.08	16.22	18.89
	Tangible Total	**228.84**	**8.89**	**-**	**237.73**	**62.83**	**16.78**	**-**	**-**	**79.61**	**158.12**	**166.00**
7	Intangible Assets	-	-	-	-	-	-	-	-	-	-	-
8	Capital Work-in-Progress	-	-	-	-	-	-	-	-	-	-	-
	Gross Total	**228.84**	**8.89**	**-**	**237.73**	**62.83**	**16.78**	**-**	**-**	**79.61**	**158.12**	**166.00**

Notes forming part of the Restated Statement of Assets and Liabilities as at 31st March, 2024

(Rs. In Lakhs)

NOTE 11 (Continued)

DEPRECIATION FOR THE F.Y 2022-23 AS PER COMPANIES ACT

		GROSS BLOCK				DEPRECIATION (WDV Method)					NET BLOCK	
S.No	Particulars	Balance as on 01.04.2022	Additions	Deletion	Balance as on 31.03.2023	Opening 01.04.2022	For the Year	Impairment Loss	Deletion	upto 31.03.2023	As on 31.03.2023	As on 31.03.2022
	Tangible Assets											
1	Building	53.64	107.80	-	161.44	15.81	5.10	-	-	20.91	140.54	37.83
2	Computer and software	21.28	-	-	21.28	19.19	0.76	-	-	19.95	1.33	2.08
3	Furniture & Fittings	5.92	-	-	5.92	4.84	0.28	-	-	5.12	0.80	1.08
4	Office equipment	18.08	0.76	-	18.84	12.05	2.77	-	-	14.83	4.01	6.02
5	Vehicle - Two wheeler	0.79	-	-	0.79	0.19	0.15	-	-	0.34	0.44	0.60
6	Vehicle - Motor Car	4.48	16.09	-	20.57	0.38	1.30	-	-	1.68	18.89	4.10
	Tangible Total	**104.19**	**124.65**	**-**	**228.84**	**52.47**	**10.36**	**-**	**-**	**62.83**	**166.00**	**51.72**
7	Intangible Assets	-	-	-	-	-	-	-	-	-	-	-
8	Capital Work-in-Progress	-	-	-	-	-	-	-	-	-	-	-
	Gross Total	**104.19**	**124.65**	**-**	**228.84**	**52.47**	**10.36**	**-**	**-**	**62.83**	**166.00**	**51.72**

Notes forming part of the Restated Statement of Assets and Liabilities as at 31st March, 2024

(Rs. In Lakhs)

NOTE 11 (Continued)

DEPRECIATION FOR THE F.Y 2021-22 AS PER COMPANIES ACT

		GROSS BLOCK				DEPRECIATION (WDV Method)					NET BLOCK	
S.No	**Particulars**	**Balance as on 01.04.2021**	**Additions**	**Deletion**	**Balance as on 31.03.2022**	**Opening 01.04.2021**	**For the Year**	**Adjustment**	**Deletion**	**upto 31.03.2022**	**AS ON 31.03.2022**	**AS ON 31.03.2021**
	Tangible Assets											
1	Building	53.64			53.64	13.87	1.94			15.81	37.83	39.77
2	Computer and software	20.13	1.15		21.28	18.20	1.00			19.19	2.08	1.93
3	Furniture & Fittings	5.80	0.12		5.92	4.48	0.35			4.84	1.08	1.32
4	Office equipment	13.79	4.29		18.08	9.92	2.13			12.05	6.02	3.87
5	Vehicle - Two wheeler	-	0.79		0.79	-	0.19			0.19	0.60	-
6	Vehicle - Motor Car	-	4.48		4.48	-	0.38			0.38	4.10	-
	Tangible Total	**93.36**	**10.83**	**-**	**104.19**	**46.48**	**5.99**	**-**	**-**	**52.47**	**51.72**	**46.88**
7	Intangible Assets	-	-	-	-	-	-	-	-	-	-	-
8	Capital Work-in-Progress	-	-	-	-	-	-	-	-	-	-	-
	Gross Total	**93.36**	**10.83**	**-**	**104.19**	**46.48**	**5.99**	**-**	**-**	**52.47**	**51.72**	**46.88**

Notes forming part of the Restated Statement of Assets and Liabilities as at 31st March, 2024

(Rs. In Lakhs)

NOTE 10

Short Term Provisions	**As at 31st March 2024**	**As at 31st March 2023**	**As at 31st March 2022**
Provision for Gratuity	0.57	-	-
Provision for income tax	60.85	5.76	-
Total	**61.42**	**5.76**	**-**

NOTE 12

Non Current Investments	**As at 31st March 2024**	**As at 31st March 2023**	**As at 31st March 2022**
Gold and Silver Investment	10.18	8.83	12.27
Total	**10.18**	**8.83**	**12.27**

NOTE 13

Other Non Current Assets	**As at 31st March 2024**	**As at 31st March 2023**	**As at 31st March 2022**
Other Bank Balances	24.12	23.19	21.20
Total	**24.12**	**23.19**	**21.20**

Notes forming part of the Restated Statement of Assets and Liabilities as at 31st March, 2024

(Rs. In Lakhs)

NOTE 14

Current Investments	**As at 31st March 2024**	**As at 31st March 2023**	**As at 31st March 2022**
Investment in Project in progress	991.33	592.50	150.00
Total	**991.33**	**592.50**	**150.00**

Note: Investment in Project in progress reflects amount paid for production of web series.

NOTE 15

Trade Receivables	**As at 31st March 2024**	**As at 31st March 2023**	**As at 31st March 2022**
Trade Receivables-unsecured, considered good (exceeding six months)			
-Related Parties	-	-	-
-Others	16.52	237.68	306.06
Trade Receivables-unsecured, considered doubtful (exceeding six months)			
-Related Parties	-	-	-
-Others	1.23	5.28	5.28
Trade Receivables-unsecured, considered good (less than six months)			-
-Related Parties	-	-	-
-Others	970.75	362.59	
Trade Receivables-unsecured, considered doubtful (less than six months)			
-Related Parties	-	-	-
-Others	-	-	-
Total	**988.50**	**605.56**	**311.35**

Trade Receivable Ageing Schedule

Particulars	**As at 31st March, 2024**					
	Outstanding for following periods from date of transactions					
	Less than 6 Months	**6 Months - 1 Year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed dues - considered good	970.75	8.35	7.79	-	0.39	987.27
Undisputed dues - considered doubtful	-	-	-	-	1.23	1.23
Disputed Trade Receivables - considered good	-	-	-	-	-	-
Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Total	**970.75**	**8.35**	**7.79**	**-**	**1.62**	**988.50**

Particulars	**As at 31st March, 2023**					
	Outstanding for following periods from date of transactions					
	Less than 6 Months	**6 Months - 1 Year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed dues - considered good	362.59	237.68	-	-	-	600.27
Undisputed dues - considered doubtful	-	-	-	-	5.28	5.28
Disputed Trade Receivables - considered good	-	-	-	-	-	-
Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Total	**362.59**	**237.68**	**-**	**-**	**5.28**	**605.56**

Particulars	**As at 31st March, 2022**					
	Outstanding for following periods from date of transactions					
	Less than 6 Months	**6 Months - 1 Year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed dues - considered good	-	292.79	11.09	2.18	-	306.06
Undisputed dues - considered doubtful	-	-	-	-	5.28	5.28
Disputed Trade Receivables - considered good	-	-	-	-	-	-
Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Total	**-**	**292.79**	**11.09**	**2.18**	**5.28**	**311.35**

NOTE 16

Cash And Bank Advances	**As at 31st March 2024**	**As at 31st March 2023**	**As at 31st March 2022**
Cash and cash equivalents			
Balance with banks	49.38	23.53	45.56
Cash on hand	7.71	1.73	0.92
Total	**57.09**	**25.26**	**46.49**

Notes forming part of the Restated Statement of Assets and Liabilities as at 31st March, 2024

(Rs. In Lakhs)

NOTE 17

Short Term Loans and Advances	**As at 31st March 2024**	**As at 31st March 2023**	**As at 31st March 2022**
Advances to suppliers	119.87	23.53	21.23
Staff Advance	4.68	3.99	6.89
Other Advances	1.36	-	-
Total	**125.91**	**27.52**	**28.12**

NOTE 18

Other Current Assets	**As at 31st March 2024**	**As at 31st March 2023**	**As at 31st March 2022**
Prepaid expenses	0.15	2.88	-
TDS Recoverable	-	-	16.50
Other Current Assets	-	-	0.18
Unbilled Reciveables	40.64	-	-
Security Deposit	7.18	5.06	3.32
Total	**47.97**	**7.94**	**20.00**

NOTE 19

Revenue from operations	**For the year ended 31st March, 2024**	**For the year ended 31st March, 2023**	**For the year ended 31st March, 2022**
Revenue from Event Management and Retail Visual Merchandising	2,422.55	2,185.25	960.19
Revenue from Movie/OTT/IP	200.00	29.50	200.00
Revenue from Unbilled Income	40.64	-	-
Total	**2,663.18**	**2,214.75**	**1,160.19**

NOTE 20

Other Income	**For the year ended 31st March, 2024**	**For the year ended 31st March, 2023**	**For the year ended 31st March, 2022**
Interest income on fixed deposits	1.03	2.11	0.06
Discount Received	5.92	9.97	79.64
Interest on Income Tax Refund	-	0.52	4.58
Foreign Exchange Gain	-	-	0.59
Miscellaneous Income	-	0.45	0.15
Total	**6.94**	**13.05**	**85.01**

NOTE 21

Cost of materials consumed and cost of services received	**For the year ended 31st March, 2024**	**For the year ended 31st March, 2023**	**For the year ended 31st March, 2022**
Event Management & Retail Visual Merchandising Expenses			
Cost of Purchases			
Add: Purchases Related to Event Management	415.20	37.56	7.04
Add: Purchases Related to Retail Visual Merchandising	408.72	325.09	164.35
	823.92	362.65	171.39
Other Miscellaneous Service Cost *			
Add : Other Direct Expenses	933.46	1,222.96	490.93
Total	**1,757.38**	**1,585.61**	**662.32**

*Note : Other Miscellaneous Services Cost includes expenses incurred like hiring of artists & contractors, sound, light & other technical expenses, logistics expenses etc. for rendering of various services.

NOTE 22

Change in Inventory (Finished goods/WIP)	**For the year ended 31st March, 2024**	**For the year ended 31st March, 2023**	**For the year ended 31st March, 2022**
Opening Stock of WIP	-	-	309.12
Opening Finished goods	-	-	-
	-	-	**309.12**
Closing Finished goods	-	-	-
Closing Stock of WIP	-	-	-
	-	-	-
Total	-	-	**309.12**

NOTE 23

Employee Benefit Expense	**For the year ended 31st March, 2024**	**For the year ended 31st March, 2023**	**For the year ended 31st March, 2022**
Director's remuneration	38.00	39.36	33.27
Salaries and wages	191.50	175.60	114.17
Contributions to provident and other funds	3.32	-	-
Staff welfare expenses	1.65	1.60	0.90
Gratuity Expense	10.98	-	-
Bonus	6.40	5.26	4.96
Total	**251.86**	**221.81**	**153.31**

Notes forming part of the Restated Statement of Assets and Liabilities as at 31st March, 2024

(Rs. In Lakhs)

NOTE 24

Finance Costs	**For the year ended 31st March, 2024**	**For the year ended 31st March, 2023**	**For the year ended 31st March, 2022**
Interest on Loans	13.90	5.27	-
Interest on overdraft/ CC	38.59	9.73	0.14
Total	**52.49**	**15.00**	**0.14**

NOTE 25

Other Expenses	**For the year ended 31st March, 2024**	**For the year ended 31st March, 2023**	**For the year ended 31st March, 2022**
Bad debts	4.99	0.00	0.03
Auditors' remuneration	3.00	3.00	3.00
Advertisement Expense	0.06	8.14	-
Bank Charges	5.15	5.11	0.30
Business Promotion Expense	31.19	10.57	2.77
Charity and Welfare	3.72	2.11	4.03
Commission and Brokerage	1.31	0.64	0.25
Data Management & Software Expense	1.59	1.04	1.17
Festival Expenses	2.33	0.62	0.38
Forwarding and Courier Expenses	8.14	7.53	5.86
Installation Charge	0.80	-	-
Insurance	2.98	0.72	2.56
Interest and Penalty on Statutory Dues	2.44	0.45	0.00
Legal and professional charge	11.95	4.07	3.08
License and Registration Fees	0.04	0.10	0.74
Listing Charge	0.19	-	-
Miscellaneous expenses	0.21	8.94	9.94
Office Expenses	3.45	7.81	2.65
Packaging Charges	14.48	-	0.73
Printing and stationery	5.08	9.26	0.60
Rent	35.31	26.89	16.35
Repairs and maintenance			
- Others	5.19	2.88	1.43
Short & excess	0.03	1.02	0.01
Skill Development & Training	5.00	6.87	-
Telephone expenses	0.42	0.39	0.38
Travelling Expenses	7.63	8.52	7.26
Water and Electricity	4.62	3.75	2.91
Total	**161.30**	**120.44**	**66.41**
Payment to Auditors			
Statutory Audit Fee	3.00	3.00	3.00
Other Services	-	-	-
Total	**3.00**	**3.00**	**3.00**

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(Rs. In Lakhs)

Note No

26 Trade receivables, Trade payables, Loans & Advances and Unsecured Loans have been taken at their book value subject to confirmation and reconciliation.

27 Payments to Auditors (Exclusive of GST)

Auditors Remuneration	2023-24	2022-23	2021-22
Audit Fees	3.00	3.00	3.00
Total	**3.00**	**3.00**	**3.00**

28 Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of persons.

29 **Disclosure pursuant to Accounting Standard - 15 'Employee Benefits' as notified u/s 133 of the Companies Act, 2013**
Defined Benefit Plan:
The following are the types of defined benefit plans:

a **Gratuity Plan**
15 days salary for every completed year of service. Vesting period is 5 years and payment is restricted to Rs. 20 lacs. The present value of defined obligation and related current cost are measured using the Projected Credit Method with actuarial valuation being carried out at each balance sheet date.

b **Risk Exposure**
Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

Interest Rates Risk	The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase. Thus the plan exposes the Company to the risk of fall in interest rates. Some times, the fall can be permanent, due to a paradigm shift in interest rate scenarios because of economic or fiscal reasons. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements). Even for funded schemes, a paradigm downward shift in bond yields may affect the reinvestment yields and may increase ultimate costs.
Salary Inflation Risk	The present value of the defined benefit plan is calculated with the assumption of salary escalation rate(SER), which is applied to find the salary of plan participants in future, at the time of separation Higher than expected increases in salary will increase the defined benefit obligation and will have an exponential effect.
Demographic Risk	Demographic assumptions are required to assess the timing and probability of a payment taking place. This is the risk of volatility of results due to unexpected nature of decrements that include mortality, attrition, disability and retirement. The effects of this decrement on the DBO depend upon the combination salary increase, discount rate, and vesting criteria and therefore not very straight forward. It is important not to overstate withdrawal rate because the cost of retirement benefit of a short serving employees will be less compared to long service employees.
Actuarial Risk	It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons**:** **Adverse Salary Growth Experience:** Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected. **Variability in mortality rates**: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate. **Variability in withdrawal rates:** If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.
Liquidity Risk	Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign / retire from the company there can be strain on the cash flows.
Asset Liability Mismatch:	This will come into play unless the funds are invested with a term of the assets replicating the term of the liability.
Investment Risk:	For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.
Market Risk:	Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate / government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.
Legislative Risk/Regulatory Risk:	Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation / regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation. The new labour code is a case in point. And the same will have to be recognized immediately in the year when any such amendment is effective.

Notes forming part of the Restated Statement of Assets and Liabilities as at 31st March, 2024

(Rs. In Lakhs)

c **Reconciliation of the net defined benefit (asset)/ liability**

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset)/ liability and its components:

Particulars	**Gratuity**
	2023-24
Balance for previous years recorded in this year	8.69
Current Service Cost	2.29
Interest Cost on Defined Benefit Obligation	-
Current year Adjustments	-
Actuarial Gain and Losses arising from	
Changes in demographic assumptions	-
Changes in financial assumptions	-
Experience Adjustment	-
Benefits Paid	-
Balance at the end of the year	10.98

Note : No provision for gratuity was recorded in the earlier years hence, the entire amount has been recognised in the Profit and Loss Account in the current year.

d

Particulars	**Gratuity**
	2023-24
Balance for previous years recorded in this year	8.69
Current Service Cost	2.29
Interest Cost	
Actuarial Gain or Loss	
Expenses recognized in Statement of Profit & Loss	10.98

Note : No provision for gratuity was recorded in the earlier years hence, the entire amount has been recognised in the Profit and Loss Account in the current year.

e **Actuarial Assumptions**

Particulars	**Gratuity**
	2023-24
Financial Assumptions	
Discount Rate	7.22%
Salary Escalation Rate	5%
Demographic Assumptions	
Mortality Rate	(% of IALM 2012-14)
Withdrawal Rate	
Grades Rate from Age 30	5.00%
Grades Rate from Age 44	5.00%
Grades Rate from Age 44	5.00%
Note : Retirement Age 60	

f The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

g **Sensitivity Analysis**

The sensitivity analyses below have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	**Gratuity (31.03.2024)**
	Increase / Decrease in Defined Benefit Obligations
Effect on DBO due to .5% increase in Discount Rate	(0.51)
Effect on DBO due to .5% decrease in Discount Rate	0.56
Effect on DBO due to .5% increase in Salary Escalation Rate	0.56
Effect on DBO due to .5% decrease in Salary Escalation Rate	(0.53)

While one of the parameters mentioned above is changed by 100 basis points, Other parameters are kept unchanged for evaluating the DBO While there is no change in the method used for sensitivity analysis from previous period, the change in assumptions now considered are with reference to the current assumptions. Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

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30 Related Party disclosure as identified by the company and relied upon by the auditors

A **Related Parties and their Relationship**

(i) Key Management Personnel

1	Mr. Rajesh Bhardwaj	Managing Director
2	Mr. Gaurav Singhania	CFO & Whole Time Director
3	Ms. Ruchi Agarwal	Director
4	Mr. Ashish Hasija Lalu	Director
5	Mr. Kuldeep Fotedar	Additonal Director
6	Ms. Palak Jain	Company Secretary

Note : Mr. Ashish Hasija ceased to be a director w.e.f. 10th December, 2022
Mr. Kuldeep Fotedar was appointed as additonal director on 8th December, 2022 and ceased to be an additonal director on 31st May, 2023
Mr. Gaurav Singhania and Ms. Ruchi Agarwal was appointed as director w.e.f. 30th May, 2023 and 18th August, 2023 respectively
Mr. Gaurav Singhania was appointed as Chief Financial Officer and Whole Time Director as on 28th May, 2024
Ms. Palak Jain was appointed as Company Secretary as on 01st April, 2024
Ms. Ruchi Agarwal had resigned as Director w.e.f 28th May,2024.

(ii) Relative of Key Management Personnel (having transactions with the company)

1 Mrs. Sana Warsi
2 Mr.Prashant Tyagi
3 Mr. Ishwar Singh
4 Ms. Bhawna
5 Mr. Aarav Singhania

(iii) Enterprises owned or significantly influenced by Key Management personnel or their relatives

1 M/s Frameless Expressions Pvt. Ltd.
2 Varaa Exptech Pvt. Ltd.
3 Skillarthi Ventures Pvt. Ltd.

Note : Varaa Exptech Pvt. Ltd. became a related party on post commencement of its operations w.e.f. 16.11.2022

(iv) Transactions with Related parties

Particulars	**KMP**		
	2023-24	**2022-23**	**2021-22**
Remuneration paid to Directors			
Mr. Rajesh Bhardwaj	27.00	27.00	20.27
Mr. Gaurav Singhania	11.00	-	-
Mr. Kuldeep Fotedar	-	4.36	
Mr. Ashish Hasija Lalu	-	8.00	13.00
Salaries paid to Relatives of Key Managerial Personnel			
Mr. Prashant Tyagi	24.11	15.00	11.27
Ms. Sana Warsi	16.61	-	-
Mr.Ishwar Singh	3.60	3.60	2.40
Ms. Bhawna	3.60	3.60	1.80
Mr. Aarav Singhania	1.00	-	-
Purchase of Services			
Skillarthi Ventures Pvt. Ltd.	4.90	-	-
Varaa Exptech Pvt. Ltd.	25.74	8.63	-
Loans received			
Mr. Rajesh Bhardwaj	-	52.00	-
Mr. Prashant Tyagi	-	23.50	-
M/s Frameless Expressions Pvt. Ltd.	-	92.37	-
Loan Repaid			
Mr. Rajesh Bhardwaj	4.71	-	-
Mr. Prashant Tyagi	23.50	-	-
M/s Frameless Expressions Pvt. Ltd.	46.00	29.75	-

Notes forming part of the Restated Statement of Assets and Liabilities as at 31st March, 2024

(Rs. In Lakhs)

(v) Outstanding Balances

Particulars	KMP		
	2023-24	2022-23	2021-22
Loans received			
Mr. Rajesh Bhardwaj	47.29	52.00	-
Mr. Prashant Tyagi	-	23.50	-
M/s Frameless Expressions Pvt. Ltd.	17.62	63.62	1.00
Remuneration/Salary Payable			
Mr. Rajesh Bhardwaj	0.57	-	-
Mr. Prashant Tyagi	7.78	1.05	1.73
Mr. Gaurav Singhania	2.80	-	-
Ms. Sana Warsi	4.22	-	-
Creditors for services			
Skillarthi Ventures Pvt. Ltd.	0.98	-	-
Varaa Exptech Pvt. Ltd.	6.27	2.13	-

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Note No. : 31 Ratio Analysis

Particulars	As at Mar 31, 2024	As at Mar 31, 2023	As at Mar 31, 2022
Current Assets	2,210.80	1,258.78	555.95
Current Liability	1,200.32	779.86	265.19
Working Capital	1,010.48	478.92	290.76
Total borrowings	543.46	413.65	29.22
Total Equity	1,099.86	573.26	372.47
PAT	309.16	200.79	37.21
Inventory	-	-	-
Purchases	823.92	362.65	7.04
Debtor	988.50	605.56	311.35
Revenue from operations	2,663.18	2,214.75	1,160.19
Trade Payable	411.18	351.64	188.87
EBITDA	499.58	299.93	54.04
Profit before Tax & Finance Cost	482.80	289.57	48.05
Finance cost	52.49	15.00	0.14
Cost of Investment	10.18	8.83	12.27
Deffered tax Liabilties	0.64	3.17	3.49
Debt Repayments	33.81	6.68	-

Ratio	Numerator	Denominator	Current Period 2023-24	Previous Period 2022-23	% Variance	Reason for Variance
Current ratio (in times)	Total current assets	Total current liabilities	1.84	1.61	14.11	NA
Debt-equity ratio (in times)	Debt consists of borrowings and lease liabilities	Total Equity	0.49	0.72	(31.52)	NA
Debt service coverage ratio (in times)	Earning for Debt Service= Net Profit before taxes+ Non cash operating expenses+ Interest+Other non cash adjustments	Debt service = Interest payments+Principal repayments	5.79	13.83	(58.15)	Due to increase in Principal repayments & Finance Cost
Return on equity ratio(in %)	Profit for the year less Preference dividend (if any)	Average total equity	36.96%	42.46%	(12.97)	NA
Inventory turnover ratio (in times)	Revenue from operations	Average Inventory	-	-	-	
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	3.34	4.83	(30.83)	Due to increase in Revenue from Operations & Average Trade Receivables
Trade payables turnover ratio (in times)	Cost of Purchases*	Average trade payables	2.16	1.34	60.98	Due to increase in Cost of Purchase & Average Trade Payables
Net Capital turnover ratio (in times)	Revenue from operations	Average working capital(i.e. Total current assets less total current liabilities	3.58	5.75	(37.86)	Due to increase in Revenue from Operations & Average Working Capital
Net profit ratio (in %)	Profit for the year	Revenue from operations	11.61%	9.07%	28.05	Due to increase in Profit for the Year & Revenue from Operations
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Lease liabilities+ Deferred tax liabilities+ Total Borrowings	29.37%	29.25%	0.42	NA
Return on Investments (in %)	Income generated from invested funds	Average invested funds in treasury investments	NA	NA	NA	NA

Note 32
Previous year figures have been regrouped/rearranged wherever necessary.

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NOTE 33
Tax Expense

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Current Tax	123.68	74.09	2.33
Income Tax related to earlier years	-	-	-
Deferred Tax	(2.53)	(0.31)	8.37
Total Tax Expense	**121.14**	**73.78**	**10.69**

Reconciliation of estimated Income tax expense at Indian statutory Income tax rate to income tax expense reported in statement of Profit & Loss

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Profit from before income tax expense	430.31	274.57	47.91
Income Tax rate*	27.82%	27.82%	26.00%
Estimated Income Tax Expense	119.71	76.38	12.46
Non deductible expenses for tax purposes	9.14	2.88	3.95
Deductible expenses for tax purposes	5.18	5.18	13.03
Income Tax related to earlier years	-	-	(1.05)
Other items	-2.53	-0.31	8.37
Income tax expense in Statement of Profit & Loss	**121.14**	**73.78**	**10.69**

NOTE 34
Earnings per share (EPS)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Profit Attributed to the Equity Shareholders of the Company for the Year (A)	309.16	200.79	37.21
Face value of equity shares (Rs per share)	10.00	10.00	10.00
Basic & Diluted earnings per share			
Number of equity shares at the beginning of the year	7,62,500	7,62,500	7,62,500
Total number of equity shares outstanding at the end of the year **(B)**	8,75,815	7,62,500	7,62,500
Weighted average number of equity shares (in numbers)	7,62,500	7,62,500	7,62,500
Impact of Fresh Capitalisation	22,564	-	-
Weighted Average number of Equity Shares post Capitalisation	7,85,064	7,62,500	7,62,500
Weighted Average number of Equity Shares post Capitalisation (C)	**7,85,064**	**7,62,500**	**7,62,500**
Denominator in calculating Basic Earnings Per Share			
Nominal value of equity shares (Rs. per share)	10.00	10.00	10.00
Basic earnings for ordinary shares (in Rs. per share) (Based on weighted average number of shares)(A/C)	**39.38**	**26.33**	**4.88**
Diluted earnings for ordinary shares (in Rs. per share)(Based on weighted average number of shares) (A/C)	**39.38**	**26.33**	**4.88**
Basic earnings for ordinary shares (in Rs. per share) (Based on shares at the end of year)(A/B)	**35.30**	**26.33**	**4.88**
Diluted earnings for ordinary shares (in Rs. per share) (Based on shares at the end of year)(A/B)	**35.30**	**26.33**	**4.88**

The Company does not have any outstanding equity instruments which are dilutive.

Notes forming part of the Restated Statement of Assets and Liabilities as at 31st March, 2024

(Rs. In Lakhs)

NOTE 35

Contingent liability

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Disputed demands with various government departments. The details are as follows-	15.44	NIL	NIL

Name of the Act	Amount in Rs.	Amt. paid under Protest in Rs.	Forum at which Dispute is Pending
Demand of Goods & Service Tax Act for the FY 2018-19 including Interest & Penalty vide order no ZD070224069582C dated 29-02-2024	15.44	0.76	Form GST APL-01 filed on May 24, 2024 by the Company againt the Appellate Authority

NOTE 36

Capital Commitments

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Estimated amount of contracts remaining to be executed on Capital Account (Net of Advances)	-	-	-

NOTE 37

Foreign Currency Transaction	As at 31st March, 2024	As at 31st March 2023	As at 31st March, 2022
Earnings in Foreign Currency			
US$	**$ 0.75**	**-**	**$ 2.71**
INR	**61.40**	**-**	**200.00**
Project Under Development			
GBP	**GBP 1.75**	**-**	**-**
INR	**183.52**	**-**	**-**

NOTE 38

Segment Information

The company operates in two reportable primary segment (Business segment) i.e. Event Management and OTT Sales, but since the criteria for segment as specified in AS-17 is not satisfied segment reporting is not done.

No other operating segments have been aggregated to form the above reportable operating segments as per the criteria specified in the AS-17.

NOTE 39

Statement of Reconciliation of Profit

	As at 31st March, 2024	As at 31st March 2023	As at 31st March, 2022
Profit as per Audited Financial Statements before adjustments	309.16	200.79	33.163
Add: Impact of restatement due to depreciation	-	-	4.05
Profit as per Restated financial Statements	309.16	200.79	37.21

Note 40

Statement of Accounting Ratios :

Particulars	As at 31st March, 2024	As at 31st March 2023	As at 31st March, 2022
Net Worth (A)	1,099.86	573.26	372.47
EBITDA	499.58	299.93	54.04
Restated PAT as per Profit and Loss Account(Rs. In lakhs)	309.16	200.79	37.21
Less: Prior Period Item	-	-	-
Adjusted Profit After Tax (PAT) [B]	309.16	200.79	37.21
Actual Number of outstanding equity shares at the end of the period (C) (Pre Bonus)	8,75,815	7,62,500	7,62,500
Weighted average no of equity shares at the time of end of the year (D) (Pre Bonus)	7,85,064	7,62,500	7,62,500
Actual Number of outstanding equity shares at the end of the period (E) (Post Bonus) (Refer Note 44)	87,58,150	76,25,000	76,25,000
Weighted Number of outstanding equity shares at the end of the period (F) (Post Bonus issue)(Adjusted)(Refer Note 44)	86,67,399	86,44,835	86,44,835
Current Assets (G)	2,210.80	1,258.78	555.95
Current Liabilities (H)	1,200.32	779.86	265.19
Face value per share (Rs.)	10	10	10
Earnings per share			
Restated basic and diluted earning per share (Pre Bonus) (B/D)	39.38	26.33	4.88
Restated basic and diluted earning per share (Post Bonus) (B/F)(Refer Note 44)	3.57	2.32	0.43
Return on Net Worth (%) (B/A)	28.11%	35.03%	9.99%
Net asset value per share based on shares at the end of the year (Face value of Rs. 10 each)(A/C)(Pre Bonus)	125.58	75.18	48.85
Net asset value per share based on shares at the end of the year (Face value of Rs. 10 each)(A/E)(Post Bonus)(Refer Note 44)	12.56	7.52	4.88
Current Ratio (G/H)	1.84	1.61	2.10

Note:

1) The ratios have been computed as below:

(a) Basic earnings per share (Rs.): Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year

(b) Diluted earnings per share (Rs.): Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period

(c) Return on net worth (%): Net profit after tax (as restated) / Net worth at the end of the period or year

(d) Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year

2) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

3) The figures disclosed above are based on the restated summary statements of the Company.

4) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows.

Note 41

	Pre Issue	Post Issue
Capitalisation Statement	**As on 31st March,2024**	
Debt		
A.Long Term Debt	91.99	
B.Short Term Debt	451.47	
Total Debt	543.46	
Equity Shareholders Fund		
Equity Share Capital	87.58	
Reserves and Surplus	1,012.28	
Total Equity Shareholders' fund	1,099.86	
Long term Debt / Equity Ratio	0.08	
Total Debt / Equity Ratio	0.49	

Note 42

Particulars	**As at 31st March, 2024**	**As at 31st March 2023**	**As at 31st March, 2022**
(A) Profit before taxes	430.31	274.57	47.91
- Taxable at Normal Rate	27.82%	27.82%	26.00%
- Taxable at Special Rate	-	-	-
(B) Applicable Tax rates			
Normal Tax Rate Applicable %	27.82%	27.82%	26.00%
Special Tax Rate Applicable %	-	-	-
(C) Tax Impact (A*B)	119.71	76.38	12.46
(D) Adjustments			
Difference in Depreciation	(1.83)	-8.25	3.16
Expenses Disallowed	16.09	-	5.16
(E) Total Adjustments	14.26	-8.25	8.32
(F) Tax Expense/(Saving) thereon	3.97	-2.29	2.16
(G) Other Adjustments	-	-	(12.30)
(H) Net Tax Expense (C+F+G)	123.68	74.09	2.32
(I) Deferred Tax	(2.53)	(0.31)	8.37
(J) Tax for Earlier Years			
(K) Total Tax Expenses (H+I+J)	121.14	73.78	10.69

Note:

1) The ratios have been computed as below:

(a) Basic earnings per share (Rs.): Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year

(b) Diluted earnings per share (Rs.): Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period

(c) Return on net worth (%): Net profit after tax (as restated) / Net worth at the end of the period or year

(d) Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year

2) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

3) The figures disclosed above are based on the restated summary statements of the Company.

4) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows.

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Equity Share Capital	87.58	
Reserves and Surplus	1,012.28	
Total Equity Shareholders' fund	1,099.86	
Long term Debt / Equity Ratio	0.08	
Total Debt / Equity Ratio	0.49	

Note 42

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(A) Profit before taxes	430.31	274.57	47.91
- Taxable at Normal Rate	27.82%	27.82%	26.00%
- Taxable at Special Rate	-	-	-
(B) Applicable Tax rates			
Normal Tax Rate Applicable %	27.82%	27.82%	26.00%
Special Tax Rate Applicable %	-	-	-
(C) Tax Impact (A*B)	119.71	76.38	12.46
(D) Adjustments			
Difference in Depreciation	(1.83)	-8.25	3.16
Expenses Disallowed	16.09	-	5.16
(E) Total Adjustments	14.26	-8.25	8.32
(F) Tax Expense/(Saving) thereon	3.97	-2.29	2.16
(G) Other Adjustments	-	-	(12.30)
(H) Net Tax Expense (C+F+G)	123.68	74.09	2.32
(I) Deferred Tax	(2.53)	(0.31)	8.37
(J) Tax for Earlier Years			
(K) Total Tax Expenses (H+I+J)	121.14	73.78	10.69

THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED
KU220, Kuber Kartik, New Link Road, Prem Co-operative Society, Andheri West, Mumbai - 400053, Maharashtra
CIN : U92490MH2013PLC352652

Notes forming part of the Restated Statement of Assets and Liabilities as at 31st March, 2024

(Rs. In Lakhs)

Note 43
Disclosure on Corporate Social Responsibility Expenses

Provisions of Section 135 of the Companies Act, 2013 and rules made thereunder are not applicable to the company.

Note 44
Subsequent Events

The Board of Directors of the Company in the Board meeting dated April 29, 2024 and Shareholders of the company in the Extra Ordinary General Meeting dated May 23,2024 have approved the allotment of 78,82,335 equity shares of the company of face value Rs.10/- each as bonus equity shares credited as fully paid up, to the eligible shareholders of the company holding equity shares of Rs. 10/-whose name appears in the register of members/Beneficial Owners' position of the company on May 27, 2024 in the ratio of 9:1 equity shares held on the record date, and the bonus issue is made out of free reserves as per the audited books of accounts of the company for the financial year ended 31st March 2024. (Refer Note 40 for impact on EPS)

Note 45
Additional Regulatory Information

a The company has not entered into any scheme of arrangement under section 230 to 237 of Companies Act,2013 which has an accounting impact for the year ended 31st March, 2024 and for the year ended 31st March, 2023 & 31st March 2022.

b The company doesn't have any investments through more than two layers of investment companies as per section 2(87) (d) and section 186 of Companies Act,2013 during the year ended 231st March, 2024 and during the year ended 31st March, 2023 & 31st March 2022.

c No proceedings have been initiated on or are pending against the company for holding any benami property under Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made there under for the year ended 31st March,2024 and for the year ended 31st March, 2023 & 31st March, 2022.

d No working capital loan has been taken by the Company during the year ended 31st March, 2024; during the year ended 31st March, 2023 & 31st March 2022 and the Company is not required to file quarterly returns / statements with any such bank.

e The Company has not been declared as wilful defaulter by any bank or financial institution or other lender during the year ended 31st March, 2024; during the year ended 31st March, 2023 & 31st March 2022.

f There has been no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 during the year ended 31st March, 2024; 31st March 2023 & 31st March 2022.

g The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period for the year ended 31st March, 2024 and 31st March 2023 , other than a satisfaction of charge created for Axis Bank Cash Credit , although the CC account has been closed.

h The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the the statutory period for the year ended 31st March, 2024; 31st March 2023 & 31st March 2022. in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

i The company has not advanced or loaned or invested funds (borrowed funds, Share premium or any other type of funds) to any other person(s) or entity(ies),including foreign entities(intermediaries) with the understanding that the intermediary shall :
(a) 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
(b) provide any guarantee ,security or the like to or on behalf of the Ultimate Beneficiaries.

j The company has not received any fund from any person(s) or entity(ies),including foreign entities(Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall :
(a) 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
(b) provide any guarantee ,security or the like on behalf of the Ultimate Beneficiary.

k The Company has not traded or invested in Crypto currency or Virtual Currency; during the year ended 31st March 2024; 31st March 2023 & 31st March 2022. The company has not received any deposits or advances, during the year ended 31st March, 2024; 31st March 2023 & 31st March 2022 for the purpose of trading or investment in crypto currency or virtual currency.

For Baid Agarwal Singhi & Co.
Chartered Accountants
Firm Registration Number with ICAI : 0328671E

Sd/-

Sourabh Agarwal
(Partner)
Membership Number : 301075
UDIN: 24301075BKGBL9638
PLACE: NOIDA
DATE: 07.06.2024

For and on behalf of Board of Directors
THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

RAJESH BHARDWAJ
Managing Director
DIN: 02590002

GAURAV SINGHANIA
Whole Time Director & CFO
DIN: 08868413

Palak Jain
Company Secretary

OTHER FINANCIAL INFORMATION

Accounting ratios

The accounting ratios derived from Restated Financial Statements required to be disclosed under the SEBI ICDR Regulations are set forth below:

(₹ in lakhs)

Particulars	31 March, 2024	31 March, 2023	31 March, 2022
Net Worth (A)	1,099.86	573.26	372.47
EBITDA	499.58	299.93	54.04
Restated PAT as per Profit and Loss Account(Rs. In lakhs)	309.16	200.79	37.21
Less: Prior Period Item	-	-	-
Adjusted Profit After Tax (PAT) [B]	309.16	200.79	37.21
Actual Number of outstanding equity shares at the end of the period (C) (Pre Bonus)	8,75,815	7,62,500	7,62,500
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Current Liabilities (H)	1,200.32	779.86	265.19
Face value per share (Rs.)	10	10	10
Earnings per share			
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Return on Net Worth (%) (B/A)	28.11%	35.03%	9.99%
Net asset value per share based on shares at the end of the year (Face value of Rs. 10 each)(A/C)(Pre Bonus)	125.58	75.18	48.85
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Note:

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(b) Diluted earnings per share (Rs.): Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period
or year for diluted EPS
(c) Return on net worth (%): Net profit after tax (as restated) / Net worth at the end of the period or year
(d) Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year
2) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in in statement of profit and loss).
3) The figures disclosed above are based on the restated summary statements
of the Company.
4) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows.

Other financial statements

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company for the Fiscals 2024, 2023 and 2022 ("**Audited Financial Statements**"), respectively, are available on our website at www.thes.in. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements of our Company and the reports thereon do not constitute, (i) a part of this Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an

offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere.

The Audited Financial Statements and the reports thereon should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company or any entity in which our Shareholders have significant influence and should not be relied upon or used as a basis for any investment decision. None of the entities specified above, nor any of their advisors, nor BRLM, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

FINANCIAL INDEBTEDNESS

Our Company has availed credit facilities in its ordinary course of business for the purposes of meeting its long term and working capital requirements Set forth below is a brief summary of all the borrowings of our Company together with a brief description of certain significant terms of such financing arrangements.

Facilities availed directly by our Company

Our Company has availed cash credit facilities from HDFC Bank, Mumbai and (ii) vehicle loans from Kotak Mahindra Prime Ltd. As on March 31, 2024, we have availed secured loans of which the total outstanding amount is Rs. 363.73 lakhs as of date, The details of the loans have been provided below:

(in ₹ lakhs)

Category of Borrowing	Amount Sanctioned (in ₹ lakhs)	Amount Outstanding as on March 31, 2024 (in ₹ lakhs)	Rate of Interest/ Commission	Tenure / Tenor	Security
HDFC Bank					
Cash Credit	440.00	348.69	Upto 240 Lakhs 9.5% Next 200Lakhs @10%	Repayable on demand	**Primary Security:** Stock, Debtors **Collateral Security**: Personal Guarantee, CGTMSE Guarantee 1. Commercial Properties No. 220 Second Floor Kuber Complex, Industrial Estate, Veera, Desai Industrial Estate, New Link Road, Andheri (Kuber Kartik New Link Road PCSL , Near Laxmi 400042 Industrial Estate,Veera Desai Indsutrial Estate, New Link Road. 2. Commercial Properties No. 221 Second Floor Kuber Complex, Industrial Estate, Veera, Desai Industrial Estate, New Link Road, Andheri (W), Mumbai (Kuber Kartik New Link Road PCSL, Near Laxmi 400042 Industrial Estate,Veera Desai Indsutrial Estate, New Link Road Mumbai
Total	**440.00**	**348.69**			
Kotak Mahindra Prime Limited					
Vehicle Loan	18.15	15.04	**9.27%**	60 Months	**Collateral Security**: Automobile
Total	**18.15**	**15.04**			

UNSECURED BORROWINGS

As on March 31, 2024, we have availed unsecured loans of which the total outstanding amount is Rs.179.72 lakhs as of date, the details of which are as under:

Sr. No.	Nature of Facilities	Tenure	Rate of interest	Sanctioned Amount *(₹ In lakhs)*	Amount outstanding as on March 31, 2024 *(₹ In lakhs)*
1	TATA Capital Financial Services Ltd	36 Months	16.50%	50.10	50.10
2	Aditya Birla Finance Limited	36 Months	16.50%	35.00	22.47
3	Bajaj Finance Ltd	60 Months	17.75%	26.13	26.13

Sr. No.	Nature of Facilities	Tenure	Rate of interest	Sanctioned Amount *(₹ In lakhs)*	Amount outstanding as on March 31, 2024 *(₹ In lakhs)*
4	Fullertron India Credit Co. Ltd	25 Months	16.50%	30.24	11.20
5	Corporate Credit Card - 7730	-	-	-	1.90
6	Corporate Credit Card - 8522 (5629)	-	-	-	1.16
7	RB Credit Card - 0997(3096)	-	-	-	1.86
8	Loans From Related Parties	-	-	-	64.91
	Total			**-**	**179.72**

We are required to ensure that the aforementioned events of default and other events of default, as specified under the various binding documents and agreements entered into by the Company for the purpose of availing of loans, are not triggered.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey management's perspective on our financial condition and results of operations for the financial years ended March 31, 2024, 2023 and 2022. One should read the following discussion and analysis of our financialcondition and results of operations in conjunction with our section titled "Financial Statements" and the chapter titled "FinancialStatement" on page 161 of the Red Herring Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 27 of this Red Herring Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for furtherdetails regarding forward-looking statements, kindly refer the chapter titled "Forward-Looking Statements" on page 20 of this Red Herring Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Thinking Hats Entertainment Solutions Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for the financial years ended March 31, 2024, 2023 and 2022 included in this Red Herring Prospectus beginningon page 161 of this Red Herring Prospectus

BUSINESS OVERVIEW

Thinking Hats has evolved from a premier concept development, event design and production company that specializes in live events, corporate, MICE (Meetings, Incentives, Conferences and Exhibitions), social and virtual events to an OTT content production and experiential marketing company with a strong focus on content development, intellectual property curation and tech centric product development.

With more than a decade of experience in creating events and experiences, Thinking Hats is a team of visionaries who convert clients dreams into reality. Our creative and personalized approach executes every event with the utmost professionalism and provides our clients with dependable solutions and the finest attention to detail. Thinking Hats began its event management and retail visual merchandising since incorporation and has been offering event management services related to Corporates Events, Corporate Meetings, Conference Management, Brands and Product Launches, Lifestyle and Fashion Events, Exhibitions & Fairs, Entertainment Show Management, Pan-India Ground Activations and Artist Management among others in India. Our Event Management services are offered from Media, Retail, Financial, Food, Education, Healthcare and Technology industries. We also provide prominent display and retail visual merchandise with a broad spectrum of offerings and in-store solutions to various retail stores.

Realising the opportunity in OTT space and the expertise of management team, our Company has ventured into production of OTT contents in the year 2019. Creativity and courage are the core values at Thinking Hats' work culture. As a part of our storytelling expertise, Thinking Hats has produced two web series for OTT platforms i.e., "*Aapkey Kamrey Me Koi Rehta Hai*" and "*Kathmandu Connection 2*", and one Bengali Movie "*Onek Diner Pore*". Apart from movies and OTT web series, we also make short films for YouTube content and corporate event movies. We are also set to release soon three more exciting projects, out of which two web-series are under post-production phase presently titled 'Tatkal' and 'Therapy Sherapy'. Another untitled project is a mythological animation feature film is in pre-production stage.

For detailed information on the business of our Company please refer to "*Our Business*" beginning on page numbers 108 of this Red Herring Prospectus.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED FINANCIALS

After the date of last Audited accounts i.e. March 31, 2024, the Directors of our Company confirm that, there have not been any significant material developments.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "*Risk Factor*" beginning on page 27 of this Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- We significantly rely on event management division for a significant amount of revenue, and any interruption or reduction in the customers in the said division may adversely affect our business and results of operations.
- We are exposed to claims from inadequate performance and defects that may affect the events managed by us and which may have an adverse effect on our business, financial conditions and results of operations.
- Our business is subject to occasional/ seasonal fluctuations that may affect our cash flows and business operations.
- We depend on our long term customers for a significant portion of our revenue, and any decrease in revenues or sales from any one of such key customers may adversely affect our business and results of operations.
- We typically do not have firm commitment with our customers. If our customers choose not to source their requirements from us, there may be a material adverse effect on our business, financial condition, cash flows and results of operations.

DISCUSSION ON RESULT OF OPERATION

Our Significant Accounting Policies

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled "*Restated Financial Statements*"beginning on page 161 of the Red Herring Prospectus.

Overview of Revenue & Expenditure

Our revenue and expenses are reported in the following manner:

Revenues

♦ **Revenue of operations**

Our Company's revenue is primarily generated from:

- Event Management;
- Retail Visual Merchandising; and
- Digital Content Creation

♦ **Other Income**

Our other income mainly consists of interest income, discount received and other income.

The below table show our revenue for the fiscal 2024, 2023 and 2022:

(₹ In Lakhs)

Particulars	For the period ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Income			
Revenue from Operations	2,663.18	2,214.75	1,160.19
% of total revenue	99.74%	99.41%	93.17%
Other income	6.94	13.05	85.01
% of total revenue	0.26%	0.59%	6.83%
Total Revenue	**2,670.12**	**2,227.80**	**1,245.20**

Expenditure

Our total expenditure primarily consists of cost of cost of materials consumed, cost of services received, changes in inventories of finish goods, employee benefits expenses, finance cost, depreciation and amortisation and other expenses.

♦ **Cost of materials consumed and services received**

This represents purchases related to retail visual merchandising and other direct expenses relating to events and retail

management.

- **Changes in Inventories of finish goods & work-in-progress**

This relates to the cost of purchase of finish goods and work-in-progress.

- **Employment Benefit Expenses**

It includes salaries, wages, bonus and allowances, directors' remuneration, contributions to welfare funds, provision for gratuity and other expenses.

- **Other Expenses**

It includes Bad debts, Auditors' remuneration, Advertisement Expense, Bank Charges, Business Promotion Expense, Charity and Welfare, Commission and Brokerage, Data Management & Software Expense, Festival Expenses, Forwarding and Courier Expenses, Income Tax - Self Assessment FY22-23, Installation Charge, Insurance, Interest and Penalty on Statutory Dues, Legal and professional charge, License and Registration Fees, Listing Charge, Loan Processing Fee, Miscellaneous expenses, Office Expenses, Packaging Charges, Printing and stationery, Rent, Repairs and maintenance, - Others, Short & excess, Skill Development & Training, Telephone expenses, Travelling Expenses, and Water and Electricity charges.

- **Finance Costs**

Our finance costs mainly include processing charges and interest.

- **Depreciation**

Depreciation includes depreciation and amortization.

RESULTS OF OUR OPERATION

(₹ In Lakhs)

Particulars	**31-Mar-24**	**31-Mar-23**	**31-Mar-22**
Incomes:			
Revenue from Operations	2,663.18	2,214.75	1,160.19
% of total revenue	99.74%	99.41%	93.17%
% Increase/(Decrease)	20.25%	90.90%	-
Other income	6.94	13.05	85.01
% of total revenue	0.26%	0.59%	6.83%
% Increase/(Decrease)	(46.79%)	(84.65%)	-
Total Revenue	**2,670.12**	**2,227.80**	**1,245.20**
% Increase/(Decrease)	19.85%	78.91%	-
Expenses:			
Cost of materials consumed and cost of services received	1,757.38	1,585.61	662.32
% of total revenue	65.82%	71.17%	53.19%
% Increase/(Decrease)	10.83%	139.40%	-
Change in Inventory (Finished goods/WIP)	-	-	309.12
% of total revenue	0.00%	0.00%	24.82%
% Increase/(Decrease)	-	(100.00%)	-
Employee Benefit expenses	251.86	221.81	153.31
% of total revenue	9.43%	9.96%	12.31%
% Increase/(Decrease)	13.55%	44.68%	-
Other Expenses	161.30	120.44	66.41
% of total revenue	6.04%	5.41%	5.33%
% Increase/(Decrease)	33.92%	81.36%	-
Total Expense	**2,170.54**	**1,927.87**	**1,191.16**
% of total revenue	81.29%	86.54%	95.66%
% Increase/(Decrease)	12.59%	61.85%	-

Profit before Interest, Depreciation and Tax	**499.58**	**299.93**	**54.04**
% of total revenue	18.71%	13.46%	4.34%
Depreciation and amortization Expenses	16.78	10.36	5.99
% of total revenue	0.63%	0.47%	0.48%
% Increase/(Decrease)	61.96%	72.97%	-
Profit before Interest and Tax	**482.80**	**289.57**	**48.05**
% of total revenue	18.08%	13.00%	3.86%
Financial Cost	52.49	15.00	0.14
% of total revenue	1.97%	0.67%	0.01%
% Increase/(Decrease)	249.92%	10348.82%	-
Profit before Tax and Extraordinary Expenses	**430.31**	**274.57**	**47.91**
% of total revenue	16.12%	12.32%	3.85%
Extraordinary Expenses	-	-	-
% of total revenue	-	-	-
% Increase/(Decrease)	-	-	-
Restated Profit/(Loss) before tax	**430.31**	**274.57**	**47.91**
% of total revenue	16.12%	12.32%	3.85%
% Increase/(Decrease)	56.72%	473.13%	-
Tax expenses/(income)			
Current Tax	123.68	74.09	2.33
Deferred Tax	(2.53)	(0.31)	8.37
Total tax expenses	**121.14**	**73.78**	**10.70**
% of total revenue	4.54%	3.31%	0.86%
Restated profit/(loss) after Tax	**309.16**	**200.79**	**37.21**
% of total revenue	11.58%	9.01%	2.99%
% Increase/(Decrease)	53.97%	439.63%	-

** includes other income*

Our income is dependent upon few major customers, details of the same is as following:

(₹ in lacs)

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Top 5 customers	1,697.90	63.75%	1,845.74	83.34%	1,069.26	92.16%
Top 10 customers	2,100.37	78.87%	2,094.66	94.58%	1,132.96	97.65%
International Sale	61.40	-	-	-	200.00	-

No. of jobs executed by our Company during the last three fiscal are as under:

Particulars	31-Mar-24	31-Mar-23	31-Mar-22
No. of jobs executed	~ 2,740	~ 2,160	~ 940

REVIEW OF OPERATIONS FOR THE PERIOD ENDED MARCH 31, 2024

Income from Operations

Our revenue from operations for the fiscal year ended March 31, 2024 was ₹2,663.18 Lakhs which was about 99.74% of the total revenue and which comprises of revenue from Event Management, Retail Visual Merchandising, Digital Content Creation, and unbilled income of completed works. In the fiscal year ended March 31, 2024, our Company has rolled out more than 2,700 jobs as against close to 2,100 jobs in fiscal 2023, this has resulted in increased revenue and profitability.

Other Income

Our other income for the fiscal year ended March 31, 2024 was ₹ 6.94 Lakhs which was about 0.26% of the total revenue and which includes discount received and interest income.

Expenditure

Cost of materials consumed and cost of services received

The Cost of materials consumed and cost of services received for the period ended March 31, 2024 were ₹1,757.38 Lakhs which was about 65.82% of the total revenue.

Changes in Inventories of finish goods & work-in-progress

The changes in inventories of finish goods & work-in-progress for the period ended March 31, 2024 were ₹ Nil Lakhs.

Employee Benefits expenses

The employee benefits expenses for the fiscal year ended March 31, 2024 were ₹ 251.86 Lakhs which was about 9.43% of the total revenue and which includes salaries, wages, bonus and allowances, directors' remuneration, contributions to welfare funds, provision for gratuity and other expenses.

Other Expenses

Other Expenses for the fiscal year ended March 31, 2024 were ₹ 161.30 Lakhs which was about 6.04% of the total revenue and which includes bad debts, Auditors' remuneration, Advertisement Expense, Bank Charges, Business Promotion Expense, Charity and Welfare, Commission and Brokerage, Data Management & Software Expense, Festival Expenses, Forwarding and Courier Expenses, Income Tax - Self Assessment FY22-23, Installation Charge, Insurance, Interest and Penalty on Statutory Dues, Legal and professional charge, License and Registration Fees, Listing Charge, Loan Processing Fee, Miscellaneous expenses, Office Expenses, Packaging Charges, Printing and stationery, Rent, Repairs and maintenance, Others Short & excess, Skill Development & Training, Telephone expenses, Travelling Expenses, and Water and Electricity charges.

EBIDTA

Our EBITDA for the fiscal year ended March 31, 2024 were ₹ 499.58 Lakhs.

Financial Costs

Financial costs for the period ended March 31, 2024 were ₹ 52.49 Lakhs which was about 1.97% of the total revenue and which consists of interest and other finance charges.

Depreciation

Depreciation for the fiscal year ended March 31, 2024 were ₹ 16.78 Lakhs which was about 0.63% of the total revenue and which consists of depreciation and amortization expenses.

Profit /(Loss) after Tax

PAT for the fiscal year ended March 31, 2024 was ₹ 309.16 Lakhs.

FISCAL YEAR ENDED MARCH 31, 2024 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2023

Income

Total revenue has increased by ₹448.43 Lakhs and 20.25%, from ₹ 2,214.75 Lakhs in the fiscal year ended March 31, 2023 to ₹ 2,663.18 Lakhs in the fiscal year ended March 31, 2024. The increase in revenue was on account of increase in revenue from event management and retail visual merchandising. Further, in the fiscal year ended March 31, 2024, our Company has recorded a revenue of Rs.200.00 lakhs on account of co-production fee for OTT contents which we co-produced which was ₹ 29.50 Lakhs in fiscal 2023. In the fiscal year ended March 31, 2024, our Company has rolled out more than 2,700 jobs as against close to 2,100 jobs in fiscal 2023, this has resulted in increased revenue and profitability.

Expenditure

Total Expenditure increased by ₹ 286.59 Lakhs and 14.67%, from ₹ 1,953.23 Lakhs in the fiscal year ended March 31, 2023 to ₹ 2,239.82 Lakhs in the fiscal year ended March 31, 2024. Overall expenditure was increased mainly due to

increase in volume of operation i.e. event management and retail visual merchandising and new OTT contents.

Cost of materials consumed and cost of services received

Cost of materials consumed and cost of services received increased by ₹171.77 Lakhs and 10.83%, from ₹1,585.61 Lakhs in the fiscal year ended March 31, 2023 to ₹ 1,757.38 Lakhs in the fiscal year ended March 31, 2024. Cost of materials consumed and cost of services received is increased on account of increase in volume of operation i.e. event management, retail visual merchandising and OTT.

Changes in Inventories of finish goods & work-in-progress

Changes in inventories of finish goods & work-in-progress was ₹ NIL in the fiscal year ended March 31, 2024 and the fiscal year ended March 31, 2023. Changes in Inventories of finish goods & work-in-progress was nil because our Company does not have any inventory in hand.

Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage increased by ₹ 30.05 Lakhs and 13.55% from ₹221.81 Lakhs in the fiscal year ended March 31, 2023 to ₹ 251.86 Lakhs in the fiscal year ended March 31, 2024. Overall employee cost was increased due to increase in staff strength and general increment in salary and incentives to employees.

Other Expenses

Other Expenses in terms of value and percentage increased by ₹ 40.85 Lakhs and 33.92% from ₹ 120.44 Lakhs in the fiscal year ended March 31, 2023 to ₹ 161.30 Lakhs in the fiscal year ended March 31, 2024. The increase was mainly on account of bad debts, Business Promotion Expense, Commission and Brokerage, Festival Expenses, Forwarding and Courier Expenses, Legal and professional charge, Packaging Charges, Rent, Repairs and maintenance and Water and Electricity.

EBIDTA

Profit before Interest, Depreciation and Tax has increased by ₹ 199.95 Lakhs and 66.56% from ₹299.93 Lakhs in the fiscal year ended March 31, 2023 to ₹ 499.58 Lakhs in the fiscal year ended March 31, 2024. Profit before Interest, Depreciation and Tax was increased due to increase volume of our business operations and higher volume of sales. In the fiscal year ended March 31, 2024, our Company has rolled out more than 2,700 jobs as against close to 2,100 jobs in fiscal 2023, this has resulted in increased revenue and profitability.

Finance Costs

Finance Costs in terms of value and percentage increased by ₹ 37.49 Lakhs and 249.92% from ₹ 15.00 Lakhs in the fiscal year ended March 31, 2023 to ₹ 52.49 Lakhs in the fiscal year ended March 31, 2024. Finance Costs was increased mainly due to higher interest outgo on increased borrowings.

Depreciation & Amortization Expenses

Depreciation in terms of value increased by ₹ 6.42 Lakhs and 61.96% from ₹ 10.36 Lakhs in the fiscal year ended March 31, 2023 to ₹ 16.78 Lakhs in the fiscal year ended March 31, 2024. Increase in depreciation is due to increase in assets and is general in nature.

Net Profit after Tax

Net Profit has increased by ₹ 108.37 Lakhs and 53.97% from ₹ 200.79 Lakhs in the fiscal year ended March 31, 2023 to ₹ 309.16 Lakhs in the fiscal year ended March 31, 2024. Net profit was increased due to increase in revenue from operations and volume of our business through event management and retail visual merchandising. Further, in the fiscal year ended March 31, 2024, our Company has recorded a revenue of ₹200.00 lakhs on account of co-production fee for OTT contents which we co-produced which was ₹ 29.50 Lakhs in fiscal 2023. In the fiscal year ended March 31, 2024, our Company has rolled out more than 2,700 jobs as against close to 2,100 jobs in fiscal 2023, this has resulted in increased revenue and profitability.

FISCAL YEAR ENDED MARCH 31, 2023 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2022

Income

Total revenue has increased by ₹ 1,054.56 Lakhs and 90.90%, from ₹ 1,160.19 Lakhs in the fiscal year ended March 31, 2022 to ₹ 2,214.75 Lakhs in the fiscal year ended March 31, 2023. Due to Covid, our sector was one of the worst hits due to government restrictions on mass gatherings and curbs on movements. However, with the help of our diversified nature of our business, we have sustained in FY2020-21 and recovered significantly in FY2022-23. We have also supported all our employees and stakeholders during those tough times of Covid 19. Post Covid, we focused on increasing the customer base and increasing the ticket size of the existing customers. The strategy of the Company was to offer bespoke solutions to the customer in the fast paced changing environment. This has resulted in increase in revenue from event management and retail visual merchandising. In the fiscal year ended March 31, 2023, our Company has rolled out more than 2,100 jobs as against close to 950 jobs in fiscal 2022, this has resulted in increased revenue and profitability.

Expenditure

Total Expenditure increased by ₹ 755.94 Lakhs and 63.14%, from ₹ 1,197.29 Lakhs in the fiscal year ended March 31, 2022 to ₹ 1,953.23 Lakhs in the fiscal year ended March 31, 2023. Overall expenditure was increased mainly due to increase in volume of operation i.e. event management and retail visual merchandising.

Cost of materials consumed and cost of services received

Cost of materials consumed and cost of services received increased by ₹ 923.29 Lakhs and 139.40%, from ₹662.32 Lakhs in the fiscal year ended March 31, 2022 to ₹ 1,585.61 Lakhs in the fiscal year ended March 31, 2023. Cost of materials consumed and cost of services received was increased on account of increase in volume of operation i.e. event management, retail visual merchandising.

Changes in Inventories of finish goods & work-in-progress

Changes in inventories of finish goods & work-in-progress decreased by ₹ 309.12 in the fiscal year ended March 31, 2023 to ₹ Nil in the fiscal year ended March 31, 2023 as against ₹ 309.12 in the fiscal year ended March 31, 2022. Changes in Inventories of finish goods & work-in-progress was nil because our Company does not have any inventory in hand.

Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage increased by ₹ 68.50 Lakhs and 44.68% from ₹153.31 Lakhs in the fiscal year ended March 31, 2022 to ₹ 221.81 Lakhs in the fiscal year ended March 31, 2023. Overall employee cost was increased due to increase in staff strength and general increment in salary and incentives to employees.

Other Expenses

Other Expenses in terms of value and percentage increased by ₹ 54.03 Lakhs and 81.36% from ₹ 66.41 Lakhs in the fiscal year ended March 31, 2022 to ₹ 120.44 Lakhs in the fiscal year ended March 31, 2023. The increase was mainly on account of Advertisement Expense, Business Promotion Expense, Forwarding and Courier Expenses, Legal and professional charge, Office Expenses, Printing and stationery, Rent, Skill Development & Training and Travelling Expenses.

EBIDTA

Profit before Interest, Depreciation and Tax has increased by ₹ 245.89 Lakhs and 455.01% from ₹ 54.04 Lakhs in the fiscal year ended March 31, 2022 to ₹ 299.93 Lakhs in the fiscal year ended March 31, 2023. Profit before Interest, Depreciation and Tax was increased due to increase volume of our business operations and higher volume of sales post pandemic. With the help of our diversified nature of our business, we have sustained in FY2020-21 and recovered significantly in FY2022-23. We have also supported all our employees and stakeholders during those tough times of Covid 19. Post Covid, we focused on increasing the customer base and increasing the ticket size of the existing customers. The strategy of the Company was to offer bespoke solutions to the customer in the fast paced changing environment. This has resulted in increase in EBIDTA and revenue from event management and retail visual merchandising. In the fiscal year ended March 31, 2023, our Company has rolled out more than 2,100 jobs as against close to 950 jobs in fiscal 2022, this has resulted in increased revenue and profitability.

Finance Costs

Finance Costs in terms of value and percentage increased by ₹ 14.86 Lakhs and 10348.82% from ₹ 0.14 Lakhs in the fiscal year ended March 31, 2022 to ₹ 15.00 Lakhs in the fiscal year ended March 31, 2023. Finance Costs was increased mainly due to higher interest outgo on increased borrowings.

Depreciation & Amortization Expenses

Depreciation in terms of value increased by ₹ 4.37 Lakhs and 72.97% from ₹ 5.99 Lakhs in the fiscal year ended March 31, 2022 to ₹ 10.36 Lakhs in the fiscal year ended March 31, 2023. Increase in depreciation is due to increase in assets and is general in nature.

Net Profit after Tax

Net Profit has increased by ₹ 163.58 Lakhs and 439.63% from ₹ 37.21 Lakhs in the fiscal year ended March 31, 2022 to ₹ 200.79 Lakhs in the fiscal year ended March 31, 2023. With the help of our diversified nature of our business, we have sustained in FY2020-21 and recovered significantly in FY2022-23. We have also supported all our employees and stakeholders during those tough times of Covid 19. Post Covid, we focused on increasing the customer base and increasing the ticket size of the existing customers. The strategy of the Company was to offer bespoke solutions to the customer in the fast paced changing environment. This has resulted in increase in revenue from operations, Net profit and volume of our business through event management and retail visual merchandising. In the fiscal year ended March 31, 2023, our Company has rolled out more than 2,100 jobs as against close to 950 jobs in fiscal 2022, this has resulted in increased revenue and profitability.

Cash Flows

(Amount ₹ in lacs)

Particulars	For the year ended March 31,		
	2024	2023	2022
Net Cash from Operating Activities	145.13	233.57	97.86
Net Cash from Investing Activities	(408.05)	(561.60)	(150.63)
Net Cash used in Financing Activities	294.75	306.81	26.55

Cash Flows from Operating Activities

Net cash from operating activities for fiscal 2024 was at ₹ 145.13 lacs as compared to the EBIDTA at ₹499.58 lacs, while for fiscal 2023, net cash from operating activities was at ₹ 233.57 lacs as compared to the EBIDTA at ₹299.93 lacs. For fiscal 2022, the net cash from operating activities was ₹ 97.86 lacs compared to EBIDTA of ₹54.94 lacs.

Cash Flows from Investment Activities

Net cash from investing activities for the fiscal 2024 was ₹ (408.05) lacs. This negative cash outflow is attributed to increase in investment in OTT contents under production which we are co-producing. Net cash from investing activities was at ₹(561.60) lacs and ₹(150.63) lacs and in the fiscal 2023 and 2022 attributed to increase in investment in OTT contents under production which we are co-producing.

Cash Flows from Financing Activities

Net cash from financing activities for fiscal 2024 was at ₹294.75 lacs. The positive cash flow was on account of raising of additional fund through issue of equity shares. In fiscal 2023 was ₹ 306.81 lacs due increased loans and borrowings. For fiscal 2022, the net cash from financing activities was ₹ 26.55 lacs on account of loans and borrowings.

OTHER MATTERS

1. Unusual or infrequent events or transactions

Except as described in this Red Herring Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. Significant economic changes that materially affected or are likely to affect income from continuing Operations

Other than as described in the Section titled ***"Financial Information"*** and chapter titled ***"Management's Discussion and Analysis of Financial Conditions and Results of Operations",*** beginning on Page 161 and 200 respectively of this Red Herring Prospectus, to our knowledge there are no significant economic changes that materially affected or are likely to affect income from continuing Operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations

Other than as described in the chapter titled ***"Risk Factors"*** and ***"Management's Discussion and Analysis of Financial Conditions and Result of Operations"*****,** beginning on Page 27 and 200 respectively of this Red Herring Prospectus, best to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

4. Future relationship between Costs and Income

Other than as described in the chapter titled ***"Risk Factors"*** beginning on Page 27 of this Red Herring Prospectus, best to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

5. Competition Conditions

Our Industry is fragmented consisting of large established players and small niche players. We compete with organized as well as unorganized sector on the basis of availability of product, price and product range. Further, there are no entry barriers in this industry and any expansion in capacity of existing manufacturers would further intensify competition. Industry is very competitive and we expect competition to continue and likely to increase in the future.

CAPITALISATION STATEMENT

The following table sets forth our capitalisation derived from our Restated Financial Statements for the Financial year, and as adjusted for the Issue. This table should be read in conjunction with "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Financial Statements*" and "*Risk Factors*" on pages 200, 161 and 27, respectively.

(in ₹ lakhs)

	Pre Issue as at March 31, 2024	**Post Issue**
Debt		
A. Long Term Debt	91.99	**[•]**
B. Short Term Debt	451.47	
Total Debt	543.46	
Equity Shareholders Fund		
Equity Share Capital	87.58	
Reserves and Surplus	1,012.28	
Total Equity	1,099.86	
Long term Debt / Equity Ratio	0.08	
Total Debt / Equity Ratio	0.49	

Notes:

1. *As per Restated Financial Statements of the Company.*
2. *The corresponding post capitalisation data for each of the amounts given in the above table is not determinable at this stage pending the completion of Book building process and hence the same have not been provided in the above statement.*

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no:(i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or Stock Exchanges against the Promoters in the last five financial years, including any outstanding action; or (v) Material Litigation (as defined below); involving our Company, Directors, Promoters and Group Companies.

For the purposes of (iv) above, in terms of the Materiality Policy adopted by our Board pursuant to a resolution dated June 7, 2024, any pending litigation / arbitration proceedings involving the Relevant Parties shall be considered "material" for the purposes of disclosure in this Red Herring Prospectus, if:

a.) The aggregate monetary claim/ dispute amount/ liability made by or against our Company in any such pending litigation (individually or in aggregate), is equivalent to or above 10% of the restated profit after tax of our Company, as per the latest completed fiscal year of the Restated Financial Statements (amounting to ₹ 30.09 lakhs);

b.) Any such pending litigation / arbitration proceeding involving the Directors or Promoters or Group Companies of our Company , which may have a material adverse impact on the business, operations, performance, prospects, financial position or reputation our Company; and

c.) any such litigation wherein a monetary liability is not determinable or quantifiable, or which does not fulfil the threshold as specified in (a) or (b) above, as applicable, or wherein our Company is not a party, but the outcome of which could, nonetheless, have a material effect on the business, operations, performance, prospects, financial position or reputation of our Company.

*Our Board of Directors considers dues owed by our Company to the small-scale undertakings and other creditors exceeding 20% of the restated trade payables, as per the latest completed period of the Restated Financial Statements (amounting to ₹ 82.22 lakhs), as material dues for the Company. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on June 7, 2024. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Statutory Auditors.*

All terms defined in a particular litigation are for that particular litigation only.

1. LITIGATION INVOLVING OUR COMPANY

i. Litigation against our Company

1. *Criminal Proceedings*

   Nil

2. *Actions taken by Statutory/Regulatory Authorities*

   Nil

3. *Tax Proceedings*

   Below are the details of pending tax cases involving our Company, specifying the number of cases pending and the total amount involved:

(₹ in lacs)

Particulars	Number of cases	Amount involved*
Indirect Tax		
Sales Tax/VAT/GST	1	15.44
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil

Particulars	Number of cases	Amount involved*
Total	1	15.44
Direct Tax		
Cases filed against our Company	Nil	Nil
Cases filed by our Company	Nil	Nil
Total	Nil	Nil

**To the extent quantifiable*

4. *Other Material Litigations*

Nil

5. *Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals*

Nil

ii. Litigation by our Company

1. *Criminal Proceedings*

A complaint under Section 138/141 Negotiable Instruments Act r/w Section 420 & 406 of the Indian Penal Code was filed by our Company (the "**Complainant**") before the Chief Metropolitan magistrate, Patiala House Court, New Delhi against Rahul Sharma (the "**Accused**"). The complaint was filed on account of dishonor of cheques bearing no. 407005 dated 07.11.2023 issued by the Accused towards our Company of an amount of ₹ 10 lakhs for assurance that if the funds are not arranged by the accused within a period of 10 days, the complainant company can claim the paid advance fee by presenting the cheque. Our Company has prayed the Hon'ble Court to pass an order punishing and sentencing the Accused in accordance with the Section 138 and 142 of the Negotiable Instruments Act, 1881 and provide compensation to the complainant of double the amount dishonored in the cheques. The matter is currently pending.

2. *Civil and other Material Litigations*

Nil

2. LITIGATION INVOLVING OUR PROMOTERS

Cases filed against our Promoters

1. *Criminal Proceedings*

Nil

2. *Actions taken by Statutory/Regulatory Authorities*

Nil

3. *Tax Proceedings*

Below are the details of pending tax cases involving our Promoters, specifying the number of cases pending and the total amount involved:

(₹ in lacs)

Particulars	Number of cases	Amount involved*
Indirect Tax		
Sales Tax/VAT	Nil	Nil
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil
Total	Nil	Nil
Direct Tax		

Particulars	Number of cases	Amount involved*
Cases filed against our Promoters	Nil	Nil
Cases filed by our Promoters	Nil	Nil
Total	Nil	Nil

**To the extent quantifiable*

4. *Other Material Litigations*

Nil

Cases filed by our Promoters

1. *Criminal Proceedings*

Nil

2. *Other Material Litigations*

Nil

Disciplinary action against our Promoters by SEBI or any stock exchange in the last five Fiscals

As on date of this Red Herring Prospectus, no disciplinary action including penalty imposed by SEBI or stock exchanges has been initiated against our Promoters in the last five Fiscals including any outstanding action.

3. LITIGATION INVOLVING OUR DIRECTORS

Cases filed against our Directors

1. *Criminal Proceedings*

Nil

2. *Actions taken by Statutory/Regulatory Authorities*

Nil

3. *Tax Proceedings*

Below are the details of pending tax cases involving our Directors, specifying the number of cases pending and the total amount involved:

(₹ in lacs)

Particulars	Number of cases	Amount involved*
Indirect Tax		
Sales Tax/VAT	Nil	Nil
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil
Total	Nil	Nil
Direct Tax		
Cases filed against our Directors	Nil	Nil
Cases filed by our Directors	Nil	Nil
Total	Nil	Nil

**To the extent quantifiable*

3. *Disciplinary action by SEBI or any stock exchange in the last five Fiscals*

Nil

4. *Other Material Litigations*

Nil

Cases filed by our Directors

1. *Criminal Proceedings*

Nil

2. *Other Material Litigations*

Nil

4. LITIGATION INVOLVING OUR GROUP COMPANIES

Cases filed against our Group Companies

1. *Criminal Proceedings*

Nil

2. *Actions taken by Statutory/Regulatory Authorities*

Nil

3. *Tax Proceedings*

Below are the details of pending tax cases involving our Group Companies, specifying the number of cases pending and the total amount involved:

(₹ in lacs)

Particulars	Number of cases	Amount involved*
Indirect Tax		
Sales Tax/VAT	Nil	Nil
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil
Total	Nil	Nil
Direct Tax		
Cases filed against our Group Companies	Nil	Nil
Cases filed by our Group Companies	Nil	Nil
Total	Nil	Nil

**To the extent quantifiable*

4. *Disciplinary action by SEBI or any stock exchange in the last five Fiscals*

Nil

4. *Other Material Litigations*

Nil

Cases filed by our Group Companies

1. *Criminal Proceedings*

Nil

2. *Other Material Litigations*

Nil

5. OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

In terms of the Materiality Policy dated June 7, 2024, our Company does not have any material creditor, as on date of this Red Herring Prospectus.

Details of amounts outstanding to creditors is as follows:

(₹ in lacs)

Particulars	No. of Creditors	Amount
Outstanding dues to material creditors	Nil	Nil
Outstanding dues to small scale undertakings	Nil	Nil
Outstanding dues to other creditors	406	411.18
Total outstanding dues	**406**	**411.18**

Complete details of outstanding dues to our creditors as on March 31, 2024, are available at the website of our Company, www.thes.in. Information provided on the website of our Company is not a part of this Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, www.thes.in, would be doing so at their own risk. For further details, refer to the section titled *"Financial Information"* on page 161 of this Red Herring Prospectus.

6. MATERIAL DEVELOPMENT SINCE MARCH 31, 2024

There have not arisen, since the date of the last financial statements disclosed in this Red Herring Prospectus, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months. For further details, please refer to the chapter titled "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on page 200 of this Red Herring Prospectus.

GOVERNMENT AND OTHER STATUTORY APPROVALS

We are required to obtain consents, licenses, registrations, permissions and approvals for carrying out our present business activities. Our Company has obtained the necessary material consents, licenses, permissions and approvals from the Government and various Government agencies required for our present business and carrying on our business activities. For details in connection with the regulatory and legal framework within which we operate, please refer the chapter "Key Industrial Regulations and Policies" on page 130 of this Red Herring Prospectus. The main objects clause of the Memorandum of Association and objects incidental to the main objects of our Company enable our Company to carry out its respective activities.

The following statements set out the details of licenses, permissions and approvals taken by our Company under various central and state laws for carrying out the business:

I. Issue related Approvals

For the approvals and authorizations obtained by our Company in relation to the Issue, see "*Other Regulatory and Statutory Disclosures – Authority for the Issue*" on page 218 of this Red Herring Prospectus.

II. Approvals from the Stock Exchanges

a) Our Company has received an in-principle approval from Emerge Platform of The National Stock Exchange of India Limited dated [●] for listing of Equity Shares issued pursuant to the Issue.

b) Our Company's ISIN is INE0SHE01019.

III. General Approvals

a) Certificate of Incorporation dated February 11, 2013 issued under the Companies Act, 1956 by the Registrar of Companies, National Capital Territory of Delhi and Haryana.

b) Fresh Certificate of Incorporation dated September 07, 2023, issued under the Companies Act, 2013 by the Registrar of Companies, Maharashtra at Mumbai, consequent to conversion of our Company into a public limited company.

c) Letter dated May 17, 2024, issued by the Regional Office of the Employees' State Insurance Corporation, Noida under the Employee State Insurance Act, 1948 for allotting code number 67001384780000999 to our Company.

d) Letter dated May 19, 2024, issued by the Regional Office of the Employees' State Insurance Corporation, Mumbai under the Employee State Insurance Act, 1948 for allotting sub code number 31671384780010999 to our Company.

e) Letter dated May 17, 2024, issued by the Employees' Provident Fund Organization under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 for allotting code number MRNOI3283994000 to our Company.

f) Udyam Registration certificate dated October 16, 2020 issued by the Ministry of micro, Small and Medium Enterprises, Government of India for allotting the Udyam Registration Number UDYAM-DL-08-0004327 to our Company.

g) Certificate issued by LEI Register India Private Limited for the purpose of allotting legal entity identification number, 984500A03CB0F2B9DD09 to our Company.

IV. Tax Related Approvals

a) Our Company's Permanent Account Number issued by the Income Tax Department is AAECT5236G.

b) Our Company's Tax Deduction and Collection Number issued by the Income Tax Department is DELT10832D.

c) Our Company has availed registration under the Goods and Service Tax Act, 2017, for the following states:

S. No.	State	GSTIN
1.	Maharashtra	27AAECT5236G1ZB
2.	Delhi	07AAECT5236G1ZD
3.	Uttar Pradesh	09AAECT5236G1Z9
3.	Haryana	06AAECT5236G1ZF

d) Certificate dated April 1, 2023 bearing enrolment number 99974787941P issued by the Sales Tax Department of Government of Maharashtra for registering our Company under the Maharashtra State Tax on Professions, Trades, Callings and Employment Act, 1975.

e) Registration certificate dated April 1, 2024, bearing registration number: 27801233833P and enrolment certificate dated March 11, 2024, bearing enrolment number: 99974787941P issued under the Maharashtra State Tax on Professions, Trades, Callings and Employment Act, 1975.

V. Business Related Approvals

As mentioned hereinabove, we require various approvals, licenses, registrations and permits to carry on our operations in India. Some of these may expire in the ordinary course of business and applications for renewal of such approvals are submitted in accordance with applicable procedures and requirements. An indicative list of the material approvals required by our Company for conducting our operations is provided below:

Sr. No.	Type of License/Approval	Issuing Authority	Reference / Registration / License No.	Date of Issue/Renewal	Valid up to
1.	Registration under Maharashtra Shops and Establishment Act, 1948	Inspector under the Maharashtra Shops and Establishments Act, 1948	820344616 / KW Ward/COMMERCIAL II	June 8, 2024	Perpetual
2.	Certificate of registration issued under the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017.	Principal Officer, Shops and Establishments	820344616/KW Ward/COMMERCIAL II	June 8, 2024	Valid until cancelled
3.	Certificate of registration issued under Uttar Pradesh Shops and Establishment Act, 1948	Principal Officer, Shops and Establishment, Labour Department, Uttar Pradesh	UPSA10733828	June 11, 2024	June 10, 2029
4.	Trade License under the Municipal Corporation Act 1888 (Amendment of 1962), Mumbai	Brihanmumbai Municipal Corporation	871790667	June 26, 2024	June 25, 2023

VI. Intellectual Property Related Approvals

As on date of this Red Herring Prospectus, our Company has made the following applications for registering under the Trade Marks Act, 1999:

Particulars of Trademark	Application No.	Date of application	Class	Status
Word mark: SOULLESS	6338650	March 9, 2024	41	Accepted & advertised
thinkinghats™ entertainment solutions	6471041	June 8, 2024	41	Formalities Check Pass

VII. Licenses/ Approvals for which applications have been made by our Company and are pending:

Nil

VIII. Licenses / approvals which have expired and for which renewal applications have not been made by our Company:

Nil

IX. Licenses / Approvals which are required but not yet applied for by our Company:

1. Professional Tax Registration under the Maharashtra State Tax on Professions, Trades, Callings and Employment Act, 1975.
2. Trade License under the Municipal Corporation Act 1888 (Amendment of 1962), Mumbai.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Board of Directors has, pursuant to a resolution passed at its meeting held on June 7, 2024 authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of the Company have, pursuant to a special resolution passed in EGM held on June 8, 2024 authorized the Issue under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

Our Company has received an In-Principle Approval letter dated September 5, 2024 from NSE for using its name in this Red Herring Prospectus for listing our shares on the Emerge Platform of NSE. NSE is the Designated Stock Exchange for the purpose of this Issue.

PROHIBITION BY SECURITIES MARKET REGULATORS

Our Company, our Promoters, our Directors and our Promoter's Group, person(s) in control of the promoters or issuer, have not been prohibited from accessing the capital market or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court.

CONFIRMATIONS

1. Our Company, our Promoters, Promoter's Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.
2. None of the Directors in any manner associated with any entities which are engaged in securities market related business and are registered with the SEBI in the past five years.
3. There has been no action taken by SEBI against any of our Directors or any entity with which our Directors are associated as Promoters or directors.

PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY

Neither our Company, nor our Promoters, nor the relatives (as defined under the Companies Act) of our Promoters, nor Group Companies/Entities have been identified as wilful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

ELIGIBILITY FOR THE ISSUE

Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:

- Neither our Company, nor any of its Promoters, Promoter Group or Directors are debarred from accessing the capital market by the Board.
- Neither our Promoters, nor any Directors of our Company is a promoter or director of any other company which is debarred from accessing the capital market by the Board.
- Neither our Promoters nor any of our directors is declared as Fugitive Economic Offender.
- Neither our Company, nor our Promoters, relatives (as defined under the Companies Act, 2013) of our Promoters nor our directors, are Wilful Defaulters or a fraudulent borrower.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post issue face value paid-up capital shall be upto ₹ 2,500 lakhs can issue Equity Shares to the public and propose to list the same on the EMERGE Platform of National Stock Exchange of India Limited.

Our Company also complies with the eligibility conditions laid by the Emerge Platform of National Stock Exchange of India Limited for listing of our Equity Shares. The point wise Criteria for Emerge Platform of National Stock Exchange of India Limited and compliance thereof are given hereunder:

1. ***The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.***

   Our Company is incorporated under the Companies Act, 1956.

2. ***The post issue paid up capital of the company shall not be more than ₹ 25.00 Crore.***

   The present paid-up capital of our Company is ₹ 905.82 lakhs and we are proposing issue upto 34,29,000 Equity Shares of ₹ 10/- each at Issue price of ₹[●] per Equity Share including share premium of ₹ [●] per Equity Share,

aggregating up to ₹ [●] lakhs. Hence, our Post Issue Paid up Capital will be upto ₹ 1,248.72 lakhs. Accordingly, our Company has fulfilled the criteria of post issue paid up capital prescribed under Regulation 229(2) of the SEBI ICDR Regulations.

3. Track Record

A. The company should have a track record of at least 3 years.

Our Company was incorporated on February 11, 2013 as '*Thinking Hats Entertainment Solutions Private Limited*', a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. For administrative convenience, pursuant to an order passed by the Regional Director, Northern Region, New Delhi on November 29, 2019, the registered office of our Company was shifted from Delhi to the state of Maharashtra. Further, our Company was converted into a public limited company pursuant to a resolution passed by our Board of Directors in their meeting held on August 18, 2023, and by the Shareholders at an Extraordinary General Meeting held on August 19, 2023and consequently the name of our Company was changed to '*Thinking Hats Entertainment Solutions Limited*' and a fresh certificate of incorporation dated September 7, 2023 was issued by the Registrar of Companies, Maharashtra at Mumbai.

B. The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth should be positive.

Our Company satisfies the criteria of track record which given hereunder based on Restated Financial Statement.

(₹ In lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Operating profit (earnings before interest, depreciation and tax and other income) from operations	492.64	286.88	(30.97)
Net Worth as per Restated Financial Statement	1,099.86	573.26	372.47

4. Other Requirements

We confirm that:

i. The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.

ii. There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.

iii. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.

5. The Company has a website: www.thes.in

6. Disclosures

We confirm that:

i. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of Promoters/promoting company(ies), companies promoted by the Promoters/promoting companies of the Company.

ii. There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, Promoters/promoting company(ies), companies promoted by the Promoters/promoting Company(ies) during the past three years.

iii. There are no litigations record against the applicant, Promoters/promoting company(ies), companies & promoted by the Promoters/promoting company(ies).

iv. There are no criminal cases/investigation/offences filed against the director of the Company.

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:

1. In accordance with regulation 260 of the SEBI ICDR Regulations, this Issue is 100% underwritten in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting, please refer to Section titled **"*General Information*"** beginning on page no. 52 of this Red Herring Prospectus.

2. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, the BRLM will ensure compulsory market

making for a minimum period of three years from the date of listing of Equity Shares Issue in the Initial Public Issue. For details of the market making arrangement, see Section titled **"*General Information*"** beginning on page no. 52 of this Red herring Prospectus.

3. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottees in the issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded within 4 (Four) days of such intimation. If such money is not repaid within 4 (Four) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 4 (Four) days, be liable to repay such application money, with interest at the rate 15% per annum. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

4. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we shall also ensure that we submit the soft copy of the Red Herring Prospectus through the BRLM immediately upon registration of this Red Herring Prospectus with the Registrar of Companies along with a Due Diligence Certificate including additional confirmations. However, SEBI shall not issue any observation on this Red Herring Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and Subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

SEBI DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS / RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, HORIZON MANAGEMENT PRIVATE LIMITED SHALL FURNISH TO SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 17, 2024, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, MAHARASHTRA AT MUMBAI, IN TERMS OF SECTION 26, 30 AND SECTION 32 OF THE COMPANIES ACT, 2013.

DISCLAIMER CLAUSE OF THE NSE

As required, a copy of this Red Herring Prospectus was submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Red Herring Prospectus, has been included in this Red Herring Prospectus.

DISCLAIMER FROM OUR COMPANY, OUR DIRECTORS AND THE BOOK RUNNING LEAD MANAGER

Our Company, the Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Red Herring Prospectus or, in case of the Company, in any advertisements or any other

material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, www.thes.in, or the websites of the members of our Promoters Group, would be doing so at his or her own risk.

The BRLM accept no responsibility, save to the limited extent as provided in the Agreement entered between the BRLM (Horizon Management Private Limited) and our Company on June 10, 2024, and the Underwriting Agreement dated September 13, 2024 entered into between the Underwriters and our Company and the Market Making Agreement dated September 13, 2024 entered into among the Market Maker, BRLM and our Company.

All information shall be made available by our Company and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoters Group, Group Entity, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoters Group, Group Entity, and our affiliates or associates, for which they have received and may in future receive compensation.

Note:

Investors that apply in this Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and BRLM and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company and will not Issue, sell, pledge or transfer the Equity Shares of our company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company. Our Company, the Underwriter and BRLM and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our company.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub –account registered with SEBI which is a foreign corporate or Foreign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Red Herring Prospectus does not, however, constitute an invitation to subscribe to Equity Shares Issue hereby in any other jurisdiction to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Maharashtra only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Red Herring Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1993

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "**Securities Act**") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

FILING OF DRAFT RED HERRING PROSPECTUS/RED HERRING PROSPECTUS/PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES

The Draft Red Herring Prospectus was not be filed with SEBI, nor did SEBI issue any observation on the Draft Red Herring Prospectus in terms of Regulation 246 (2) of SEBI ICDR Regulations. However, pursuant to sub regulation (5) of Regulation 246 of the SEBI ICDR Regulations, a copy of the Red Herring Prospectus shall be furnished to the Board. Pursuant to SEBI Master Circular, a copy of this Red Herring Prospectus is being filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in. Further, a copy of the Draft Red Herring Prospectus was filed with the Emerge Platform of National Stock Exchange of India Limited, where the Equity Shares are proposed to be listed. A copy of this Red Herring Prospectus, along with the material contracts, documents is also being filed with the RoC under Section 26 and Section 32 of the Companies Act, 2013and through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do.

LISTING

Application is to be made to the Emerge Platform of NSE for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our Company has received an In-Principle Approval letter dated September 5, 2024 from NSE for using its name in this offer document for listing our shares on the Emerge Platform of NSE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE, the Company shall refund through verifiable means the entire monies received within Four days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within four day after the company becomes liable to repay it the company and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE mentioned above are taken within Six Working Days from the Issue Closing Date.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who –

a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or

b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also

be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

CONSENTS

The written consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Issue, the BRLM to the Issue, Registrar to the Issue, Market Maker*, Banker to the Issue*, Syndicate Member* and Underwriter* to act in their respective capacities have been obtained.
**To be obtained at the RHP stage*

Above consents will be filed along with a copy of this Red Herring Prospectus with the ROC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of this Red Herring Prospectus for registration with the ROC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, our Company has received written consent dated June 10, 2024, from the Statutory Auditor to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as a Statutory Auditor and in respect of its (i) examination report dated June 7, 2024 on our Restated Financial Information; and (ii) its report dated June 7, 2024 on the statement of special tax benefits in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

EXPERT OPINION

Except for the reports in the sections "*Statement of Special Tax Benefits*" and "*Financial Information*" on pages 92 and 161, respectively of this Red Herring Prospectus from the Statutory Auditor, our Company has not obtained any expert opinions. We have received written consent from the Statutory Auditor for inclusion of their name in this Red Herring Prospectus, as required under Companies Act read with SEBI (ICDR) Regulations as "Expert", defined in section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act, 1933.

PREVIOUS PUBLIC OR RIGHTS ISSUE

Our Company has not made public issue or rights issue under SEBI ICDR Regulations, in the past. For details of rights issues please refer chapter titled **"*Capital Structure*"** beginning on page no. 64 of this Red Herring Prospectus.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

We have not made any previous public Issue. Therefore, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring for or agreeing to procure subscription for any of the Equity Shares of the Company since its inception.

CAPITAL ISSUE DURING THE LAST THREE YEARS

For details of the capital issued of our Company in past three years, please refer chapter titled **"*Capital Structure*"** beginning on page no. 64 of this Red Herring Prospectus. Our Company does not have any subsidiary or associates or listed group company, as of the date of this Red Herring Prospectus.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BRLM

SME:

Price Information of past issues handled by the Book Running Lead Manager

Price Information of past issues handled by the Book Running Lead Manager

Price Information of past issues handled by the Book Running Lead Manager

Sr. No.	Issue Name	Issue size (₹ In Cr.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in Price on closing price, [+/- % change in closing benchmark]- 30th calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 90th calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180th calendar days from listing*	
1.	Cosmic CRF Limited	57.21	314	June 30, 2023	251.20	-17.17%	2.80%	-21.66%	1.71%	95.86%	11.31%
2.	Baba Food Processing (India) Limited	32.88	76	November 15, 2023	76.00	-11.58	7.66%	-27.04%	12.31%	-32.57%	21.94%
3.	MVK Agro Food Product Ltd	6,588	120	March 7, 2024	79.00	-56%	0%	-66%	3%	79	-56%
4.	Shree Karni Fabcom Limited	42.49	227	March 14, 2024	260.00	101%	2%	207%	5%	260	101%
5.	Veritaas Advertising Limited	8.48	114	May 21, 2024	275.00	-46.91%	8.45%	NA	NA	NA	NA
6.	Tunwal E-Motors Limited	124.12	59	July 23, 2024	64.00	-22.50%	3.27%	NA	NA	NA	NA
7.	Forcas Studio Limited	37.44	80	August 26, 2024	152.00	NA	NA	NA	NA	NA	NA

Summary Statement of Disclosure

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30th calendar day from listing day*			Nos. of IPOs trading at premium - 30th calendar day from listing day*			Nos. of IPOs trading at discount - 180th calendar day from listing day*			Nos. of IPOs trading at premium – 180th calendar day from listing day*		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24	4	198.46	Nil	Nil	2	Nil	1	Nil	Nil	Nil	Nil	1	Nil	Nil
2024-25	3	170.04	Nil	Nil	2	Nil	Nil	Nil	-	-	-	-	-	-

Break -up of past issues handled by Horizon Management Private Limited:

Financial Year	No. of SME IPOs	No. of Main Board IPOs
2023-24	4	Nil
2024-25	3	Nil

Notes:
1. In the event any day falls on a holiday, the price/index of the immediate preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.
2. Source: www.bseindia.com and www.nseindia.com

For details regarding the track record of the Book Running Lead Manager, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website of the Book Running Lead Manager as set forth in the table below:

Sr. No.	Name of the Book Running Lead Manager	Website
1	Horizon Management Private Limited	www.horizonmanagement.in

Main Board:

The Book Running Lead Manager has not undertaken any main board issued in the past.

PERFORMANCE VIS-A-VIS OBJECTS

Except as stated in the chapter titled **"*Capital Structure*"** beginning on page 64 of this Red Herring Prospectus, our Company has not undertaken any previous public or rights issue. None of the Entities or associates of our Company are listed on any stock exchange.

PERFORMANCE VIS-À-VIS OBJECTS –PUBLIC/ RIGHTS ISSUE OF SUBSIDIARIES/ LISTED PROMOTERS

As on the date of this Red Herring Prospectus, our Company does not have any subsidiaries. Further, we do not have a corporate promoter.

STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a minimum period of three years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

In terms of SEBI Master Circular, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/51 date April 20, 2021 and SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 per day or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Manager shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount.

SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days). 'T' being issue closing date. In partial modification to circulars dated March 16, 2021 and April 20, 2022, the compensation to investors for delay in unblocking of ASBA application monies (if any) shall be computed from T+3 day. The provisions of this circular shall be applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company shall follow the timeline prescribed under the SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023. The timelines prescribed for public issues as mentioned in SEBI circulars dated November 1, 2018, June 28, 2019, November 8, 2019, March 30, 2020, March 16, 2021, June 2, 2021, and April 20, 2022 shall stand modified to the extent stated in this Circular.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, Bid application number, number of Equity Shares Bid for, amount paid on Bid application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the Bidder, Bid application number, UPI Id, number of Equity Shares applied for, amount blocked on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company has obtained authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 and complied with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18, 2014 in

relation to redressal of investor grievances through SCORES. Our Company has not received any complaints as on the date of this Red Herring Prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB (in case of ASBA Bidders) or Sponsor Bank (in case of UPI Mechanism) or for redressal of routine investor grievances including through SEBI Complaint Redress System (SCORES) shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholders Relationship Committee as follows:

Name of the Director	Designation in the Committee	Nature of Directorship
Princy Anand	Chairman	Independent Director
Altab Uddin Kazi	Member	Independent Director
Shruti Singhania	Member	Non-Executive Non-Independent Director

Our Company has appointed Palak Jain, the Company Secretary and Compliance Officer, who may be contacted in case of any pre-issue or post-issue related problems at the following address:

KU220, Kuber Kartik, New Link Road,
Prem Co-operative Society, Andheri West,
Mumbai - 400 053, Maharashtra, India.
Telephone: +91 981 033 4264
Facsimile: N.A.
E-mail: cs@thes.in

Till date of this Red Herring Prospectus, our Company has not received any investor complaint and no complaints is pending for resolution.

PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled **"*Capital Structure*"** beginning on page no. 64 of this Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

LISTED VENTURES OF PROMOTERS

There are no listed ventures of our Company or of our Promoters as on date of filing of this Red Herring Prospectus.

OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Red Herring Prospectus.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws.

SECTION VIII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued pursuant to this issue shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Red Herring Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN') and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, rules, notifications, and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE, ROC, RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Issues by retail individual investors through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).

Further, vide the said circular, Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

Authority for the Issue

The present Public Issue of upto 34,29,000 Equity Shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on June 7, 2024 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra-Ordinary General Meeting held on June 8, 2024 in accordance with the provisions of Section 62 (1) (c) of the Companies Act, 2013.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares of our Company including in respect of the right to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to Section titled **"*Description of Equity Shares and terms of the Articles of Association*"** beginning on Page No. 266 of the Red Herring Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act. For further details, please refer to chapter titled ***"Dividend Policy"*** beginning on Page No. 160 of the Red Herring Prospectus.

Face Value, Issue Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 10/- and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share ("**Floor Price**") and at the higher end of the Price Band is ₹ [●] per Equity Share ("**Cap Price**").

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and advertised in all editions of Business Standard, an English national daily newspaper, all edition of Business Standard Hindi, a Hindi national newspaper and all Marathi editions of Pratahkal , a Marathi language newspaper (Marathi, being the regional language of Maharashtra, where our Registered Office is situated), each with wide circulation, at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on its websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled "***Basis of Issue Price***" beginning on page 85 of this Red Herring Prospectus.

Compliance with SEBI (ICDR) Regulations

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares; and
- Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 and the Memorandum and Articles of Association of our Company.

Minimum Application Value, Market Lot and Trading Lot

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Red Herring Prospectus:

- Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated December 21, 2023
- Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated December 21, 2023.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of an issuer shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the National Stock Exchange of India Limited from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

The minimum number of allottees in the Issue shall be 50 shareholders. In case, the number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked forthwith.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Jurisdiction

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, ―U.S. personal (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being

issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agent of our Company.

In accordance with Section 72 of the Companies Act, 2013, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- To register himself or herself as the holder of the Equity Shares; or
- To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Issue capital of our Company, Promoter's minimum contribution as provided under the chapter titled **"*Capital Structure*"** on page 64 of this Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer chapter titled **"*Description of Equity Shares and terms of the articles of association*"** on page 266 of this Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Withdrawal of the Issue

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment (ii) the final RoC approval of this Red Herring Prospectus after it is filed with the RoC. If our Company in consultation with BRLM withdraws the Issue after the Issue Closing

Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus/Red Herring Prospectus with Stock Exchange.

ISSUE PROGRAM

Events	Indicative Dates
Bid/Issue Opening Date	Wednesday, September 25, 2024
Bid/Issue Closing Date*^	Friday, September 27, 2024
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before Monday, September 30, 2024
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before Tuesday, October 1, 2024
Credit of Equity Shares to Demat accounts of Allottees	On or before Tuesday, October 1, 2024
Commencement of trading of the Equity Shares on the Stock Exchange	On or before Thursday, October 3, 2024

** Our Company may in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations*

^ UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.

#In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

The above timetable, other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation on our Company the BRLM.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Offer Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); 'T' being issue closing date. Our Company shall follow the timelines provided under the aforementioned circular.

Any circulars or notifications from the SEBI after the date of this Red Herring Prospectus may result in changes to the above- mentioned timelines. Further, the Offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

The BRLM will be required to submit reports of compliance with listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In terms of the UPI Circulars, in relation to the Issue, the BRLM will submit report of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids

Bid/Issue Period (except the Bid/Issue Closing Date)

Submission and Revision in Bids: Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("IST")

Bid/Issue Closing Date

Submission and Revision in Bids: Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/Issue Closing Date, the Bids shall be uploaded until:

i. 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

ii. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

On the Bid/Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date. Any time mentioned in this Red Herring Prospectus is Indian Standard Time. Bidders are cautioned that, in the event, large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book *vis-a-vis* data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken. Our Company in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of one Working Day, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

Minimum Subscription

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the ―stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of this Red Herring Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through this Red Herring Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000 (Rupees One Lac only) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Migration to Main Board

Parameter	Migration policy from NSE SME Platform to NSE Main Board
Paid up Capital & Market Capitalisation	The paid-up equity capital of the applicant shall not be less than 10 crores and the capitalisation of the applicant's equity shall not be less than 25 crores** ** Explanation For this purpose capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during 3 months preceding the application date) and the post issue number of equity shares
Earnings before Interest, Depreciation and Tax (EBITDA) and Profit After Tax (PAT)	The applicant company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.
Listing period	The applicant should have been listed on SME platform of the Exchange for at least 3 years.
Other Listing conditions	• The applicant Company has not referred to the Board of Industrial & Financial Reconstruction (BIFR) &/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies. • The company has not received any winding up petition admitted by a NCLT. • The net worth* of the company should be at least 50 crores *Net Worth – as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018
Public Shareholders	Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1,000.
The applicant desirous of listing its securities on the main board of the Exchange should also satisfy the Exchange on the following:	• The Company should have made disclosures for all material Litigation(s) / dispute(s) / regulatory action(s) to the stock exchanges where its shares are listed in adequate and timely manner. • Cooling period of two months from the date the security has come out of trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed. • Redressal mechanism of Investor grievance • PAN and DIN no. of Director(s) of the Company • Change in Control of a Company/Utilization of funds raised from public

Market Making

The shares issued and transferred through this Issue are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the Emerge Platform of National Stock Exchange of India Limited. For further details of the market making arrangement please refer to chapter titled **"*General Information*"** beginning on page 52 of this Red Herring Prospectus.

Arrangements for disposal of odd lots

The trading of the Equity Shares will happen in the minimum contract size of [•] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Emerge Platform of National Stock Exchange of India Limited.

Restrictions, if any, on Transfer and Transmission of Shares or Debentures and on their Consolidation or Splitting

Except for lock-in of the pre-Issue Equity Shares and Promoter's minimum contribution in the Issue as detailed in the chapter **"*Capital Structure*"** beginning on page 64 of this Red Herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to

them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Application by Eligible NRIs, FPIs or VCFs registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Option to receive securities in Dematerialized Form

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Further, it is mandatory for the investor to furnish the details of his/her depository account, & if for any reason, details of the account are incomplete or incorrect the application shall be treated as incomplete & may be rejected by the Company without any prior notice.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debentures, warrants, secured premium notes, etc. issued by our Company.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital will be upto ₹ [●], shall issue equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the Emerge Platform of National Stock Exchange of India Limited). For further details regarding the salient features and terms of such an issue, please refer chapter titled **"*Terms of Issue*"** and **"*Issue Procedure*"** on page no. 227 and 237 respectively of this Red Herring Prospectus.

This public issue comprises of upto 34,29,000 equity shares of face value of ₹10/- each for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share (the "issue price") aggregating up to ₹ [●] lakhs ("the issue") by our Company. The Issue and the Net Issue will constitute 27.46% and 26.02% respectively of the post issue paid up Equity Share Capital of the Company.

This Issue is being made by way of Book Building Process (1):

Particulars of the Issue (2)	**Market Maker Reservation Portion**	**QIBs**	**Non-Institutional Applicants**	**Retail Individual Investors**
Number of Equity Shares available for allocation	Up to 1,80,000 Equity shares	Not more than 3,24,000 Equity Shares.	Not less than 8,76,000 Equity Shares	Not less than Equity Shares 20,49,000
Percentage of Issue size available for allocation	5.25% of the issue size	Not more than 9.97% of the Net Issue being available for allocation to QIB Bidders. However, up to 5.56% of the QIB Portion may be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 26.96% of theNet Issue	Not less than 63.07% ofthe Net Issue
Basis of Allotment(3)	Firm Allotment	Proportionate asfollows: a) Up to 18,000 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and b) Up to 3,06,000 Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above	Proportionate	Proportionate
Mode of Bid	Only through the ASBA Process	Only through the ASBA process.	Through ASBA Process through banks or by using UPI ID for payment	Through ASBA Process through banks or by using UPI ID for payment
Mode of	Compulsorily in dematerialized form			

Particulars of the Issue (2)	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Retail Individual Investors
Allotment				
Minimum Bid Size	1,80,000 Equity Shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares in multiples of [●] Equity Shares that Bid size exceeds ₹ 200,000	[●] Equity Shares in multiple of [●] Equity shares so that the Bid Amount does not exceed ₹ 2,00,000
Maximum Bid Size	1,80,000 Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amountdoes not exceed ₹ 2,00,000
Trading Lot	[●] Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[●] Equity Shares and in multiples thereof	[●] Equity Shares and inmultiples thereof	[●] Equity Shares
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.			
Mode of Bid	Only through the ASBA process (excluding the UPI Mechanism).	Only through the ASBA process (excluding the UPI Mechanism).	Only through the ASBA process (including the UPI Mechanism for a Bid size of up to ₹ 500,000)	Only through the ASBA process (including the UPI Mechanism

(1) This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

(2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018, this is an issue for at least 25% of the post issue paid-up Equity share capital of the Company. This issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.

(3) Subject to valid Bids being received at or above the issue price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories ofBidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.

Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right to not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in all editions of Business Standard, an English national daily newspaper; all edition of Business Standard Hindi, a Hindi national newspaper and all Marathi

editions of Pratahkal, a Marathi language newspaper (Marathi, being the regional language of Maharashtra, where our Registered Office is situated), each with wide circulation.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approval of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Red Herring Prospectus with RoC.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Maharashtra.

BID/ ISSUE PROGRAMME:

Events	**Indicative Dates**
Bid/Issue Opening Date	Wednesday, September 25, 2024
Bid/Issue Closing Date*^	Friday, September 27, 2024
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before Monday, September 30, 2024
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before Tuesday, October 1, 2024
Credit of Equity Shares to Demat accounts of Allottees	On or before Tuesday, October 1, 2024
Commencement of trading of the Equity Shares on the Stock Exchange	On or before Thursday, October 3, 2024

**Our Company may in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations*

^ UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.

#In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Bidding Centers mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Issue closing date:

i. A standard cut-off time of 3.00 p.m. for acceptance of bids.
ii. A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.
iii. A standard cut-off time of 5.00 p.m. for uploading of bids received from only retail individual applicants, which may be extended up to such time as deemed fit by National Stock Exchange of India Limited after taking into account the total number of bids received up to the closure of timings and reported by BRLM to National Stock Exchange of India Limited within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 had reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); 'T' being issue closing date. Our Company shall close this Issue in accordance with the timeline provided under the aforementioned circular.

ISSUE PROCEDURE

All Bidders shall review the "General Information Document for Investing in Public Issues" prepared and issued in accordance with the circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 notified by SEBI, suitably modified from time to time, if any, and the UPI Circulars ("General Information Document"), highlighting the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations.

The General Information Documents will be updated to reflect the enactments and regulations including the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document will also be available on the websites of the Stock Exchange and the Lead Manager, before opening of the Issue. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 effective to public issues opening on or after from May 01, 2021. However, said circular has been modified pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in which certain applicable procedure w.r.t. SMS Alerts, Web portal to CUG etc shall be applicable to Public Issue opening on or after January 1, 2022 and October 1, 2021 respectively.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) Allocation of shares; (iii) Payment Instructions for ASBA Bidders; (iv) Issuance of CAN and Allotment in the Offer; (v) General instructions (limited to instructions for completing the Application Form); (vi) Submission of Application Form; (vii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (viii) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (vi) mode of making refunds; and (vii) interest in case of delay in Allotment or refund.

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, had introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**") and this phase was to continue till March 31, 2020 and post which reduced timeline from T+6 days to T+3 days was to be made effective using the UPI Mechanism for applications by RIBs. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**"), and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023 ("**T+3 SEBI Circular**"). The Issue will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, are deemed to form part of this Red Herring Prospectus. SEBI, vide the SEBI RTA Master Circular, consolidated the aforementioned circulars to the extent relevant for RTAs, and rescinded these circulars. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application size are up to ₹5 lakhs shall use the UPI Mechanism. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). These circulars are effective for initial public offers opening on/or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Red Herring Prospectus.*

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead manager shall continue to coordinate with intermediaries involved in the said process.

BOOK BUILDING PROCEDURE:

This Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 9.97% of the Issue shall be allocated on a proportionate basis to QIBs Further, 5.56% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 26.96% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 63.07% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for RIBs Bidding in the Retail Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to allotment of the Equity Shares in the Issue, subject to applicable laws.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of this Red Herring Prospectus together with the Application Forms and copies of this Red Herring Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of National Stock Exchange of India Limited i.e. www.nseindia.com. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSBs authorizing blocking of funds that are available in the bank account specified in the Application Form. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

Phased implementation of Unified Payments Interface

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIIs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to upto three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circulars proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

a) Phase I: This phase was applicable from January 01, 2019 and lasted till June 30, 2019. Under this phase, a Retail Individual Bidder, besides the modes of Bidding available prior to the UPI Circulars, also had the option to submit the Bid cum Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

b) Phase II: This phase has commenced with effect from July 01, 2019 and will continue for a period of three months or floating of five main board public issues, whichever is later. Under this phase, submission of the Bid cum Application Form by a Retail Individual Investor through intermediaries to SCSBs for blocking of funds has been discontinued and has been replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. SEBI vide its circular no.

SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice.

c) Phase III/T+3: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023 vide T+3 Press Release. In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Press Release as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

Pursuant to the UPI Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked not later than one day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors complaints in this regard, the relevant SCSB as well as the post – Issue BRLM will be required to compensate the concerned investor.

All SCSBs offering the facility of making applications in public issues shall also provide the facility to make application using UPI. The Company will be required to appoint one of the SCSBs as a Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the Retail Individual Bidders using the UPI.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

For further details, refer to the "General Information Document" available on the websites of the Stock Exchange and the BRLM.

Bid cum Application Form

Copies of the Bid cum Application Form and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the website of National Stock Exchange of India Limited (www.nseindia.com) at least one day prior to the Bid/Issue Opening Date.

All Bidders shall mandatorily participate in the Issue only through the ASBA process. The RIs Bidding in the Retail Portion can additionally Bid through the UPI Mechanism.

RIBs Bidding in the Retail Portion using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

ASBA Bidders (other than RIBs using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs Bidding in the Retail Portion using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue

Note: *Electronic Bid Cum Application Forms will also be available for download on the website of the National Stock Exchange of India Limited (www.nseindia.com).*

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of this Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries")

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by Investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re- submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in this Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

For RIBs using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Issue Closing Date ("Cut- Off Time"). Accordingly, RIBs should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate RIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the bankers to an issue. The BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analysing the same and fixing liability.

WHO CAN BID?

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the RHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

a) Indian nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);

b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: ―Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;

c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;

d) Mutual Funds registered with SEBI;

e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than EligibleNRIs are not eligible to participate in this Issue;

f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);

g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;

h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;

i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non- Institutional Bidder 's category;

j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;

k) Foreign Venture Capital Investors registered with the SEBI;

l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating toTrusts and who are authorized under their constitution to hold and invest in equity shares;

m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;

n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;

o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;

p) Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;

q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;

r) Multilateral and bilateral development financial institution;

s) Eligible QFIs;

t) Insurance funds set up and managed by army, navy or air force of the Union of India;

u) Insurance funds set up and managed by the Department of Posts, India;

v) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicableto them.

APPLICATIONS NOT TO BE MADE BY:

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non- resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. **For Retail Individual Bidders**

   The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹ 2,00,000.

2. **For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):**

   The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of

Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD OF BIDDING PROCESS

Our Company, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions Business Standard, an English national daily newspaper and all editions of Business Standard Hindi, a Hindi national newspaper and all Marathi editions of Pratahkal, a Marathi language newspaper (Marathi, being the regional language of Maharashtra, where our Registered Office is situated) each with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in all editions Business Standard, an English national daily newspaper and all editions of Business Standard Hindi, a Hindi national newspaper and all Marathi editions of Marathi, a Marathi language newspaper (Marathi, being the regional language of Maharashtra, where our Registered Office is situated) each with wide circulation and also by indicating the change on the website of the Book Running Lead Manager.

b) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled "Bids at Different Price Levels and Revision of Bids" below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.

c) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph "Buildup of the Book and Revision of Bids".

d) The BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, ("TRS"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.

e) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.

f) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.

g) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.

h) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until

withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

a. Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.

b. Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.

c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.

d. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

Participation by Associates /Affiliates of BRLM and the Syndicate Members

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Option to Subscribe in the Issue

a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.

b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Information for the Bidders:

1. Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in this Red Herring Prospectus to be registered with the RoC and also publish the same in all editions Business Standard, an English national daily newspaper and all editions of Business Standard Hindi, a Hindi national newspaper and all Marathi editions of Pratahkal, a Marathi language newspaper (Marathi, being the regional language of Maharashtra, where our Registered Office is situated) each with wide circulation. This advertisement shall be in prescribed format.

2. Our Company will file this Red Herring Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.

3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of this Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.

4. Any Bidder who would like to obtain this Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.

5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

BIDS BY HUFS

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

BIDS BY MUTUAL FUNDS

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10.00% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10.00% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10.00% of any company's paid-up share capital carrying voting rights.

BIDS BY ELIGIBLE NRIS

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through

the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules.

In accordance with the Consolidated FDI Policy, the total holding by any individual NRI, on a repatriation or non-repatriation basis, shall not exceed 5.00% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5.00% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together, on a repatriation or non- repatriation basis, shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10.00% may be raised to 24.00% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Issue, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Issue using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application. For details of investment by NRIs, see **"*Restrictions on Foreign Ownership of Indian Securities*"** beginning on page 264. Participation of eligible NRIs shall be subject to FEMA NDI Rules.

BIDS BY FPIS

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA NDI Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA NDI Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the sectoral cap for retail trading of food products manufactured and/ or produced in India is 100% under automatic route.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents.

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA NDI Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. **FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.**

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments(as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing off-shore derivate instruments is also required to ensure that any transfer of off-shore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

(i). such offshore derivative instruments are transferred to person subject to fulfilment of SEBI FPI Regulations; and

(ii). Prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which 246inaliz the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI

FPI Regulations ("Operational FPI Guidelines"), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids ("MIM Bids"). It is hereby clarified that FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that 247inaliz the multi- investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as "MIM Structure"). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

BIDS BY SEBI-REGISTERED AIFS, VCFS AND FVCIS

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Issue) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Issue, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

The Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

BIDS BY LIMITED LIABILITY PARTNERSHIPS

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

BIDS BY BANKING COMPANIES

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended, is 10.00% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10.00% of the bank's own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non- financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in

financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.

In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid- up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, see ***"Key Regulations and Policies"*** beginning on page 130.

BIDS BY SCSBS

SCSBs participating in the Issue are required to comply with the terms of the circulars issued by the SEBI dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

BIDS BY SYSTEMICALLY IMPORTANT NBFCS

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

BIDS BY INSURANCE COMPANIES

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Issue are advised to refer to the IRDAI Investment Regulations 2016, as amended, which are broadly set forth below:

a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 25,000,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 5,000,000 lakhs or more but less than ₹ 25,000,000 lakhs.*

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

BIDS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

BIDS BY ANCHOR INVESTORS

Our Company in consultation with the BRLM, has decided not to allocate any portion in the Issue for participation by Anchor Investors

BIDS UNDER POWER OF ATTORNEY

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹ 2,500lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

Our Company, in consultation with the BRLM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company, in consultation with the BRLM may deem fit.

ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE:

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

Terms of payment

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

Payment mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non- Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue

shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

a)

Electronic Registration of Applications

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
   i. the applications accepted by them,
   ii. the applications uploaded by them
   iii. the applications accepted but not uploaded by them or
   iv. With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
   (i) The applications accepted by any Designated Intermediaries
   (ii) The applications uploaded by any Designated Intermediaries or
   (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN

7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
   - Name of the Bidder;
   - IPO Name:
   - Bid Cum Application Form Number;
   - Investor Category;
   - PAN (of First Bidder, if more than one Bidder);
   - DP ID of the demat account of the Bidder;
   - Client Identification Number of the demat account of the Bidder;
   - Number of Equity Shares Applied for;
   - Bank Account details;
   - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch wherethe ASBA Account is maintained; and
   - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having acceptedthe Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technicalgrounds as mentioned in this Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application detailswith Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Bid/ Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such

detailsfor applications.

Build of the Book

a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.

b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Issue Period.

Withdrawal of Bids

a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Price Discovery and Allocation

a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Issue Price.

b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentageof Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in theRHP. For details in relation to allocation, the Bidder may refer to the RHP.

c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other categoryor combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the DesignatedStock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.

e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue, it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

Anchor Investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

GENERAL INSTRUCTIONS

Do's:

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
4. Ensure that you have mentioned the correct ASBA Account number if you are not an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except electronic Bids) within the prescribed time;
6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
7. If you are an ASBA Bidder and the first applicant is not the ASBA Account holder, ensure that the Bid cum ApplicationForm is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
9. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form forall your Bid options from the concerned Designated Intermediary;
10. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form shouldcontain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary accountheld in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
11. RIBs bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank accountlinked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;
12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form or have otherwise provided an authorization to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blockingfunds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
15. Investors to ensure that their PAN is linked with Aadhar and are in compliance with Central Board of Direct Taxes ("CBDT") notification dated February 13, 2020 and press release dated June 25, 2021.

16. Ensure that the Demographic Details are updated, true and correct in all respects;
17. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
18. Ensure that the category and the investor status is indicated;
19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
21. Ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in theDepository database;
22. Ensure that when applying in the Issue using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
23. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to 254inalized blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Issue Closing Date;
25. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of themandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
26. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (RIBs bidding using theUPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of www.sebi.gov.in); and
27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by RIBs);
1. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
2. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
3. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
4. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

5. Do not submit the Bid for an amount more than funds available in your ASBA account.
6. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum ApplicationForms in a colour prescribed for another category of a Bidder;
7. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
8. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
9. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
10. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
11. Do not submit the General Index Register (GIR) number instead of the PAN;
12. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
13. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
14. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
15. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
16. Do not submit a Bid using UPI ID, if you are not a RIB;
17. Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
18. Do not Bid for Equity Shares in excess of what is specified for each category;
19. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulationsor maximum amount permissible under applicable laws or regulations, or under the terms of this Red Herring Prospectus;
20. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount)at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/Issue Closing Date;
21. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
22. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
23. Do not Bid if you are an OCB; and
24. If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/Issue Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Further, in case of any pre-Issue or post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please see the section entitled **"*General Information*"** and **"*Our Management*"** beginning on pages 52 and 141.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see the section entitled **"*General Information*"** beginning on page 52.

GROUNDS FOR TECHNICAL REJECTION

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;

4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by RIBs with Bid Amount of a value of more than ₹ 2,00,000;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and
14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchange.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see ***"General Information"*** beginning on page 52.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI Master Circular, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.
SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 had reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); 'T' being issue closing date. The provisions of this circular were applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company shall close this Issue in accordance with the timeline provided under the aforementioned circular. The timelines prescribed for public issues as mentioned in SEBI circulars dated November 1, 2018, June 28, 2019, November 8, 2019, March 30, 2020, March 16, 2021, June 2, 2021, and April 20, 2022 shall stand modified to the extent stated in this Circular.

Names of entities responsible for finalized the basis of allotment in a fair and proper manner

The authorized employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.

b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.

c) In case of under subscription in the Issue, spill-over to the extent of such under- subscription may be permitted fromthe Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Biddersmay refer to the RHP.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors may be on proportionate basis. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issue is 100% underwritten.BASIS OF ALLOTMENT

a. For Retail Individual Bidders

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

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c. For QIBs

Bids received from QIBs Bidding in the QIB Category at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

i. In the first instance, allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall bedone on a proportionate basis for [●]% of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.

- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotmentto all QIB Bidders as set out in (b) below;

ii. In the second instance, allotment to all QIBs shall be determined as follows:

- In the event of oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bidfor by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

iii. Basis of Allotment for QIBs and NIIs in case of Over Subscribed Issue:

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the National Stock Exchange of India Limited Emerge (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares appliedfor).

b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis In marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will bemade as follows:

   - Each successful Bidder shall be allotted [●] equity shares; and
   - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Sharesworked out as per (b) above.

d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.

e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this RHP.

Retail Individual Investor means an investor who applies for shares of value of not more than ₹ 2,00,000/. Investors may note that in case of over subscription, allotment shall be on proportionate basis and will be finalized in consultation with National Stock Exchange of India Limited.

The Executive Director / Managing Director of National Stock Exchange of India Limited – the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

<u>Flow of Events from the closure of Bidding period (T DAY) Till Allotment:</u>

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA process with the electronic bid details
- RTA identifies cases with mismatch of account number as per bid file / FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The DSE, post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allotees as per process mentioned below.

Process for generating list of Allottees:

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allotees, partial allotees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

Issuance of Allotment Advice

1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.

2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.

   The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed valid, binding and irrevocable contract for the Allotment to such Bidder.

3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures that credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Designated Date:

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any, within a period of 4 working days of the Bid/ Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

Instructions for Completing the Bid Cum Application Form

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Issue with effect from January 01, 2013. The list of Broker Centre is available on the website of National Stock Exchange of India Limited i.e. www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the website of National Stock Exchange of India Limited i.e. www.nseindia.com

Bidder's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository, the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Bid Cum Application Form

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre- Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE Emerge where the Equity Shares are proposed to be listed are taken within6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 had reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); 'T' being issue closing date. The provisions of this circular were applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company shall close this Issue in accordance with the timeline provided under the aforementioned circular.

BASIS OF ALLOTMENT

Allotment will be made in consultation National Stock Exchange of India Limited (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
   i. Each successful applicant shall be allotted [●] equity shares; and
   ii. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100.00% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the National Stock Exchange of India Limited – the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

Equity Shares in Dematerialised Form with NSDL/CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in process of entering following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

a) We have entered into a tripartite agreement between NSDL, the Company and the Registrar to the Issue on December 21, 2023.

b) We have entered into a tripartite agreement between CDSL, the Company and the Registrar to the Issue on December 21, 2023.

c) The Company's Equity shares bear an ISIN No. INE0SHE01019.

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a Pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (all editions Business Standard, an English national daily newspaper and all editions of Business Standard Hindi, a Hindi national newspaper and all Marathi editions of Pratahkal, a Marathi language newspaper (Marathi, being the regional language of Maharashtra, where our Registered Office is situated) each with wide circulation).

In the Pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING

a) Our Company and the Underwriter have entered into an Underwriting Agreement dated September 13, 2024.

b) After signing the Underwriting Agreement, an updated Red Herring Prospectus has been filed with the RoC in accordance with applicable law.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"Any person who:

I. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

II. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

III. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 10/- Lakhs or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less

than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 10/- lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 50/- Lakh or with both.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange where the Equity Shares are proposed to be listed shall be taken within six Working Days of the Bid/Issue Closing Date or such other time as may be prescribed by the SEBI or under any applicable law;
- if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- no further issue of the Equity Shares shall be made until the Equity Shares issued through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under- subscription, etc.
- our Company, in consultation with the BRLM, reserves the right not to proceed with the Fresh Issue, in whole or in part thereof, to the extent of the Issued Shares, after the Bid/ Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed; and
- if our Company, in consultation with the BRLM withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the SEBI.

UTILIZATION OF ISSUE PROCEEDS

Our Board certifies that:

- all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("**FEMA**"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("**RBI**") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("**DIPP**").

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("**FDI**") through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("**DIPP**"), has issued consolidated FDI Policy Circular of 2017("**FDI Policy 2017**"), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular. The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to *inter-alia*, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore, applicable foreign investment up to 100% is permitted in our company under automatic route.

In case of investment in sectors through Government Route approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2017 has to be obtained by the Company. The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include: (i) where the transfer of shares requires the prior approval of the Government as per the extant FDI policy provided that: a) the requisite approval of the Government has been obtained; and b) the transfer of shares adheres with the pricing guidelines and documentation requirements as specified by the Reserve Bank of India from time to time.; (ii) where the transfer of shares attract SEBI (SAST) Regulations subject to the adherence with the pricing guidelines and documentation requirements as specified by reserve Bank of India from time to time.; (iii)where the transfer of shares does not meet the pricing guidelines under the FEMA, 1999 provided that: a) The resultant FDI is in compliance with the extant FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, etc.), reporting requirements, documentation etc.; b) The pricing for the transaction is compliant with the specific/explicit, extant and relevant SEBI regulations/guidelines (such as IPO, Book building, block deals, delisting, exit, open offer/substantial acquisition/SEBI SAST); and Chartered Accountants Certificate to the effect that compliance with the relevant SEBI regulations/guidelines as indicated above is attached to the form FC-TRS to be filed with the AD bank and iv) where the investee company is in the financial sector provided that: a) Any 'fit and proper/due diligence' requirements as regards the non-resident investor as stipulated by the respective financial sector regulator, from time to time, have been complied with; and b) The FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, pricing, etc.), reporting requirements, documentation etc., are complied with. As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/restrictions for overseas entities

Under the current FDI Policy 2017, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, , FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, , 3, 6, 7, 8, 9, and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India)

Regulations, 2017. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap. Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

i. Investment by FPIs under Portfolio Investment Scheme (PIS):

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10 % of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24 % of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

ii. Investment by NRI or OCI on repatriation basis:

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 i.e.:

- The total holding by any individual NRI or OCI shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or should not exceed 5 percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10 percent of the total paid-up equity capital on a fully diluted basis or shall not exceed 10 percent of the paid-up value of each series of debentures or preference 373 shares or share warrants; provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

iii. Investment by NRI or OCI on non-repatriation basis:

As per current FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws. Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

SECTION IX – DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

There are no material clause of Article of Association have been left out from disclosure having bearing on the Issue.

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below:

Share capital and variation of rights

II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

2. (*i*) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be

provided,—

(*a*) one certificate for all his shares without payment of any charges; or

(*b*) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(*ii*) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(*iii*) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (*i*) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(*ii*) The provisions of Articles (*2*) and (*3*) shall *mutatis mutandis* apply to debentures of the company.

4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5 (*i*) The company may exercise the powers of paying commissions conferred by sub-section (*6*) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rule made thereunder.

(*ii*) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(*iii*) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (*i*) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of

the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(*ii*) To every such separate meeting, the provisions of these regulations relating general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further share ranking *pari passu* therewith

.

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

9. (*i*) The company shall have a first and paramount lien—

(*a*) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(*b*) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to wholly or in part exempt from the provisions of this clause.

(*ii*) The company's lien, if any, on a share shall extend to all dividend bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(*a*) unless a sum in respect of which the lien exists is presently payable; or

(*b*) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (*i*) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(*ii*) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(*iii*) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (*i*) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(*ii*) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

13. (*i*) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call

.

(*ii*) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(*iii*) A call may be revoked or postponed at the discretion of the Board

.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (*i*) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(*ii*) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (*i*) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(*ii*) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

(*a*) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(*b*) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

19. (*i*) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(*ii*) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register—

(*a*) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(*b*) any transfer of shares on which the company has a lien.

21. The Board may decline to recognise any instrument of transfer unless—

(*a*) the instrument of transfer is in the form as prescribed in rules made under sub-section (*1*) of section 56;

(*b*) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(*c*) the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

23. (*i*) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a shareholder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(*ii*) Nothing in clause (*i*) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. (*i*) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(*a*) to be registered himself as holder of the share; or

(*b*) to make such transfer of the share as the deceased or insolvent member could have made.

(*ii*) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (*i*) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(*ii*) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(*iii*) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have complied with.

27. In case of a One Person Company—

(*i*) on the death of the sole member, the person nominated by such member shall be the person recognized by the company as having title to all the shares of the member;

(*ii*) the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company;

(*iii*) such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable;

(*iv*) on becoming member, such nominee shall nominate any other person with the prior written consent of such person who, shall in the event of the death of the member, become the member of the company.

Forfeiture of shares

28. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

29. The notice aforesaid shall—

(*a*) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(*b*) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect

.

31. (*i*) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(*ii*) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

32. (*i*) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(*ii*) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

33. (*i*) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(*ii*) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(*iii*) The transferee shall thereupon be registered as the holder of the share; and

(*iv*) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

34. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

35. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

36. Subject to the provisions of section 61, the company may, by ordinary resolution,-

(*a*) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(*b*) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(*c*) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(*d*) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

37. Where shares are converted into stock,-

(*a*) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(*b*) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(*c*) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

38. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

(*a*) its share capital;

(*b*) any capital redemption reserve account; or

(*c*) any share premium account.

Capitalisation of profits

39. (*i*) The company in general meeting may, upon the recommendation of the Board, resolve—

(*a*) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(*b*) that such sum be accordingly set free for distribution in the manner specified in clause (*ii*) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(*ii*) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (*iii*), either in or towards—

(*A*) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(*B*) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(*C*) partly in the way specified in sub-clause (*A*) and partly in that specified in sub-clause (*B*);

(*D*) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(*E*) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

40. (*i*) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(*a*) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(*b*) generally do all acts and things required to give effect thereto.

(*ii*) The Board shall have power—

(*a*) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(*b*) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(*iii*) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

41. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.

43. (*i*) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(*ii*) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

44 (*i*) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(*ii*) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

45 . The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

46. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

47. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

48 . In case of a One Person Company—

(*i*) the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118;

(*ii*) such minutes book shall be signed and dated by the member;

(*iii*) the resolution shall become effective from the date of signing such minutes by the sole member.

Adjournment of meeting

49 . (*i*) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(*ii*) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(*iii*) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(*iv*) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(*a*) on a show of hands, every member present in person shall have one vote; and

(*b*) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

52. (*i*) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(*ii*) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

53. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

54. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

55. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

56. (*i*) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(*ii*) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

57. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

59. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

60. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

61. (*i*) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(*ii*) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(*a*) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(*b*) in connection with the business of the company.

62. The Board may pay all expenses incurred in getting up and registering the company.

63. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that (section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

64. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

65. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

66. (*i*) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(*ii*) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

67. (*i*) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(*ii*) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

68. (*i*) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(*ii*) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

69. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

70. (*i*) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(*ii*) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

71. (*i*) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(*ii*) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

72 . (*i*) A committee may elect a Chairperson of its meetings.

(*ii*) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

73. (*i*) A committee may meet and adjourn as it thinks fit.

(*ii*) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

74. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

75. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

76 In case of a One Person Company—

(*i*) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;

(*ii*) such minutes book shall be signed and dated by the director;

(*iii*) the resolution shall become effective from the date of signing such minutes by the director.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

77. Subject to the provisions of the Act,—

(*i*) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(*ii*) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

78. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

79. (*i*) The Board shall provide for the safe custody of the seal.

(*ii*) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

80. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

81. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

82. (*i*) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

(*ii*) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

83. (*i*) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(*ii*) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(*iii*) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

84. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

85. (*i*) Any dividend, interest or other monies payable in cash in respect of shares maybe paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(*ii*) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

86. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

87. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

88. No dividend shall bear interest against the company.

Accounts

89. (*i*) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(*ii*) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding up

90. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(*i*) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(*ii*) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(*iii*) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

91. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECTION X - OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Red Herring Prospectus which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus, will be delivered to the ROC for registration/submission of the Red Herring Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company and on our website at www.thes.in, from date of filing of Red Herring Prospectus with ROC on all Working Days until the Bid/Issue Closing Date.

1. Material Contracts for the Issue

(i). Issue Agreement dated June 10, 2024 entered into between our Company and the Book Running Lead Manager.

(ii). Registrar Agreement dated June 10, 2024 entered into amongst our Company and the Registrar to the Issue.

(iii). Tripartite Agreement dated December 21, 2023 between our Company, NSDL and the Registrar to the Issue.

(iv). Tripartite Agreement dated December 21, 2023 between our Company, CDSL and the Registrar to the Issue.

(v). Syndicate Agreement dated September 13, 2024 executed between our Company, Book Running Lead Manager and Syndicate Member.

(vi). Banker to the Issue Agreement dated September 16, 2024 among our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.

(vii). Market Making Agreement dated September 13, 2024 between our Company, Book Running Lead Manager and Market Maker.

(viii). Underwriting Agreement dated September 13, 2024 amongst our Company and the Underwriters.

2. Material Documents

(i) Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.

(ii) Certificate of Incorporation dated February 11, 2013 issued under the Companies Act, 1956 by the Registrar of Companies, National Capital Territory of Delhi and Haryana.

(iii) Fresh Certificate of Incorporation dated September 07, 2023, issued under the Companies Act, 2013 by the Registrar of Companies, Maharashtra at Mumbai, consequent to conversion of our Company into a public limited company.

(iv) The resolution passed by the Board of Directors at its meeting held on June 7, 2024 and the resolution passed by the Shareholders of the Company in EGM held on June 8, 2024 authorizing the Issue.

(v) Resolution of the Board of Directors of the Company dated June 10, 2024, taking on record and approving the Draft Red Herring Prospectus.

(vi) Resolution of the Board of Directors of the Company dated September 17, 2024, taking on record and approving this Red Herring Prospectus

(vii) The examination report dated June 7, 2024 issued by the Statutory Auditor, on our Company's Restated Financial Statements, included in this Red Herring Prospectus.

(viii) Copies of the Audited Financial Statements of our Company for the Fiscals 2024 and 2023 and 2022.

(ix) Consent of the Promoters, Directors, the Book Running lead Manager, Legal Counsel, Registrar to the Issue, Bankers to our Company, Company Secretary and Compliance Officer and Chief Financial Officer as referred to in their specific capacities.

(x) Consent letter dated June 10, 2024 of the Statutory Auditor to include their names as experts in relation to their report dated June 7, 2024 on the Restated Financial Information and the Statement of Tax Benefits dated June 7, 2024 included in this Red Herring Prospectus.

(xi) Certificate on Key Performance Indicators (KPI's) issued by Statutory Auditor dated June 10, 2024.

(xii) In principle listing approval dated September 5, 2024 issued by National Stock Exchange of India Limited.

(xiii) Due Diligence Certificate dated September 17, 2024, issued by the BRLM.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act, 2013 and other relevant statutes.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all the disclosures and statements made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS AND CFO OF OUR COMPANY

Sd/-

Rajesh Bhardwaj
(Managing Director)

Sd/-

Gaurav Singhania
(Whole- time Director and Chief Financial Officer)

Sd/-

Shruti Singhania
(Non-Executive Director)

Sd/-

Princy Anand
(Independent Director)

Sd/-

Altab Uddin Kazi
(Independent Director)

SIGNED BY THE CS OF OUR COMPANY

Sd/-

Palak Jain
(Company Secretary & Compliance Officer)

Place: Noida, Uttar Pradesh
Date: September 17, 2024