



(Please scan this QR code to view the RHP)

This is an abridged prospectus containing salient features of the Red Herring Prospectus of Thinking Hats Entertainment Solutions Limited (the “Company”) dated September 17, 2024 filed with the Registrar of Companies, Maharashtra at Mumbai (the “RHP” or “Red Herring Prospectus”). You are encouraged to read greater details available in the RHP available at www.thes.in. Unless otherwise specified all capitalised terms used herein and not specifically defined bear the same meaning as ascribed to them in the RHP.

THIS ABRIDGED PROSPECTUS CONSISTS OF BID CUM APPLICATION FORM ALONG WITH INSTRUCTIONS AND 8 PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.



THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

Corporate Identification Number: U92490MH2013PLC352652

Date of Incorporation: February 11, 2013

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
KU220, Kuber Kartik, New Link Road, Prem Co-operative Society, Andheri West, Mumbai - 400 053, Maharashtra, India.	5 th Floor, B 9 Pinnacle Business, Park Sector 3 Noida, Gautam Buddha Nagar, Noida - 201 301, Uttar Pradesh, India.	Palak Jain, Company Secretary and Compliance Officer	Telephone: +91 981 033 4264 Email: info@thes.in Facsimile: N.A.	www.thes.in

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

Details of Issue to Public

Type of Issue	Fresh Issue Size	OFS Size	Issue Size	Issue Under	Share Reservation			
					QIB	NII	RII	Market Maker
Fresh Issue	Upto 34,29,000 Equity Shares aggregating Up to ₹ [•] lakhs	NIL	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.	Not more than 3,24,000 Equity Shares up to ₹ [•] lakhs	Not less than 8,76,000 Equity Shares up to ₹ [•] lakhs	Not less than 20,49,000 Equity Shares up to ₹ [•] lakhs	1,80,000 Equity Shares up to ₹ [•] lakhs

These equity shares are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited (“NSE”)

Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders: NIL

Price Band, Minimum Bid Lot & Indicative Timelines	
Price Band	₹ 42 to ₹ 44 per Equity Share of Face Value of ₹ 10/- each
Minimum Bid Lot Size	3000 Equity Shares
Anchor Investor Portion Offer Opens/Closes	NA
Bid/Issue Open On	Wednesday, September 25, 2024
Bid/Issue Closes On	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

***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.*

IN THE NATURE OF ABRIDGED PROSPECTUS-MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

Details of WACA of all shares transacted over the trailing eighteen months from the date of RHP

Types of transactions	Weighted average cost of acquisition (Rs. per Equity Shares)	Floor price (i.e. Rs.42)	Cap price (i.e. Rs.44)
WACA of Primary Issuance (except for bonus issue) (exceeding 5% of the pre issue capital)	191.89	0.22 times	0.23 times
WACA for secondary sale / acquisition (exceeding 5% of the pre issue capital)	NA*	NA*	NA*

WACA: Weighted Average Cost of Acquisition has been calculated on fully diluted basis for the trailing eighteen months from the date of Red Herring Prospectus.

*As there were no secondary sale / acquisition exceeding 5% of the pre issue capital in last 18 months from the date of the Red Herring Prospectus.

RISKS IN RELATION TO THE FIRST OFFER

The face value of the Equity Shares is ₹10.00 each. 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 of the Red Herring Prospectus 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 the Red Herring Prospectus. Specific attention of the investors is invited of the section titled “Risk Factors” beginning on Page No. 27 of the Red Herring Prospectus and on page 8 of this Abridged 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 Issue, Depository participants, Stock brokers, Underwriters, Banker to the Offer, Investors’ Associations or Self Certified Syndicate Banks. If you wish to know about processes and procedures applicable to this offer, you may request for a copy of the RHP and/or the General Information Document (GID) from the BRLM or download it from the websites of the Stock Exchange i.e. www.nseindia.com; the BRLM www.horizonmanagement.in and the Company i.e. www.thcs.in

PRICE INFORMATION OF BRLM- HORIZON MANAGEMENT PRIVATE LIMITED

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]- 30 th calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180 th 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.	B a b a F o o d 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	65.88	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

Name of BRLM and contact details (telephone and email id) of BRLM

Horizon Management Private Limited
Tel: +91 33 4600 0607
Email: smeipo@horizon.net.co
Contact Person: Manav Goenka

Name of the Market Maker

Giriraj Stock Broking Private Limited

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Name of Registrar to the Issue and contact details (telephone and email id)	MAS Services Limited T-34, 2 nd Floor, Okhla Industrial Area, Phase-II New Delhi- 110 020 Telephone: +91 112 638 7281/83 Facsimile: +91 112 638 7384 E-mail: ipo@masserv.com Investor grievance: investor@masserv.com SEBI Registration No.: INR000000049 Contact Person: N. C. Pal
Name of Statutory Auditor	Baid Agarwal Singhi & Co., Chartered Accountants
Name of Credit Rating Agency and the rating or grading obtained, if any	NA
Name of Debenture trustee, if any.	NA
Self-Certified Syndicate Banks	(a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40
Non Syndicate 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 NSE Limited at www.nseindia.com as updated from time to time.
Details regarding website address(es)/ link(s) from which the investor can obtain list of registrar to offer and share transfer agents, depository participants and stock brokers who can accept application from investor (as applicable)	https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes

PROMOTERS OF THE ISSUER COMPANY

Sr. No.	Name	Individual/Trust	Experience & Educational Qualification
1.	Rajesh Bhardwaj	Individual	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.
2.	Gaurav Singhania	Individual	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.
3.	Shruti Singhania	Individual	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.

BUSINESS OVERVIEW AND STRATEGY

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. Our company has a B2B Business Model, and we currently operate in 3 different Business verticals:

1. Our Event Management Services
2. Retail Visual Merchandising
3. Our digital content creation


Financial Snapshot of our Company as per Restated Financial Information is as under:

(Amount in ₹ Lakhs)

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	499.58	299.93	54.04
EBITDA Margin	18.76%	13.54%	4.66%
Profit After Tax for the Year	309.16	200.79	37.21
PAT Margin	11.61%	9.07%	3.21%
ROE	28.11%	35.03%	9.99%
ROCE	29.37%	29.25%	11.86%
Net Debt/ EBITDA	0.97	1.29	NA [^]

[^] Being Net Debt was negative.

Intellectual Property, if any: As on date of the Red Herring Prospectus, our Company has registered the following trademarks:

Particulars of Trademark	Application No.	Date of application	Class	Status
Word mark: SOULLESS	6338650	March 9, 2024	41	Accepted & advertised
	6471041	June 8, 2024	41	Formalities Check Pass

Market Share: Not available

Client profile or Industries served: We serve to event management and entertainment industry.

Manufacturing plant, if any: NA

Employee Strength: As on June 7, 2024, the Company had a workforce of 35 permanent employees.

BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience & Educational Qualification	Other Directorships
1.	Rajesh Bhardwaj	Managing Director	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.	Nil
2.	Gaurav Singhania	Whole-time Director and Chief Financial Officer	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.	<ol style="list-style-type: none"> 1. Jelly Music Private Limited; 2. Varaa Exptech Private Limited; and 3. Skillarathi Ventures Private Limited

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3.	Shruti Singhania	Non-Executive Non-Independent	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.	1. Varaa Exptech Private Limited; and 2. Skillarathi Ventures Private Limited
4.	Princy Anand	Independent Director	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.	Purshottam Investofin Limited
5.	Altab Uddin Kazi	Independent Director	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.	1. Forcas Studio Limited; 2. Vijay Textiles Limited; 3. Veritaas Advertising Limited; and 4. Dhruva Capital Service Limited

Details of means of finance –

(₹ 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	-
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.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issue, 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

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Shareholding Pattern:

Sr. No.	Particulars	Pre Issue number of shares	% Holding of Pre issue
Promoters and Promoter Group			
Promoters			
1.	Rajesh Bhardwaj	44,98,750	49.67
2.	Gaurav Singhania	18,28,000	20.18
3.	Shruti Singhania	1,000	0.01
	Total (A)	63,27,750	69.86
Promoter Group			
	Sana Warsi	7,62,500	8.42
	Ruchi Agarwal	1,000	0.01
	Total (B)	7,63,500	8.43
	Total C = (A+B)	70,91,250	78.29
6.	Public (D)	19,66,900	21.71
	Grand Total (C+D)	90,58,150	100.00

RESTATED AUDITED FINANCIAL

(₹ in lakhs)

Particulars	31 March 2024	31 March 2023	31 March 2022
Total income from operations (Net)	2,663.18	2,214.75	1,160.19
Net Profit/(Loss) before tax and extraordinary items	309.16	200.79	37.21
Net Profit / (Loss) after tax and extraordinary items	309.16	200.79	37.21
Equity Share Capital	87.58	76.25	76.25
Reserves and Surplus	1,012.28	497.01	296.22
Net worth	1,099.86	573.26	372.47
Basic earnings per share (₹)	3.57	2.32	0.43
Diluted earnings per share (₹)	3.57	2.32	0.43
Return on net worth (%)	28.11%	35.03%	9.99%
Net asset value per share (₹)	12.56	7.52	4.88

INTERNAL RISK FACTORS

Business Risks/Company Specific Risk:

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

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

(₹ in lakhs)

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved
Company						
By the Company	1	-	-	-	-	-*
Against the Company	-	1	-	-	-	15.44
Directors						
By our Directors	-	-	-	-	-	-
Against the Directors	-	-	-	-	-	-
Promoters	-	-	-	-	-	-
By Promoters	-	-	-	-	-	-
Against promoters	-	-	-	-	-	-

* Not quantifiable

ANY OTHER IMPORTANT INFORMATION AS PER BRLM / ISSUER COMPANY- NIL

DECLARATION BY THE COMPANY

We, the undersigned, hereby certify and declare that all the relevant provisions of the Companies Act, 2013 and the guidelines issued by the Government of India or the regulations issued by 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 Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations issued there under, as the case may be. We further certify that all statements in the Red Herring Prospectus are true and correct.

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