

THIS IS AN ABRIDGED PROSPECTUS CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS (THE “RHP” OR “RED HERRING PROSPECTUS”) OF BAWEJA STUDIOS LIMITED (THE “COMPANY”) DATED JANUARY 15, 2024. YOU ARE ENCOURAGED TO READ GREATER DETAILS AVAILABLE IN THE RED HERRING PROSPECTUS ON THE WEBSITE OF THE STOCK EXCHANGE, LEAD MANAGER AND COMPANY AT WWW.NSEINDIA.COM, WWW.FEDSEC.IN AND WWW.BAWEJASTUDIOS.COM



(Please scan this QR Code to view the RHP)

THIS ABRIDGED PROSPECTUS CONSISTS 10 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Please ensure that you have read the RHP, this abridged prospectus (“Abridged Prospectus”) and the general information document for investing in public issues (“GID”) undertaken through the Book Building Process before applying in the Offer (as defined below). The investors are advised to retain a copy of the RHP/ Abridged Prospectus for their future reference.



## BAWEJA STUDIOS LIMITED

Corporate Identification Number: U92112MH2001PLC131253, DATE OF INCORPORATION: MARCH 16, 2001

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
C-65, Aashirwad, Lokhandwala Complex, Andheri (West), Mumbai-400053.	Flat No. 1307, 1310, 1316, 1317, 13th Floor, Peninsula Park, Veera Desai Road, Andheri West - 400053	Nidhi Gajera, Company Secretary & Compliance Officer	Tel: +91 22 3590 1403 Email Id: cs@bawejastudios.com	www.bawejastudios.com

THE PROMOTERS OF THE COMPANY ARE HARJASPAL SINGH BAWEJA, PARAMJIT HARJASPAL BAWEJA, HARMAN BAWEJA AND ROWENA BAWEJA

### DETAILS OF ISSUE TO PUBLIC

Type of Offer (Fresh/ OFS/ Fresh & OFS)	Fresh Issue Size (by no. of shares or by amount in Rs.)	OFS Size (by no. of shares or by amount in Rs.)	Total Offer Size (by no. of shares or by amount in Rs.)	Issue Under 229 (1)/ (2)	Share Reservation			
					Market Maker	Retail Individuals	QIB	NII
Fresh Issue and an Offer for sale	Up to 40,00,000 Equity shares aggregating up to ₹ [●] Lakhs	Up to 14,00,000 Equity Shares aggregating up to ₹ [●] Lakhs	Up to 54,00,000 Equity Shares aggregating up to ₹ [●] Lakhs	The Issue is being made pursuant to Regulation 229(2) of SEBI (ICDR) Regulations.	Upto 2,88,000 Equity shares	Not less than 22,84,000 Equity Shares.	Not more than 5,44,000 Equity Shares	Not less than 22,84,000 Equity Shares

The equity shares are proposed to be listed on EMERGE Platform of NSE LIMITED (“NSE EMERGE”).

### DETAILS OF SELLING SHAREHOLDERS AND OFFER FOR SALE

Name of the Selling shareholder	Type	Number of Equity shares offered	Weighted average Cost of Acquisition:
Harjaspal Singh Baweja	Promoter	Up to 14,00,000 Equity Shares aggregating up to ₹ [●] Lakhs	3.28*

\*As certified by S S R C A & Co., Chartered Accountants dated January 15, 2024.

### PRICE BAND, MINIMUM BID LOT & INDICATIVE TIMELINES

Price Band**	₹170 per Equity Share to ₹ 180 per Equity Share of face value of ₹ 10/- each
Minimum Bid Lot Size**	A Minimum of 800 Equity Shares and in multiples of 800 Equity Shares thereafter
Bid/Offer Opens On*	January 29, 2024
Bid/Offer Closes On*	February 01, 2024
Finalisation of Basis of Allotment	On or about February 02, 2024
Initiation of Refunds	On or about February 05, 2024
Credit of Equity Shares to Demat accounts of Allottees	On or about February 05, 2024
Commencement of trading of Equity Shares	On or about February 06, 2024

\* Our Company and the Selling Shareholders, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

\*\* For details of price band and basis of offer price, please refer to price band advertisement and the section titled “Basis for Offer Price” on page 116 of RHP. For details pertaining to price band, please refer to price band advertisement dated January 18, 2024.

# UPI mandate end time and date shall be at 5:00 p.m. on the Issue Closing Date.

**Disclaimer:** The Equity Shares offered in the Offer have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act, and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in “offshore transactions” as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Weighted average cost of acquisition of all shares transacted in the three years, 18 months and one year preceding the date of this Red Herring Prospectus

Period	Weighted average cost of acquisition per Equity Share (in ₹) ^%	Cap Price is 'x' times the weighted average cost of acquisition	Range of acquisition price per Equity Share: lowest price – highest price (in ₹) ^
Last one year preceding the date of this Red Herring Prospectus	10	1	0-10
Last 18 months preceding the date of this Red Herring Prospectus	3.23	3.10	0-10
Last three years preceding the date of this Red Herring Prospectus	3.23	3.10	0-10

%Computed based on the Equity Shares acquired/allotted/purchased (including acquisition pursuant to transfer by way of gift and bonus issue).

^ As certified by S. Rath & Co., Chartered Accountants., Chartered Accountants by way of their certificate dated January 17, 2024

#### RISKS IN RELATION TO THE FIRST OFFER

This being the first public Offer of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10/- each. The Floor Price, Cap Price and Offer Price determined and justified by our Company and Promoter Selling Shareholder 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 in "Basis for Offer Price" on page 106 of the RHP, should not be taken 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 and/ or sustained trading in the Equity Shares or 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 Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares offered in the Offer have neither been recommended nor approved by Securities and Exchange Board of India ("SEBI") nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 33 of Red Herring Prospectus.

#### PROCEDURE

You may obtain a physical copy of the Bid-cum-Application Form and the RHP from the Stock Exchange, Syndicate Members, Registrar to the Offer, Registrar and Share Transfer Agents ("RTAs"), Collecting Depository Participants ("CDPs"), Registered Brokers, Bankers to the Offer, Investors' Associations or Self Certified Syndicate Banks ("SCSBs").

If you wish to know about processes and procedures applicable to this issue, you may request for a copy of the Prospectus and/or the General Information Document (GID) from the Lead Manager or download it from the websites of the Stock Exchange i.e. [www.nseindia.com](http://www.nseindia.com); and the Lead Manager [www.fedsec.in](http://www.fedsec.in).

#### PRICE INFORMATION OF LEAD MANAGER

#### DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY FEDEX SECURITIES PRIVATE LIMITED

Sr. No.	Issue Name	Issue Size (Cr)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
<b>MAINBOARD IPO ISSUES</b>								
-	-	-	-	-	-	-	-	-
<b>SME IPO ISSUES</b>								
1.	Moxsh Overseas Educon Limited	10.42	153.00	December 30, 2022	131.00	-29.74% (-3.22%)	-50.26% (-6.10%)	-24.84% (4.79%)
2.	Lead Reclaim and Rubber Products Limited	4.88	25.00	February 21, 2023	27.50	27.80% (-3.79%)	131.20% (2.74%)	95.00% (8.79%)
3.	Pattech Fitwell Tube Components Limited	12.00	50.00	April 21, 2023	55.00	52.00% (3.29%)	27.90% (12.53%)	20.00% 12.41%
4.	Yasons Chemex Care Limited	20.57	40.00	August 03, 2023	32.00	(8.00%) (0.28%)	(28.88%) (-1.56%)	Not Applicable
5.	Pramara Promotions Limited	15.27	63.00	September 13, 2023	111.00	39.68% (1.38%)	53.97% 4.62%	Not Applicable
6.	Kundan Edifice Limited	25.22	91.00	September 26, 2023	75.00	(23.13%) (2.76%)	163.41% 9.03%	Not Applicable
7.	Oneclick Logistics India Limited	9.90	99.00	October 11, 2023	140.00	(30.91%) (2.10%)	Not Applicable	Not Applicable
8.	Sharp Chucks and Machines Limited	16.84	58.00	October 12, 2023	66.00	43.71% (1.86%)	Not Applicable	Not Applicable
9.	Committed Cargo Care Limited	24.94	77.00	October 18, 2023	82.00	(11.95%) 0.48%	Not Applicable	Not Applicable
10.	KK Shah Hospital Limited	8.78,	45.00	November 6, 2023	56.10	84.0% 6.68%	Not Applicable	Not Applicable

Sources: All share price data is from [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

**Note:**

1. Opening price information as disclosed on the website of the Designated Stock Exchange.
2. Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.
3. For change in closing price over the closing price as on the listing date, the CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
4. In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
5. In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.
6. This disclosure is restricted to last 10 issues handled by the Lead Manager.  
*For further details, please refer to "Other Regulatory and Statutory Disclosures - Price information of past issues handled by the Lead Manager" on page 248 of the RHP.*

<b>Name of Lead Manager and contact details</b>	<b>FEDEX SECURITIES PRIVATE LIMITED</b> B 7, 3 <sup>rd</sup> Floor, Jay Chambers, Dayaldas Road, Vile Parle - (East), Mumbai - 400 057, Maharashtra, India <b>Tel No:</b> +91 8104985249 <b>Fax No:</b> Not Available <b>Contact Person:</b> Saipan Sanghvi <b>Email Id:</b> <a href="mailto:mb@fedsec.in">mb@fedsec.in</a> <b>Website:</b> <a href="http://www.fedsec.in">www.fedsec.in</a> <b>Investor Grievance Email:</b> <a href="mailto:mb@fedsec.in">mb@fedsec.in</a> <b>SEBI Registration Number:</b> INM000010163
<b>Name of Syndicate Members</b>	Not Applicable
<b>Name of Market Maker and contact details</b>	<b>NNM Securities Private Limited</b> B-6 & 7, Plot No. 31 Shri Siddhivinayak Plaza, 2 <sup>nd</sup> Floor, C.T. No. 602 Village Oshiwara, Off New Link Rd, Andheri West, Mumbai, Maharashtra 400053 <b>Tel No:</b> 022-40790011, 40790036 <b>Email:</b> <a href="mailto:75oneti.a.mittal@gmail.co">75oneti.a.mittal@gmail.co</a> <b>Website:</b> <a href="http://www.nnmsecurities.com">www.nnmsecurities.com</a> <b>Investor Grievance id:</b> <a href="mailto:support@nnmsecurities.com">support@nnmsecurities.com</a> <b>Contact Person:</b> Nikunj Anilkumar Mittal <b>SEBI Registration number:</b> INZ000234235 <b>NSE Registered Code:</b> 06913
<b>Name of Registrar to the Issue and contact details</b>	<b>SKYLINE FINANCIAL SERVICES PRIVATE LIMITED</b> D-153 A, 1st Floor Okhla Industrial Area, Phase - I, New Delhi - 110020, Delhi, India <b>Tel No:</b> 011-40450193-97 <b>Fax No:</b> 011-26812683 <b>E-mail Id:</b> <a href="mailto:ipo@skylinerta.com">ipo@skylinerta.com</a> <b>Website:</b> <a href="http://www.skylinerta.com">www.skylinerta.com</a> <b>Investor Grievance Id:</b> <a href="mailto:grievances@skylinerta.com">grievances@skylinerta.com</a> <b>Contact Person:</b> Anuj Kumar <b>SEBI Registration No:</b> INR000003241
<b>Name of Statutory and Peer Review Auditor</b>	<b>S S R C A &amp; Co., Chartered Accountants</b> 1208, Sri Krishna Complex, Opp. Laxmi Industrial Estate, New Link Road, Andheri (West) Mumbai- 4000053 <b>Tel No:</b> 91 22 4188 9985/ 4188 9986 <b>E-mail Id:</b> <a href="mailto:ssarathica@gmail.com/info@ssrca.com">ssarathica@gmail.com/info@ssrca.com</a> <b>Contact Person:</b> CA Rahul Ruia <b>Membership No:</b> 163015 <b>Firm Registration No:</b> 108726W <b>Peer Review Number:</b> 013137
<b>Name of Credit Rating Agency and the rating or grading obtained, if any</b>	Not Applicable
<b>Name of Debenture trustee, if any</b>	Not Applicable
<b>Self-Certified Syndicate Banks</b>	The lists of SCSBs notified by SEBI to act as SCSB for the ASBA process is available on the website of SEBI on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> . For details of the Designated Branches of SCSBs collecting the Application Forms, please refer to the above-mentioned SEBI link. The list of banks that have been notified by SEBI to act as SCSBs for the UPI process provided on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> The list of Branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the designated intermediaries will be available on the website of the SEBI ( <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ) and updated from time to time.
<b>Non-Syndicate Registered Brokers</b>	The list of the Registered Brokers eligible to accept ASBA Forms from Bidders (other than RIBs), including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at <a href="https://www.nseindia.com">https://www.nseindia.com</a> , respectively, as updated from time to time

<b>Self-Certified Syndicate Banks eligible as Issuer Banks and mobile applications enabled for UPI Mechanism</b>	In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/ DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/ CIR/P/2022/45 dated April 5, 2022, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI. The list of SCSBs through which Bids can be submitted by UPI Bidders using the UPI Mechanism, including details such as the eligible mobile applications and UPI handle which can be used for such Bids, is available on the website of the SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> and <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> , respectively, as may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.
<b>Details regarding website address(es)/link(s) from which the Investor can obtain list of Registrar to Issue and Share Transfer Agents, Depository Participants and Stock Brokers who can accept application from investor (as applicable)</b>	The list of the RTAs eligible to accept ASBA Forms from Bidders (other than RIBs) at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of Stock Exchanges at <a href="http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?">http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?</a> and <a href="https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures">https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures</a> , respectively, as updated from time to time. The list of the CDPs eligible to accept ASBA Forms from Bidders (other than RIBs) at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of BSE at <a href="http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?">http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?</a> and on the website of NSE at <a href="https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures">https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures</a> , as updated from time to time. For further details, see “Offer Procedure” on page 273 of the RHP.

#### PROMOTERS OF THE ISSUER COMPANY

Sr. No.	Name	Individual/ Corporate	Experience & Educational Qualification
1.	Harman Baweja	Individual	He is the Chairman and Managing Director of our Company. He has completed first year of Bachelor of Commerce from Mithibai College of Arts, Chauhan Institute of Science & Amrutben Jivanlal College of Commerce and Economics and has done his Second year of Bachelor of Commerce from Distance Learning from University of Mumbai. He has over 20 years of experience in the field of filmmaking.
2.	Paramjit Harjaspal Baweja	Individual	She is an Executive Director of our Company. She has been associated with our Company since its incorporation as a Director and Promoter. She has experience over 20 years in the film industry. She has been a producer in a few films in Bollywood film industry. She also holds degree in bachelor in art from the Agra University.
3.	Rowena Baweja	Individual	She is the Non-Executive Director of our Company. She has completed her Higher Secondary Education. She has over 10 years of experience in the field of every aspect of Filmmaking in Baweja Studios Limited.
4.	Harjaspal Singh Baweja	Individual	He is aged 69 years and completed his Higher Secondary School. He was appointed as Executive Director of the Company with effect from March 16, 2001, later he resigned from the office of directorship with effect from April 04, 2023

#### BUSINESS OVERVIEW AND STRATEGY

##### Product/ Service offerings:

We are a technology-based content production house that specializes in all formats of commercial films with an aim to push the boundaries of storytelling and technology advancements in our field. As our business process we engage in research & development of scripts, end-to-end production of content, Intellectual Property creation and monetization of rights. We believe we are one of the players in the media and entertainment sector with a proven track record of producing high quality content.

In case of production, we undertake the entire production activity of the film while retaining all the rights, titles, interests, copyrights, intellectual property rights, exploitation rights and all other ancillary rights of the films. Production model increases the risk related to a single project as production studio has to bear all expenses and to look after complete financing. Our Company remains the sole owner and thus is solely responsible for activities such as marketing, promotion, distribution among others and accrue all the revenues.

**Revenue segmentation by product/ service offering:** Not Applicable

##### Our Business Model:

Our Company is in the business of originating, creating, developing and producing motion pictures and audio-visual content and their subsequent marketing, distribution and exploitation.

Our Company utilizes substantial part of the capital on development of content. Once content development stage is complete, we move on to lock a funding studio/ OTT platform thereby decreasing our risk related to the projects. On locking a funding studio/OTT platform, the production activity begins where the costs relating to production are shared as per the agreement entered. The key is to minimize the risk attached to each project. Our strong business team ensures enough pre-sales for most of our projects prior to production, which mitigates the financial risk of each project considerably.

##### Key Performance Indicators of our Company

Particulars	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from operations <sup>(1)</sup>	3,866.35	7,379.05	4,071.02	1,944.54
Growth in Revenue from Operations <sup>(2)</sup>	-	81.26%	109.36%	28.52%
EBITDA <sup>(3)</sup>	607.52	902.06	421.86	1,158.73
EBITDA Margin <sup>(4)</sup>	15.71	12.22%	10.36%	59.59%
PAT	435.33	796.91	275.94	764.60
PAT Margin <sup>(5)</sup>	11.27%	10.80%	6.78%	39.32%
Net Worth <sup>(6)</sup>	2,422.07	1,986.28	724.07	448.13
Capital Employed	3,232.98	2,128.65	990.93	627.73
RoE <sup>(7)</sup>	17.97%	40.12%	38.11%	170.62%
RoCE <sup>(8)</sup>	18.73%	52.55%	44.08%	185.63%

Notes:

- (1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.  
 (2) Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.  
 (3) EBITDA is calculated as Profit before tax + Depreciation + Finance Cost – Other Income  
 (4) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations  
 (5) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.  
 (6) Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account  
 (7) Return on Equity is ratio of Profit after Tax and Shareholder Equity at the end of the year  
 (8) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}.

**Revenue segmentation in terms of top 5/10 clients or Industries:**

A significant portion of our revenue comes from the top 5 customers. The details of our revenue from such customers are as under:

Particulars	For the period ended on September 30, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
Top 5 customers (₹ in Lakhs)	3,806.35	6569.75	3,436.21	1,866.14
Top 10 customers (₹ in Lakhs)	3,866.35	7,379.05	4,071.02	1,944.54
Top 5 customers (%)	98.45%	84.89%	84.41%	95.97%
Top 10 customers (%)	100.00%	94.21%	99.68%	100.00%
Top 10 Suppliers (₹ in Lakhs)	1,309.07	3957.27	536.63	389.73
Top 10 suppliers (%)	41.74%	63.20%	15.37%	74.37%

**Intellectual Property:** As of date of Red Herring Prospectus, we had 2 registered trademarks in India

**Market Share:** Not Ascertainable

**Manufacturing plant:** Not Applicable

**Employee Strength:**

The number of staff requirements for the production process varies from project to project, but on average basis it is around 100-150 skilled professionals throughout the entire production journey. These professionals include, but are not limited to, directors, producers, supervisors, directors of photography, assistants, costume designers etc.

As on date, we have the total strength of 16 full-time employees in various departments. The details are as follows:

Sr. No.	Category	No. of Employee
1.	Managing Director	1
2.	Executive Director	1
3.	Company Secretary & Compliance Officer	1
4.	Chief Financial Officer	1
5.	Accounts & Finance	4
6.	Office staff	8
	<b>Total</b>	<b>16</b>

**Board of Directors:** The Board of Directors as on the date of RHP are as follows:

Name	Designation	Experience & Educational Qualification	Other Directorship
<b>Harman Baweja</b>	Chairman & Managing Director	He is the Chairman and Managing Director of the Board of our Company. He has been a Director of our Company since February 01, 2004. He holds a bachelor of degree in arts from Guru Nanak Dev University. He has an over 20 years of experience in the automobile components industry.	<b>Indian Companies:</b> Public limited company: Nil Private limited company: 1. Hakasa Properties Private Limited <b>Foreign Companies:</b> Nil
<b>Paramjit Harjaspal Baweja</b>	Executive Director	She is the Whole Time Director and Chief Financial Officer of the Board of our Company. She has been a Director of our Company since May 17, 2013. She holds a bachelor of degree in commerce from Delhi University. She has an over 7 years of experience in handling human resources, training and development and administration. She looks over the human resource and responsible to implement welfare activities.	<b>Indian Companies:</b> Nil <b>Foreign Companies:</b> Nil
<b>Rowena Baweja</b>	Non-Executive Director	He is a Non-Executive Director of the Board of our Company. He has been on the Board of our Company since November 17, 2022. He holds a advanced diploma in foundry technology and a diploma in business management. He has an over 30 years of experience in foundry technology.	<b>Indian Companies:</b> Nil <b>Foreign Companies:</b> Nil
<b>Amreetaa Roy Pannery</b>	Non-Executive Director	Rahul Sharma is a Non- Executive Director of the Board of our Company. He has been on the Board of our Company since November 17, 2022. He holds a bachelor's degree in commerce from Himachal Pradesh University and is a fellow member of the Institute of Chartered Accountants of India. He has three years of experience in the fields of auditing and accounting.	<b>Indian Companies:</b> Nil <b>Foreign Companies:</b> Nil
<b>Yatin Gupta</b>	Non-Executive Independent Director	He is an Independent Director of our Company. He has been on the Board of our Company since April 15, 2023. He holds a bachelor's degree in commerce from Chaudhary Charan Singh University Meerut University and is an associate member of the Institute of Chartered Accountants of India. He is designated partner in S S S R & Company LLP. He has over five years of experience in the fields of auditing and accounting. He is also appointed as additional director in Containerway International Limited on July 26, 2023.	<b>Indian Companies:</b> Public limited company: Nil Private limited company: 1. MTC Trans Movers Private Limited 2. NCG Heights Private Limited <b>Foreign Companies:</b> Nil



Name	Designation	Experience & Educational Qualification	Other Directorship
Anil Rustgi	Non-Executive Independent Director	He is an Independent Director of our Company. He has been on the Board of our Company since April 15, 2023. He holds a bachelor's degree in commerce from Guru Nanak Dev University and is an associate member of the Institute of Chartered Accountants of India. He is associated with firm M/s Puri & Gupta, Chartered Accountant. He has over twenty-five years of experience in the field of finance, accounting and taxation.	<b>Indian Companies:</b> Public limited company: Nil Private limited company: 1. Faro Business Technologies India Private Limited 2. Akul Securities Private Limited

For further details, please refer chapter titled “*Our Management*” on page no. 161 of the RHP.

### OBJECTS OF THE ISSUE

The Offer comprises the Fresh Issue by our Company and the Offer for Sale by the Selling Shareholders.

#### Offer for Sale

Each of the Selling Shareholders will be entitled to their respective portion of the proceeds of the Offer for Sale, after deducting their respective portion of the Offer related expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale by the Selling Shareholders and the proceeds from the Offer for Sale will not form part of the Net Proceeds.

For further details, see “Objects of the Offer” on page 95 of the RHP.

#### Net Proceeds:

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

Particulars	Estimated Amount (₹ in Lakhs)
Gross proceeds of the Fresh Offer*	[●]
Less: Offer related expenses in relation to the Fresh Issue	[●]
Net Proceeds from the Fresh Offer after deducting the Offer related expenses to be borne by our Company (“Net Proceeds”)	[●]

\* To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

Note:

Other than listing fees which shall be borne solely by our Company, our Company and Promoter Selling Shareholder will share all costs, charges, fees and expenses (including all applicable taxes) associated with and incurred in connection with the Offer shall be shared among the Company and the Promoter Selling Shareholder in proportion to the number of Equity Shares offered by the Company through any fresh issuance in the Offer and the Equity Shares sold by the Promoter Selling Shareholder in the Offer in accordance with the applicable law. However, expenses relating to the Offer shall be paid by our Company in the first instance and the Promoter Selling Shareholder shall, upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, reimburse our Company, directly from the Public Offer Account, for any expenses in relation to the Offer for Sale as paid by our Company on behalf of the Promoter Selling Shareholder. It is clarified that, in the event the Offer is not successful or consummated, all expenses in relation to the Offer shall be borne by our Company as mutually decided.

### REQUIREMENT OF FUNDS AND UTILIZATION OF NET PROCEEDS

The Net Proceeds are proposed to be utilised and are currently expected to be deployed in accordance with the schedule set forth below:

(₹ in lakhs)

Particulars	Amount to be funded from Net Proceeds**	Estimated utilisation of Net Proceeds	
		FY 2024**	FY 2025**
To meet the working Capital requirements	5410.00	2715.00	2695.00
General Corporate Purposes*	[●]	[●]	[●]
<b>Total</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>

\* The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Fresh Issue

\*\* To be determined after finalization of the Offer Price and updated in the Prospectus prior to filing of the RoC

As indicated above, our Company proposes to deploy the entire Net Proceeds towards the objects as described in the FY 2024 and FY 2025. In the event that the estimated utilization of the Net Proceeds in FY 2024 and FY 2025 is not completely met, the same shall be utilized, in part or full, in the next financial year or a subsequent period towards the Objects.

**Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past Public Issues, if any, of the Company in the preceding 10 years:** Not Applicable.

**Name of monitoring agency, if any:** Not Applicable

**Terms of Issuance of Convertible Security, if any:** Not Applicable

#### SHAREHOLDING PATTERN:

Sr. No.	Particulars	Pre-Issue Number of Equity Shares	% Holding of Pre-issue
1.	Promoter & Promoter Group	1,44,26,349	99.99%
2.	Public	652	0.01%
	<b>Total</b>	<b>1,44,27,001</b>	<b>100.00</b>

For more details, please refer “*Capital Structure*” on page no. 78 of the RHP.

**Number/amount of equity shares proposed to be sold by selling shareholders:** Up to 14,00,000 Equity Shares

SUMMARY OF RESTATED FINANCIAL INFORMATION

(₹ in Lakhs except share data)

Particulars	For the period ended on September 30, 2023	For the Financial Year ended		
		March 31, 2023	March 31, 2022	March 31, 2021
Share Capital	1,442.70	1442.70	543.00	3.00
Net worth <sup>(1)</sup>	2,422.07	1,986.28	724.07	448.13
Revenue from Operations <sup>(2)</sup>	3,866.35	7,379.05	4,071.02	1,944.54
Profit after Tax	435.33	796.91	275.94	764.60
Earnings per share (Basic & diluted) <sup>(3)</sup>				
• Basic (₹)	3.02	7.83	2.82	7.82
• Diluted (₹)	3.02	7.83	2.82	7.82
Net Asset Value per Equity Share (Basic & diluted) (₹) <sup>(4)</sup>	16.79	13.77	13.33	1493.76
Total borrowing <sup>(5)</sup>	810.91	142.38	266.86	179.60

(1) Net Worth amounts are calculated as sum of equity share capital and other equity

(2) Revenue from Operations means the revenue from operations as appearing in the Restated Financial Statements

(3) Earnings per Equity Share (Basic and Diluted) = Restated profit for the period/year attributable to the equity holders of our Company/ number of equities shares outstanding during the period/year. The number of Equity Shares outstanding during the year is adjusted for bonus issue.

(4) Net Asset Value per Equity Share = Net worth as per the Restated Consolidated Financial Statements/ weighted average number of Equity Shares. The weighted average number of Equity Shares outstanding during the year is adjusted for bonus issue.

(5) Total borrowings are computed as current borrowings plus non-current borrowings

INTERNAL RISK FACTORS

The below mentioned risks are top 8 risk factors as per the RHP:

1. Our revenues and profitability are directly linked to the exploitation and growth of our Content Library. Any failure to source content could adversely affect our profitability and business growth.
2. We depend on our relationships with theatre operators and other industry participants to exploit our film content.
3. We may not be paid the full amount of box office revenues to which we are entitled.
4. Our financial condition and business prospects could be materially and adversely affected if we do not complete the project as planned or if they experience delays or cost overruns.
5. Inability to successfully compete for audiences with films released by other producers and distributors, and with other consumer leisure and entertainment activities
6. Piracy of our content may adversely impact our revenues and business.
7. Some viewers or civil society organisations may find our film content objectionable
8. Our ability to exploit our content is limited to the rights that we own or are able to continue to license from third parties.

For further details, please refer chapter titled “Risk Factors” on page no. 33 of the RHP.

SUMMARY OF OUSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the company and amount involved:

Nature of Cases	Number of Cases	₹ in Lakhs
<b>Proceedings against our Company</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	4	Rs.42.45
Action by regulatory authorities	1	Rs. 35.88(including interest and penalty)
<b>Proceedings by our Company</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	Nil	Nil
Action by regulatory authorities	Nil	Nil
<b>Proceedings against our Promoter</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	1	NA
Tax Proceedings	11	Rs.125.35
Action by regulatory authorities	Nil	Nil
<b>Proceedings by our Promoter</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	Nil	Nil
Action by regulatory authorities	Nil	Nil
<b>Proceedings against our Group Companies</b>		
Civil Proceedings	Nil	Nil

Nature of Cases	Number of Cases	₹ in Lakhs
Criminal Proceedings	Nil	Nil
Tax Proceedings	Nil	Nil
Action by regulatory authorities	Nil	Nil
<b>Proceedings by our Group Companies</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	Nil	Nil
Action by regulatory authorities	Nil	Nil
<b>Proceedings against our Directors</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	2	126.01
Action by regulatory authorities	Nil	Nil
<b>Proceedings by our Directors</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	Nil	Nil
Action by regulatory authorities	Nil	Nil

For further details on the outstanding litigation proceedings, see “*Outstanding Litigation and Material Developments*” beginning on page 237 of the RHP

- A. Brief details of top 5 material outstanding litigations against the company and amount involved:** NA
- B. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any:** Nil
- C. Brief details of outstanding criminal proceedings against Promoters:** Nil

**ANY OTHER IMPORTANT INFORMATION AS PER LEAD MANAGER / ISSUER COMPANY: NIL**

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulation issued there under, as the case may be. We further certify that all statements in the Red Herring Prospectus are true and correct.

**DECLARATION BY THE PROMOTER SELLING SHAREHOLDER**

Promoter Selling Shareholder confirm that all statements, disclosures and undertakings specifically made or confirmed by us in the Red Herring Prospectus about or in relation to us, as a Selling Shareholder, and the Equity Shares being offered by him in the Offer, are true and correct. I assume no responsibility, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by the Company or any other person(s) in the Red Herring Prospectus