DRAFT RED HERRING PROSPECTUS
Dated: September 29, 2026
Please read section 26 and 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Issue

(Please scan this QR Code to View this Draft Red Herring Prospectus)

ROONGTA ENTERTAINMENT LIMITED

CIN: U74940GJ2018PLC105312

Incorporated on November 27, 2018 at Surat

REGISTERED OFFICE	CONTACT PERSON
4th Floor, Roongta Shopping Center, VIP Road, Surat-395007, Gujarat, India	Vibha Khandelwal, Company Secretary and Compliance Officer

EMAIL	TELEPHONE NO.	WEBSITE
accounts.surat@rcinemas.in	Tel No.: +91 6358304280	www.rcinemas.in

OUR PROMOTERS OF THE COMPANY

Ankur Roongta

Type	Fresh Issue Size (₹ in Lakhs)	Eligibility
Fresh Issue	Upto 18,00,000 Equity Shares of the face value of ₹10/- each Aggregating to ₹ [●] Lakhs	This issue is being made in terms of Regulation 229 (2) and 253(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of our company, there has been no formal market for the securities of our company. The face value of the shares is ₹10.00 per equity. The Issue price (is determined by our company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for our Equity Shares by way of the Book Building Process as stated in the chapter titled on "Basis for Issue Price" beginning on page no. 83 of this Draft Red Herring Prospectus, 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 of our company 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 investment. Investors are advised to read the risk factors carefully before taking an investment decision in this 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 in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page no.21 of this Draft Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft 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 Draft 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 the Draft Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("NSE Emerge"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In Principal Approval Letter dated [●] from National Stock Exchange of India Limited (NSE) for using its name in this offer document for listing of 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 the National Stock Exchange of India Limited ("NSE")

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
INTERACTIVE FINANCIAL SERVICES LIMITED **Address:** Office No. 508, Fifth Floor, Priviera, Nehru Nagar, Ahmedabad – 380 015, Gujarat, India **Tel No.:** 079 4908 8019 **(M)** +91-9898055647 **Web Site:** www.ifinservices.in **Email:** mbd@ifinservices.in **Investor Grievance Email:** info@ifinservices.in **Contact Person:** Pradip Sandhir **SEBI Reg. No.:**INM000012856	**BIGSHARE SERVICES PRIVATE LIMITED** **ADDRESS:** Office No S6-2, 6th Floor Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai- 400 093, Maharashtra **Tel No.:** +91 22 6263 8200 **Fax:** +91 22 6263 8299 **E-Mail:** ipo@bigshareonline.com **Investor Grievance Email:** investor@bigshareonline.com **Website:** www.bigshareonline.com **Contact Person:** Mr. Asif Sayyed **SEBI Reg. No.:** INR000001385 **CIN:** U99999MH1994PTC076534

ISSUE PROGRAMME

ISSUE OPENS ON: [●]	ISSUE CLOSES ON: [●]

DRAFT RED HERRING PROSPECTUS
Dated: September 29, 2026
Please read section 26 and 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Issue
the Companies Act, 2013
Fixed Price Issue

ROONGTA ENTERTAINMENT LIMITED
CIN: U74940GJ2018PLC105312
Incorporated on November 27, 2018 at Surat

Our Company was originally incorporated as "Roongta Entertainment Private Limited", under the provisions of the Companies Act, 2013, pursuant to a certificate of incorporation dated November 27, 2018 issued by the Registrar of Companies, Central Registration Centre. Subsequently, pursuant to a Special Resolution passed in the Extra-Ordinary General Meeting held on November 25, 2024 our Company was converted into Public Limited Company and a Fresh Certificate of Incorporation consequent to conversion to public company was issued in the name of "Roongta Entertainment Limited" on February 28, 2025 by the Registrar of Companies, Central Registration Centre. The Corporate Identification Number of our Company is U74940GJ2018PLC105312. For further details, please refer the chapter titled *"History and Certain Corporate Matters"* beginning on page[.] of this Draft Red Herring Prospectus.

Registered office: 4th Floor, Roongta Shopping Center, VIP Road, Surat-395007, Gujarat, India
Tel No.: +91 6358304280; **Website:** www.rcinemas.in ; **E-Mail:** accounts.surat@rcinemas.in
Contact Person: Vibha Khandelwal, Company Secretary and Compliance Officer

PROMOTER OF THE COMPANY: ANKUR ROONGTA

THE ISSUE

INITIAL PUBLIC ISSUE OF UPTO 18,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF ROONGTA ENTERTAINMENT LIMITED ("REL" OR "ROONGTA" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A ISSUE PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF₹ [●] PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ [●] ("THE ISSUE"), OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹10/- EACH AT A ISSUE PRICE OF ₹[●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹[●] 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 [●] EQUITY SHARES OF FACE VALUE OF ₹10/- EACH AT A PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING TO [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE NO. 210 OF THIS DRAFT RED HERRING PROSPECTUS.THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER AND [●](A WIDELY CIRCULATED GUJARATI NATIONAL DAILY NEWSPAPER) 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 NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE EMERGE") FOR THE PURPOSES OF UPLOADING ON THEIR 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 three Working Days, 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.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH AND THE ISSUE PRICE IS [●] TIMES OF THE FACE VALUE

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 (the "SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253(1) and 253(2) of the SEBI ICDR Regulations read with SEBI ICDR (Amendment) Regulations, 2025, wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"). Further, 5.00% 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. However, if the aggregate demand from Mutual Funds is less than 5.00% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, the SEBI ICDR Regulations read with SEBI ICDR (Amendment) Regulations, 2025, states that not less than 35% of the Net Issue shall be available for allocation to Individual Investors who apply for minimum application size. Not less than 15% of the Net Issue shall be available for allocation to Non-Institutional Investors, of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹10 lakh, and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹10 lakh, and under-subscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Bidders in the other sub-category of the Non-Institutional Portion. Subject to the availability of shares in the Non-Institutional Investors category, the allotment to each Non-Institutional Investor shall not be less than the minimum application size in the Non-Institutional Category, and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR (Amendment) Regulations, 2025. All Potential Bidders are required to participate in the Issue by mandatorily utilising 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, please refer to the chapter titled "Issue Procedure" on page 247 of this Draft Red Herring Prospectus.

All potential investors shall participate in the Issue through an Application Supported by Blocked Amount ("**ASBA**") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") for the same. For details in this regard, specific attention is invited to "**Issue Procedure**" on page 247 of this Draft Red Herring Prospectus. A copy of Red Herring Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013.

RISK IN RELATION TO THE FIRST ISSUE

This being the first Public Issue of our Company, there has been no formal market for the securities of our Company. The face value of the shares is ₹10/- per Equity Shares and the Issue price is [●] times of the face value. The 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 our Equity Shares by way of the Book Building Process as stated under chapter titled "***Basis for Issue Price***" on page 88 of this Draft Red Herring Prospectus) 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 or sustained trading in the equity shares of our Company 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 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 Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific

attention of the investors is invited to the section titled "Risk Factors" beginning on page no.21 of this Draft Red Herring Prospectus.

ISSUER's ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft 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 Draft 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 the Draft Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("NSE Emerge"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In Principal Approval Letter dated [●] from National Stock Exchange of India Limited (NSE) for using its name in this offer document for listing of 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 the National Stock Exchange of India Limited ("NSE Emerge"). A copy of the Red Herring Prospectus and Prospectus shall be filed with the RoC in accordance under Section 26(4) and Section 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Issue Closing Date, see "***Material Contracts and Documents for Inspection***" on page 293 of this Draft Red Herring Prospectus.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
INTERACTIVE FINANCIAL SERVICES LIMITED **Address:** Office No. 508, Fifth Floor, Priviera, Nehru Nagar, Ahmedabad – 380 015, Gujarat, India **Tel No.:** 079 4908 8019 **(M)** +91-9898055647 **Web Site :** www.ifinservices.in **Email** : mbd@ifinservices.in **Investor Grievance Email:** info@ifinservices.in **Contact Person:** Pradip Sandhir **SEBI Reg. No.:** INM000012856	**BIGSHARE SERVICES PRIVATE LIMITED** **ADDRESS:** Office No S6-2, 6th Floor Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai- 400 093, Maharashtra **Tel No.:** +91 22 6263 8200 **Fax:** +91 22 6263 8299 **E-Mail:** ipo@bigshareonline.com **Investor Grievance Email:** investor@bigshareonline.com **Website:** www.bigshareonline.com **Contact Person:** Mr. Asif Sayyed **SEBI Reg. No.:** INR000001385 **CIN:** U99999MH1994PTC076534

ISSUE PROGRAMME

ISSUE OPENS ON: [●]	ISSUE CLOSES ON: [●]

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulations, rules, guidelines or policies shall be to such legislation, act, regulations, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any sub-ordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Red Herring Prospectus, but not defined herein shall have the meaning ascribed to such terms under SEBI ICDR Regulations, 2018, the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made there under.

Notwithstanding the foregoing, the terms not defined but used in the chapters titled "Statement of Tax Benefits", "Restated Financial Statements", "Outstanding Litigation and Material Developments" and section titled "Main Provisions of Articles of Association" beginning on page no. 85, 156, 203 and 279 respectively, shall have the meanings ascribed to such terms in the respective sections.

GENERAL TERMS

Term	Description
"REL", "Roongta", "our Company", "the Issuer", "the Issuer Company", "we", "us", "our"	Roongta Entertainment Limited, a public limited company incorporated in India under the Companies Act, 2013 having its registered office at 4th Floor, Roongta Shopping Center, VIP Road, Surat, Gujarat – 395007, India.
Our Promoter	Ankur Roongta
Promoters' Group	Companies, individuals and entities (other than companies) as defined under Regulation 2 sub-regulation (pp) of the SEBI ICDR Regulations, 2018.
"you", "your" or "yours"	Prospective Investors in this Issue.

COMPANY RELATED TERMS

Term	Description
Articles / Articles of Association/AOA	Articles of Association of our Company as amended from time to time.
Audit Committee	Audit Committee of our Company constituted in accordance with Section 177 of the Companies Act, 2013 and as described in the chapter titled "Our Management" beginning on page 145 of this Draft Red Herring Prospectus.
Auditor of our Company	The Statutory Auditors of our Company, being M/s. H T K S & CO (FRN.: 111032W), Chartered accountants.
Associate Companies	A body corporate in which our company has a significant influence and includes a joint venture company.
Act or Companies Act	The Companies Act, 1956 and/ or the Companies Act, 2013, as amended from time to time.
Board of Directors / Board / BOD	The Board of Directors of Roongta Entertainment Limited including all duly constituted committee (s) thereof.
Chief Financial Officer (CFO)	The Chief Financial officer of our Company, being Ravindra Parakh.
Chief Executive Officer (CEO)	The Chief Executive Officer of our company, being Sanjay Kumar.
CIN	Corporate Identification Number of our Company i.e., U74940GJ2018PLC105312.
Company Secretary and Compliance Officer (CS)	The Company Secretary and Compliance Officer of our Company, being Vibha Khandelwal.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Director Identification Number
Director(s)	Director(s) of Roongta Entertainment Limited unless otherwise specified.
Equity Shares	Equity Shares of our Company of face value of ₹10/- each unless otherwise specified in the context thereof.

Term	Description
Equity Shareholders	Persons / Entities holding Equity Shares of Our Company.
Fresh Issue	The fresh issue of up to 18,00,000 Equity Shares of Face Value of Rs. 10 each at ₹ [●] (including premium of ₹ [●]) per Equity Share aggregating to ₹ [●] Lacs to be issued by our Company as part of the Offer, in terms of the Draft Red Herring Prospectus.
Group Companies	Companies (other than our Corporate Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed in "Financial Information of Our Group Companies" on page 218 of this Draft Red Herring Prospectus.
Independent Director	Independent directors on the Board, and eligible to be appointed as an independent director under the provisions of Companies Act and SEBI Listing Regulations. For details of the Independent Directors, please refer to chapter titled "Our Management" beginning on page no. 139 of this Draft Red Herring Prospectus.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISIN	International Securities Identification Number INE1WXA01014.
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 no.139 of this Draft Red Herring Prospectus.
Materiality Policy	The Policy on identification of group companies, material creditors and material litigation, adopted by our Board on September 25, 2026 in accordance with the requirements of the SEBI ICDR Regulations as amended from time to time.
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 described in the chapter titled "Our Management" on page no. 145 of this Draft Red Herring Prospectus.
Non-Executive Director	A Director not being an Executive Director or an Independent Director.
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	4th Floor, Roongta Shopping Center, VIP Road, Surat, Gujarat – 395007, India.
Restated Financial Statements	The restated audited financial statements of our Company for the Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024 which comprises of the restated audited balance sheet, restated audited statement of profit and loss and the restated audited cash flow statement, together with the annexures and notes thereto disclosed in chapter titled "Restated Financial Statements" on page no. 156 of this Draft Red Herring Prospectus.
Peer Review Auditor	Independent Auditor having a valid Peer Review certificate in our case being M/s. H T K S & CO (FRN.: 111032W), Chartered accountants, Surat.
PLC	Public Limited Company
PTC	Private Limited Company
ROC / Registrar of Companies	Registrar of Companies, Gujarat at Ahmedabad.
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of the Board of Directors constituted as the Company's Stakeholder's Relationship Committee in accordance with Section 178(5) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and described in the chapter titled "Our Management" on page no. 139 of this Draft Red Herring Prospectus.

ISSUE RELATED TERMS

Terms	Description
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Draft Red Herring Prospectus.
Abridged Prospectus	Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form.

Terms	Description
Acknowledgement Slip	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company.
Application Lot	[●] Equity Shares and in multiples thereof subject to the minimum application size shall be two (2) lots per application.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus subject to the minimum application size shall be above ₹2 lakhs.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
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.
Allot / Allotment / Allotted /Allotment of Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.
ASBA Bid	A Bid made by an ASBA Bidder.
ASBA Form(s)	An application form, whether physical or electronic, used by ASBA Bidders Bidding through the ASBA process, which will be considered as the application for Allotment in terms of the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus.
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants.
Allottee	The successful applicant to whom the Equity Shares are being / have been issued.
Allotment Date	Date on which the Allotment is made.
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in the section “Issue Procedure - Basis of allotment” on page no. 271 of this Draft Red Herring Prospectus.
Bankers to our Company	Banker to our Company, Kotak Mahindra Bank Limited
Bankers to the Issue and Refund Banker	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Sponsor Bank and Public Issue Account Bank(s), as the case may be. In our case [●].
Business Day	Any day on which commercial banks are open for the business.
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.
Bid cum Application Form	The form in terms of which the Bidder shall make a Bid, including an ASBA Form, and which shall be considered as the application for the Allotment of Equity Shares pursuant to the terms of the Draft Red Herring Prospectus.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter, subject to the minimum application size shall be two (2) lots per application.
Bidder/ Applicants	Any prospective investor who makes a Bid pursuant to the terms of the Prospectus and the Bid cum Application Form and unless otherwise stated or implied.
Business Day	Monday to Friday (except public holidays).
Broker Centres	Broker Centres notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the websites of the EMERGE Platform of NSE (NSE EMERGE).
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue, in this case being Interactive Financial Services Limited.

Terms	Description
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cash Escrow and Sponsor Bank Agreement	Agreement dated [●] entered into by our Company, the Registrar to the Issue, the Book Running Lead Manager, and the Banker to the Issue for collection of the Bid Amounts, transfer of funds to the Public Issue Account and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof.
Collection Centres	Broker Centres notified by Stock Exchange where bidders can submit the Application Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the website of the NSE.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Application Forms at the Designated CDP Locations in terms of circular no.GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches/Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate Application Forms by the ASBA Bidders with the Registrar to the Issue and the Stock Exchange and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Demographic Details	The demographic details of the Applicant such as their address, PAN, occupation, bank account details and UPI ID (as applicable).
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 the Prospectus, following which the Board may Allot Equity Shares to successful Bidders in the Issue.
Designated Intermediaries	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 Market Maker	Aftertrade Broking Private Limited will act as the Market Maker and has agreed to receive or deliver 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 amendment to SEBI ICDR Regulations.
Designated Stock Exchange	EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE")
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
DP ID	Depository Participant's Identity Number.
Draft Red Herring Prospectus/ DRHP	This Draft Red Herring Prospectus dated September 29, 2026 filed with the EMERGE Platform of NSE (NSE EMERGE), prepared and issued by our Company in accordance with SEBI (ICDR) Regulations.
Draft Abridged Prospectus	The memorandum dated September 29, 2026 containing such salient features of this Draft Red Herring Prospectus as may be specified by SEBI in this regard.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible FPI(s)	FPIs from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Issue and in relation to whom the Application Form and the Prospectus constitute an invitation to subscribe to the Equity Shares.
Eligible NRI(s)	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this 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 Offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Offered thereby and who have opened demat accounts with SEBI registered qualified depositary participants.

Terms	Description
EPFO	Employees' Provident Fund Organisation.
EPF	Employees' Provident Fund.
ESIC	Employees' State Insurance Corporation.
Escrow Account	Account(s) to be opened with the Escrow Collection Bank(s) and in whose favour the Investors will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid.
Escrow Collection Bank(s)	The Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Escrow Account(s) will be opened, in this case being [●].
Engagement Letter	The engagement letter dated August 05, 2026 between our Company and the BRLM.
First Applicant	The Applicant whose name appears first in the Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Issue Price will be finalised and below which no Bids will be accepted.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1) (lll) of the SEBI ICDR Regulations.
Fresh Issue	Fresh issue of up to 18,00,000 Equity Shares by our Company aggregating up to [●] Lacs to be issued by our Company as part of the Offer, in terms of this Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus.
First Applicant	Applicant whose name appears first in the Application Form in case of a joint application form and whose name shall also appear as the first holder of the beneficiary account held in joint names or in any revisions thereof.
Foreign Portfolio Investor(s) / FPIs	Foreign Portfolio Investor as defined under SEBI FPI Regulations.
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any Issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
"General Information Document" or "GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI / HO / CFD / DIL1 / CIR / P / 2020 / 37 dated March 17, 2020 and the circular no. SEBI / HO / CFD / DIL2 / CIR / P / 2020 / 50 dated March 30, 2020, as amended by SEBI from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the Book Running Lead Manager.
Issue Agreement	The agreement dated September 24, 2026 amongst our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Opening Date	The date on which the Issue opens for subscription.
Issue Closing date	The date on which the Issue closes for subscription.
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 application.
IPO	Initial Public Offering.
Issue / Issue Size / Public Issue	The Public Issue of up to 18,00,000 Equity Shares of ₹10/- each at ₹ [●] per Equity Shares including Share Premium of ₹ [●] per Equity Share aggregating to ₹ [●] Lacs by Roongta Entertainment Limited.
Issue Price	The price at which the Equity Shares are being issued by our Company through this Draft Red Herring Prospectus.
Issue Proceeds	The proceeds from the Issue based on the total number of equity shares allotted under the issue.

Terms	Description
"Individual Bidder(s)" or "Individual Investor(s)" or "II(s)" or "IB(s)"	Individual Investors who apply minimum application size, which shall be two lots per application, such that the minimum application size shall be above ₹2 lakhs. (Including HUFs applying through their Karta) and Eligible NRIs.
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Agreement to be signed between our company and the Emerge Platform of NSE (NSE EMERGE).
Market Maker	The Market Maker to the Issue, in this case being Aftertrade Broking Private Limited.
Market Making Agreement	The Agreement entered into between the Market Maker and our Company dated September 24, 2026.
Market Maker Reservation Portion	The reserved portion of [●] Equity Shares of face value of ₹10.00/- each fully paid-up for cash at a price of ₹ [●] per Equity Share including a share premium of ₹ [●] per Equity Share aggregating to ₹ [●] Lacs for the Market Maker in this Issue.
Monitoring Agency agreement	As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above ₹50 crores.
Net Proceeds	Proceeds of the Offer that will be available to our Company, i.e., gross proceeds of the Fresh Issue, less Offer expenses to the extent applicable to the Fresh Issue.
NCLT	National Company Law Tribunal.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of up to [●] equity Shares of face value of ₹10 each fully paid for cash at a price of ₹ [●] per Equity Share (the "Issue Price"), including a share premium of ₹ [●] per equity share aggregating to ₹ [●].
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).
Non-Institutional Investor/ Non-Institutional Buyers (NII/NIB)	The portion of the Net Issue being not less than 15% of the Net Issue comprising of [●] Equity Shares which shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not less than ₹ 200.00 thousands to not more than ₹ 1,000.00 thousands and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1,000.00 thousands and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion.
Non-Individual Investor Portion including Qualified Institution Buyers (NRII)	The remaining portion of the Net Issue, after Individual Investor portion, being not more than 50% of the Net Issue which shall be available for allocation to NRIIs in accordance with the SEBI ICDR Regulations.
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details, please refer to chapter titled "Objects of the Issue" on page no. 68 of this Draft Red Herring Prospectus.
Other Investor	Investors other than Individual Investors. These include individual applicants other than individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Prospectus	The Prospectus, to be filed with the ROC containing, inter alia, the Issue opening and closing dates and other information.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
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

Terms	Description
	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 and the minimum Bid Lot for the Issue will be decided by our Company in consultation with the BRLM, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and Gujarati editions of the [●] daily newspaper [●] (a widely circulated Gujarati daily newspaper, Gujarati being the regional language of Gujarat, where our Registered Office is situated) at least two Working Days prior to the Bid/ Issue Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective website.
Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors.
Public Announcement	The Draft Red Herring Prospectus filed with NSE will be made public for comments, if any, for a period of at least twenty-one days from the date of filing the Draft Red Herring Prospectus, by hosting it on our Company's website, NSE Emerge website and Book Running Lead Manager's website.
Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors.
Qualified Institutional Buyers / QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Qualified Foreign Investors / QFIs	Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI.
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Refund through electronic transfer of funds	Refunds through NECS, NEFT, Direct credit, NACH or RTGS, as applicable.
Registered Brokers	Stock brokers registered with SEBI as trading members (except Syndicate/sub-Syndicate Members) who hold valid membership of NSE having right to trade in stocks listed on Stock Exchange and eligible to procure Application Forms in terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012.
Registrar / Registrar to the Issue	Registrar to the Issue being Bigshare Services Private Limited.
Registrar Agreement	The agreement dated September 24, 2026 among 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.
Revision Form	The form used by the Applicant, to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), QIB Applicant and Non-Institutional Applicant are not allowed to lower their Application Forms (in terms of quantity of Equity Shares or the Application Amount) at any stage. Individual Bidders who applies for minimum application size can revise their Application Forms during the Issue Period and withdraw their Application Forms until Issue Closing Date.
Red Herring Prospectus / RHP	The Red Herring Prospectus dated [●] 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.
Restated Financial Information/ Statements	The Restated Consolidated Financial Information of our Company, which comprises the Restated Statement of assets and liabilities, the Restated Statement of profit and loss, the Restated Statement of cash flows for the financial year ended March 31, 2026, 2025 and 2024 along with the summary statement of significant accounting

Terms	Description
	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.
SEBI SCORES	Securities and Exchange Board of India Complaints Redress System.
SEBI Master Circular	The SEBI Circular No. HO/49/14/14(2)2026-CFD-POD2/I/4518/2026 dated February 09, 2026.
Self-Certified Syndicate Bank(s)/ SCSBs	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers 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.
Sponsor Bank	The Banker to the Offer 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 Individual Bidders who applies for minimum application size into the UPI and carry out other responsibilities, in terms of the UPI Circulars.
Stock Exchange	National Stock Exchange of India Limited.
Sub Syndicate Member	A SEBI Registered member of National Stock Exchange of India Limited appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Issue.
Syndicate / Members of the Syndicate	Together, the BRLM and the Syndicate Members.
Syndicate Agreement	The agreement dated [●] entered into amongst our Company and the BRLM and the Syndicate Members, in relation to the collection of Bids in this Issue.
TRS / Transaction Registration Slip	The slip or document issued by the Designated Intermediary (only on demand), to the Applicant, as proof of registration of the Application Form.
Underwriter	The Underwriter to the Issue, in this case being Interactive Financial Services Limited.
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated September 24, 2026.
UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Bidders	Collectively, individual investors applying as (i) Individual Bidders in the Individual Portion, and (ii) Non- Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the websites of the stock exchange as eligible for such activity), and (iv) a registrar to an Issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, 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, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI

Terms	Description
	circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022 and any subsequent circulars or notifications issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the IIB (Individual investor Bidder) by way of a notification on the Mobile App and by way of a SMS directing the Individual Investor who applies minimum application size to such Mobile App) to the Individual Investor who applies minimum application size 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 an Individual Investors to make a Bid in the Offer in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.
WACA	Weighted average cost of acquisition.
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1) (lll) of the SEBI (ICDR) Regulations, 2018.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulation, working day means all days on which commercial banks in the city as specified in the Draft Red Herring Prospectus are open for business: - 1.However, in respect of announcement of price band and Issue Period, working day shall mean all days, excluding Saturday, Sundays and Public holidays, on which commercial banks in the city as notified in this Draft Red Herring Prospectus are open for business. 2.In respect to the time period between the Issue closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holiday in accordance with circular issued by SEBI.

TECHNICAL AND INDUSTRY RELATED TERMS

Term	Description
3D	Three Dimensional
AVGC	Animation, Visual Effects, Gaming and Comic
AWS	Amazon Web Services
BOGO	Buy One Get One
CCTV	Closed-circuit television
CDU	Cold Display Unit
EDC	Electronic Data Capture
F&B	food and beverage
GW	Gigawatts
HDU	Hot Display Unit
HR	Human Resource
HVAC	Heating, Ventilation, and Air Conditioning
IBDF	Indian Broadcasting and Digital Foundation
IBF	Indian Broadcasting Foundation
IIP	Index of Industrial Production
IPA	Indian Ports Association
IT	Information Technology
MG	Minimum guarantee
NCoE	National Centre of Excellence
NCS	National Career Service
NeGD	National e-Governance Division

Term	Description
NICDP	National Industrial Corridor Development Programme
OTT	Over The Top
PLI	Production Linked Incentive
PMI	Purchasing Managers' Index
POS	Point of sell
RDI	Research, Development and Innovation
SRB	Self-regulatory body
UPS	Uninterruptible Power Supply
VFX	Visual Effects
VPF	virtual print fee

CONVENTIONAL TERMS AND ABBREVIATIONS

Term	Description
A/c	Account
Act or Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI under SEBI AIF Regulations
AGM	Annual General Meeting
AO	Assessing Officer
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year
BG	Bank Guarantee
Bn	Billion
BHIM	Bharat Interface for Money
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
CDSL	Central Depository Services (India) Limited
CARO	Companies (Auditor's Report) Order, 2020, as amended
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CRAR	Capital to Risk Asset Ratio
CRR	Cash Reserve Ratio
CSR	Corporate Social Responsibility
CGST	Central Goods & Services Tax
Demat	Dematerialised
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended from time to time
DIN	Director Identification Number
DP/ Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
DP ID	Depository Participant's Identification
EBIDTA	Earnings Before Interest, Tax, Depreciation, and Amortization
ECS	Electronic Clearing System
EoGM	Extra-ordinary General Meeting
EPS	Earnings Per Share i.e., profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year
Financial Year/ Fiscal Year/ FY	The period of twelve months ended March 31 of that particular year

Term	Description
FDI	Foreign Direct Investment
FDR	Fixed Deposit Receipt
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended
FIs	Financial Institutions
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov/ Government/GoI	Government of India
GST	Goods and Services Tax
GSTIN	GST Identification Number
HUF	Hindu Undivided Family
IGST	Integrated Goods and Services Tax
IFRS	International Financial Reporting Standard
IMPS	Immediate Payment Service
ICSI	Institute of Company Secretaries of India
ICAI	Institute of Chartered Accountants of India
IBEF	India Brand Equity Foundation
Indian GAAP	Generally Accepted Accounting Principles in India
I.T. Act	Income Tax Act, 1961, as amended from time to time
ITAT	Income Tax Appellate Tribunal
INR/ Rs. / Rupees / ₹	Indian Rupees, the legal currency of the Republic of India
IPO	Initial Public Offering
KYC	Know your customer
Ltd.	Limited
Pvt. Ltd.	Private Limited
MCA	Ministry of Corporate Affairs
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
MOF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
MSME	Micro, Small and Medium Enterprises
NA	Not Applicable
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NR	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio

Term	Description
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SAT	Securities Appellate Tribunal
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SCSBs	Self-Certified Syndicate Banks
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time
Sec.	Section
Securities Act	The U.S. Securities Act of 1933, as amended
S&P BSE SENSEX	S&P Bombay Stock Exchange Sensitive Index
SEZ	Special Economic Zones
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 of India
Stock Exchanges	Unless the context requires otherwise, refers to, the NSE SME
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TDS	Tax Deducted at Source
TIN	Taxpayer Identification Number
TRS	Transaction Registration Slip
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America
VCFs	Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations. In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.
YoY	Year on Year

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 279, 85, 88, 120, 203 and 244 respectively of this Draft Red Herring Prospectus, will have the meaning as described to such terms in these respective sections.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references to "India" contained in this Draft Red Herring Prospectus are the Republic of India.

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

Financial Data

Unless stated otherwise, the financial data in this Draft Red Herring Prospectus is derived from our audited financial statements for the financial years ended on March 31, 2026, March 31, 2025 and March 31, 2024, prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP which are included in this Draft Red Herring Prospectus, and set out in the section titled 'Restated Financial Information' beginning on page no. 156 of this Draft Red Herring Prospectus. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year are to the twelve-month period ended March 31 of that year. In this Draft Red Herring Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Draft Red Herring Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the sections / chapters titled 'Risk Factors', 'Business Overview' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' beginning on page no. 16, 95 and 193 respectively of this Draft Red Herring Prospectus and elsewhere in this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP.

Industry and Market Data

Unless stated otherwise, industry data used throughout this Draft Red Herring Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry 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 are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified.

Further, the extent to which the industry and market data presented in this Draft 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 we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

Currency and units of presentation

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to;

- 'Rupees' or '₹' or 'Rs.' or 'INR' are to Indian rupees, the official currency of the Republic of India.
- 'US Dollars' or 'US$' or 'USD' or '$' are to United States Dollars, the official currency of the United States of America, EURO or "€" are Euro currency,

All references to the word 'Lakh' or 'Lac', means 'One hundred thousand' and the word 'Million' means 'Ten Lakhs and the word 'Crore' means 'Ten Million' and the word 'Billion' means 'One thousand Million'.

FORWARD LOOKING STATEMENTS

This Draft 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.

All statements contained in this Draft Red Herring Prospectus that are not statements of historical facts constitute 'forward-looking statements. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. These forward-looking statements and any other projections contained in this Draft Red Herring Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Competition from existing and new entities may adversely affect our revenues and profitability;
- Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business may get affected to some extent.
- Our business and financial performance is particularly based on market demand and supply of our products;
- The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- Any downgrading of India's debt rating by a domestic or international rating agency could have a negative impact on our business and investment returns;
- Changes in Government Policies and political situation in India may have an adverse impact on the business and operations of our Company;
- The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.
- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Inability to identify or effectively respond to customer needs, expectations or trends in a timely manner;

For further discussion of factors that could cause the actual results to differ from the expectations, see the sections "Risk Factors", "Business Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page no.16, 95 and 193 of this Draft Red Herring Prospectus, respectively. 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.

Forward-looking statements reflect the current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on the management's beliefs and assumptions, which in turn are based on currently available information. Although our Company believes 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. None of our Company, the Directors, the BRLM, or 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. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

SECTION II – RISK FACTORS

Investment in the Equity Shares involves a high degree of risk. You should carefully consider all of the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below and the Financial Statements incorporated in this Draft Red Herring Prospectus, before making an investment in the Equity Shares of our Company. Any potential investor in, and subscribers of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment which in some material respects may be different from that which prevails in other countries. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the risks involved. If any or some combination of the following risks occur or if any of the risks that are currently not known or deemed to be not relevant or material now, actually occur, our business, prospects, financial condition and results of operations could suffer, the trading price of the Equity Shares could decline, and you may lose all or part of your investment. For further details, please refer to chapters titled "Business Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 95 and 193, respectively of this Draft Red Herring Prospectus, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. If our business, results of operations or financial condition suffer, the price of the Equity Shares and the value of your investments therein could decline.

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

- *Some risks may not be material at present but may have a material impact in the near future.*
- *Some risks may not be material individually but may be found material when considered collectively*
- *Some risks may have material impact qualitatively and not quantitatively and vice-versa*

We have described the risks and uncertainties that our management believes are material, but these risks and uncertainties may not be the only ones we face. Additional risks and uncertainties, including those we are not aware of, or deem immaterial or irrelevant, may also result in decreased revenues, increased expenses or other events that could result in a decline in the value of the Equity Shares and may also have an adverse effect on our business. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implication of any of the risks described in this section. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in the Equity Shares.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks 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 elsewhere in this Draft Red Herring Prospectus. For further details, please refer to chapter titled "Forward-Looking Statements" beginning on page 15 *of this Draft Red Herring Prospectus.*

Unless otherwise indicated, all financial information included herein are based on our Financial Statements. Please refer to the section titled "Restated Financial Statements" beginning on page no. 156 *of this Draft Red Herring Prospectus.*

INTERNAL RISK FACTORS:

1. **Our dependence on our Film Exhibition Agreement with August Entertainment and the absence of similar arrangements with other film distributors may result in disruption to our cinema operations if August Entertainment ceases or is unable to provide films to us. Further, the agreement has not been executed on appropriate stamp paper, which may expose us to additional costs and risks relating to its enforceability and evidentiary value.**

We have entered into a Film Exhibition Agreement with August Entertainment for the exhibition of cinematographic films at our theatres. As of the date of this Draft Red Herring Prospectus, we do not have similar arrangements with other film distributors for the films covered under our arrangement with August Entertainment. Accordingly, our ability to exhibit films under the terms of our arrangement with August Entertainment is dependent, in part, on the continued availability of films and services from August Entertainment.

If August Entertainment ceases, delays or otherwise becomes unable to provide films to us, or if our arrangement with August Entertainment is terminated, not renewed or otherwise modified, we may be required to identify and enter into arrangements with alternative film distributors or content providers. There can be no assurance that we will be able to identify suitable alternative distributors or enter into arrangements with them on commercially acceptable terms or within a reasonable period. Any delay in securing alternative sources of film content could result in reduced availability of films

at our theatres, lower audience footfalls and revenues, and temporary disruption to the operations of one or more of our theatres. We may also incur additional costs in negotiating and entering into arrangements with alternative distributors and in securing film content.

Further, our Film Exhibition Agreement with August Entertainment has not been executed on appropriate stamp paper in accordance with applicable stamp laws. Although the parties have agreed to and acted upon the terms of the agreement, there can be no assurance that no stamp duty, interest, penalty or other amounts will become payable in respect of the agreement or that no dispute concerning its validity, enforceability or evidentiary value will arise. In the event of any dispute under or in connection with the agreement, the manner in which the agreement may be relied upon or admitted as evidence may be subject to applicable stamping requirements, including payment of applicable stamp duty, interest and/or penalties, as may be determined by the relevant authority.

Any termination, non-renewal, interruption or adverse modification of our arrangement with August Entertainment, our inability to obtain film content from alternative distributors in a timely manner or on commercially acceptable terms, or any dispute relating to the stamping, validity, enforceability or evidentiary value of the agreement, could adversely affect our theatre operations and may result in temporary disruption of our business. Any of the foregoing may adversely affect our business, financial condition, cash flows and results of operations. We have not experienced any such incident in the past.

For further details relating to our Film Exhibition Agreement with August Entertainment, see **"Business Overview"** on page 95 of this Draft Red Herring Prospectus.

2. Our business and operations are substantially dependent on the continued services, experience and knowledge of our Chief Executive Officer, Mr. Sanjay Kumar, and any loss of his services or failure to successfully transition his responsibilities may adversely affect our business, financial condition, cash flows and results of operations.

Our Company is substantially dependent on the continued services, experience, knowledge and managerial capabilities of our Chief Executive Officer, Mr. Sanjay Kumar, who is presently responsible for overseeing and managing our business and operations. As on the date of this Draft Red Herring Prospectus, a significant part of the Company's managerial, operational is concentrated with Mr. Sanjay Kumar, and he is presently involved in overseeing various aspects of our business, including cinema operations, theatre management, marketing, business operations, strategic decision-making and other day-to-day operational matters.

Mr. Sanjay Kumar has over 16 years of professional experience in the entertainment and hospitality sector, with experience in cinema operations, theatre management, marketing and business operations. He commenced his career with PVR Limited and subsequently worked with various companies in the cinema exhibition and entertainment sector, including M2K Leisure Private Limited, Cinemax India Limited, O.S.R. Cinemas Private Limited and Miraj Entertainment Limited. He has also served as Senior Marketing Manager at WOG Technologies Pte. Ltd., Thailand. During his tenure with Miraj Entertainment Limited from September 2017 to September 2023, he served as General Manager (Operations) and was involved in cinema operations and management. He joined our Company in September 2023 as Vice President (Operations) and was appointed as the Chief Executive Officer in April 2026.

Given his experience in the cinema exhibition and entertainment sector and his familiarity with our business and operations, the Company is presently dependent to a significant extent on his knowledge, experience, relationships and understanding of our business. As on the date of this Draft Red Herring Prospectus, we have a relatively high degree of dependence on Mr. Sanjay Kumar for the supervision and management of our business and operations, and there may be limited or distribution of such knowledge and decision-making responsibilities across our management team.

The loss of the services of Mr. Sanjay Kumar, whether due to resignation, termination, incapacity, death, or any other reason, or any prolonged absence from the Company, could adversely affect our ability to manage our business and operations. Further, if Mr. Sanjay Kumar ceases to be associated with us, there can be no assurance that we will be able to identify, recruit and retain a suitable replacement with comparable experience and expertise within a reasonable period or on terms acceptable to us. Any transition in his responsibilities may also result in disruption to our operations, delays in decision-making, increased management costs and/or diversion of management time and resources.

In addition, our future growth and ability to effectively manage our expanding operations will depend, in part, on our ability to strengthen our management team and reduce our dependence on any individual member of management. We may face challenges in attracting, recruiting, retaining and developing suitably qualified and experienced personnel in the cinema exhibition and entertainment industry. Any failure to successfully transition responsibilities or strengthen our management team could adversely affect our business, financial condition, cash flows, results of operations and prospects.

3. Our food and beverage operations are subject to risks relating to food safety, quality, regulatory compliance and dependence on third-party suppliers, which may adversely affect our business, reputation, financial condition and results of operations.

Food and beverage operations form an integral part of our cinema exhibition business and contribute to our revenues. We procure food and beverage products from various third-party vendors, while certain food products are prepared in-house. Any failure to maintain appropriate standards of food quality, hygiene and safety, including any contamination, spoilage or other food-related incident, could result in customer complaints, claims, regulatory action, penalties and adverse publicity, and may adversely affect our reputation, customer footfall and revenues.

Our food and beverage operations are also dependent on the availability and timely supply of products from third-party vendors and beverage suppliers. Any disruption in supply, increase in procurement costs, inability of suppliers to meet our quality or quantity requirements, or termination or non-renewal of arrangements with key suppliers could adversely affect our operations and margins.

Further, pursuant to our agreement with Beverages suppliers dated March 1, 2024, valid until March 31, 2027, certain beverage coolers and dispensing machines provided to us are required to be used exclusively for storing, displaying and dispensing products manufactured and/or distributed. Any termination, non-renewal or material modification of such arrangement, or any disruption in the supply of such products, could affect the availability and sale of certain beverages at our cinema theatres.

Our food and beverage operations are also subject to applicable laws and regulations relating to food safety, hygiene, licensing, storage, preparation and sale of food and beverages. Any failure by us or our vendors to comply with such requirements could result in penalties, suspension or interruption of operations, claims or other regulatory actions.

Any of the foregoing events could adversely affect our reputation, customer experience, revenues, profitability, financial condition and results of operations. For further details relating to our food and beverage operations, including our procurement arrangements and arrangements with beverage suppliers, see **"Business – Food and Beverage Operations"** on page 95 of this Draft Red Herring Prospectus.

4. Certain of our material agreements have not been executed on appropriate stamp paper, which may expose us to additional costs, disputes and risks relating to their enforceability and evidentiary value.

In the ordinary course of our business, we enter into various agreements with content providers, service providers, suppliers and other counterparties. Certain of our material agreements have been executed on the letterheads of the respective parties and have not been executed on appropriate stamp paper in accordance with applicable stamp laws. Although the respective parties have agreed to the terms of such agreements and have acted upon the arrangements contemplated thereunder, the absence of execution on appropriate stamp paper may require payment of applicable stamp duty, interest and/or penalties and may affect the manner in which such agreements may be relied upon or admitted as evidence in legal proceedings, subject to applicable law.

For instance, our Content Supply and Services Agreement with Qube Cinema Technologies Private Limited dated March 28, 2025, for the supply, management and delivery of digital cinema content and related services across our theatres, has been executed on the letterhead of the respective parties and has not been executed on appropriate stamp paper. Similarly, our Film Exhibition Agreement with August Entertainment, relating to the exhibition of cinematographic films at our theatres, has not been executed on stamp paper. Although we have agreed to and acted upon the terms of these agreements, there can be no assurance that no stamp duty, interest, penalty or other amounts will become payable in respect of such agreements or that no dispute concerning their validity, enforceability or evidentiary value will arise.

In the event of any dispute arising under or in connection with such agreements, the admissibility or enforceability of the relevant agreement before a court or other competent authority may be subject to applicable stamping requirements, including payment of applicable stamp duty, interest and/or penalties, as may be determined by the relevant authority. Any requirement to comply with such stamping requirements may result in additional costs and/or delays in establishing or enforcing our contractual rights and obligations.

Further, any dispute regarding the validity, enforceability or evidentiary value of such agreements, or any adverse development, termination or non-renewal of our material contractual arrangements, could affect our ability to procure the content, services or other arrangements covered under such agreements and may result in disruption to our business operations.

Any of the foregoing may adversely affect our business, financial condition, cash flows and results of operations. For further details relating to our material agreements, including our agreements with Qube Cinema Technologies Private Limited and August Entertainment, see "Business Overview" on page 95 of this Draft Red Herring Prospectus.

5. Our investment in film rights may not be fully recoverable, which may adversely affect our financial condition and profitability.

Our Company has acquired rights in relation to a motion picture, including the right to exhibit the motion picture. The motion picture has already been released theatrically; however, the revenues generated from its theatrical release have not been at the levels initially anticipated. As on the date of this Draft Red Herring Prospectus, the Company continues to hold certain rights in relation to the motion picture, including music and other exploitation rights. The carrying value of the rights in the books of the Company is approximately ₹600.00 lakhs.

The ability of the Company to recover the carrying value of such rights is dependent, among other factors, on the future monetisation of the remaining rights, including music, digital, satellite, overseas, ancillary and other exploitation rights, as applicable, as well as the demand for and commercial potential of the motion picture. There can be no assurance that the Company will be able to monetise these rights at values sufficient to recover their carrying value or that the future revenues from such rights will be in line with the Company's expectations.

If the future realisable value of the rights is lower than their carrying value, the Company may be required to recognise an impairment loss, write-down or other adjustment, as applicable under the relevant accounting framework. Such impairment or write-down could adversely affect our reported profitability, net worth and financial position. Further, if the Company is unable to generate sufficient revenues from the remaining rights, it may result in a loss of a substantial portion or the entirety of the capital invested in such rights.

The commercial performance of the motion picture and the value of its remaining rights are subject to several factors beyond our control, including audience demand, competition from other content, changes in consumer viewing preferences, availability and popularity of alternative entertainment content, performance of digital and other distribution platforms, licensing terms and prevailing market conditions. Accordingly, the historical performance of the motion picture does not necessarily provide an indication of the future revenues that may be generated from the remaining rights.

6. Our advertising and promotional activities are dependent on demand from advertisers and the continued availability and effectiveness of our advertising inventory, and any decline in advertising demand or inability to monetise our advertising spaces may adversely affect our business, financial condition and results of operations.

Our cinemas provide advertising opportunities to brands through on-screen advertising, including pre-show commercials and trailers, as well as off-screen branding, including lobby displays, standees and other ambient media, interactive digital displays and customised brand integrations. Our ability to generate revenue and other commercial benefits from these advertising opportunities depends on, among other factors, demand from advertisers, audience footfalls at our theatres, the attractiveness and visibility of our advertising inventory, prevailing advertising budgets and expenditure, and our ability to maintain relationships with advertising agencies and brands.

There can be no assurance that we will be able to maintain or increase the utilisation of our advertising inventory or that advertisers will continue to allocate their advertising expenditure to cinema advertising. A decline in advertising expenditure, changes in advertiser preferences, changes in consumer behaviour or increased competition from other advertising platforms, including digital and online media, may adversely affect demand for our advertising inventory and our ability to generate revenue from such activities.

We have also entered into barter arrangements with advertising agencies and other counterparties pursuant to which advertising and promotional services are exchanged. Pursuant to the barter arrangement dated January 5, 2026, we have agreed to exchange advertising services, under which we will avail advertisement space and will utilise advertising space and promotional opportunities at our cinema properties. The services under this arrangement are proposed to be availed and accounted for on or before March 31, 2027. Such arrangements may involve the exchange of advertising inventory and services and may not result in immediate cash realisation for the Company. Further, there can be no assurance that all such arrangements will be utilised or completed within the agreed period or that the expected promotional benefits will be realised.

Our advertising activities also depend, in part, on the continued operation and availability of our cinema theatres and the effectiveness of our advertising inventory in reaching audiences. Any disruption in our theatre operations, reduction in audience footfalls or inability to provide agreed advertising opportunities could affect our ability to fulfil our obligations

under advertising or barter arrangements and may result in additional costs, disputes or loss of future business opportunities.

Any decline in demand for cinema advertising, inability to secure or retain advertisers, reduced utilisation of our advertising inventory, failure to realise the expected benefits from barter arrangements, or adverse changes in advertising expenditure and market conditions could adversely affect our business, financial condition, cash flows and results of operations.

7. Our proposed investment in Fizzyfox Entertainment Private Limited represents our entry into the entertainment and recreational business, which is a new line of business for us, and we may not have the experience or capabilities required to successfully operate or expand in this business.

Our Company is primarily engaged in the cinema exhibition business and operates cinema theatres across various locations. As part of our business strategy, we propose to utilise ₹1,396.00 lakhs from the Net Proceeds towards investment in Fizzyfox Entertainment Private Limited ("Fizzyfox"), comprising ₹1.00 lakh towards subscription to its equity share capital and ₹1,395.00 lakhs by way of an inter-corporate deposit carrying interest at 9% per annum. Fizzyfox holds a 51% interest in Playthopia Entertainment LLP ("Playthopia"), which is engaged in the entertainment and recreational business and operates an entertainment and recreational facility in Nashik, Maharashtra. For further details, see "Object of the Issue on page 68 of this Draft Red Herring Prospectus.

The proposed investment represents our entry into a business that is different from our existing cinema exhibition operations. We have limited experience in operating, managing or expanding an entertainment and recreational facility of the nature operated by Playthopia. The performance of this new business may depend on factors including customer demand, competition, operating costs, maintenance of recreational facilities and equipment, safety requirements, regulatory requirements and changes in consumer preferences. Our lack of prior experience in this line of business may affect our ability to identify and manage these risks effectively.

There can be no assurance that our proposed entry into the entertainment and recreational business will generate the expected returns or that the anticipated benefits from the investment will materialise. Any failure to successfully establish or derive benefits from this new line of business may adversely affect our business, financial condition, cash flows, results of operations and the value of our shareholders' investment.

8. A significant portion of the Net Proceeds will be utilised towards repayment and/or pre-payment of our existing borrowings, which will not result in any increase in our operating capacity or revenue-generating assets, and the anticipated benefits from such utilisation may not materialise.

We propose to utilise up to ₹700.00 lakhs from the Net Proceeds towards full or partial repayment and/or pre-payment of certain borrowings availed by our Company from Kotak Mahindra Bank Limited. As on August 31, 2026, the outstanding amount under the term loan and working capital facilities proposed to be repaid and/or pre-paid was ₹ 694.00 lakhs. For details, see "Objects of the Issue – Repayment of Loan" and "Financial Indebtedness" on pages 68 and 200, respectively, of this Draft Red Herring Prospectus.

The utilisation of the Net Proceeds towards repayment and/or pre-payment of borrowings will primarily reduce our outstanding debt and associated finance costs and will not directly contribute to the creation of any new revenue-generating assets or expansion of our operating capacity. Accordingly, the anticipated benefits from such utilisation, including reduction in finance costs, financial leverage and debt servicing obligations, may not result in a corresponding increase in our revenues or profitability.

Further, the actual amount outstanding at the time of utilisation of the Net Proceeds may differ from the amount stated in this Draft Red Herring Prospectus due to repayments made by us prior to such utilisation, additional drawdowns or changes in the outstanding amounts. In such circumstances, the Net Proceeds may be utilised towards repayment or pre-payment of other refinanced or additional facilities, subject to applicable laws and regulations. However, the aggregate amount utilised towards repayment and/or pre-payment of borrowings will not exceed ₹700.00 lakhs.

The proposed repayment and/or pre-payment may also involve applicable prepayment or other charges, which may reduce the immediate financial benefit arising from such utilisation. Further, notwithstanding the proposed reduction in our indebtedness, we may continue to require debt financing or other sources of funding for our working capital, operations and future expansion, and there can be no assurance that such financing will be available to us on acceptable terms.

Any failure to realise the anticipated reduction in finance costs or improvement in cash flows, or any requirement to incur additional borrowings in the future, may adversely affect our financial condition, cash flows, results of operations and financial flexibility.

9. Our proposed utilisation of ₹441.33 lakhs towards fit-out expenses for the proposed Gurugram cinema is dependent on our ability to secure and maintain the premises and complete the proposed fit-out within the estimated cost and timeframe; any delay, failure or adverse modification of the proposed rent/lease arrangement may adversely affect our ability to implement this Object of the Issue.

We propose to utilise ₹ 441.33 lakhs from the Net Proceeds towards fit-out expenses for setting up a new cinema hall at Gurugram, Haryana. The proposed expenditure includes civil and interior works, electrical and lighting works, air-conditioning, customer seating, projection and sound equipment, kitchen equipment, signage and other allied works required to make the proposed cinema operational. For details, see "Objects of the Issue – Fit-out Expenses for Gurugram Cine Project" on page 68 of this Draft Red Herring Prospectus.

Further, the quotations and proforma invoices considered for estimating the proposed expenditure have been obtained for cost estimation purposes only, and we have not placed orders or entered into definitive agreements with the proposed vendors. Accordingly, there can be no assurance that the equipment and other items will be procured from the same vendors or at the quoted prices. Any increase in procurement, installation, construction or other project costs may result in cost overruns, which may require us to fund the additional expenditure from our internal accruals or other available resources.

Any delay in securing the premises, completion of fit-out works, procurement of equipment or commencement of operations may result in the Net Proceeds remaining unutilised or being deployed for the Object over a longer period than anticipated. Further, any increase in project cost or inability to implement the proposed Gurugram cinema may adversely affect our expansion plans and our ability to achieve the anticipated increase in operating capacity and revenues.

Accordingly, there can be no assurance that we will be able to implement the proposed Gurugram cinema within the estimated cost or timeframe, or that the proposed cinema will commence operations as planned. Any failure or delay in implementation of this Object of the Issue may adversely affect our business, financial condition, cash flows, results of operations and prospects.

10. We have not placed any orders or entered into definitive agreements with the vendors for the equipment proposed to be procured from the Net Proceeds, and the actual cost and availability of such equipment may differ from the estimates considered for the Object of the Issue.

As part of the proposed utilisation of ₹441.33 lakhs towards the fit-out expenses for the proposed Gurugram cinema, we intend to procure various equipment, including projectors, sound systems, cinema seating, kitchen equipment, electrical and other allied equipment. For details, see "Objects of the Issue – Fit-out Expenses for Gurugram Cine Project" on page 68 of this Draft Red Herring Prospectus.

We have not placed any orders or entered into any definitive agreements, purchase orders or other binding arrangements with the vendors whose quotations and proforma invoices have been considered for estimating the cost of the proposed equipment. Accordingly, there can be no assurance that the proposed equipment will be procured from the same vendors or at the prices, specifications or commercial terms indicated in such quotations.

The actual procurement cost may vary due to changes in specifications, vendor negotiations, availability, taxes, freight, installation costs and prevailing market conditions. Any increase in the cost of procurement may result in cost overruns and require us to fund the additional expenditure from our internal accruals or other available resources. Further, any delay in finalising vendors or procuring the equipment may delay the completion of the proposed cinema and commencement of operations.

In the event that the proposed equipment is unavailable or cannot be procured on the estimated terms, we may be required to identify alternative vendors or equipment, which may result in additional costs or delays. Further, if the actual procurement cost is lower than the estimated amount, the balance amount may be required to be utilised for other eligible expenditure forming part of the relevant Object of the Issue, subject to applicable laws and the disclosures made in this Draft Red Herring Prospectus.

Accordingly, there can be no assurance that the proposed equipment will be procured at the estimated cost or within the anticipated timeframe, and any increase in costs, delay in procurement or inability to procure the proposed equipment

may adversely affect our ability to implement the proposed Gurugram cinema and, consequently, our business, financial condition, cash flows and results of operations.

11. Our operations are dependent on the availability of electricity supplied through the respective state electricity distribution networks, and any interruption in such supply or increase in electricity tariffs may adversely affect our business, financial condition and results of operations.

The operation of our cinema theatres is dependent on a continuous supply of electricity for digital projection systems, sound systems, air-conditioning and HVAC systems, lighting, food and beverage equipment, ticketing and point-of-sale systems, networking and other essential theatre infrastructure. We do not maintain independent power generation or dedicated backup power facilities at our cinema theatres and primarily depend on electricity supplied through the respective state electricity distribution networks.

Any interruption, failure, fluctuation or inadequate supply of electricity may disrupt our cinema screenings and other theatre operations. In such circumstances, the availability and operation of any backup power arrangements, if provided at the respective multiplex premises, would be dependent on the arrangements maintained by the respective owners or operators of such premises. We do not independently control such backup power arrangements and there can be no assurance that such arrangements, where available, will be adequate or operate effectively during any interruption or prolonged power outage.

A prolonged interruption in electricity supply may result in cancellation or postponement of movie screenings, disruption of food and beverage operations and other customer services, inconvenience to customers and potential loss of revenue. Further, fluctuations or interruptions in power supply may affect or damage certain equipment and may result in additional expenditure towards repairs, maintenance or replacement of equipment.

Electricity is also an important operating expense for our cinema theatres, particularly due to the requirement for air-conditioning and HVAC systems, projection and sound equipment, lighting and other theatre infrastructure. Any increase in electricity tariffs or other applicable charges may increase our operating costs. We may not be able to fully pass on such increased costs to customers due to competitive conditions, customer sensitivity to pricing and other factors.

Our dependence on external electricity supply and, where available, backup arrangements maintained by the respective premises owners limits our ability to independently control or mitigate the impact of power disruptions. Any prolonged disruption in electricity supply, inadequacy of available backup arrangements or significant increase in electricity tariffs may adversely affect our business, financial condition, cash flows, results of operations and prospects.

12. Certain certificates required for the operations of our cinema theatres at Adipur and Muzaffarnagar are held in the names of the respective developers and not in our name, and any withdrawal, invalidity or dispute relating to our right to use such certificates may adversely affect our operations.

Certain certificates and approvals required for the operation of our cinema theatre at Adipur are held in the name of Vinay Cine Complex ("Adipur Developer"), while certain certificates and approvals required for the operation of our cinema theatre at Muzaffarnagar are held in the name of ASJ Developers ("Muzaffarnagar Developer"), and not in the name of our Company. We have obtained no-objection certificates ("NOCs") from the respective Developers, authorising us to use such certificates for the purposes of operating our respective cinema theatres.

Our ability operation to rely upon such certificates and approvals is therefore dependent, in part, on the continued validity of such certificates and our ability to rely on the NOCs provided by the respective Developers. There can be no assurance that the respective Developers will continue to provide such cooperation or that such NOCs will remain valid, effective or sufficient for the entire period during which we operate the respective cinema theatres.

Further, if any such certificate or approval expires, is revoked, becomes invalid, is not renewed or is challenged by any authority or third party, or if the respective Developer withdraws or disputes the NOC or our right to use such certificate, we may be required to obtain fresh certificates or approvals in our own name. There can be no assurance that such certificates or approvals will be obtained within the required timeframe or on terms acceptable to us.

Any inability or delay in obtaining, renewing or continuing to rely upon the required certificates and approvals may result in disruption or suspension of operations at our Adipur or Muzaffarnagar cinema theatres, additional compliance costs or other regulatory consequences, which may adversely affect our business, financial condition, cash flows, results of operations and prospects.

13. Our business is dependent on film distributors and other content providers, and any disruption in the availability or timely release of films or deterioration in our relationships with them may adversely affect our business, financial condition and results of operations.

Our cinema exhibition business is dependent on our ability to obtain and exhibit cinematographic films from film producers, distributors and other content providers. The availability of films for exhibition at our theatres, their release schedules, the number of shows allocated to us, the period for which such films are available for exhibition and the commercial terms of exhibition are dependent on arrangements with such parties and may be affected by factors beyond our control.

The release and availability of films may be affected by postponement or cancellation of scheduled releases, changes in release calendars, production delays, disputes relating to distribution or exhibition rights, changes in distribution strategies, regulatory restrictions, performance of prior releases, or other industry-related factors. Any delay or reduction in the availability of films, particularly films that attract higher audience footfalls, may reduce the number of screenings that we are able to schedule and may adversely affect occupancy levels and revenue generated from our cinema operations.

We also depend on our relationships with film distributors and content providers for obtaining films on commercially acceptable terms. Any deterioration in our relationships with such parties, disputes regarding commercial terms, changes in revenue-sharing arrangements, increase in film rental or other content-related costs, termination or non-renewal of arrangements, or inability to enter into arrangements for the exhibition of films may restrict our access to certain films or affect the terms on which such films are exhibited at our theatres.

Further, the commercial performance of a film is inherently uncertain and is influenced by factors such as audience preferences, reviews, competition from other films, release timing, competing entertainment options and other factors. Even where we are able to obtain films for exhibition, there can be no assurance that such films will achieve the expected audience response or generate the anticipated ticket sales. Underperformance of films may result in lower occupancy levels and adversely affect our box office collections and related revenue streams, including food and beverage sales, advertising income, convenience fees, events and other ancillary revenues.

Our revenue from cinema exhibition is also linked to the number and timing of commercially successful film releases. Consequently, a period with fewer film releases, delays in the release of films, concentration of releases within particular periods or underperformance of films may result in fluctuations in our revenues and operating results between periods. In addition, any inability to maintain adequate content availability across our theatres may affect customer footfalls and our ability to utilise our available screens and seating capacity.

Any prolonged disruption in the supply or availability of films, adverse changes in our arrangements with film producers, distributors or other content providers, increase in content acquisition or exhibition costs, or inability to secure films on commercially acceptable terms may adversely affect our audience footfalls, occupancy levels, ticket revenues, food and beverage sales, advertising revenues and other ancillary revenues, and consequently our business, financial condition, cash flows and results of operations.

For further details regarding our arrangements with film producers, distributors and other content providers, see "Business Overview" on page 95 of this Draft Red Herring Prospectus.

14. Our operations are dependent on the continued availability of our cinema theatre premises under lease, licence or other occupancy arrangements, and any increase in rentals, non-renewal, termination or adverse modification of such arrangements may adversely affect our business.

Our cinema exhibition operations are dependent on our ability to occupy and operate our theatres from the premises secured by us under term sheet and leave & license arrangements. As of on date of filing this draft red herring proapectus, our operational theatres are located at Surat, Ghaziabad, Adipur, Muzaffarnagar and Hyderabad, and our rights to occupy these premises are governed by agreements entered into with the respective property owners and landlords. For details of the agreements governing our right to occupy the premises of our theatres, see "Business – Immovable Properties" on page 95 of the Draft Red Herring Prospectus.

Our occupancy arrangements are subject to specified tenures, renewal terms, rental or licence fee obligations, security deposits, common area maintenance charges, and other terms and conditions.

The continuation of our theatre operations at these locations are dependent on the continued validity and enforceability of these arrangements and our compliance with the terms thereof. Any non-renewal or non-extension upon expiry, termination, early termination, cancellation, material modification or adverse change in the terms of these arrangements,

or any dispute with landlords, licensors, property owners or other counterparties, could require us to relocate a theatre, temporarily suspend operations or discontinue operations at a particular location. We may also be required to incur additional expenditure towards rent, security deposits, brokerage, fit-outs, interiors, equipment installation, relocation and other costs if we are required to establish or operate a theatre from an alternative premises.

Further, rental payments, licence fees, common area maintenance charges, security deposits and other occupancy-related costs may increase upon renewal or pursuant to contractual escalation provisions or other arrangements with the relevant property owners or landlords. Any such increase may increase our operating costs and adversely affect our margins. In addition, the availability of suitable alternative premises in the same or comparable catchment area may be limited, and any relocation may result in loss of customers, disruption of operations, reduction in revenue and loss of goodwill associated with the existing location.

As our theatres are located at specific premises and our ability to operate each theatre is dependent on the continued availability of such premises, any material disruption to our occupancy arrangements, individually or in aggregate, could adversely affect our business, financial condition, cash flows and results of operations.

15. We face competition from multiplexes, single-screen cinemas, digital streaming platforms and other forms of entertainment, which may adversely affect our audience footfalls, occupancy levels and revenues

We operate in the cinema exhibition and entertainment industry, which is competitive and subject to changes in consumer preferences, content availability, pricing and technology. We compete with other multiplex operators, single-screen cinemas and other cinema exhibition businesses operating in the markets in which our theatres are located. We also compete indirectly with digital streaming platforms, television, online video platforms, social media, events and other forms of home-based and out-of-home entertainment that compete for consumers' time and discretionary entertainment expenditure.

Our ability to attract and retain customers is dependent, among other factors, on the availability and popularity of films, location and accessibility of our theatres, ticket pricing, quality of the viewing experience, screen and sound technology, seating, cleanliness, food and beverage offerings, customer service and promotional activities. Our competitors may have theatres in locations that are more accessible to customers, offer different pricing or promotional arrangements, operate a larger number of screens or provide different facilities and entertainment offerings. Any increase in competition in the markets in which we operate may require us to incur additional expenditure on marketing, customer engagement, technology, refurbishment or other initiatives.

The increasing availability and adoption of digital streaming platforms and other forms of home-based entertainment may also provide customers with alternatives to visiting cinema theatres. Changes in the timing of digital releases, content availability across streaming platforms, pricing of subscriptions and the convenience of accessing content from home may influence customers' decisions regarding cinema visits. In addition, changes in consumer preferences, disposable income, entertainment spending patterns or preferences for alternative forms of entertainment may affect audience footfalls at our theatres.

Competition may also affect our ability to maintain or increase ticket prices, food and beverage prices and other charges. If we reduce prices, offer discounts or promotional schemes in response to competitive conditions, our average revenue per customer may decrease. Conversely, if our prices are higher than those offered by competing cinemas or other entertainment alternatives, we may experience a reduction in customer footfalls or occupancy levels.

Further, our theatres may compete for the exhibition of films, particularly commercially successful or high-demand films. The availability of such films at competing theatres, the number of shows allocated to us and the release schedules of competing films may affect the number of customers visiting our theatres. The performance of our theatres may also vary depending on the location and competitive environment of each theatre.

Our competitors may also introduce new technologies, facilities, loyalty programmes, promotional arrangements, food and beverage offerings or other customer engagement initiatives. We may not be able to implement similar initiatives within the same timeframe or at comparable costs. Any inability to respond to changes in competitive conditions, customer preferences or technological developments may adversely affect our ability to attract customers and maintain occupancy levels.

A decline in audience footfalls or occupancy levels may have an impact beyond our ticketing revenues, as customers visiting our theatres also contribute to our food and beverage sales, advertising revenues, convenience fees, events and other ancillary revenues. Accordingly, increased competition or a shift in consumer spending towards alternative entertainment options may adversely affect our theatre utilisation, revenues, margins, cash flows, financial condition and results of operations.

For further details regarding the competitive environment in which we operate, see "Business Overview – Competition" on page 95 of this Draft Red Herring Prospectus.

16. Our Promoter, Mr. Ankur Roongta, and our Promoter Group member, Mr. Ankit Roongta, have experienced instances of delays and delinquency in repayment of their borrowings, which may adversely affect their creditworthiness and may have an adverse impact on our business, financial condition and results of operations.

Our Promoter, Mr. Ankur Roongta, and our Promoter Group member, Mr. Ankit Roongta, have experienced instances of delays and delinquency in repayment of their personal borrowings, as reflected in their respective credit information reports. Such instances relate to their personal financial obligations and do not relate to the borrowings of our Company.

Any future delay, default or adverse development in their personal borrowing arrangements may affect their creditworthiness and financial standing and may result in recovery or enforcement actions by lenders or other creditors. Such developments may also affect their ability to provide financial, managerial or strategic support to our Company, if required.

Further, any adverse perception arising from their credit history may affect the perception of lenders, financial institutions, film producers, distributors, content providers and other stakeholders towards our Company and its management, which may affect our ability to obtain financing or negotiate commercial arrangements on acceptable terms. While such instances do not relate to the borrowings of our Company, any future deterioration in the creditworthiness of Mr. Ankur Roongta or Mr. Ankit Roongta, or any enforcement action arising from their personal borrowings, may adversely affect our reputation, business, financial condition, cash flows and results of operations.

17. Our business is highly dependent on audience footfalls and occupancy levels at our cinema theatres, and any decline in audience footfalls or occupancy may adversely affect our revenues, cash flows and profitability.

Our cinema exhibition business is substantially dependent on the number of customers visiting our cinema theatres and the occupancy levels achieved across our screens. Revenue from film exhibition, food and beverages ("F&B"), advertising, convenience fees, events and promotional activities and other ancillary services is directly or indirectly dependent on audience footfalls and the utilisation of our available seating capacity. Accordingly, any decline in audience footfalls or occupancy levels may adversely affect our revenues and profitability.

Audience footfalls and occupancy levels may fluctuate significantly depending on the availability, timing and commercial performance of films, consumer preferences, competing entertainment options, ticket pricing, availability of films on digital streaming platforms, seasonality, local events, economic conditions, disposable income and other factors beyond our control. The performance of individual films is also difficult to predict, and a lack of commercially successful films or a period with fewer major film releases may result in lower occupancy levels.

Our ability to generate revenue from F&B and advertising is also linked to customer footfalls. Lower attendance at our theatres may result in reduced F&B revenue, advertising opportunities and other ancillary revenue. Therefore, a decline in occupancy may have a broader impact on our revenue than the corresponding reduction in ticket sales.

Our audience footfalls may also be affected by holidays, festivals, examination periods, weather conditions, local events and other factors that influence customers' willingness or ability to visit our theatres. In addition, the impact of such factors may differ across the locations in which we operate, resulting in variations in occupancy levels and revenues among our theatres.

Further, a significant portion of our theatre operating costs, including rentals, employee costs, maintenance expenses, electricity and utilities and other operating expenses, may continue to be incurred irrespective of the number of customers attending our theatres or the occupancy achieved. As a result, a decline in footfalls or occupancy levels may reduce our revenue without a corresponding reduction in our operating costs, which may adversely affect our operating margins and profitability.

Occupancy levels may also vary across our individual cinema locations depending on the local competitive environment, accessibility, customer preferences and availability of films. Accordingly, higher occupancy at certain theatres may not necessarily offset lower occupancy at other theatres.

Any prolonged or significant decline in audience footfalls or occupancy levels, or inability to increase utilisation of our available seating capacity, may adversely affect our ticketing revenues, F&B sales, advertising revenues and other

ancillary income, while reducing our operating leverage. This may adversely affect our business, financial condition, cash flows, results of operations and profitability.

18. Our cinema operations are subject to various statutory approvals, licences, registrations and permissions, and any failure to obtain, maintain or renew such approvals or comply with applicable requirements may adversely affect our business, financial condition and results of operations.

Our cinema theatres and related operations are subject to various statutory approvals, licences, registrations, permissions and certificates relating to, among other things, cinema operations, fire and life safety, building and premises, food and beverage operations, health and hygiene and local municipal requirements. Any delay in obtaining or renewing such approvals, failure to comply with applicable conditions or changes in regulatory requirements may result in additional costs, penalties or interruption of operations.

Our theatres and F&B operations may also be subject to inspections and compliance requirements by governmental and regulatory authorities. Any non-compliance by us or our vendors may result in notices, penalties, restrictions, suspension or cancellation of approvals or other regulatory action. Further, changes in applicable laws or regulatory requirements may require us to incur additional expenditure or modify our operations.

Any failure to obtain, maintain or renew required approvals or any regulatory action may adversely affect our audience footfalls, revenues, reputation, financial condition and results of operations.

19. Our cinema theatres are concentrated in certain geographic markets, and any adverse event affecting these markets may adversely affect our business, financial condition and results of operations

Our cinema theatres are located in Surat, Ghaziabad, Adipur, Muzaffarnagar and Hyderabad and, accordingly, our business and results of operations are exposed to spread of epidemic, economic, social, regulatory, competitive and other developments in these geographic markets. Any adverse change in local economic conditions, consumer spending, competition, accessibility, infrastructure, law and order, regulatory environment or other circumstances affecting these markets may adversely affect audience footfalls and occupancy levels at our theatres.

Our revenues from film exhibition, food and beverages, advertising and other ancillary activities are substantially dependent on customer footfalls at our theatres. Any local event, disruption in transportation or accessibility, adverse weather conditions, changes in consumer preferences, local competition or other circumstances affecting a particular market may result in a decline in customer footfalls and revenues from the affected theatre or theatres.

Further, any temporary or prolonged closure, disruption or operational restriction affecting one or more theatres in a particular geographic market may have a disproportionate impact on our overall revenues and results of operations. We may also incur additional costs to address location-specific issues or restore operations following any such disruption.

Our ability to mitigate the impact of adverse developments in any particular market is dependent on the performance of our theatres in other locations. We may not be able to rapidly diversify or expand our theatre presence into other geographic markets, and any failure to do so may increase our exposure to location-specific risks.

Any adverse development affecting the markets in which our theatres operate may therefore adversely affect our audience footfalls, occupancy levels, F&B sales, advertising revenues, financial condition, cash flows and results of operations.

20. Our cinema operations are dependent on the proper functioning of projection, sound, lighting, air-conditioning and other theatre equipment, and any breakdown, malfunction or increase in the cost of such equipment may adversely affect our business, financial condition and results of operations

Our cinema operations require the continuous functioning of various equipment, including projectors, sound systems, screens, lighting systems, air-conditioning systems, seating and other technical and operational equipment. Any breakdown, malfunction, technical failure, wear and tear or inadequate maintenance of such equipment may result in interruption or delay of movie screenings and other theatre operations.

Any such interruption may result in cancellation or postponement of shows, reduced theatre utilisation, customer inconvenience and loss of ticketing, food and beverage and other ancillary revenues. Equipment failure may also require us to incur additional expenditure towards repair, replacement, maintenance or procurement of alternative equipment. The time required to repair or replace such equipment may vary depending on the nature and availability of the equipment and spare parts, and we may not be able to restore operations within the expected timeframe.

Further, the cost of acquiring, installing, upgrading, repairing and maintaining cinema equipment may increase due to changes in technology, equipment prices, foreign exchange rates, availability of components, installation costs and other market factors. As we expand our theatre network and undertake fit-out of new cinema premises, including the proposed Gurugram cinema, we may be required to incur additional capital expenditure towards projection, sound, lighting, air-conditioning and other theatre equipment. Any increase in such costs may result in higher project or operating expenditure than currently estimated and may require us to fund such additional expenditure from internal accruals or other sources.

We may also be required to incur expenditure for replacement or upgradation of equipment from time to time to maintain operational requirements and keep pace with changes in cinema technology. Such expenditure may increase our operating or capital costs and may affect the funds available for other business requirements. Further, our ability to recover such additional costs through increases in ticket prices or other charges may be limited by market conditions, competition and customer demand.

Any prolonged equipment failure, inability to procure replacement equipment in a timely manner, or increase in equipment-related costs may adversely affect our theatre operations, customer footfalls, revenues, cash flows, financial condition and results of operations. For further details, please refer to the chapter titled **"Business Overview"** on page 95 of this Draft Red Herring Prospectus.

21. ***There have been certain instances of regulatory non-compliances or delays or errors in the past. We may be subject to regulatory actions and penalties for any such past or future non-compliance or delays or errors and our business, financial condition and reputation may be adversely affected.***

As a Company, we are required to file different event-based e-forms with the Ministry of Corporate Affairs ("MCA") under the applicable provisions of the Companies Act, 2013. There were certain instances of secretarial non compliances including delayed filing of different statutory e-forms inadvertently due to non-functionality of MCA or otherwise under the Companies Act, 2013 in our Company, such as

Sr. No.	Form	Date of Event	Due Date	Filling Date	Remarks
1.	INC-20A*	27/11/2018	26/05/2019	Challan Missing	We could not find the payment receipt of this form.
2.	ADT-1*	30/09/2024	14/10/2024	16/11/2024	There was delay of 33 days in filing. However, company has paid additional fees for such late filing.
3.	CFSS-2020			10/04/2021	Filled form for filling the DPT-3 as on 31.03.2020.
4.	DPT-3	31/03/2020	30/06/2020	30/09/2020	There was delay of 92 days in filling. The Company has filled the Form under CFSS-2020 scheme.
5.	DPT-3	31/03/2023	30/06/2023	31/07/2023	There was delay of 31 days in filling. However, company has paid additional fees for such late filing
6.	CHG-1*	30/01/2025	02/02/2025	Challan Missing	We could not find the payment receipt of this form.
7.	AOC-4*	09/10/2019	08/11/2019	Challan Missing	We could not find the payment receipt of this form.
8.	AOC-4*	31/12/2020	30/01/2021	Challan Missing	We could not find the payment receipt of this form.
9.	AOC-4*	30/11/2021	29/12/2021	Challan Missing	We could not find the payment receipt of this form.
10.	AOC-4	30/09/2022	29/10/2022	04/11/2022	There was delay of 6 days in filling. However, company has paid additional fees for such late filing
11.	AOC-4	30/09/2023	29/10/2023	15/02/2024	There was delay of 109 days in filling. However, company has paid additional fees for such late filing
12.	AOC-4	30/09/2024	29/10/2024	11/11/2024	There was delay of 13 days in filling. However, company has paid additional fees for such late filing

13.	AOC-4	30/09/2025	29/10/2025	03/12/2025	There was delay of 35 days in filling. However, company has paid additional fees for such late filing
14.	MGT-7*	09/10/2019	28/11/2019	Challan Missing	We could not find the payment receipt of this form.
15.	MGT-7*	31/12/2020	01/03/2021	Challan Missing	We could not find the payment receipt of this form.
16.	MGT-7A*	30/11/2021	29/01/2022	Challan Missing	We could not find the payment receipt of this form.
17.	MGT-7A	30/09/2023	29/11/2023	10/02/2024	There was delay of 73 days in filling. However, company has paid additional fees for such late filing
18.	DIR-12	17/02/2023	19/03/2023	Missing Document	We could not find the aforesaid form with the Company.
19.	INC-27	25/11/2024	24/12/2024	02/01/2025	There was delay of 9 days in filling. However, company has paid additional fees for such late filing
20.	INC-33				
21.	INC-34				
22.	MGT-14	04/02/2025	06/03/2025	07/03/2025	There was delay of 1 days in filling. However, company has paid additional fees for such late filing
23.	INC-33				

* In absence of Challan for the previous years, we are unable to comment on the delay filing of forms with the Registrar of Companies within the time prescribed in the Companies Act, 2013.

The Company, upon payment of the additional fees, has filed the relevant form and regularized the compliance. Further, the aforesaid forms do not necessitate any adjudication proceedings or compounding application.

Further, no show cause notice in respect to the above has been received by the 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 the 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 events may cause adverse effects on results of operations and financial position.

22. There are certain outstanding legal proceedings involving our Company, Directors and Promoters. Any adverse outcome in such proceeding may have an adverse impact on our reputation, business, results of operations, cash flows and financial condition.

There are certain civil and taxation proceedings involving our Company and Promoters. The following table sets forth a summary of the litigation proceedings involving our Company, Directors and Promoters in accordance with the Materiality Policy.

(amount in lakhs)

Category of Individual/Entities	**Criminal proceedings**	**Material civil litigation#**	**Statutory or Regulatory Proceedings**	**Disciplinary actions including penalty imposed by SEBI or Stock Exchanges against our Promoters in the last five fiscals, including outstanding action**	**Tax proceedings (direct and indirect tax)**	**Aggregate amount involved* *(₹ in lakhs)***
Company						
By our Company	Nil	Nil	Nil	N.A.	Nil	Nil
Against our Company	Nil	Nil	Nil	N.A.	2	51.62
Promoters						
By our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	1*	Nil	Nil	1	0.08
Directors						
By our directors	Nil	2*	Nil	Nil	Nil	Not Identifiable
Against our directors	Nil	Nil	Nil	Nil	Nil	Nil

**To the extent quantifiable*

#Note: our promoter is also director of the company.

For further details of such outstanding legal proceedings, see "***Outstanding Litigation and Material Developments***" beginning on page 203.

Further, there may be certain outstanding matters for which the Company, promoters or directors may not have been served with summons or relevant case documents, which may result in adverse findings against us. There can be no assurance that such complaints, claims or requests for information will not result in investigations, enquiries or legal actions by any regulatory authority or third parties against us. We cannot assure you that any of these matters will be settled in favour of our Company or the Promoters, respectively, or that no additional liability will arise out of these proceedings. Further, we cannot assure you that there will be no new legal and regulatory proceedings involving our Company, Promoters or Directors in the future. An adverse outcome in any of these proceedings may have an adverse effect on our business, financial position, prospects, cash flows, results of operations and our reputation.

23. Delays or non-compliances relating to employee-related statutory filings, including EPF/EPFO, may adversely impact our financial condition and reputation.

We are engaged in film exhibition, which attracts tax liability such as, Goods and Service Tax and Income Tax, etc. as per the applicable provisions of Law. We may also be liable for the payment of the taxes, interest and/or penalty for the previous periods related to taxes which includes Goods and Services tax, Income tax, etc. during assessment pursuant to any conflict of opinion by the assessing officer. We are also required to comply with the provisions such as registration under the labour laws like Provident Fund, ESIC etc. Although, we have taken all the necessary approvals and deposited the required returns and taxes under various applicable Acts. The details of such instances of delays are provided below:

Governing laws	**2025-26**	**2024-25**	**2023-24**
Contribution towards Employee Provident Fund (EPF)			
Total Amount paid towards EPF (in lakhs) **	10.13	9.25	3.95
Number of instances of delays	-	4	-
Contribution towards Employee State Insurance Corporation (ESIC)			
Average number of employees*	17		
Total Amount paid towards ESIC (in lakh) **	0.22	-	-
Number of instances of delay	1	-	-
Income Tax and Tax Deducted at source (IT & TDS)			
Total Amount paid within due date (in lakhs)	56.74	56.15	25.85
Number of instances of delays	-	-	-
Total Amount paid after due date (in lakhs)	-	0.03	-
Number of instances of delays	-	3	-
Professional Tax* **			
Average number of employees*	26	43	32
Total Amount paid towards Professional Tax (in lakhs)	0.56	0.958	0.734
Number of instances of delay	-	-	-

As certified by HTKS & Co.., Statutory Auditor of our Company vide their certificate dated September 27, 2026, bearing UDIN No: .26055043OGDBQO5582

* Average number of employees means the average of total employees month on month for which the above amount has been considered and paid.
** Total Amount paid towards EPF and ESIC includes both Employer and Employee Contributions.

While our Company endeavors to ensure timely compliance with all applicable statutory requirements, we cannot assure that there will not be any delay or non-compliance in payment of our statutory dues in future and the same may result in penalties, interest or regulatory action, which could adversely affect our financial condition and results of operations.

24. Our cinema operations are dependent on online ticket booking, payment and technology systems, and any cyberattack, security breach or failure of such systems may adversely affect our business, reputation, financial condition and results of operations

Our cinema operations involve the use of online ticket booking platforms, payment systems, point-of-sale systems and other information technology systems for ticketing, payment processing and other customer and operational activities. These systems may involve the collection, processing and storage or transmission of customer and transaction-related information. We may also depend on third-party service providers and online platforms for certain ticket booking and payment-related services.

These systems may be subject to cyberattacks, unauthorised access, data breaches, malware, phishing, ransomware, system failures or other security incidents. Any such incident may result in unauthorised access to, disclosure, alteration or loss of customer or transaction-related information, disruption of ticket bookings or payments, or temporary unavailability of our systems. Any interruption or failure of these systems may result in cancellation or delay of bookings, loss of transactions, customer complaints and disruption to our theatre operations.

Further, any security breach involving customer or payment-related information may result in claims, regulatory proceedings, penalties or other liabilities under applicable laws and regulations, as well as expenditure towards investigation, remediation, system restoration and strengthening of security measures. We may also incur additional costs to upgrade our information technology systems and implement additional safeguards in response to changes in cybersecurity risks and applicable regulatory requirements.

We rely, in part, on third-party platforms and service providers for online ticket booking and payment-related services. Any security incident, system failure or disruption at such third-party service providers may affect our ability to process bookings or payments and may adversely affect our operations, even where the incident is not within our direct control.

While we take measures to protect our information technology systems and customer and transaction-related information, such measures may not prevent all cyberattacks, security breaches or system failures. The nature and sophistication of cyber threats may also change over time, and any successful attack or prolonged system disruption may adversely affect customer confidence, ticket bookings, revenues, cash flows, financial condition and results of operations.

For further details, please refer to the chapter titled **"Business Overview"** on page 95 of this Draft Red Herring Prospectus.

25. Our Company had negative cash flows in the past. Sustained negative cash flow could impact our growth and business.

We have experienced negative cash flows in the past which have been set out below:

(₹ in lakhs)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Net Cash flow from Operating activities	978.83	45.38	(323.76)

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans, and make new investments without raising finance from external resources. Such negative cash flows lead to a net decrease in cash and cash equivalents. Any negative cash flow in future could adversely affect our operations and financial conditions. For further details, see "***Restated Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 156 and 193 respectively.

26. Any downturn or adverse developments in the Indian cinema exhibition and film industry may adversely affect our business, financial condition and results of operations.

Our business is dependent on the overall performance of the Indian cinema exhibition and film industry. Factors such as a decline in the number or commercial performance of film releases, changes in consumer preferences, reduced discretionary spending, regulatory developments and increased use of alternative forms of entertainment may adversely affect audience demand and cinema revenues.

Any sustained decline in the industry may result in lower footfalls and occupancy levels and consequently reduce our revenues from film exhibition, food and beverages, advertising and other ancillary activities. Our operating expenses may continue despite lower revenues, which may adversely affect our cash flows, profitability and financial condition.

27. Our advertising revenue is dependent on our ability to maintain relationships with advertisers and attract new advertising business, and any decline in advertiser demand may adversely affect our business, financial condition and results of operations

We generate revenue from advertising displayed across our cinema theatres, including on-screen and other advertising opportunities. Our ability to generate and maintain advertising revenue depends on advertiser demand, our relationships with existing advertisers and agencies, audience footfalls, the availability of advertising inventory and prevailing market conditions.

Any decline in advertising expenditure, loss or non-renewal of existing advertising arrangements, inability to attract new advertisers or changes in advertisers' preferences towards other advertising channels may reduce our advertising revenue. Increased competition from digital and other advertising platforms may also affect the demand and pricing for cinema advertising.

Any sustained decline in advertising revenue may adversely affect our overall revenue, cash flows, financial condition and results of operations.

28. Our inability to effectively manage our growth and implement our business strategies may adversely affect our business, financial condition and results of operations.

Our ability to achieve our business objectives will depend on our ability to effectively implement our growth strategies, including expanding our cinema theatre network, developing new cinema premises, optimising the utilisation of our existing resources and maintaining our operational standards. For further details, please refer to the chapter titled **"Business Overview"** on page 95 of this Draft Red Herring Prospectus.

The implementation of our business and growth strategies may be affected by various factors, including:

- our ability to identify suitable locations and secure premises for new cinemas;
- our ability to complete the development and fit-out of new cinema premises within the estimated cost and timeframe;
- our ability to obtain and maintain the requisite approvals, licences and permissions;
- our ability to procure and install cinema equipment and other infrastructure in a timely manner;
- our ability to recruit and retain personnel required for our expanded operations;
- our ability to maintain operational standards across our existing and new theatres; and
- changes in applicable laws, regulations and other requirements relating to the cinema and entertainment industry.

Our expansion plans may require additional capital expenditure and increased working capital and may place additional demands on our management, personnel, financial resources and internal controls. There can be no assurance that we will be able to implement our strategies within the estimated cost or timeframe, or that such expansion will result in the expected increase in revenues or profitability.

Any delay or cost overrun in the implementation of our expansion plans, inability to effectively manage our expanded operations or failure to achieve the anticipated benefits from our growth strategies may adversely affect our business, cash flows, financial condition and results of operations.

29. We have entered into transactions with our directors, their relatives and entities in which our directors or their relatives exercise significant influence, and may continue to enter into such transactions in the future.

Our related party transactions have been undertaken in accordance with applicable laws and on terms considered to be on an arm's length basis, there can be no assurance that we could not have obtained more favourable terms had such transactions been entered into with unrelated parties. Further, transactions involving loans, rent, remuneration and advertising arrangements with related parties may give rise to potential conflicts of interest.

We may continue to enter into related party transactions in the future. Any material increases in the value or nature of such transactions, or any dispute, termination or adverse change in the terms of such arrangements, may affect our business operations and financial position. Further, our dependence on loans from Directors and their relatives, where applicable, may result in additional funding requirements if such funding is not available to us in the future.

Any actual or perceived conflict of interest arising from our related party transactions, or our inability to continue such arrangements on acceptable terms, may adversely affect our business, financial condition, cash flows and results of

operations. For further details of our related party transactions, including the nature and amounts of such transactions and outstanding balances, please refer to the chapter titled **"Restated Financial Statement"** beginning on page 156 of this Draft Red Herring Prospectus.

30. Any change in tax laws, duties, levies or other fiscal regulations applicable to us may increase our costs and adversely affect our business, financial condition and results of operations

We are subject to various direct and indirect taxes, duties, cess and other levies applicable to our cinema exhibition, food and beverage, advertising and other business activities. The applicable tax rates, exemptions, deductions, classifications and other requirements may be amended or replaced by the relevant authorities from time to time.

Any increase in tax rates, duties or other levies, withdrawal or reduction of available exemptions or deductions, or any change in the interpretation or application of applicable tax laws may increase our operating costs and tax liability. We may also be required to incur additional expenditure to comply with changes in tax laws and related reporting and compliance requirements.

Further, any failure to comply with applicable tax requirements or any adverse interpretation by the relevant tax authorities may result in additional tax liability, interest, penalties or other costs. There can be no assurance that the current tax treatment applicable to our operations will continue in the future.

Any increase in our tax liability or other fiscal costs may adversely affect our cash flows, profitability, financial condition and results of operations. For further details regarding the tax benefits available to us, please refer to the chapter titled "Statement of Possible Tax Benefits" on page 85 of this Draft Red Herring Prospectus.

31. Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.

Our future ability to pay dividends will depend on our earnings, financial condition and capital requirements. There can be no assurance that we will generate sufficient income to cover the operating expenses and pay dividends to the shareholders. Our ability to pay dividends will also depend on our expansion plans. We may be unable to pay dividends in the near or medium term, and the future dividend policy will depend on the capital requirements and financing arrangements for the business plans, financial condition and results of operations.

32. Our Promoter, Directors and Key Managerial Personnel may have interests in our Company other than reimbursement of expenses incurred or normal remuneration, which may result in potential conflicts of interest.

Our Promoter, Directors and Key Managerial Personnel may be deemed to be interested in our Company to the extent of the Equity Shares held by them and the benefits arising from such shareholding, including dividends and other distributions that may be declared by our Company from time to time. Accordingly, their interests may differ from or may not always be aligned with the interests of our other shareholders.

In addition to their shareholding interests, our Promoters and Directors may also be interested in certain transactions entered into with our Company, including transactions undertaken in the ordinary course of business. While such transactions are conducted in compliance with applicable laws and regulatory requirements, there can be no assurance that conflicts of interest will not arise in the future in relation to such transactions or other matters requiring approval or decisions by our Promoters or Directors.

Such interests may influence decisions relating to business strategy, operational matters, or other corporate actions, and may result in situations where the interests of our Promoters, Directors or Key Managerial Personnel may not be fully aligned with those of our Company or its other shareholders. Any such potential conflicts of interest may adversely affect the decision-making process, corporate governance practices, and the interests of minority shareholders.

For further details, please refer to the chapters titled *Related Party disclosures"* under the chapter titled Restated Financial Statements of this Draft Red Herring Prospectus on Page No. 184

33. Our insurance coverage may not be adequate to cover all risks associated with our cinema operations, and any uninsured or inadequately insured loss may adversely affect our business, financial condition and results of operations

We maintain insurance policies for certain risks associated with our cinema operations at our various locations. Our insurance coverage includes, among others, fire and loss of profit, plant and machinery, electronic equipment, machinery breakdown, burglary, money in transit/safe/counter, plate glass, public liability, fidelity, neon signs and other operational

risks. The nature, extent and sum insured under these policies vary across our cinema locations and are subject to the respective terms, conditions, exclusions, deductibles and policy limits.

Our insurance policies may not cover all risks associated with our operations or may not be sufficient to cover the entire amount of any loss or liability incurred by us. In the event of fire, machinery breakdown, damage to electronic equipment, burglary, public liability claims or other unforeseen events, the amount recoverable from the insurer may be lower than the actual loss suffered by us or a claim may not be admitted in full due to applicable exclusions, deductibles, policy conditions or other limitations.

Further, any loss of or damage to our cinema equipment, plant and machinery, furniture, fixtures and other assets may require us to incur additional expenditure towards repair, replacement or restoration. Any interruption of our cinema operations due to an insured or uninsured event may also result in loss of revenue from ticket sales, food and beverages, advertising and other ancillary activities, while certain operating expenses may continue during such interruption.

Our existing insurance policies are subject to specified validity periods and will require renewal from time to time. There can be no assurance that we will be able to renew our policies on similar terms, obtain adequate coverage or obtain additional coverage, if required, at commercially acceptable premiums. Changes in the nature and scale of our operations may also require us to obtain additional or enhanced insurance coverage.

Although we maintain insurance coverage that we consider appropriate for our operations, there can be no assurance that such coverage will be adequate in all circumstances. Any uninsured or inadequately insured loss, rejection or delay in settlement of an insurance claim, or increase in insurance premiums may adversely affect our business, cash flows, financial condition and results of operations.

For further details of our insurance policies, please refer to the chapter titled **"Business Overview"** on page 95 of this Draft Red Herring Prospectus.

34. The requirements of being a public listed company may strain our resources and impose additional requirements.

Our directors have no experience as a public listed company or with the increased scrutiny of its affairs by shareholders, regulators and the public at large that is associated with being a public listed company. As a public company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted public company. Our Company will also be subject to the provisions of the listing related compliances which require us to file unaudited financial results on a half yearly basis and other yearly compliances. In order to meet our Company's disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner. Any of the lapses in regulatory compliances will leads the company to face the penal action including penalty.

35. Our Promoter, Directors and entities associated with our Promoter have provided personal guarantees and/or collateral security in relation to our borrowings, and any withdrawal, revocation or enforcement of such guarantees or security may adversely affect our business, financial condition and results of operations

Our Company has availed a term loan from Kotak Mahindra Bank, against which certain securities and guarantees have been provided. As at March 31, 2026, the outstanding balance of the Kotak Mahindra Bank term loan was ₹ 495.89 lakh. The facility is secured by a first and exclusive hypothecation charge over our existing and future receivables, current assets, movable assets and movable fixed assets, as well as collateral security comprising certain land and buildings and other properties.

The collateral security includes property situated at R.S. No. 176, Block No. 197, Village Intalva, Palsana, Surat, in the name of Damodar Enterprises LLP, and certain properties situated in Surat held in the names of Mr. Anil Roongta, Mr. Ankit Roongta and Mr. Ankur Roongta. In addition, personal guarantees have been provided by Mr. Anil Roongta, Mr. Ankur Roongta and Mr. Ankit Roongta, and a corporate guarantee has been provided by Damodar Enterprises LLP in respect of the aforesaid borrowing.

Any withdrawal, revocation, invalidity or non-availability of the personal or corporate guarantees, or any dispute in relation to the collateral security, may result in the lender requiring us to provide alternative guarantees or security,

additional collateral or other credit support. We may not be able to provide such alternative security or guarantees on terms acceptable to the lender or within the required time.

Further, in the event of default or enforcement of the security by the lender, the properties provided as collateral may be subject to enforcement proceedings in accordance with the applicable financing documents and law. Such enforcement may affect the availability of assets provided as security and may also result in additional financial and operational consequences for us.

If we are unable to provide alternative security or guarantees as required by the lender, the lender may require repayment of the outstanding amounts, impose additional conditions, reduce or withdraw the credit facilities or take other actions available under the financing documents. Any requirement to repay the outstanding borrowings may adversely affect our liquidity and working capital requirements and may require us to seek additional sources of financing. We may not be able to obtain such financing on acceptable terms or at all.

Any withdrawal or revocation of guarantees, inability to maintain the existing security arrangements, enforcement of collateral or requirement for early repayment of our borrowings may adversely affect our liquidity, cash flows, financial condition and results of operations.

For further details, see **"Financial Indebtedness"** on page 200 of this Draft Red Herring Prospectus.

36. Our Promoter and members of the Promoter Group will continue jointly to retain majority control over our Company after the Issue, which will allow them to determine the outcome of matters submitted to shareholders for approval.

Post this Issue, our Promoter and Promoter Group will collectively own [●] % of our equity share capital. As a result, our Promoter, together with the members of the Promoter Group, will continue to exercise a significant degree of influence over Company and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act, 2013 and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company. For further details, please refer to the chapter titled "Capital Structure" on page 59 of this Draft Red Herring Prospectus.

In addition, our Promoter will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or other shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

37. We are required to obtain, renew or maintain statutory and regulatory permits, licenses and approvals to operate our business and any delay or inability in obtaining, renewing or maintaining such permits, licenses and approvals could result in an adverse effect on our results of operations.

Although, we have obtained all material approvals required to carry on our business activities as on the date of this Prospectus, most of these approvals are granted for a fixed period of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our operations, thereby having a material effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue any or all such permits or approvals in the time-frame anticipated by us or at all. For details, please refer to the Chapter "Government and other Statutory Approvals" on page 208 of the Draft Red Herring Prospectus.

38. Our business is dependent on the experience and continued involvement of our Promoter, senior management and key managerial personnel, and our inability to attract or retain experienced personnel may adversely affect our business, financial condition and results of operations

Our business operations and future growth are dependent, to a significant extent, on the continued involvement and experience of our Promoter, senior management and key managerial personnel. Our Promoter, Mr. Ankur Roongta, has been associated with our Company since its incorporation in 2018 and has been involved in its management and development. He has experience in business management and administration and is responsible for providing strategic direction to our Company.

Our senior management team, including our Chief Executive Officer, Mr. Sanjay Kumar, has experience in cinema exhibition, theatre operations and the entertainment and hospitality sectors. Our management personnel are involved in various functions including theatre operations, business development, film exhibition, customer experience, food and beverage operations and implementation of our expansion plans. The loss of the services of our Promoter or any key

member of our senior management or key managerial personnel may affect our ability to manage our existing theatres and implement our business strategies.

Our operations require personnel with experience in cinema and theatre operations, including projection and technical operations, food and beverage operations, customer service, theatre management, sales and advertising and other support functions. As we expand our theatre network and develop new cinema premises, including the proposed cinema at Gurugram, our requirement for experienced managerial, operational and technical personnel is expected to increase.

We may face competition from other cinema operators, entertainment businesses and other employers for experienced personnel. We may also incur additional costs towards recruitment, training, remuneration and employee retention. There can be no assurance that we will be able to attract, recruit, train and retain personnel with the requisite experience and skills or that we will be able to retain our existing personnel on terms acceptable to us.
Any loss of key personnel, increase in employee attrition, inability to recruit suitable replacements in a timely manner or inability to manage our workforce effectively may affect the continuity and efficiency of our theatre operations, implementation of our expansion plans and our ability to maintain our operating standards, which may adversely affect our business, financial condition and results of operations.

39. The average cost of acquisition of Equity Shares held by our Promoters is lower than the Issue Price.

The average cost of acquisition of Equity Shares held by our Promoter is lower than the Issue Price. The details of the Equity Shares held by our Promoter and the corresponding average cost of acquisition are set out below:

Sr. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition in ₹
1	Ankur Roongta	44,17,996	Nil

The Issue Price will be determined through the Book Building process in accordance with the applicable provisions of the SEBI ICDR Regulations. Accordingly, the average cost of acquisition of Equity Shares held by our Promoter is lower than the Issue Price.

For further details regarding the average cost of acquisition of Equity Shares held by our Promoter and the build-up of Equity Shares held by our Promoter, see the chapter titled "Capital Structure" on page 59 of this Draft Red Herring Prospectus.

40. *We have unsecured loans from our Promoters and/or Directors which are repayable on demand, and any* demand for repayment may adversely affect our liquidity, cash flows and business operations

As per our Restated Financial Statements, as at March 31, 2026, we have unsecured, interest-free loans aggregating to ₹865.21 lakh from certain Promoters and/or Directors, comprising ₹721.16 lakh from Mr. Anil Roongta, ₹75.23 lakh from Mr. Ankit Roongta and ₹68.82 lakh from Mr. Ankur Roongta. These loans are repayable on demand.

Since these borrowings are unsecured and repayable on demand, the respective lenders may require repayment of the outstanding amounts, either partially or in full, at any time. In the event that any of the lenders demand repayment and we are unable to arrange sufficient internal accruals or alternative sources of funding to meet such repayment obligations, our liquidity and working capital position may be adversely affected.

Any requirement to repay these loans at short notice may result in diversion of funds from our business operations and other planned expenditures. We may also need to seek additional financing to meet such repayment obligations, which may not be available on terms acceptable to us or at all. Any increase in our financing requirements may also result in additional interest costs and repayment obligations.

Further, although these loans are currently interest-free, any replacement financing may be interest-bearing and may increase our finance costs. Any inability to meet repayment obligations or arrange alternative funding may affect our ability to meet our working capital, operational and other financial requirements, which may adversely affect our business, cash flows, financial condition and results of operations.

For further details of these unsecured loans, see the chapter titled **"Financial Indebtedness"** beginning on page 200 of this Draft Red Herring Prospectus.

41. There is no monitoring agency appointed by Our Company and the deployment of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit Committee.

In terms of Regulation 41 of SEBI (ICDR) (Amendment) Regulations, 2022, as amended, appointment of monitoring agency is required only for Issue size above Rs. 50 cr. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of Listing Agreement. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the NSE.

42. We have not identified any alternate source of financing for the 'Objects of the Issue'. If we fail to mobilize resources as per our plans, our growth plans may be affected.

We have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue which may delay in the implementation schedule and could adversely affect our growth plans. For further details of object of Issue and schedule of implementation please refer to the chapter titled *"Objects of the Issue"* on page no. 68 of this Draft Red Herring Prospectus.

43. Delay in raising funds from the IPO could adversely impact the implementation schedule.

The proposed fund requirement, for funding our working capital requirements, expansion and part repayment of debt. primarily, as detailed in the chapter titled "Objects of the Issue" beginning on page no. 68 of this Draft Red Herring Prospectus is to be funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We, therefore, cannot assure that we would be able to execute our future plans/strategy within the estimated time frame.

44. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised and may be subject to change based on various factors, some of which are beyond our control.

Our funding requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions and have not been appraised by any bank or financial institution or another independent agency. Furthermore, in the absence of such independent appraisal, our funding requirements may be changed subject to the approval of shareholders by passing special resolution pursuant to section 27 of Companies Act, 2013 through postal ballot or subject to an authority given by the Company in general meeting by way of special resolution and based on various factors which are beyond our control. For further details, please see the section titled "Objects of the Issue" beginning on page no. 68 of this Draft Red Herring Prospectus.

45. Any future issuance of Equity Shares may dilute the shareholding of the Investor or any sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.

Any future issuance of Equity Shares by our Company could dilute the shareholding of the investor. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may adversely affect the trading price of our Equity Shares and could impact our ability to raise capital through an offering of our securities. While the entire post-Issue paid-up share capital, held by our Promoters or other shareholders will be locked-in 50% for a period of 1 (one) year and 50% for a period of 2 (two) year and minimum promoter contribution subject to a minimum of 20% of our post-Issue paid-up capital will be locked-in for a period of 3 (three) years from the date of allotment of Equity Shares in the Issue, upon listing of our Equity Shares on the Stock Exchanges. For further information relating to such Equity Shares that will be locked-in, please refer to the section titled "Capital Structure" beginning on page no. 59 of this Draft Red Herring Prospectus. Any future issuance or sale of the equity shares of our Company by our Promoter or by other significant shareholder(s) or any perception or belief that such sales of Equity Shares might occur may significantly affect the trading price of our Equity Shares.

46. The issue price of the Equity Shares may not be indicative of market price of our equity shares after the issue and the market price of our Equity shares may decline below the issue price.

The issue price of our Equity shares is decided on the basis of both qualitative and quantitative factors. The Company had made good progress in establishing its name in the Film Exhibition segment. All such points have been considered in deciding the issue price of the Equity Shares. Please refer chapter titled "Basis for Issue Price "beginning on the page no 78 of the Draft Red Herring prospectus. The market price of our equity shares could be subject to change after the issue and may decline below the issue price.

47. Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure (ASM) and Graded Surveillance Measures (GSM) by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.

SEBI and the Stock Exchanges have introduced various pre-emptive surveillance measures in order to enhance market integrity and safeguard the interests of investors, including ASM and GSM. ASM and GSM are imposed on securities of companies based on various objective criteria, such as significant variations in price and volume, concentration of certain client accounts as a percentage of combined trading volume, average delivery, and securities which witness abnormal price rise not commensurate with financial health and fundamentals, such as earnings, book value, fixed assets, net worth, price/earnings multiple, and market capitalization. Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors, which may result in high volatility in price, low trading volumes, and a large concentration of client accounts as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, settlement on a trade-for-trade basis without netting off, limiting trading frequency, reduction of applicable price band, requirement of settlement on a gross basis, or freezing of price on the upper side of trading, as well as mentioning our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on the market price, trading, and liquidity of our Equity Shares, and on the reputation and condition of our Company. For further details in relation to the ASM and GSM Surveillance Measures, including criteria for shortlisting and review of listed securities, exemptions from shortlisting, and frequently asked questions, among other details, refer to the websites of the NSE.

48. Sale of shares by our promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.

The sale of shares by the promoter or other significant shareholder(s)may significantly affect the trading price of our Equity shares. Further the market price generally may be adversely affected on account of the news about the sale of shares by the promoter. However, the closing of trading windows during the period of financial results may restrict the promoter from selling the shares in the open market.

49. Our future funds requirements, in the form of fresh 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 fresh issue of 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 favourable to the then existing shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

50. There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the Emerge Platform of NSE 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 issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the Emerge Platform of NSE. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

51. The Equity Shares have never been publicly traded, and, after the Issue, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Issue Price, or at all.

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 do not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is proposed to be determined through a Book Building 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.

52. There are restrictions on daily weekly monthly movement in the price of the equity shares, which may adversely affect the shareholder's ability to sell for the price at which it can sell, equity shares at a particular point in time.

Once listed, we would be subject to circuit breakers imposed by the stock exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index- based market-wide circuit breakers generally imposed by SEBI. The percentage limit on circuit breakers is said by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchange does not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of the circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

EXTERNAL RISK FACTORS

After this Issue, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop.

The price of the Equity Shares on the stock exchange may fluctuate as a result of the factors, including:

- Volatility in the India and global capital market;
- Company's results of operations and financial performance;
- Performance of Company's competitors;
- Adverse media reports on Company;
- Changes in our estimates of performance or recommendations by financial analysts;
- Significant developments in India's economic and fiscal policies; and
- Significant developments in India's environmental regulations.

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

1. *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. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, change in regulatory framework, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism.

2. *Any changes in the regulatory framework could adversely affect our operations and growth prospects*

Our Company is subject to various regulations and policies. For details see section titled *"Key Industry Regulations and Policies"* beginning on page no. 120 of this Draft Red Herring Prospectus. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse effect on our business, financial condition and results of operations.

3. *Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse effects on our operations and financial performance*

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

4. ***Major portion of Revenue is derived from business in India and a decrease in economic growth in India could materially affect and cause our business to suffer.***

We derive major portion of our revenue from our operations in India and, consequently, our performance and the quality and growth of our business are dependent on the health of the economy of India. However, the Indian economy may be adversely affected by factors such as adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities or interest rates changes, which may also affect the microfinance industry. Any such factor may contribute to a decrease in economic growth in India which could adversely impact our business and financial performance.

5. ***The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.***

Prior to this Issue, there has been no public market for our Equity Shares. Our Company and the Book Running Lead Manager have appointed Aftertrade Broking Private Limited as Designated Market maker for the equity shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments.

6. ***Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse impact on our business, financial condition and results of operations.***

Taxes and other levies imposed by the Central or State Governments in India that impact our industry include income tax and GST and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. There can be no assurance that these tax rates/slab will continue in the future. Any changes in these tax rates/slabs could adversely affect our financial condition and results of operations.

SECTION III – INTRODUCTION

THE ISSUE

The following table summarizes the Issue details:

Particulars	Details of Equity Shares
Issue of Equity Shares by our Company	Upto 18,00,000 Equity Shares of face value of ₹10.00/- each fully paid-up for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs
Of Which	
Market Maker Reservation Portion	[●] Equity Shares of face value of ₹ 10.00/- each fully paid-up for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs
Net Issue to the Public*	[●] Equity Shares of face value of ₹ 10.00/- each fully paid-up for cash at price of ₹ [●] per Equity Share aggregating to ₹[●] Lakhs
Of Which	
(A) QIB Portion	Not more than [●] Equity Shares (not more than 50%) aggregating up to ₹ [●] lakhs
Of which	
i) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares aggregating up to ₹ [●] lakhs
ii) Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares aggregating up to ₹ [●] lakhs
(B) Individual Investor Portion	Not less than [●] Equity Shares aggregating up to ₹ [●] lakhs
(C) Non – Institutional Portion	Not less than [●] Equity Shares aggregating up to ₹ [●] lakhs
Pre-and Post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue	45,10,000 Equity Shares of face value of ₹10.00/- each
Equity Shares outstanding after the Issue	[●] Equity Shares of face value of ₹ 10.00/- each
Use of Issue Proceeds	For details, please refer chapter titled "*Objects of the Issue"* beginning on page 68 of this Draft Red Herring Prospectus.

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

(1) *The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on September 21, 2026 and approved by the shareholders of our Company vide a special resolution at the Extra Ordinary General Meeting held on September 21, 2026 pursuant to section 62(1)(c) of the Companies Act.*

(2) *This Issue is being made in terms of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended. This Issue is being made by our company in terms of Regulation 229 (2) and Regulation 253 (1) 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 issued to the public for subscription. For further details, please refer to section titled "Issue Structure" beginning on page no. 239 of this Draft Red Herring Prospectus.*

(3) *The SEBI ICDR Regulation, 2018 read with SEBI ICDR (Amendment) Regulations, 2025, permits the offer of securities to the public through the Book Building Process, which states that not less than 35% of the Net Offer shall be available for allocation to Individual Investors who applies for minimum application size. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹ 10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Subject to the availability of shares in non-institutional investors' category the, allotment to each Non-Institutional Investors shall not be less than the minimum application size in Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations 2018 read with SEBI ICDR (Amendment) Regulations, 2025. Not more than 50% of the Net Offer shall be allotted to QIBs, subject to valid Bids being received at or above the Offer Price.*

(4) *Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, as applicable,*

at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable law.

SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR (Amendment) Regulations, 2025 dated March 03, 2025 effective from the date of their publication in official gazette, has prescribed the allocation to each Individual Investors which shall not be less than minimum application size applied by such individual investors and Subject to the availability of shares in non-institutional investors' category, the allotment to Non- Institutional Investors shall be more than two lots which shall not be less than the minimum application size in the Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Further, SEBI through its circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, has prescribed that all individual Investors applying in initial public offerings opening on or after May 1, 2022, where the Bid amount is up to ₹ 5,00,000 shall use UPI. UPI Bidders using the UPI Mechanism, shall provide their UPI ID in the Bid cum Application Form for Bidding through Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(5) *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, except the Retail Portion and the Non-Institutional Investors, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each individual investors who apply for Minimum Application Size shall not be less than the minimum Bid Lot, and subject to the availability of Equity Shares in the Retail Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allocation to the Non-Institutional Investors shall be based on the draw-of-lots system.*

(6) *In the event of an under-subscription in the issue and compliance with Rule 19(2)(b) of the SCRR, our Company and the BRLM shall first ensure Allotment of Equity Shares issued pursuant to the Fresh Issue by the Issuer.*

Furthermore, as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment)Regulations 2025, the allocation in the non-institutional investors' category shall be as follows:

1. One third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and upto such lots equivalent to not more than ₹ 10 Lakhs;
2. Two third of the portion available to non institutional investors shall be reserved for applicants with application size of more than two lots and upto such lots equivalent to more than ₹ 10 Lakhs;

Further, SEBI through its circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, has prescribed that all individual Investors applying in initial public offerings opening on or after May 1, 2022, where the Bid amount is up to ₹ 5,00,000 shall use UPI. UPI Bidders using the UPI Mechanism, shall provide their UPI ID in the Bid cum Application Form for Bidding through Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers. For details, including grounds for rejection of Bids, refer to "Issue Structure" and "Issue Procedure" on page 239 and 244, respectively. For details of the terms of the Issue, see "Terms of the Issue" on page 230.

SUMMARY OF OUR FINANCIAL INFORMATION

RESTATED STATEMENT OF ASSET AND LIABILITIES

(Amount in ₹ Lakhs)

PARTICULARS		Note No.	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
I.	**EQUITY AND LIABILITIES**				
(1)	**SHAREHOLDERS' FUND**				
	(a) Share Capital	1	1.00	1.00	1.00
	(b) Reserve & Surplus	2	1,006.58	450.86	(67.13)
			1,007.58	**451.86**	**(66.13)**
(2)	**SHARE APPLICATION MONEY**				
	PENDING ALLOTMENT				
(3)	**NON-CURRENT LIABILITIES**				
	(a) Long-term Borrowings	3	421.72	387.26	-
	(b) Deferred tax Liabilities (Net)		-	-	-
	(c) Other Long-term Liabilities		-	-	-
	(d) Long-term Provisions	4	4.83	3.67	1.26
			426.54	**390.93**	**1.26**
(4)	**CURRENT LIABILITIES**				
	(a) Short-term Borrowings	5	1,243.73	2,341.34	1,788.62
	(b) Trade payables	6	174.50	77.55	74.44
	(c) Other Current Liabilities	7a	68.90	50.31	23.79
	(d) Short-term Provisions	7b	0.02	0.05	0.00
			1,487.15	**2,469.24**	**1,886.85**
	TOTAL		**2,921.27**	**3,312.03**	**1,821.99**
II.	**ASSETS**				
(1)	**NON-CURRENT ASSETS**				
	(a) Fixed Assets				
	(i) Tangible Assets	8	687.87	626.58	330.16
	(ii) Intangible Assets	9	27.62	31.88	30.27
	(iii) Capital Work-in-Progress	10	1.05	99.86	73.53
	(b) Non- Current Investments	11	104.65	-	
	(c) Deferred Tax Assets (Net)	12	37.00	21.42	7.47
	(d) Long-term Loans & Advances				
	(e) Other Non-current Assets	13	476.41	482.02	429.59
			1,334.59	**1,261.76**	**871.02**
(2)	**CURRENT ASSETS**				
	(a) Current Investments				
	(b) Inventories	14	33.99	28.86	16.21
	(c) Trade Receivables	15	187.00	378.65	5.31
	(d) Cash & Cash Equivalents	16	138.83	517.53	25.45
	(e) Short-term Loans & Advances	17	277.39	196.26	203.66
	(f) Other Current Assets	18	949.46	928.97	700.34
			1,586.67	**2,050.28**	**950.97**
	TOTAL		**2,921.27**	**3,312.03**	**1,821.99**
	Significant Accounting Policies				
	Notes on Financial Statements	**1 to 29**			

RESTATED STATEMENT OF PROFIT AND LOSS

(Amount in ₹ Lakhs)

PARTICULARS		Note No.	For the period ended 31st March,2026	For the period ended 31st March,2025	For the period ended 31st March,2024
REVENUE					
I.	Revenue From Operation	19	2,557.02	2,265.13	847.14
II.	Other Income	20	6.08	1.04	0.67
III.	**Total Revenue (I+II)**		**2,563.09**	**2,266.17**	**847.81**
IV.	**EXPENSES**				
	Purchase of food and beverages	21	146.37	127.34	79.72
	Change in Inventories of Foods & Beverages	22	(8.43)	(9.35)	(3.83)
	Employee Benefits Expenses	23	397.92	351.79	139.94
	Finance Costs	24	66.10	14.77	17.82
	Depreciation and Amortisation Expense	25	171.18	154.92	108.17
	Other Expenses	26	1,249.82	1,122.62	466.05
	Total Expenses		**2,022.96**	**1,762.09**	**807.87**
V.	**Profit before Exceptional and**				
	Extraordinary Items and Tax (III-IV)		540.14	504.08	39.94
VI.	Exceptional Items				
VII.	**Profit before Extraordinary Items and Tax (V+VI)**		540.14	504.08	39.94
VIII.	Extraordinary Items		-	-	-
IX.	**Profit before Tax (VII-VIII)**		540.14	504.08	39.94
X.	Tax Expenses - Current Tax	27	-	0.04	-
	- Deferred Tax		(15.58)	(13.95)	(12.63)
XI.	**Profit/(Loss) for the period from Continuing**				
	Operations (IX-X)		555.71	517.99	52.57
XII.	**Profit/(Loss) from Discontinuing Operations**		-	-	-
XIII.	**Tax expenses of Discontinuing Operations**		-	-	-
XIV.	**Profit/(Loss) from Discontinuing Operations (after tax)**		-	-	-
XV.	**Profit/((Loss) for the Period (XI+XIV)**		**555.71**	**517.99**	**52.57**
XVII.	**Earnings Per Equity Share:**	28			
	(1) Basic		5,557.15	5,179.92	525.70
	(2) Diluted		5,557.15	5,179.92	525.70
	Significant Accounting Policies				
	Notes on Financial Statements	**1 to 29**			

RESTATED CASH FLOW STATEMENT

(₹ in Lakhs)

Particulars	Year ended 31-03-2026	Year ended 31-03-2025	Year ended 31-03-2024
Cash Flows from Operating Activates			
Net Profit Before Tax and Extra Ordinary Items	540.14	504.08	39.94
Adjustment For			
Depreciation	171.18	154.92	108.17
Finance Cost	66.10	14.77	17.82
Interest Income	(5.77)	(0.77)	(0.64)
Total Adjustment to Profit/Loss (A)	**231.51**	**168.92**	**125.36**
Adjustment For working Capital Change			
Adjustment for Increase/Decrease in Inventories	(5.12)	(12.66)	(3.83)
Adjustment for Increase/Decrease in Trade Receivables	191.65	(373.34)	(2.49)
Adjustment for Increase/Decrease in Other Current Assets	(14.89)	(281.06)	(452.51)
Adjustment for Increase/Decrease in Short term loans and advances	(81.13)	7.40	(32.92)
Adjustment for Increase/Decrease in Trade Payable	96.96	3.11	(7.27)
Adjustment for Increase/Decrease in other current Liabilities	18.56	26.56	8.93
Adjustment for Provisions	1.15	2.41	1.03
Total Adjustment For Working Capital (B)	**207.18**	**(627.58)**	**(489.06)**
Total Adjustment to reconcile profit (A+B)	438.70	(458.66)	(363.70)
Net Cash flow from (Used in) operation	978.83	45.42	(323.76)
Income Tax Paid/ Refund		(0.04)	
Net Cash flow from (Used in) operation before Extra-Ordinary Items	978.83	45.38	(323.76)
Net Cash flow from operating Activities	**978.83**	**45.38**	**(323.76)**
Cash Flows from Investing Activities			
Purchase of Investment or Fixed Deposit	(104.65)		
Purchase of Fixed Assets	(128.35)	(379.42)	(45.80)
Interest received	5.77	0.77	0.64
Increase / Decrease in Capital Work in Progress	(1.05)	(99.86)	(73.53)
Net Cash flow from (Used in) in Investing Activities before Extra-Ordinary Items	(228.28)	(478.51)	(118.69)
Net Cash flow from (Used in) in Investing Activities	**(228.28)**	**(478.51)**	**(118.69)**
Cash Flows from Financial Activities			
Proceeds from Borrowing / Repayment	(1,063.15)	939.98	482.55
Interest Paid	(66.10)	(14.77)	(17.82)
Net Cash flow from (Used in) in Financial Activities before Extra-Ordinary Items	(1,129.25)	925.20	464.73
Net Cash flow from (Used in) in Financial Activities	**(1,129.25)**	**925.20**	**464.73**
Net increase (decrease) in cash and cash equivalents before effect of exchange rate changes	(378.70)	492.08	22.28
Net increase (decrease) in cash and cash equivalents	**(378.70)**	**492.08**	**22.28**
Cash and cash equivalents at beginning of period	517.53	25.45	3.17
Cash and cash equivalents at end of period	**138.83**	**517.53**	**25.45**

SUMMARY OF CONTINGENT LIABILITIES

As on the date of this Draft Red Herring Prospectus, there are **no contingent liabilities** of our Company.

For further details, please refer “Notes to the Special Purpose Restated Financial Statements” on page no. 156 of this Draft Red Herring prospectus.

SUMMARY OF RELATED PARTY TRANSACTIONS

STATEMENT OF RELATED PARTY TRANSACTION

List of Related Parties as per AS – 18

- Name and Designation of the key management personnel are as under:

Sr. No.	Name of the Person	Designation
1	Ankit Roongta	Non - Executive Director (w.e.f. 25/11/2024)
2	Ankur Roongta	Chairman and Non - Executive Director (w.e.f. 27/11/2018)
3	Sanjay Pareek	Non - Executive Director (w.e.f. 05/10/2020)
4	Ravindra Amritlal Parakh	CFO (Appointed w.e.f. 16/01/2026)
5	Vibha Kandelwal	CS (Appointed w.e.f. 02/07/2026)
6	Kashyap Satish Pandya	Independent Director (Appointed w.e.f. 13.02.2026)
7	Anu Ashish Amodia	Independent Director (Appointed w.e.f. 13.02.2026)
8	Sanjay Kumar	CEO

- Name of the relatives and name of the enterprises having same key management personnel and or their relatives as the reporting enterprises with whom the Company has entered into transactions during the reporting period are as under:

Sr. No.	Name of the Person/ Enterprise	Relation
1	Anil Roongta	Director's Relative
2	Shree Krishna Corporation	Director's Significant Influence
3	Roongta Industrial Estate LLP	Director's Significant Influence
4	Skytower Enterprises LLP	Director's Significant Influence
5	Yashvi Infracon LLP	Director's Significant Influence

A) Transactions during the year

(i)Transactions with Director and KMP

(₹ in Lakhs)

Sr. No.	Particulars	31.03.2026	31.03.2025	31.03.2024
1	**Ankur Roongta**			
	Loan Taken	408.42	1,130.00	809.10
	Loan Repaid	795.50	1,580.70	84.50
2	**Anil Roongta**	-	-	-
	Loan Taken	72.50	1,284.02	5.00
	Loan Repaid	371.00	839.00	12.50
3	**Ankit Roongta**	-	-	-
	Loan Taken	25.00	351.50	15.00
	Loan Repaid	532.50	76.15	45.50
4	**Sanjay Kumar**			
	Remuneration	29.34	29.82	13.80
5	**Ravindra Amritlal Parakh**			
	Remuneration	2.52		

(ii)Transaction with Relatives of KMP and Enterprises in which KMP/Relatives of KMP can exercise significant influence

(₹ in Lakhs)

Sr. No.	Particulars	31.03.2026	31.03.2025	31.03.2024
1	**Shree Krishna Corporation**	-	-	-
	Rent paid	48.00	48.00	37.87
2	**Roongta Industrial Estate LLP**	-	-	-
	Advertising Service Income	71.20	106.80	-
3	**Yashvi Infracon LLP**	-	-	-
	Advertising Service Income	60.00	90.00	-
4	**Skytower Enterprises LLP**	-	-	-

	Advertising Service Income	-	51.00	-
5	**RMIX Concrete LLP**	-	-	-
	Advertising Service Income	-	44.50	-

B) Balances as on date

(i) Balances with Director and KMP

(₹ in Lakhs)

Sr. No.	Particulars	31.03.2026	31.03.2025	31.03.2024
1	**Ankur Roongta**			
	Loan from Director	68.82	455.90	906.60
2	**Anil Roongta**			
	Loan from Director Relative	721.16	1,019.66	574.64
3	**Ankit Roongta**			
	Loan from Director	75.23	582.73	307.38
4	**Sanjay Kumar**			
	Remuneration Payable	2.37	3.06	0.69
5	**Ravindra Amritlal Parakh**			
	Remuneration Payable	1.20		

(ii) Balances with Relatives of KMP and Enterprises in which KMP/Relatives of KMP can exercise significant influence

(₹ in Lakhs)

Sr. No.	Particulars	31.03.2026	31.03.2025	31.03.2024
1	**Roongta Industrial Estate LLP**			
	Advertising Service Income Receivable	-	123.88	-
2	**Yashvi Infracon LLP**			
	Advertising Service Income Receivable	-	104.40	-
3	**Skytower Enterprises LLP**			
	Advertising Service Income Receivable	-	59.16	-

GENERAL INFORMATION

Our Company was originally incorporated as "Roongta Entertainment Private Limited", under the provisions of the Companies Act, 2013, pursuant to a certificate of incorporation dated November 27, 2018 issued by the Registrar of Companies, Central Registration Centre. Subsequently, pursuant to a Special Resolution Passed in the Extra-Ordinary General Meeting held on November 25, 2024 our Company was converted into Public Limited Company and a Fresh Certificate of Incorporation consequent to conversion to public company was issued in the name of "Roongta Entertainment Limited" on February 28, 2025 by the Registrar of Companies, Central Registration Centre. The Corporate Identification Number of our Company is U74940GJ2018PLC105312. For further details, please refer the chapter titled *"History and Certain Corporate Matters"* beginning on page 135 of this Draft Red Herring Prospectus.

Corporate identity number and registration number:

Corporate Identification Number: U74940GJ2018PLC105312
Registration Number: 105312

Registered office of Our Company:

Roongta Entertainment Limited
Address: 4th Floor, Roongta Shopping Center, VIP Road, Surat-395007, Gujarat, India
Tel No: +91 6358304280
Website: www.rcinemas.in
E-mail: accounts.surat@rcinemas.in

ADDRESS OF REGISTRAR OF COMPANIES

Registrar of Companies

Our Company is registered with the Registrar of Companies, Ahmedabad, Gujarat located at ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat, India.

Board of Directors of our Company

Our Board of Directors comprises of the following directors as on the date of filing of this Draft Red Herring Prospectus.

Sr. No.	Name	Designation	DIN	Address
1.	Ankur Roongta	Chairman & Non-Executive Director	03588591	10/B, 11/B, Saket, Umara, Surat-395007, Gujarat
2.	Ankit Roongta	Non-Executive Director	02979222	10/B, 11/B, Saket, Umara, Surat-395007, Gujarat
3.	Sanjay Pareek	Non-Executive Director	03095988	H-803, Jolly Residency, Near Sidhi Vinayak Temple, Vesu, Surat-395007, PO: SVR College, Gujarat
4.	Anu Amodia	Independent Director	10930259	501, Yash Bhadra Residency, Kadampalli Road, Near Sneh Milan Garden, Nanpura, Surat-395001, Gujarat
5.	Bhavik Bajaj	Additional Independent Director	11807473	9-C, Pragya Appartment, Ravishankar Shankul, Bhatar Char Rasta, Althan, Surat - 395017, Gujarat

For further details of our directors, please refer chapter titled "Our Management" beginning on page 139 of this Draft Red Herring Prospectus.

Company Secretary and Compliance Officer
Vibha Khandelwal
Roongta Entertainment Limited
Address: 4th Floor, Roongta Shopping Center, VIP Road, Surat-395007, Gujarat, India
Tel No: +91 6358304280
Website: www.rcinemas.in
E-mail: accounts.surat@rcinemas.in

Note: Investors can contact our Company Secretary and Compliance Officer, the Book Running Lead Managers 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 etc.

ALL GRIEVANCES RELATING TO THE ASBA PROCESS AND UPI PAYMENT MECHANISM MAY BE ADDRESSED TO THE REGISTRAR TO THE ISSUE, WITH A COPY TO THE RELEVANT DESIGNATED INTERMEDIARY WITH WHOM THE ASBA FORM WAS SUBMITTED. THE APPLICANT SHOULD GIVE FULL DETAILS SUCH AS NAME OF THE SOLE OR FIRST APPLICANT, ASBA FORM NUMBER, APPLICANT DP ID, CLIENT ID, UPI ID (IF APPLICABLE), PAN, DATE OF THE ASBA FORM, ADDRESS OF THE APPLICANT, NUMBER OF EQUITY SHARES APPLIED FOR AND THE NAME AND ADDRESS OF THE DESIGNATED INTERMEDIARY WHERE THE ASBA FORM WAS SUBMITTED BY THE ASBA APPLICANT.

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

Book Running Lead Manager to the Issue	**Registrar to the Issue**
Interactive Financial Services Limited **Address**: Office No. 508, Fifth Floor, Priviera, Nehru Nagar, Ahmedabad - 380 015, Gujarat, India **Tel No.:** +91 079- 4908 8019 **(M):** +91-9898055647 **Website**: www.ifinservices.in **Email**: mbd@ifinservices.in **Investor Grievance Email**: info@ifinservices.in **Contact Person**: Pradip Sandhir **SEBI Registration No:** INM000012856	**Bigshare Services Private Limited** **Address:** Office No S6-2, 6th Floor Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai- 400 093, Maharashtra **Tel No.:** +91 22 6263 8200 **Fax:** +91 22 6263 8299 **E-Mail:** ipo@bigshareonline.com **Investor Grievance Email:** investor@bigshareonline.com **Website:** www.bigshareonline.com **Contact Person:** Mr. Asif Sayyed **SEBI Reg. No.:** INR000001385
Legal Advisor to the Issue	**Statutory and Peer Reviewed Auditor**
Mauleen N. Marfatia Address: 1222, 12th floor, I-square, Next to Shukan Mall, Science City Road, Ahmedabad-380060, Gujarat, India. Mobile No.: 9898917167 Email: mauleenmarfatia9898@gmail.com Contact person: Mr. Mauleen Marfatia Bar Council No.: G/1585/2008	**M/s. H T K S & CO.** **Chartered Accountants** **Address:** Toshniwal house 2/367-368, moto Dastur Mahallo Rustampura, Udhna Darwaja Surat -395002 **Mobile No:** 0261 - 2328606 **E-Mail:** harishankartosniwal@gmail.com **Membership No.:** 055043 **Firm Registration No.:** 111032W **Peer Review No.:** 016517 **Contact Person:** CA Harishankar Tosniwal
Bankers to the Company	**Banker to the Issue, Refund Bank, Sponsor Bank**
KOTAK MAHINDRA BANK LIMITED **Address:** Kotak House, K.G. Point, Ghod dod Road, Surat, Gujarat, India. **Mobile No**: 02612220348 **Email Id**: ketan.agrawal1@kotak.com **Website**: http://www.kotak.com **Contact Person**: Mr. Ketan Agrawal **Designation**: Associate Vice Group - Relationship Manager	[●]

*The Banker to the Issue, Refund Bank, Sponsor Bank shall be appointed prior to filing of the Red Herring Prospectus with the RoC.

SYNDICATE MEMBER(s)

Syndicate Member will be appointed prior to filing Red Herring Prospectus with ROC.

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 on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35.

Details relating to designated branches of SCSBs collecting the ASBA application forms are available at the above-mentioned link.

The list of banks that have been notified by SEBI to act as SCSBs for the UPI process provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40. 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 (www.sebi.gov.in) and it's updated from time to time.

Registered Broker

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicant can submit Application form through stock broker network of the Stock Exchange i.e. Registered Broker at the Broker center.

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI at (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes), respectively, as updated from time to time.

Registrar to the Issue and Share Transfer Agents

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI (www.sebi.gov.in), and updated from time to time. For details on RTA, please refer http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes.

Collecting Depository Participants

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. 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 (www.sebi.gov.in) and updated from time to time.

Inter-Se Allocation of Responsibilities

Interactive Financial Services Limited being the sole Book Running Lead Manager to the issue shall be undertaking all activities in relation to this issue. Hence, the statement of inter-se allocation of responsibilities among Book Running Lead Manager is not required.

Credit Rating

This being an issue of Equity Shares, credit rating is not required.

IPO Grading

Since the Issue is being made in terms of Chapter IX of SEBI (ICDR) Regulations, 2018, there is no requirement of appointing an IPO grading agency.

Monitoring Agency

Since our Issue size does not exceed ₹ 50.00 Crore, we are not required to appoint monitoring agency for monitoring the utilization of Net Proceeds in accordance with Regulation 262(1) of SEBI ICDR Regulations. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue and as per regulation 262(5) of SEBI ICDR Regulations 2018, we shall submit a certificate of the statutory auditor for utilization of money raised through the public issue to exchange while filing the quarterly financial results, till the issue proceeds are fully utilized.

Appraising Entity

No appraising entity has been appointed in respect of any objects of this Issue.

Expert Opinion

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

Our Company has received a written consent dated September 27, 2026 from our Statutory and Peer Review Auditor, M/s. H T K S & CO; Chartered Accountants with respect to the Statement of Tax Benefits dated September 27, 2026 and with respect to their report on the Restated Financial Statements dated September 25, 2026 to include their name in this Draft Red Herring Prospectus, as required under Companies Act, 2013 read with SEBI (ICDR) Regulations, 2018 as "Expert", defined in section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "Expert" shall not be construed to mean an "Expert" as defined under the U.S. Securities Act. And as per the certificate dated September 27, 2026, for providing the list of delays/ non-filing/ non-compliance with Income Tax/ GST and TDS departments as applicable to us for and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Further, Our Company has also received written consent dated September 26, 2026 from the Practicing Company Secretary, namely CS Ranjit Binod Kejriwal, Practicing Company Secretary, to include their name in this Draft Red Herring Prospectus, as an "expert" as defined under section 2(38) and section 26(5) of the Companies Act, 2013 to the extent and in his capacity as a practicing company secretary in respect of their certificate dated September 26, 2026 for the ROC Search obtained from MCA and providing the list of delays/ non-filing/ non-compliance of the forms filed with ROC as applicable to us and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Further, Our Company has also received written consent dated September 23, 2026 from the Legal Advisor to the Issue, namely M/s. Mauleen N. Marfatia, Advocate (Firm No/ Bar Council No. G/1585/2008), to include their name in this Draft Red Herring Prospectus, as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in his capacity as a legal Advisor to Issue in respect of legal search obtained from different courts and authorities/departments search.

Debenture Trustee

Since, this is not a debenture issue; appointment of debenture trustee is not required.

Green Shoe Option

No green shoe option is contemplated under the Issue.

Changes in Auditors during the last 3 years

Particulars	Date of Appointment /Resignation	Reason for change
M/s. H T K S & Co. **Address:** 2-367/368, Tosniwal House, Moto Dastur Mohallo, Rustampura, Udhna Darwaja, Surat- 395002, Gujarat, India **Tel No.:** 0261-2328606 **Mobile No.:** +91 9537515606, +91 9909715606 **Email:** harishankartosniwal@gmail.com **Contact Person**: 9898302555 **Firm Registration No.**: 0111032W **Membership Number**: 055043 **Peer Review Registration Number**: 016517	September 30, 2024	Appointment in the Annual General Meeting Reappointment as Statutory Auditor a of five years

Filing of Draft Offer Document(s)/ Offer Document(s)

a) The Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus shall along with Draft Abridged Prospectus and Abridged Prospectus be filed with EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE") situated at Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051, Maharashtra, India.

b) A soft copy of Prospectus and Abridged Prospectus shall be submitted to SEBI. However, SEBI will not issue any observations on the offer document in term of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Further, a soft copy of the Prospectus along with relevant documents shall be filed with SEBI pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, through SEBI Intermediary Portal at https://siportal.sebi.gov.in.

c) A copy of the Prospectus, along with the material contracts and documents required to be filed under Section 26 & 32 of the Companies Act, 2013 will be filed to the RoC Ahmedabad. Located at: ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad, Gujarat, India-380013

Underwriter

Our Company and the BRLM to the Issue hereby confirm that the Issue is 100% Underwritten. The Underwriting agreement is dated September 24, 2026. Pursuant to the terms of the Underwriting Agreement; the obligations of the Underwriter are several and are subject to certain conditions specified therein. The Underwriter have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Name and Address of the Underwriter	Indicative Number of Equity Shares Underwritten*	Amount Underwritten (₹in Lakhs)	% of the Net Issue size Underwritten
Interactive Financial Services Limited **Address:** Office No. 508, Fifth Floor, Priviera, Nehru Nagar, Ahmedabad - 380 015, Gujarat, India **Tel No.:** +91 079- 4908 8019 **(M):** +91-9898055647 **Website:** www.ifinservices.in **Email:** mbd@ifinservices.in **Investor Grievance Email:** info@ifinservices.in **Contact Person:** Pradip Sandhir **SEBI Registration No:** INM000012856	Upto 18,00,000	[●]	100%
Total	**Upto 18,00,000**	**[●]**	**100%**

*Includes [●] Equity Shares of the Market Maker Reservation Portion which is to be subscribed by the Market Maker on its own account in order to comply with the requirements of Regulation 261 of SEBI (ICDR) Regulations 2018.

In the opinion of our Board of Directors of the Company, the resource of the above-mentioned Underwriter is sufficient to enable them to discharge the underwriting obligations in full.

BOOK BUILDING PROCESS:

Book Building, with reference to the Offer, refers to the process of collection of Bids on the basis of the 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 an English national newspaper [●], a Hindi national newspaper [●] and Gujarati newspaper [●] (being the regional language of Surat, where our Registered Office is located), at least two working days prior to the Bid/ Offer Opening date. The Offer 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/ Offer Closing Date. Principal parties involved in the Book Building Process are:

- Our Company;
- The Book Running Lead Manager in this case being Interactive Financial Services Limited
- The Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with National Stock Exchange of India Limited or BSE Limited ("BSE") and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar 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 not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs. 5% 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 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 to Individual Bidders who applies for minimum application size, 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 for participating in the Issue. In accordance with the SEBI (ICDR) Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion 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. Individual Bidders (who applies for minimum application size), 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 Individual Investor Portion where allotment to each Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Individual Investor 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 may, 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 Offer 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, Individual Bidders (who applies for minimum application size), applying in public Offer 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 are invited to the chapter titled “Issue Procedure” beginning on page 244 of the Draft Red Herring Prospectus.

The process of Book Building under the SEBI (ICDR) Regulations, 2018 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 Offer.

For further details on the method and procedure for Bidding, please see section entitled “Issue Procedure” on page no. 244 of this Draft 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 ₹20.00 to ₹24.00 per share, Issue size of [●] 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	Amount (₹)	Cumulative Quantity	Subscription
500	24.00	500	16.67 %
1000	23.00	1500	50.00 %
1500	22.00	3000	100.00 %
2000	21.00	5000	166.67 %
2500	20.00	7500	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 finalize 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 244 of this Draft 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, 1961 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 Draft Red Herring Prospectus and in the Bid cum Application Form;

Bid/Issue Program:

Events	Indicative Dates
Bid/Issue Opening Date	[●]
Bid/Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before [●]
Credit of Equity Shares to Demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

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 (Three) 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.

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 Individual and non-Individual Bidders. The time for applying for Individual Applicant who applies for minimum application size on Bid/ Issue Closing Date maybe extended in consultation with the BRLM, RTA and NSE 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 Draft 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 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 Book Running Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event, our Company would issue a public notice in the newspapers, in which the pre-Issue and price band 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 Applicants within one (1) day of receipt of such notification. Our Company shall also promptly inform Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals from Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Red Herring Prospectus.

Market Maker

Our Company and the Book Running Lead Manager have entered into an agreement dated September 24, 2026 with the following Market Maker, duly registered with NSE EMERGE to fulfil the obligations of Market Making:

Aftertrade Broking Private Limited
Address: 206, 2nd Floor, Time Square, Beside Pariseema Complex,
C G Road, Navrangpura, Ahmedabad-380 009
Tel No: +91-7801918080
Email: compliance@aftertrade.in
Website: www.aftertrade.in
Contact Person: Mr. Tanmay Trivedi
SEBI Registration No: INZ000155638
NSE Member Code: 90113

Aftertrade Broking Private Limited is registered with Emerge Platform of National Stock Exchange Limited ("NSE") as a Market Maker and has agreed to receive or deliver the Equity Shares in the market making process for a period of three (3) 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, 2018.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018 and its amendments from time to time and the circulars issued by the NSE and SEBI regarding this matter from time to time.

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the trading hours in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).

2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of EMERGE platform of National Stock Exchange of India Limited ("NSE EMERGE") and SEBI from time to time.

3. 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. The minimum lot size in the IPO is [●] Equity Shares, thus, the minimum depth of the quote shall be such an amount that the minimum lot of [●] Equity Shares is met, until the same is revised by Stock exchange.

4. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the EMERGE Platform (in this case currently the minimum trading lot size is [●] equity shares; however, the same may be changed by the Emerge Platform of stock exchange from time to time).

5. 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 [●] Equity Shares to be allotted under this Issue to the Market Maker). Any Equity Shares allotted to Market Maker under this Issue over and above 5% of Issue Size would not be taken into consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2-way quotes.

6. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, the stock exchange may intimate the same to SEBI after due verification. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.

7. There would not be more than five (5) Market Makers for scrip of the company at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investor.

8. The Market Maker shall start providing quotes from the day of the listing / the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the Exchange.

9. The Equity Shares of the Issuer will be traded in continuous trading session from the time and day the Issuer gets listed on NSE and Market Maker will remain present as per the guidelines mentioned under National Stock Exchange of India Limited ("NSE") and SEBI circulars or amended from time to time.

10. The Market Maker shall not buy the Equity Shares from the Promoters or Promoter Group of the Issuer or any person who has acquired Equity Shares from such Promoter or Promoter Group, during the Compulsory Market Making Period.

11. The Promoters' holding of the Issuer which is locked-in shall not be eligible for offering to Market Maker during the Compulsory Market Making period. However, the Promoters' holding of the Issuer which is not locked in as per SEBI ICDR Regulations can be traded with prior permission of the NSE, in the manner specified by SEBI from time to time.

12. The BRLM, if required, has a right to appoint a nominee director on the Board of the Issuer any time during the Compulsory Market Making period provided it meets requirements of the SEBI (ICDR) Regulations, 2018.

13. The Market Maker shall not be responsible to maintain the price of the Equity Shares of the Issuer at any particular level and is purely supposed to facilitate liquidity on the counter of the Issuer via its 2-way quotes. The price shall be determined and be subject to market forces.

14. 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 withdrawal on account of force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

15. The Market Maker shall have the right to terminate said arrangement by giving a six month notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker.

16. 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 Book Running Lead Manager to arrange for another Market Maker 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 SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the Book Running Lead Manager reserve the right to appoint other Market Makers 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 five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our office from 11.00 a.m. to 5.00 p.m. on working days.

17. **Risk containment measures and monitoring for Market Makers:** NSE Exchange will have all margins, which are applicable on the NSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.

18. **Punitive Action in case of default by Market Makers:** NSE Exchange 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 Equity Shares of the Company 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.

    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.

19. 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

    I. 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.
    II. 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.

20. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the NSE.

Sr. No.	Market Price Slab (in ₹)	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

21. After completion of the first three months of market making, in terms of SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012; the Market Maker shall be exempt from providing buy quote on attaining the prescribed threshold limits (including the mandatory allotment of 5% of Equity Shares of the Offer). Further, the Market Maker can offer buy quotes only after the Market Maker complies with prescribed re-entry threshold limits. Only those Equity Shares which have been acquired by the Market Maker on the platform of the NSE EMERGE during market making process shall be counted towards the Market Maker's threshold. The Market Maker shall be required to provide two-way quotes during the first three months of the market making irrespective of the level of holding.

22. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time. The call auction is not applicable of those companies, which are listed at NSE EMERGE platform.

23. 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.

24. Further, the following shall apply to Market Maker while managing its inventory during the process of market making:

    a) The exemption from threshold as per table below shall not be applicable for the first three (3) months of the Compulsory Market Making Period and the Market Maker shall be required to provide two-way quotes during this period irrespective of the level of holding.
    b) Threshold for market making as per table below will be inclusive of mandatory inventory of 5% of Issue Size at the time of Allotment in the Issue.
    c) Any initial holdings over and above such 5% of Issue size would not be counted towards the inventory levels prescribed.
    d) Apart from the above mandatory inventory, only those Equity Shares which have been acquired on the platform of the Exchange during market making process shall be counted towards the Market Maker's threshold.
    e) Threshold limit will be taken into consideration, the inventory level across market makers.
    f) The Market Maker shall give two-way quotes till it reaches the upper limit threshold; thereafter it has the option to give only sell quotes.
    g) Two-way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.

h) In view of the market making obligation, there shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process on the platform of the Exchange, the Exchange may intimate the same to SEBI after due verification.

Issue Size	**Buy quote exemption threshold (including mandatory initial inventory of 5% of Issue size)**	**Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of Issue size)**
Upto ₹ 2,000 Lakhs	25 %	24 %
₹. 2,000 Lakhs to ₹. 5,000 Lakhs	20 %	19 %
₹. 5,000 Lakhs to ₹. 8,000 Lakhs	15 %	14 %
Above ₹.8,000 Lakhs	12 %	11 %

25. 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/ NSE from time to time.

26. 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.

CAPITAL STRUCTURE

Our Equity Share Capital before the issue and after giving effect to the issue, as on the date of filing of this Draft Red Herring Prospectus, is set forth below:

Amount (₹ in Lacs except share data)

Sr. No.	Particulars	Aggregate nominal value	Aggregate value at Issue Price
A	**AUTHORISED SHARE CAPITAL**		
	75,00,000 Equity Shares of face value of ₹10 each	750.00	
B	**ISSUED, SUBSCRIBED & PAID-UP SHARE CAPITAL BEFORE THE ISSUE**		
	45,10,000 fully paid Equity Shares of face value of Rs. 10 each	451.00	
C	**PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS^**		
	Fresh Issue upto 18,00,000 Equity Shares of face value of ₹10 each at a premium of ₹ [●] per share	[●]	[●]
	Which Comprise of:		
(I)	Reservation for Market Maker [●] Equity Shares of face value of ₹10 each at a premium of Rs. [●] will be available for allocation to Market Maker	[●]	[●]
(II)	Net Issue to the Public [●] Equity Shares of face value of ₹10 each at a premium of Rs. [●] per share	[●]	[●]
	Net Issue to Public consists of		
	Allocation to Individual Investor who applies for minimum application size: At least [●] Equity Shares aggregating up to ₹ [●] will be available for allocation to Individual Investors who applies for minimum application size.	[●]	[●]
	Allocation to Non-Institutional Investors At least [●] Equity Shares aggregating up to ₹ [●] will be available for allocation to Non-Institutional Investors	[●]	[●]
	Allocation to Qualified Institutional Buyers Not more than [●] Equity Shares aggregating up to ₹ [●] will be available for allocation to Qualified Institutional Buyers	[●]	[●]
D	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE PRESENT ISSUE**		
	[●] Equity Shares of ₹10 each *	[●]	[●]
E.	**SHARE PREMIUM ACCOUNT**		
	Share Premium account before the Issue		Nil
	Share Premium account after the Issue		[●]

** To be included upon finalisation of the Issue Price and subject to the Basis of Allotment.*
^Allocation to all categories shall be made on a proportionate basis, subject to the receipt of valid Applications. Any under-subscription in any category, other than the QIB Portion, may be met through 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 Designated Stock Exchange. Any such inter se spill-over shall be affected in accordance with applicable laws and the rules, regulations, circulars and guidelines issued thereunder.

Classes of Shares

As on this date of this Draft Red Herring Prospectus, 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 Draft Red Herring Prospectus.

Details of Changes in Authorized Share Capital:

The authorized Share capital of our company on incorporation comprised of ₹ 10,00,000/- consisting of 1,00,000 Equity shares of ₹ 10/- each Further, the authorised share capital of our Company had been altered in the manner set forth below:

Sr. No.	Date of Shareholder's Meeting	AGM/ EOGM	Particulars of Change	
			From	To
1.	April 27, 2026	EOGM	The authorized share capital of ₹10,00,000/- consisting of 1,00,000 Equity shares of Rs. 10 each	₹ 7,50,00,000/- consisting of 75,00,000 Equity shares of ₹10/- each.

Note:
The present Public Issue of upto 18,00,000 Equity Shares which have been authorized by the Board of Directors of our Company at its meeting held on September 21, 2026 and was approved by the Shareholders of the Company by Special Resolution at the Extra Ordinary General Meeting held on September 21, 2026 as per the provisions of Section 62(1)(c) of the Companies Act, 2013.

NOTES TO THE CAPITAL STRUCTURE:

1. Share Capital History:

Our existing Share Capital has been subscribed and allotted as under:

Date of Allotment	No. of Equity Shares allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Reason / Nature of Allotment	Cumulative No. of Equity Shares
On Incorporation (November 27, 2018)	10,000	10	10	Cash	Subscription to MoA[1]	10,000
June 17, 2026	45,00,000	10	-	Other than Cash	Bonus Issues[2]	45,10,000

[1] Initial Subscribers to Memorandum of Association subscribed 10,000 Equity Shares of face value of ₹. 10/- each fully paid at par as per the details given below:

Sr. No	Name of the Person	No of Shares Allotted
1.	Anil Roongta	4,000
2.	Ankit Roongta	3,000
3.	Ankur Roongta	3,000
Total		**10,000**

[2] Further Allotment on Bonus Issue (450:1) as on June 17, 2026, of 45,00,000 Equity Shares of face value of ₹10 each fully paid up at par as per the details given below:

Sr. No	Name of the Person	No of Shares Allotted
1.	Ankur Roongta	44,08,200
2.	Ankit Roongta	45,000
3.	Anil Roongta	45,000
4.	Sanjay Pareek	450
5.	Sudha Roongta	450
6.	Ritika Roongta	450
7.	Nitika Roongta	450
Total		**45,00,000**

2. Preference Share capital history of our Company

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

3. Equity Issue of equity shares for consideration other than cash through Bonus Issue:

We have not issued any Equity Shares for consideration other than Cash except issuance of shares through Bonus issue, the details of which are set forth below;

Date of Allotment	No. of Equity Shares allotted	Face Value (Rs.)	Issue Price (Rs.)	Name of Allottees	No. of share Allotted	Reason / Nature of Allotment	Benefit Accrued
June 17, 2026	45,00,000	10	-	Ankur Roongta	44,08,200	Bonus Issue in the ratio of (450:1) i.e. 450 Equity Share for 1 existing Equity Share	Capitalization of Reserves and Retaining interest of the Shareholders
				Ankit Roongta	45,000		
				Anil Roongta	45,000		
				Sanjay Pareek	450		
				Sudha Roongta	450		
				Ritika Roongta	450		
				Nitika Roongta	450		

4. Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

5. As of date of this Draft 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 230-234 of the Companies Act, 2013.

6. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme/Stock Appreciation Right Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme// Stock Appreciation Right Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme/ Employee Stock Purchase Scheme /Stock Appreciation Right Scheme, our Company shall comply with the Companies act, 2013 & SEBI (Share Based Employee Benefits) Regulations, 2014.

7. Our Company has not issued any Equity Shares during a period of one year preceding the date of the Draft Red Herring Prospectus at a price which is lower than the Issue price except as stated below:

Date of Allotment	No. of Equity Shares allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Reason / Nature of Allotment	Name of Allottees	No. of share Allotted	Promoter/ Promoter Group
June 17, 2026	45,00,000	10	-	Consideration other than cash	Bonus Issue in the ratio of (450:1) i.e. 450 Equity Share for 1 existing Equity Share	Ankur Roongta	44,08,200	Promoter
						Ankit Roongta	45,000	Promoter Group
						Anil Roongta	45,000	Promoter Group
						Sanjay Pareek	450	Public Shareholder
						Sudha Roongta	450	Promoter Group
						Ritika Roongta	450	Public Shareholder
						Nitika Roongta	450	Promoter Group

8. Shareholding Pattern of our Company:

The shareholding pattern of our company in accordance with Regulation 31 of SEBI (LODR) Regulations, 2015, as on September 25, 2026

i. Summary of Shareholding Pattern:

Category (I)	Category of shareholder (II)	Nos 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 nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (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) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights	Total as a % of (A+B+C)			No. (a)	% of total shares held (b)	No (a)	As a % of total shares held (b)	
(A)	Promoter & Promoter Group	05	45,09,098	0	0	45,09,098	99.98	45,09,098	99.98	0	0	0	0	0	0	45,09,098
(B)	Public	02	902	0	0	902	0.02	902	0.02	0	0	0	0	0	0	902
(C)	Non-Promoter-Non-Public	0	0	0	0	0	0	0	0	0	0	0	0	N. A	N. A	0
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	N. A	N. A	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	N. A	N. A	0
	TOTAL	07	45,10,000	0	0	45,10,000	100	45,10,000	100	0	0	0	0	N. A	N. A	45,10,000

Note: Our Company will file shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one day prior to the listing of the Equity Shares. The Shareholding pattern will be uploaded on the website of NSE before commencement of trading of such equity shares.

9. The shareholding pattern before and after the Issue:

Sr. No.	Name of share holder	Pre-issue		Post Issue	
		No of equity shares	As a % of Issued Capital	No of equity shares	As a % of Issued Capital
(i) Promoter					
1.	Ankur Roongta	44,17,996	97.96	44,17,996	[●]
	TOTAL (A)	**44,17,996**	**97.96**	**44,17,996**	**[●]**
(ii) Promoter Group					
2.	Anil Roongta	45,100	1.00	45,100	[●]
3.	Ankit Roongta	45,100	1.00	45,100	[●]
4.	Sudha Roongta	451	0.01	451	[●]
5.	Nikita Roongta	451	0.01	451	[●]
	TOTAL (B)	**91,102**	**2.02**	**91,102**	**[●]**
(iii) Public					
6.	Ritika Roongta	451	0.01	451	[●]
7.	Sanjay Pareek	451	0.01	451	[●]
	IPO	-	-	Upto 18,00,000	[●]
	TOTAL (C)	**902**	**0.02**	[●]	[●]
	TOTAL (A+B+C)	**45,10,000**	**100.00**	[●]	**100**

10. Details of Major Shareholders

i. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of the Draft Red Herring Prospectus:

Sr. No.	Name of share holder	No. of Shares	% of Pre-Issue Shares Capital
1.	Ankur Roongta	44,17,996	97.96
2.	Anil Roongta	45,100	1.00
3.	Ankit Roongta	45,100	1.00
TOTAL		**45,08,196**	**99.96**

ii. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company ten days prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Name of share holder	No. of Shares	% of Pre-Issue Shares Capital
1.	Ankur Roongta	44,17,996	97.96
2.	Anil Roongta	45,100	1.00
3.	Ankit Roongta	45,100	1.00
TOTAL		**45,08,196**	**99.96**

iii. List of Shareholder holding 1.00% or more of the paid-up capital of the company one year prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Name of share holder	No. of Shares	% of Pre-Issue Shares Capital
1.	Ankur Roongta	1,000	10.00
2.	Anil Roongta	8,896	88.96
3.	Sanjay Pareek	100	1.00
TOTAL		**9,996**	**99.96**

iv. List of Shareholder holding 1.00% or more of the paid-up capital of the company two years prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Name of share holder	No. of Shares	% of Pre-Issue Shares Capital
1.	Ankur Roongta	1,000	10.00
2.	Anil Roongta	8,900	89.00

3.	Sanjay Pareek	100	1.00
TOTAL		**10,000**	**100.00**

11. As on date of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares. Our company has not issued any warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares from the date of incorporation to till date of this Draft Red Herring Prospectus.

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

13. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure within a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise except that if we enter into acquisition(s) or joint ventures, we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.

14. Share Capital Build-up of our Promoters & Lock-in:

Our Promoter had been allotted Equity Shares from time to time. The following is the Equity share capital build-up of our Promoter.

Date of Allotment / Transfer	**Nature of Issue/ Allotment (Bonus, Rights etc)**	**Consideration**	**No. of Equity Shares**	**Cumulative No. of Equity Shares**	**Face Value (Rs.)**	**Issue/ Transfer Price**	**% of total Issued Capital**		**Lock In**
							Pre-Issue	**Post Issue**	
Ankur Roongta									
November 27, 2018	Subscriber to MOA	Cash	3,000	3,000	10	10	0.07	[●]	[●]
October 05, 2020	Transfer to Anil Roongta (by way of cash)	Cash	-1900	1,100	10	10	-0.04	[●]	[●]
October 05, 2020	Transfer to Sanjay Pareek (by way of cash)	Cash	-100	1,000	10	10	-0.00	[●]	[●]
December 11, 2025	Transfer from Anil Roongta (by way of gift)	Other than Cash	8,796	9,796	10	Nil	0.20	[●]	[●]
June 17, 2026	Bonus Issue	Other than Cash	44,08,200	44,17,996	10	Nil	97.74	[●]	[●]
	TOTAL (A)		**44,17,996**				**97.96**	[●]	[●]

Note: All the Equity Shares allotted and held by our Promoter were fully paid at the time of allotment and none of the Equity Shares held by our Promoter is pledged.

15. None of our Promoter, Promoter Group, Directors and their relatives have purchased or sold the equity share of our company during the past six months immediately preceding the date of filing Draft Red Herring Prospectus expect as mentioned below:

Sr. No	Date of Transfer	Name of Transferor	No of Shares	Name of Transferee	Consideration
1.	May 25, 2026	Sanjay Pareek (Non-Executive Director)	99	Ankit Roongta (Non-Executive Director)	Rs. 4,46,589/- comprising shares having a face value of Rs. 10/- each, transferred at a premium of Rs. 4,501/- per share.

16. The members of the Promoter Group, our directors or the relatives of our directors have not 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 six months preceding the date of filing of the Draft Red Herring Prospectus.

The average cost of acquisition of or subscription to Equity Shares by our Promoter are set forth in the table below:

Sr. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition in ₹
1.	Ankur Roongta	44,17,996	0.00

17. Lock in of Promoter:

a) As per clause (a) Regulation 236 and 238 of the SEBI (ICDR) Regulations and amendments thereto, in terms of the aforesaid table, an aggregate of 20.00 % of the post-Issue Equity Share Capital of our Company equity shares [●] shall be locked in by our Promoter for three years. The lock-in shall commence from the date of allotment in the proposed public issue and the last date of lock-in shall be reckoned as three years from the date of commencement of commercial production or the date of allotment in the public issue whichever is later. ("Minimum Promoters' contribution").

b) The Promoters' Contribution has been brought into the extent of not less than the specified minimum amount and has been contributed by the persons defined as Promoter under the SEBI ICDR Regulations. Our Company has obtained written consents from our Promoter for the lock-in of [●] Equity Shares for three years. The Equity Shares that are being locked in are not ineligible for minimum promoter's contribution in terms of Regulation 237 of the SEBI (ICDR) Regulations, 2018. In connection, we confirm the following.

- The equity shares offered for minimum 20% promoters' contribution have not been acquired in the preceding three years before the date of Draft Red Herring Prospectus for consideration other than cash and revaluation of assets or capitalisation of intangible assets is involved in such transaction nor resulted from a bonus issue by utilisation of revaluation reserves or unrealized profits of the issuer or from bonus issue against equity shares which are ineligible for minimum promoters' contribution;

- The minimum promoters Contribution does not include Equity Shares acquired by our Promoter during the preceding one (1) year, at a price lower than the price at which Equity Shares are being offered to the public in the Issue;

- All the Equity Shares held by the Promoter / members of the Promoters' Group are already in dematerialized form as on date of this Draft Red Herring Prospectus.

- The minimum promoters Contribution does not include Equity shares pledged with any creditor.

c) Details of Equity Shares held by Promoters in excess of minimum promoters' contribution

Lock in of Equity Shares held by Promoters in excess of minimum promoters' contribution as per Regulation 238 of the SEBI ICDR Regulations, 2018 read with SEBI (ICDR) (Amendment) Regulations, 2025. Pursuant to Regulation 238(b) of the SEBI ICDR Regulations, 2018 read with SEBI (ICDR) (Amendment) Regulations, 2025, the Equity Shares held by our Promoter and promoters' holding in excess of minimum promoters' contribution shall be locked as follows:

a) Fifty percent of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of two years from the date of allotment in the initial public offer i.e., Pre-Offer of [●] Equity Shares shall be subject to lock-in; and

b) Remaining fifty percent of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of one year from the date of allotment in the initial public offer i.e., pre- Offer of [●] Equity Shares shall be subject to lock-in.

The details of lock-in of shares for 3 (three), 2 (two) years and for 1 (one) year are as under:

Name of Shareholders	Category	No. of Shares Held	Lock-in for 3 years	Lock-in for 2 years	Lock-in for 1 years
[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]	[●]

18. Lock-in of securities held by persons other than the promoter:

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire pre-issue capital held by the Persons other than the Promoter shall be locked in for a period of one year from the date of allotment in the Initial Public Issue. Accordingly, 92,004 equity shares held by the Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Issue.

19. Transferability of Lock-in securities:

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by our Promoters which are locked in as per the provisions of Regulation 238 of the SEBI (ICDR) Regulations, 2018, may be transferred to any person of the promoter group or a new promoter or a person in control of the issuer company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable.

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by persons other than the Promoters' prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable.

20. Other requirements in respect of 'lock-in'

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018 the locked-in Equity Shares held by our Promoter can be pledged only with any scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions, subject to the following:

- If the specified securities are locked-in in terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, the loan has been granted by such bank or institution for the purpose of financing one or more of the objects of the issue and the pledge of specified securities is one of the terms of sanction of the loan;
- If the specified securities are locked-in in terms of clause (b) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, and the pledge of specified securities is one of the terms of sanction of the loan.

21. In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock-in is recorded by the Depository

22. Our Company, our Directors and the Book Running Lead Manager to this Issue have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares issued by our Company.

23. All the Equity Shares of our Company are fully paid-up equity shares as on the date of this Draft Red Herring Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.

24. Neither the Book Running Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of this Draft Red Herring Prospectus.

25. Our Company is in compliance with the Companies Act, 2013, to the extent applicable, with respect to issuance of Equity Shares from the date of inception of our Company till the date of filing of this Draft Red Herring Prospectus.

26. 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 BRLM and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

27. As per RBI regulations, OCBs are not allowed to participate in this Issue.

28. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.

29. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.

30. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.

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

32. Our Promoter and the members of our Promoter Group will not participate in this Issue.

33. As on date of this Draft 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.

34. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

35. No person connected with the offer shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.

36. Except, Ankur Roongta, Ankit Roongta, Sanjay Pareek, none of our directors or Key Managerial Personnel holds Equity Shares in our Company. For Further details please refer “Shareholding of Directors in our Company” in Chapter title “Our Management” at page no. 139 of this Draft Red Herring Prospectus.

37. We shall ensure that transactions in Equity Shares by the Promoter and members of the Promoter Group, if any, between the date of filing the Prospectus with the Registrar of companies and the issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

38. As on the date of this Draft Red Herring Prospectus, our Company has 07 Shareholders.

SECTION IV – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The present Public Issue up to 18,00,000 Equity Shares at an issue price of ₹ [●] per Equity Share.

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

1. Investment in Fizzyfox Entertainment Private Limited
2. Repayment of secured loan
3. Fitout expenses for Gurugram cinema
4. General Corporate Purpose

(Collectively referred to as **"Objects"**)

The main objects clause and the objects ancillary to the main objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by our Company through the Fresh Issue.

Net Proceeds

The details of the proceeds of the issue are summarized in the table below:

Sr. No.	Particulars	Estimated Amount (₹ In lakhs)
1.	Gross proceeds from the issue	[●]
2.	Less: Issue related expenses	[●]
Net proceeds of the issue		[●]

Requirement of funds and utilization of Net Proceeds

Sr. No.	Particulars	Estimated Amount (₹ In lakhs)
1.	Investment in Fizzyfox Entertainment Private Limited	1396.00
2.	Repayment of secured loans	700.00
3.	Fitout Expenses for Gurugram Cinema	441.33
4.	General corporate purposes	[●]
Total utilization of net proceeds		[●]

The fund requirements mentioned above are based on internal management estimates of our Company and have not been verified by the Book Running Lead Manager or appraised by any bank or financial institution or any other external agency. Given the dynamic nature of our business and our Company, we may have to revise the estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment and interest rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In addition, the estimated dates of completion of various plans as described herein are based on management's current expectations and are subject to change due to various factors, some of which may not be in our control. The quotations are received for estimating the project cost and at the time of finalization of the Fitout Expenses, the party may change.

In the event of 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 shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilizing our internal accruals or seeking debt financing.

For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please see the section titled *"Risk Factors*" beginning on page. 16 of this Draft Red Herring Prospectus.

Schedule of implementation and Deployment of Net Proceeds

We propose to deploy the Net Proceeds for the aforesaid purposes 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 already deployed	Estimated utilization of net proceeds in FY 2026-2027
1.	Investment in Fizzyfox Entertainment Private Limited	1396.00	0.00	1396.00
2.	Repayment of secured loan	700.00	0.00	700.00
3.	Fitout Expenses for Gurugram Cine Project	441.33	0.00	441.33
4.	General corporate purposes[1]	[●]	[●]	[●]
	Total	[●]	[●]	[●]

Means of Finance

In the event of a shortfall in raising the requisite capital from the Net Proceeds, towards meeting the objects of the Issue, the extent of the shortfall will be met by internal accruals or debt. In case of any surplus of monies received in relation to the Fresh Issue, we may use such surplus towards general corporate purposes.

We confirm that there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations 2018 and Clause 9(C) of Part A of Schedule VI of the SEBI ICDR Regulations, 2018 through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the issue.

DETAILS OF THE OBJECTS OF THE ISSUE

1.Investment in Fizzyfox Entertainment Private Limited

Our Company proposes to utilise ₹1,396.00 lakhs out of the Net Proceeds towards investment in Fizzyfox Entertainment Private Limited ("Fizzyfox"), comprising ₹1.00 lakh towards subscription to the equity share capital of Fizzyfox and ₹1,395.00 lakhs by way of an inter-corporate deposit / loan to Fizzyfox. Upon completion of the proposed investment, Fizzyfox is proposed to become a wholly owned subsidiary of our Company. The proposed investment is intended to enable our Company to expand its presence beyond film exhibition into the broader entertainment and recreational segment through its wholly owned subsidiary.

Fizzyfox currently holds 51% stake in Playthopia Entertainment LLP ("Playthopia"), an entity engaged in the entertainment and recreational facility offering various activities and attractions, including trampoline, laser tag, bowling alley, hypergrid, bumper cars, soft play, shooting and archery, virtual reality, arcade arena and RC racing.

Fizzyfox has made a capital contribution of ₹1,396.00 lakhs towards its 51% interest in Playthopia. The said capital contribution was initially funded, inter alia, through borrowings availed by Fizzyfox, as on August 31, 2026, the outstanding borrowings of Fizzyfox in relation to such funding amounted to ₹ 1295.00 lakhs, comprising unsecured loans from the following parties:

Sr No	Loan outstanding as on August 31,2026		
Name of the Party	Equilateral Enterprises Limited	Jeet Jatan Creation Private Limited	Jeet Jatan Services Private Limited
Amount of Loan (₹in Lakhs)	400.00	290.00	610.00
Whether secured or unsecured	Unsecured		
Rate of Interest (p.a)	9%		
Tenure of Loan	2 years		

The remaining 49% stake in Playthopia is held by its other partners. Considering the existing partnership structure and the commercial understanding amongst the partners, the other partners have expressed their preference that no direct contribution or investment be made in Playthopia by the listed entity. Accordingly, the Company proposes to provide the requisite funds through Fizzyfox, which is the existing 51% partner in Playthopia. This structure will enable the existing partnership arrangement in Playthopia to continue without requiring the listed entity to make a direct investment or capital contribution in Playthopia.

Upon receipt of the proposed funds from the Issuer Company, Fizzyfox repay the unsecured borrowings of Rs. 1300 Lakhs availed by the company for capital contribution towards its 51% stake in the Playthopia. The balance amount, if any, will be utilised towards meeting the related funding requirements of Fizzyfox in accordance with applicable laws and the stated objects.

Upon completion of the proposed investment, Fizzyfox will be wholly owned by our Company and will continue to hold its 51% interest in Playthopia. Consequently, our Company will have an indirect economic interest in Playthopia through its wholly owned subsidiary, Fizzyfox. The benefits arising from Fizzyfox's participation in Playthopia, including its entitlement to its share of profits, distributions and other economic benefits attributable to its 51% interest, will accordingly accrue to Fizzyfox and, ultimately, to our Company as its wholly owned shareholder, subject to the terms of the LLP agreement, applicable laws and the actual financial performance and distributions of Playthopia.

The proposed structure also enables the Company, through its wholly owned subsidiary Fizzyfox, to participate in the entertainment and recreational business of Playthopia This will facilitate diversification of our Company's business interests beyond film exhibition and enable us to participate in an established entertainment and recreational facility that has commenced operations. Since Playthopia has already commenced operations and Fizzyfox has already acquired its 51% interest therein, the proposed investment in Fizzyfox will provide our Company with an indirect participation in an existing entertainment and recreational business.

Details of Investment

Details of the Form of Investment	Rs. 1,00,000 by way of Equity Share capital
	Rs. 13,95,00,000/- by way of Inter corporate Deposit
If the form of investment has been not decided	The form of Investment has been already decided
IF the Investment is in debt instruments, complete details regarding rate of interest, nature of Security, terms of repayment, subordination, etc	Rate of Interest 9% per annum Repayment will start after the 3 years.
Nature of Security (Secured / Unsecured)	The proposed Inter-Corporate Deposit / Loan will be unsecured.
Nature of Benefit expected to accrue to the issuer as a result of the investment	The proposed investment will result in Fizzyfox becoming a wholly owned subsidiary of the Company, while Fizzyfox will continue to hold its existing 51% interest in Playthopia. Accordingly, the Company will have an indirect interest in the existing entertainment and recreational business of Playthopia through Fizzyfox.

Nature of Benefit expected to accrue to the issuer as a result of the investment

1. **Diversification into the entertainment sector:** The proposed investment is therefore expected to provide the Company with an opportunity to diversify its business interests beyond film exhibition and participate, through its wholly owned subsidiary, in an established and operational entertainment and recreational facility.

2. **Participation in the growth of Playthopia:** Through Fizzyfox’s 51% stake in Playthopia, the Company will have an indirect participation in the business operations and future growth of Playthopia, which had already commenced the operation.

3. **Strengthening of the subsidiary's financial position:** The proposed funding will provide Fizzyfox with financial resources to meet its investment-related obligations and optimise its existing funding arrangements.

4. **Reduction in financial burden at the subsidiary level:** The proposed release of the capital contribution from Playthopia and utilisation of such funds by Fizzyfox towards repayment of the loan availed for its initial investment is expected to reduce the existing borrowing obligations and associated financial costs of Fizzyfox.

5. **Improved financial flexibility:** The proposed restructuring of the funding arrangements is expected to provide greater financial flexibility to Fizzyfox to support its future business and investment requirements.

6. **Long-term value creation:** The proposed investment is intended to create a platform for the Company to participate in the entertainment and recreational business through its subsidiary and, subject to the performance of Fizzyfox and Playthopia, potentially generate long-term value for the Company and its shareholders.

Playthopia Entertainment LLP

Playthopia Entertainment LLP ("Playthopia") is engaged in the entertainment industry and operates an entertainment and recreational facility situated at Survey No. 486/2, Opp. Grape Embassy and Zatka Misal, Makhmalabad, Nashik, Maharashtra – 422003, admeasuring approximately 70,000 sq. ft.

Playthopia offers a range of entertainment and recreational activities and facilities, including trampoline, laser tag, bowling alley, hypergrid, bumper cars, soft play, shooting and archery, virtual reality, arcade arena and RC racing.

Playthopia has been recognised as a startup by the Department for Promotion of Industry and Internal Trade ("DPIIT") and operates in the media and entertainment industry.

The financial information of Playthopia for the financial year ended March 31, 2026, being its first operational financial year, is set out below:

Sr. No	Particulars	Amount (₹ in Lakhs)
1	Revenue from Operations	663.48
2	EBIDTA	192.90
3	Profit before Tax	(21.57)
4	Profit after Tax	(21.57)
5	Cash profit	167.81
6	**Partner's Capital**	
	Fixed Capital	1.00
	Current Capital	2736.48
7.	Secured Borrowings (loan for solar Installation)	72.00

Details of Fizzyfox Entertainment Private Limited (Fizzyfox) are as follow:

Corporate Information

Fizzyfox was originally incorporated as "DASH Entertainments Private Limited" on August 28, 2023, as a private limited company under the Companies Act, 2013. Subsequently, a fresh Certificate of Incorporation was issued upon change of name to "Fizzyfox Entertainment Private Limited" on July 1, 2025, by the Registrar of Companies, Central Registration Centre. The Corporate Identification Number of our Company is U43900GJ2023PTC144261.

Nature of Business

The principal business of Fizzyfox Entertainment Private Limited is entertainment activities.

Capital Structure

As on the date of this Draft Red Herring Prospectus, the authorised and paid-up share capital of Fizzyfox is ₹ 1,00,000 divided into 10,000 equity shares of ₹ 10each.

Shareholding Pattern

The Shareholding Pattern of Fizzyfox Entertainment Private Limited as on the date of this Draft Red Herring Prospectus:

Sr. No	Name of Shareholders	No of Shares	%
1.	Ankur Roongta	9,500	95%
2.	Sanjay Pareek	500	5%

2.Repayment and/or pre-payment, in full or part, of certain borrowings availed by our Company

Our Company has availed term loan and working capital facilities from Kotak Mahindra Bank Limited. For details of the outstanding financial indebtedness of our Company, see "Financial Indebtedness" on page 200.

As on March 31, 2026, the outstanding utilisation under the term loan and working capital facility availed from Kotak Mahindra Bank Limited aggregated to ₹ 703.25 lakhs. Our Company proposes to utilise an estimated amount of ₹ 700.00 lakhs from the Net Proceeds towards full pre-payment of the outstanding term loan and working capital facility availed from Kotak Mahindra Bank Limited.

The actual amount utilised towards repayment or pre-payment of such borrowings may vary depending upon the outstanding amount of such borrowings at the time of utilisation of the Net Proceeds, including on account of any further repayments made by the Company prior to such utilisation.

If, at the time of filing the Red Herring Prospectus or thereafter, any of the borrowings proposed to be repaid or pre-paid have been repaid, whether in part or in full, refinanced, or if any additional credit facilities have been availed or drawn down by our Company, the Company may utilise the Net Proceeds towards part or full repayment or pre-payment of such refinanced or additional credit facilities, subject to applicable laws and regulations. The details of such borrowings and the amount proposed to be repaid or pre-paid shall be disclosed in the Red Herring Prospectus, as applicable.

Maximum Amount for Repayment or Pre-payment

However, the aggregate amount to be utilised from the Net Proceeds towards repayment or pre-payment of borrowings (including any refinanced or additional facilities availed, if any), whether in part or in full, will not exceed ₹700.00 lakhs.

Rationale and Benefits

The proposed repayment is expected to provide the following benefits to our Company:

1. **Reduction in finance costs:** The repayment of the outstanding borrowings is expected to reduce the interest and other financing costs associated with such borrowings, thereby enabling the Company to optimise its finance costs.
2. **Reduction in financial leverage:** The proposed pre-payment will reduce the Company's outstanding debt and leverage, thereby strengthening its capital structure and reducing its dependence on debt financing.
3. **Improvement in cash flows:** The reduction in interest and debt servicing obligations is expected to improve the Company's cash flows and provide greater flexibility in deploying its internal accruals towards its business operations and growth requirements.
4. **Strengthening of balance sheet:** The proposed repayment is expected to strengthen the Company's balance sheet by reducing its outstanding financial liabilities and improving its overall financial position.
5. **Greater financial flexibility:** A reduction in debt obligations is expected to provide the Company with greater financial flexibility to meet its working capital and other business requirements and pursue its future growth plans.

Accordingly, the proposed utilisation of ₹700.00 lakhs towards repayment/pre-payment of the Company's outstanding borrowings is intended to reduce the Company's financial burden and strengthen its financial position, while enabling the Company to deploy its available resources more efficiently towards its business operations.

The following table provides details of certain of the borrowings availed by our Company, which are currently proposed to be fully or partially repaid (earlier or scheduled) or pre-paid from the Net Proceeds:

Name of Lender	Original Date of	Credit Facility	Sanctioned Amount	Outstanding Amount as on	Interest Rate (%) p.a.	Tenure	Prepayment and repayment charges	Purpose for which the loan is used

	Sanction			**August 31, 2026**				
Kotak Mahindra Bank	January 27, 2025 Renewed on March 03, 2026	Term Loan	723.00	Term loan: 453.00	Term loan: Repo rate +2.75 % Over draft: Repo rate +2.95 % Short term loan: 8.05% Fixed	73 Months	For Micro & Small (MSE) Borrowers: - Nil charges on fixed rate loans up to 50 lakhs (Original Sanctioned Limit) -Nil charges on Floating loan - 2% of Amount being prepaid for non-revolving and 2% of Sanctioned limits for Revolving facilities (plus taxes as applicable) for Fixed rate loans above INR 50 lakh (Original sanctioned amount) For Others: 2% of Amount being prepaid for non-revolving and 2% of Sanctioned limits for Revolving facilities (plus taxes as applicable	Construction of Theater For working capital requirement
		Working Capital Limit Over Draft (250) Short Term Loan (200.00)	250.00	Over draft & Short-term loan: 241.00		Working Capital Limit		
Total			973.00	694.00				

As certified by the Statutory auditor vide their certificate dated September 27, 2026 bearing UDIN: 26055043RQRREB7522

3. Fit out Expenses for Gurugram Cinema

Our Company proposes to utilise ₹441.33 lakhs from the Net Proceeds of the Issue towards fit-out expenses for setting up a new cinema hall at Gurugram. The proposed cinema hall at Gurugram will comprise 5 screens with an aggregate seating capacity of approximately 551 seats.

The proposed fit-out expenses will primarily include civil and interior works, flooring, false ceiling, wall treatments, partitions, electrical and lighting works, air-conditioning-related works, customer seating and other

fixtures, signage, décor, networking and other allied works required for making the cinema hall ready for commercial operations.

The fit-out expenditure is an integral part of the proposed cinema hall project and is required to convert the identified premises into a functional cinema exhibition facility. The expenditure will enable the Company to create the necessary infrastructure for commencing cinema operations and provide an appropriate and comfortable environment for customers. The proposed investment is also expected to support the Company's expansion of its cinema exhibition business and increase its operating capacity.

The estimated cost of the fit-out works as estimated by the management has been determined based on quotations/estimates obtained from contractors and vendors and prevailing market rates. The actual expenditure may vary depending upon the final specifications, scope of work and prevailing prices at the time of execution.

The proposed fit-out expenses relate to the development and customization of the cinema premises and are separate from expenditure towards acquisition/lease of the premises, as applicable.

Machinery Cost

Sr No.	Particulars	Name of Supplier	Date of Quotation	Amount (₹ In Lakhs)	Validity of Quotation
1	Coffee Machine with Accessories	Kaapi Machines	08/07/2026	5.77	12 months
2	projector	Aria Digital Solution Private Limited	18/03/2026	14.87	12 months
3	Sound System	Aria Digital Solution Private Limited	25/08/2026	160.33	12 months
4	Carpet	Capital Carpet Exim Private Limited	25/08/2026	13.01	12 months
5	Electric Light System	Global Advantage	27/08/2026	3.00	12 months
6	Chairs	KQ Seats Private Limited	22/08/2026	48.89	12 months
8	Fabrics	Krishna Laminates	08/04/2026	1.78	12 months
9	Kitchen Equipment	Shree Laxmi Enterprises	10/08/2026	20.22	12 months
10	Projector	Qube Cinema Technologies Private Limited	21/09/2026	*173.46	Subject to change based on Market conditions
	Total			**441.33**	

*The price is considered taking in to account the rate of 1$ = Rs 93. IF there is increase in foreign exchange then the fund from the GCP will be used by the Company. In case of reduction in the foreign exchange rate then the amount will be utilized for General corporate purpose subject to

Notes:

1. The Company has not placed any orders for the proposed equipment. The quotations and proforma invoices submitted in respect of the proposed equipment have been obtained solely for the purpose of estimating the cost of the proposed capital expenditure and determining the requirement of funds under the relevant Objects of the Issue.

2. We further confirm that the Company has not entered into any definitive agreement, purchase order or other binding arrangement with any of the vendors whose quotations/proforma invoices have been considered for estimating the cost of the proposed equipment. Accordingly, there can be no assurance that the same vendors will be finalised by the Company at the time of procurement or that the equipment will be procured at the same prices as indicated in the quotations/proforma invoices.

3. The actual procurement cost may vary depending upon, inter alia, the final specifications, vendor negotiations, market conditions, taxes, freight, installation costs and other associated expenses. In the event of any cost overrun in relation to the proposed procurement, the additional expenditure shall be funded through the Company's internal accruals and available cash resources. In the event the actual cost of procurement is lower than the amount proposed to be utilised for the said Object, the surplus funds shall be utilised towards procurement of other equipment and/or other eligible capital expenditure forming part of the relevant Object of the Issue, in accordance with applicable laws and the disclosures made in the DRHP.

4. The Company does not propose to acquire any second-hand, used or refurbished equipment pursuant to the proposed Object of the Issue. The proposed equipment is intended to be procured as new equipment from the selected vendors, subject to finalisation of vendors, specifications and commercial terms.

4. General Corporate purposes

We propose to deploy the balance Net Proceeds, aggregating to ₹ [●] lakhs towards general corporate purposes subject to such utilization not exceeding 15 % of the Gross Proceeds or ₹ 10 crores whichever is less in compliance with the SEBI ICDR Regulations. Our management will have flexibility in applying /●/ lakhs of the Net Proceeds towards general corporate purposes, including but not restricted to financing working capital requirements, capital expenditure, acquiring business premises, meeting exigencies etc or any other purpose as may be approved by our Board, subject to compliance with the necessary provisions of the Companies Act.

Our management in accordance with the policies of the Board will have flexibility in utilizing any amounts for general corporate purposes under the overall guidance and policies of our Board. The quantum of utilization of funds towards any of the purposes will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company from time to time.

Issue Related Expenses

The total expenses of the Issue are estimated to be approximately ₹ [●] lakhs. The expenses of this include, among others, underwriting and Book Running Lead Manager fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated issue expenses are as follows:

Activity	Estimated expenses (₹ in lakhs)	As a % of total estimated issue related expenses	As a % of Gross Issue Size
Lead Manger Fees including Underwriting Commission	[●]	[●]	[●]
Brokerage, selling commission and Marketing	[●]	[●]	[●]
Registrar to the Issue	[●]	[●]	[●]
Legal Advisors	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Regulators including stock exchanges	[●]	[●]	[●]
Printing and distribution of issue stationary	[●]	[●]	[●]
Market Making fees etc.	[●]	[●]	[●]
Total estimated issue related expenses	[●]	[●]	[●]

Notes

1. Structure for commission and brokerage payment to the SCSBs Syndicate, RTAs, CDPs and SCSBs

ASBA applications procured directly from the applicant and Bided (excluding applications made using the UPI Mechanism, and in case the Offer is made as per Phase I of UPI Circular)	₹ 10 per application on wherein shares are allotted
Syndicate ASBA application procured directly and bided by the Syndicate members (for the forms directly procured by them)	₹ 10 per application on wherein shares are allotted
Processing fees / uploading fees on Syndicate ASBA application for SCSBs Bank	₹10 per application on wherein shares are allotted
Sponsor Bank shall be payable processing fees on UPI application processed by them	₹ 5 per application on wherein shares are allotted

2. No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them
3. The commissions and processing fees shall be payable within 30 working days post the date of receipt of final invoices of the respective intermediaries.
4. Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price

Interim use of Net Proceeds

Our Company in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds. The Net Proceeds pending utilization for the purposes described above, in accordance with the SEBI ICDR Regulations, our Company shall deposit the funds only in one or more Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus which are proposed to be repaid from the Net Proceeds.

Appraisal Report

None of the objects for which the Issue Proceeds will be utilized have been financially appraised by any financial institutions / banks.

Monitoring Utilization of Funds

As this is a Fresh Issue for less than ₹ 5,000 lakhs, we are not required to appoint a monitoring agency for the purpose of the Issue in terms of the SEBI ICDR Regulations.

Our Board and Audit committee shall monitor the utilization of the net proceeds of the Issue. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant financial years subsequent to the completion of the Issue.

Pursuant to SEBI Listing Regulations, our Company shall disclose to the Audit Committee of the Board of Directors the uses and applications of the Net Proceeds. Our Company shall prepare a statement of funds utilized for purposes other than those stated in this Prospectus and place it before the Audit Committee of the Board of Directors, as required under applicable law. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchange on a quarterly basis, a statement indicating (i) deviations, if any, in the utilization of the proceeds of the Issue from the Objects; and (ii) details of category wise variations in the utilization of the proceeds from the Issue from the Objects. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee of the Board of Directors.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the Objects without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

None of our suppliers / service providers for utilization of Issue proceeds for various Objects of the Issue are associated in any manner with our Company or any other related party directly or indirectly.

No part of the Net Proceeds of the Issue will be utilized by our Company as consideration to our Promoters, members of the Promoter Group, Directors, Group Companies or Key Managerial Employees. Our Company has not entered into or is not planning to enter into any arrangement / agreements with Promoters, Directors, key management personnel, associates or Group Companies in relation to the utilization of the Net Proceeds of the Issue.

Other Confirmation

No part of the proceeds of the Issue will be paid by us to the Promoter and Promoter Group, the Directors, Associates, Key Management Personnel or Group Companies except payment of Rs. 95000/- to Ankur Roongta and Rs. 5000/- to Sanjay Pareek towards purchase of 10,000 Equity shares of Fizzyfox, in the normal course of business and in compliance with the applicable law.

BASIS FOR ISSUE PRICE

The Issue Price of ₹ [●] per Equity Share is determined by our Company in consultation with the Book Running Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is ₹10.00/- per Equity Share and Issue Price is ₹ [●] per Equity Share. The Issue Price is [●] times the face value.

Investors should refer sections / chapters titled "*Risk Factors*", "*Restated Financial Statements*", "*Management Discussion and Analysis of Financial Condition and Results of Operations*" and "*Business Overview*" beginning on page 16, 156, 193 and 95 respectively of this Draft Red Herring Prospectus to get an informed view before making an investment decision.

The trading price of the Equity shares of our Company could decline due to risk factors and you may lose all or part of your investments.

Qualitative Factors

Some of the Qualitative Factors, which form the basis for computing the price

1. Established presence in the cinema exhibition and entertainment segment
2. Presence across key regions of India providing geographical diversification
3. Multiple Revenue Streams Across Cinema Theatre Operations
4. Multiple Customer Access Channels Supporting Customer Convenience and Ticket Sales
5. Established Brand Presence Under "ROONGTA CINEMAS"
6. Experience of Our Promoter in the Entertainment Business
7. Customer Complaint Handling and Resolution Process
8. Relationships with Film Distributors and Content Providers

For further details, please refer to the paragraph titled "*Competitive Strengths*" in the chapter titled "*Business Overview*" beginning on page 95 of this Draft Red Herring Prospectus.

Quantitative Factors

Information presented below relating to the Company is based on the Restated Financial Statements. Some of the quantitative factors which form the basis or computing the price, are as follows:

1) Basic and Diluted Earnings Per Share (EPS)

Year ended	Weights	Basic and Diluted EPS (Pre Bonus)	Basic and Diluted EPS (Post Bonus) *
March 31, 2024	1	525.70	1.17
March 31, 2025	2	5179.92	11.49
March 31, 2026	3	5557.15	12.32
Weightage Average EPS	**6**	**4592.83**	**10.18**

*** The company had made bonus issue of shares in the month of June 2026 in the ratio of 450:1**

Note.

Basic and Diluted EPS = Net Profit (Loss) after tax as restated attributable to Equity Shareholders / weighted average no of equity shares outstanding during the year as per restated Consolidated financials.

2) Price to Earnings (P/E) ratio in relation to Issue Price ₹ [●] per Equity Share of ₹10/- each fully paid up

Particulars	P/E at the lower end of the price band	P/E at the upper end of the price band
P/E ratio based on Basic and diluted EPS as at March 31, 2026 (Pre Bonus)	[●]	[●]
P/E ratio based on Basic and diluted EPS as at March 31, 2026 (Post Bonus)	[●]	[●]

P/E ratio based on Weighted Average Basic and diluted EPS	[●]	[●]
Industry PE		
Highest		411.33
Lowest		17.34
Industry Average		214.33

3) Return on Net worth (RoNW)

Return on Net Worth (RoNW) as per restated consolidated financial statements

Year Ended	Weight	RONW (%)
March 31, 2024	1	(79.50)
March 31, 2025	2	114.63
March 31, 2026	3	55.15
Weighted Average	**6**	**52.54**

Note: Return on Net worth has been calculated as per the following formula:

1) Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated / Net worth as restated as at year end.
2) Weighted average Net Worth = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.

4) Net Asset Value (NAV)

Particulars	₹ per share
Net Asset Value per Equity Share as of March 31, 2026 (Pre Bonus)	10075.79
Net Asset Value per Equity Share as of March 31, 2026 (Post Bonus)*	22.34
Net Asset Value per Equity Share after IPO	[●]
Issue Price	[●]
NAV Post Issue	
- At Floor Price	[●]
- Issue Price	[●]

*** The company had made bonus issue of shares in the month of June 2026 in the ratio of 450:1**

Note: Net Asset Value has been calculated as per the following formula:

$$\text{NAV} = \frac{\text{Net worth excluding revaluation reserve}}{\text{Outstanding number of Equity shares during the year}}$$

1) Comparison with industry peers

Companies	CMP*	EPS	PE Ratio	RONW (%)	NAV (Per Share)	Face Value	Revenue from Operation	Total Income
Roongta Entertainment Limited	[●]**	5,557.15	[●]	55.15	10075.79	10	2557.05	2563.13
Peer Group								
Connplex cinemas limited	262.75	15.15	17.34	19.42	70.33	10.00	14,752.06	15,010.36
UFO Movies India Limited	61.70	0.15	411.33	0.02	91.51	10.00	15,010.36	3,492.87

*CMP as on September 24, 2026

** CMP of our company is considered as an Issue Price.

Amount taken from Restated Financials as on March 31, 2026
Source: https://www.nseindia.com

Notes:
1. Considering the nature and size of the business of our Company the peers are not strictly comparable. However, above company is included for broad comparison.
2. The figures for Roongta Entertainment Limited are based on the restated financial statements for the year ended March 31, 2026.
3. The figures are based on the financial statements for the year ended March 31, 2026 of Connplex cinemas limited and UFO Movies India Limited from the Annual reports of the Companies available from the website of the Stock Exchange and website of the Companies.
4. CMP of the peer group is as per the closing price as available on https://www.nseindia.com
5. P/E Ratio for the peer has been computed based on the closing market price of respective equity shares as on September 24, 2026 sourced from website of Stock Exchange as divided by the Basic/diluted EPS as applicable.

Key Performance Indicators ("KPIs")

The KPIs disclosed below have been used historically by our Company to understand and analyses the business performance, which in result, help us in analyzing the growth of various verticals.

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 Utilisation of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations.

KPI	Explanations
Revenue from Operations (₹ lakhs)	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.
Current Ratio	It tells management how business can maximize the current assets on its balance sheet to satisfy its current debt and other payables.
Debt To Equity Ratio	Debt-to-equity (D/E) ratio is used to evaluate a company's financial leverage.
Return on Equity	This metric enables us to track how much profit a company generates with the money that the equity shareholders have invested.
Operating EBITDA (₹ lakhs)	Operating EBITDA provides information regarding the operational efficiency of the business.
Operating EBITDA Margin (%)	Operating EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹ 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.
Return on Capital Employed	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 27, 2026 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 since Incorporation to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified by statutory auditor.

Financial KPI of our Company **(₹ in Lakhs)**

Particulars	March 2026	March 2025	March 2024
Revenue from operations [(1)]	2557.02	2265.13	847.14
Total Income [(2)]	2563.09	2266.17	847.81
EBITDA [(3)]	771.34	672.73	165.27

EBITDA (%) Margin [4]	30.17	29.70	19.51
Profit after Tax [5]	555.71	517.99	52.57
Current Ratio [6]	1.07	0.83	0.50
Debt Equity Ratio [7]	1.65	6.04	(27.05)
Debt Service Coverage Ratio [8]	10.20	359.45	0.00
Return on Capital Employed (%) [9]	42.27%	61.56%	(89.05%)
Net profit Ratio (%) [10]	21.68%	22.86%	6.32%
Return on Equity (%) [11]	55.15%	114.63%	(79.50%)

As certified by the Statutory auditor vide their certificate dated September 27, 2026 bearing UDIN: 26055043OTKLVC3143

Notes:

(1) Revenue from operations is calculated as the sum of revenue from sale.

(2) Total income is calculated as the sum of revenue from operations and other income for the period/year.

(3) Operating EBITDA refers to earnings before interest, taxes, depreciation, amortisation, gain or loss from discontinued operations and exceptional items.

(4) Operating EBITDA Margin refers to EBITDA during a given period as a percentage of Total income during that period.

(5) Profit / (loss) for the period/ year is calculated as Total Income less Total Expenses plus Share of (loss) from joint ventures (Net of tax) less Total Tax expenses for the period/ year.

(6) Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.

(7) Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term-borrowings) by total equity (which includes issued capital and all other equity reserves).

(8) Debt Service Coverage Ratio is calculated by dividing the sum of Profit after Tax and interest amount by sum of the repayment of loan and Interest.

(9) RoCE (Return on Capital Employed) (%) is calculated as profit before tax plus finance costs divided by total equity plus Reserves & Surplus.

(10) Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our total revenue.

(11) Return on equity (RoE) is equal to profit for the year divided by the total equity during that period and is expressed as a percentage

Comparison of key performance indicators with Peer Group Companies

Companies	Roongta Entertainment Limited			Connplex cinemas limited			UFO Movies India Limited		
	March 31, 2026	March 31, 2025	March 31, 2024	March 31, 2026	March 31, 2025	March 31, 2024	March 31, 2026	March 31, 2025	March 31, 2024
Revenue from operations	2557.02	2265.13	847.14	14,752.06	9,560.96	6029.74	48,200.24	42,241.27	40823.93
Total Income	2563.09	2266.17	847.81	15,010.36	9,678.18	6083.27	48,368.18	42,401.75	41007.82
EBITDA	771.34	672.73	165.27	3,492.87	2627.56	619.47	8,027.18	5907.59	6759.95
EBITDA (%) Margin	30.17	29.70	19.51	23.68	27.48	10.27	16.65	13.99	16.56
Profit after Tax	555.71	517.99	52.57	2,607.92	1,900.99	408.75	2,491.44	957.24	1636.04
Current Ratio	1.07	0.83	0.50	5.64	2.57	2.38	1.66	1.61	1.69
Debt Equity Ratio	1.65	6.04	(27.05)	0.01	0.03	0.05	0.24	0.23	0.18
Debt Service	10.20	359.45	0.00	57.84	104.27	58.17	1.81	1.36	1.27

Coverage Ratio									
Return on Capital Employed	42.27%	61.56%	(89.05%)	25.62%	98.25%	88.36%	9.74%	5.61%	7.31%
Net profit Ratio	21.68%	22.86%	6.32%	17.68%	19.88%	6.78%	5.17%	2.27%	3.99%
Return on Equity	55.15%	114.63%	(79.50%)	32.85%	127.28 %	120.71 %	7.67%	3.21%	5.69%

Weighted average cost of acquisition ("WACA"), floor price and cap price

(a) Price per share of Issuer Company based on primary / new issue of shares (equity/convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of filing of the DRHP / RHP, where such issuance is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer 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;

Our Company has not issued any Equity Shares (excluding Equity Shares issued pursuant to a bonus issue undertaken on June 17, 2026) or convertible securities or employee stock options during the 18 months preceding the date of this Draft Red Herring Prospectus , where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our 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, ("Primary Issuances")

(b) Price per share of Issuer Company based on secondary sale / acquisition of shares (equity/convertible securities), where promoter / promoter group entities or shareholder(s) selling shares through offer for sale in IPO or shareholder(s) having the right to nominate director(s) in the Board of the Issuer Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of the DRHP / RHP, where either acquisition or sale is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer 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

There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities (excluding gifts), where our Promoters, or Promoter Group are a party to the transaction (excluding gifts) during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our 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.

Date of Transfer	Name of Transferor	Name of Transferee	No. of Shares Transfer	Face value	Issue price	Nature of Consideration	Consideration
25.05.2026	Sanjay Pareek	Ankit Roongta	99	10	4,511	Cash	4,46,589/-

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

There is no such issuance of primary or secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Draft Red Herring Prospectus during the last three years preceding to the date of filing of this Draft Red Herring Prospectus

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

Type of Transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price (i.e. ₹ [●])	Cap Price (i.e. ₹ [●])

Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/ convertible securities), excluding shares issued under ESOP 2018 and issuance of bonus shares, during the 18 months preceding the date of this certificate, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our 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	NA*	[●]	[●]
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity/convertible securities), where our Promoters or Promoter Group entities or or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of our 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	NA**	[●]	[●]
In case there is no primary or secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where either issuance or acquisition/ sale is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), the information has been disclosed for price per share of our Company based on the last five primary transactions or last five secondary transactions where promoter /promoter group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, during the last three years preceding to the date of filing of this Draft Red Herring Prospectus irrespective of the size of the transaction.	NA	[●]	[●]

** There was no primary/ new issue of shares (equity/ convertible securities) in last 18 months from the date of this Draft Red Herring Prospectus.*

*** There is no Secondary sale which is equal to or more than five per cent of the fully diluted paid-up share capital of our Company in last 18 months from the date of this Draft Red Herring Prospectus.*

Statutory Auditor of our Company M/s H T K S & CO, Chartered Accountants, pursuant to their certificate dated September 27, 2026 UDIN: 26055043HQWISK9596 have certified Weighted average cost of acquisition for Primary and Secondary Issuance.

(e) Explanation for Issue Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in 5 above) along with our Company's key performance indicators and financial ratios for the Financial Years ended on March 31, 2026, March 31, 2025, and March 31, 2024.

(f) Explanation for Issue Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in 5 above) in view of the external factors which may have influenced the pricing of the Issue.

Investors should read the above-mentioned information along with "Risk Factors", "Business Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Other Financial Information" on pages 16, 95, 193 and 202 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 16 and you may lose all or part of your investment.

STATEMENT OF TAX BENEFITS

To,
The Board of Directors,
Roongta Entertainment Limited
4th Floor, Roongta Shopping Centre
VIP Road, Surat, Gujarat, India-395007

Dear Sir,

Sub: Statement of Possible Special Tax Benefits available to Roongta Entertainment Limited ('the Company") and its shareholders prepared in accordance with the requirements in Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ("SEBI ICDR Regulations")

We hereby report that the enclosed annexure, prepared by the management of the company, states the possible special tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 read with Income Tax Rules, Circulars, Notifications ('Act') as amended by the Finance Act, 2025, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, 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 its shareholders and do not cover any general tax benefits available to the Company or its shareholders. 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. A shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed issue, particularly in view of ever-changing tax laws in India.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, 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.

We do not express any opinion or provide any assurance as to whether:

A. the Company or its shareholders will continue to obtain these benefits in future; or

B. the conditions prescribed for availing the benefits have been/would be met.

C. The revenue authorities/court will concur with the views expressed herein

The contents of the enclosed annexure 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 and the provisions of the tax laws.

No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views, consequence to such change. We shall not be liable to Company for 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 conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" ("Guidance Note") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

This report including enclosed annexure is intended for your information and for inclusion in the Draft Prospectus / Prospectus in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

For, H T K S & CO.
Chartered Accountants
Firm Registration No. 111032W

Sd/-
CA Harishankar Tosniwal
(Partner)
Membership No.: 055043

UDIN:26055043LANSHK8241
Place: Surat
Date: 27/09/2026

ANNEXURE

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

Outlined below are the possible special tax benefits available to Company and its shareholders under Income Tax Act 1961("the Act") presently in force in India.

A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 (THE ACT")

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

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

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

Note:

- The above statement of Direct Tax Benefits sets out the special tax benefits available to the Company and its shareholders under the current tax laws presently in force in India.
- The above statement covers only above-mentioned tax laws benefits and does not cover any indirect tax law benefits or benefit under any other law.
- Our views expressed in this statement are based on the facts and assumptions as indicated in the statement. 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 change from time to time. We do not assume responsibility to update the views consequent to such changes.

SECTION V – ABOUT COMPANY

INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we, the Book Running Lead Manager nor any of our or their respective affiliates or advisors nor any other people connected with Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect.

Before deciding to invest in the Equity Shares, prospective investors should read this entire Draft Red Herring Prospectus, including the information in the sections "Risk Factors" and "Restated Financial Statements" on pages 16 and 156, respectively of the Draft Red Herring Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please see the section 'Risk Factors' on page 16 of the Draft Red Herring Prospectus. Accordingly, investment decisions should not be based on such information.

INDIAN ECONOMY GROWTH RATE & STATISTICS

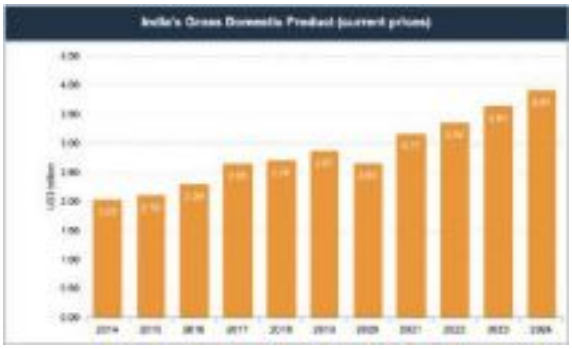
INTRODUCTION



India's economic momentum remains strong, underpinned by resilient domestic demand and sustained macroeconomic stability. In FY 2025–26, Real GDP (GDP at Constant Prices) is estimated to reach Rs. 201.90 lakh crore (US$ 2.24 trillion), rising from the provisional level of Rs. 187.97 lakh crore (US$ 2.26 trillion) in FY 2024–25, reflecting a robust growth of 7.4%. At current prices, Nominal GDP is projected to reach Rs. 357.14 lakh crore (US$ 3.96 trillion) in FY 2025–26, from Rs. 330.68 lakh crore (US$ 3.98 trillion) in the previous year, registering a growth of 8.0%. On the production side, Real Gross Value Added (GVA) is estimated at Rs. 184.50 lakh crore (US$ 2.04 trillion), up from Rs. 171.87 lakh crore (US$ 2.07 trillion) in FY 2024–25, indicating a growth of 7.3%, while Nominal GVA is expected to expand to Rs. 323.48 lakh crore (US$ 3.59 trillion) from Rs. 300.22 lakh crore (US$ 3.62 trillion), marking a growth of 7.7%. Collectively, these trends highlight India's position as one of the fastest-growing major economies, supported by broad-based expansion across sectors.

Further, India is projected to reach a GDP of Rs. 4,26,45,000 crore (US$ 5 trillion) by 2027 and is on course to surpass Germany by 2028. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

MARKET OVERVIEW



India is home to 126 unicorns, with six new startups achieving unicorn status in 2025.

India's current account deficit moderated in Q2 FY 2025–26 (July–September), supported by a lower merchandise trade deficit. The deficit stood at Rs. 1.02 lakh crore (US$ 11.7 billion), or 1.3% of GDP, compared with Rs. 1.73 lakh crore (US$ 20.8 billion), or 2.2% of GDP, in the same quarter last year.

In the preceding quarter, the current account had recorded a relatively modest deficit of Rs. 0.20 lakh crore (US$

2.33 billion), equivalent to 0.2% of GDP, indicating improved external sector resilience. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US$ 1 trillion by 2030.

RECENT DEVELOPMENTS

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With India's economy showing resilient growth, supported by strong domestic demand, policy reforms, and a healthy investment pipeline, several new projects and developments are underway across key sectors. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- On the FDI front, according to the Department for Promotion of Industry and Internal Trade (DPIIT), India's cumulative FDI inflow stood at Rs. 99,08,749 crores (US$ 1.12 trillion) between April 2000-September 2025; with major share of FDI equity inflow, coming from Singapore at Rs. 13,21,127 crores (US$ 186.82 billion) with a total share of 24.45%, followed by Mauritius at Rs. 11,22,807 crores (US$ 183.66 billion) with 24.04%, the USA at Rs. 5,50,450 crores (US$ 77.27 billion) with 10.11%, the Netherlands at Rs. 3,77,094 crores (US$ 54.93 billion) with 7.19%, and Japan at Rs. 2,93,863 crores (US$ 45.61 billion) with 5.97%.
- As of January 9, 2026, India's foreign exchange reserves stood at Rs. 61,95,896 crores (US$ 687.19 billion).
- In November 2025, India recorded 113 Private Equity (PE)–Venture Capital (VC) deals valued at Rs. 46,500 crores (US$ 5.6 billion), marking a 31% year-on-year increase from Rs. 35,700 crores (US$ 4.3 billion) in November 2024. On a month-on-month basis, investment value rose by 4% compared to Rs. 44,800 crores (US$ 5.4 billion) in October 2025. Deal activity also strengthened, with the number of transactions increasing 12% year-on-year from 101 deals in November 2024 and 4% month-on-month from 109 deals in October 2025, reflecting sustained momentum in India's PE/VC investment landscape.
- During FY 2025–26 (up to January 27, 2026), Foreign Portfolio Investor (FPI) activity in India indicated a phase of portfolio optimisation and asset reallocation amid evolving global market conditions. While foreign investors moderated direct equity exposure, debt instruments continued to attract investments of over Rs. 2,100 crores (US$ 0.25 billion), supported by stable macroeconomic fundamentals and policy continuity. FPIs also channelled Rs. 17,025 crores (US$ 2.0 billion) into mutual fund schemes, reflecting a preference for diversified and professionally managed market exposure. Domestic Institutional Investors (DIIs) played a stabilising role in the equity cash market during FY 2025–26 (April–December 2025), recording net purchases of around Rs. 5.99 lakh crore (US$ 66.55 billion). Strong and consistent buying by mutual funds, insurance companies, and pension funds helped offset periods of foreign portfolio moderation.
- India's manufacturing sector continued to expand in December, with the seasonally adjusted HSBC India Manufacturing Purchasing Managers' Index (PMI) remaining firmly in expansionary territory at 55.0, despite easing from 56.6 in November. Importantly, the index stayed above its long-run average, indicating sustained improvement in overall sector health. New orders continued to rise at a strong pace, supported by steady domestic demand, while output growth, although moderating, reflected ongoing capacity utilisation.
- India's consumer price inflation remained subdued and well-anchored in December 2025, reflecting a stable price environment across the economy. Headline inflation, based on the All-India Consumer Price Index (CPI), stood at 1.33% year-on-year, indicating continued moderation in price pressures. The marginal month-on-month uptick of 62 basis points from November 2025 reflects normal seasonal movements, while overall inflation remained comfortably low, underscoring effective supply management and macroeconomic stability.
- India's GST collections continued to demonstrate underlying revenue resilience, supported by steady economic activity and compliance levels. Total Net GST revenue in December 2025 stood at Rs. 1.45 lakh crore (US$ 16.17 billion), reflecting normal month-on-month variation. On a cumulative basis, net yearly GST collections in December 2025 reached Rs. 14.25 lakh crore (US$ 163.59 billion), registering a year-on-year growth of 6.8%, underscoring sustained consumption momentum and the strengthening tax base.
- Passengers carried by domestic airlines during January-November 2025 were 1526.35 lakhs as against 1464.02 lakhs during the corresponding period of the previous year, thereby registering an annual growth of 4.26% and a monthly growth of 6.92%.
- The government is focusing on renewable energy sources and has achieved a major clean energy milestone by generating 50% of its power from renewable sources, five years ahead of its 2030 target. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

- India secured 38th position out of 139 economies in the Global Innovation Index 2025. India rose from 81st position in 2015 to 38th position in 2024. India ranks in 3rd position in the global number of scientific publications.
- India's industrial activity witnessed a strong rebound in November 2025, with the Index of Industrial Production (IIP) growing by 6.7%, a sharp improvement from 0.4% in October 2025, indicating accelerating industrial momentum. The manufacturing sector led this expansion with a robust 8.0% growth, supported by positive performance across 20 out of 23 industry groups at the NIC two-digit level, reflecting a broad-based recovery. Key growth drivers included basic metals (10.2%), pharmaceuticals and medicinal products (10.5%), and motor vehicles and trailers (11.9%), highlighting strength in core, healthcare, and mobility-related industries. Overall, the IIP index rose to 158.0, up from 148.1 in November 2024, underscoring sustained expansion in India's industrial base.
- The government has set a calibrated wheat procurement target of 30 million tonnes for the 2025–26 rabi marketing season, ensuring efficient stock management and smooth market operations. This comes even as wheat production is projected at a record 115 million tonnes in 2024–25, reflecting strong output prospects. To support farmers, the MSP for wheat has been fixed at Rs. 2,425 per quintal, with procurement to be undertaken by FCI and state agencies to meet food security and welfare requirements.

GOVERNMENT INITIATIVES

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, are aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- Under the Startup India initiative, the Government continues to strengthen the start-up ecosystem through targeted funding, seed support, and credit guarantees. As of October 2025, women-led start-ups received investments and financial support of over Rs. 3,157 crores (US$ 0.38 billion) through the Fund of Funds for Startups, Startup India Seed Fund Scheme, and Credit Guarantee Scheme, reinforcing inclusive entrepreneurship and early-stage innovation across sectors.
- The Ministry of Labour & Employment signed an MoU with Zomato on October 14, 2025, to enhance employment opportunities through the National Career Service (NCS) portal. Under the agreement, Zomato will list around 2.5 lakh job opportunities annually, supporting the growth of the gig economy and promoting formal, technology-enabled livelihoods across India.
- The Production Linked Incentive (PLI) programme has significantly strengthened India's manufacturing base and export capabilities across priority sectors. As of September 2025, realised investments under PLI schemes stood at Rs. 2,00,000 crores (US$ 24.2 billion) across 14 sectors, leading to incremental production and sales exceeding Rs. 18,70,000 crore (US$ 226.5 billion) and generating over 12.6 lakh jobs (direct and indirect).
- In August 2025, Prime Minister launched two major agriculture schemes worth Rs. 35,440 crores (US$ 4 billion), the PM Dhan-Dhaanya Krishi Yojana and the Mission for Aatmanirbharta in Pulses, aimed at boosting self-reliance, productivity, and farmers' income. He also inaugurated and laid foundation stones for projects worth over Rs. 6,200 crore (US$ 709 million) across agriculture, animal husbandry, fisheries, and food processing sectors.
- On July 5, 2025, the Union Cabinet approved the Rs. 1,00,000 crore (US$ 11.72 billion) Research, Development and Innovation (RDI) Scheme, launching long-term, low- or zero-interest funding via a special purpose fund under the ANRF to jump-start India's R&D ecosystem and support deep-tech and startup innovation.
- In March 2025, the Government announced several measures to boost industrial growth and investments, including initiatives such as Make in India, Start-up India, PM GatiShakti, and Production Linked Incentive (PLI) Schemes. The Cabinet Committee on Economic Affairs also approved 12 new projects worth Rs. 28,602 crore (US$ 325.02 million) under the National Industrial Corridor Development Programme (NICDP), spanning 10 states, to strengthen India's manufacturing base and attract investments.
- On March 27, 2025, the Reserve Bank of India proposed doubling the investment cap for individual foreign investors in listed firms from 5% to 10%, with a combined foreign individual limit increasing to 24%, to counter Foreign Portfolio Investment (FPI) outflows.

- According to a report by Wood Mackenzie in January 2025, India, the United States, and West Asia are expected to collectively add 100 Gigawatts (GW) of solar capacity by 2025, while China is anticipated to continue its leadership in the solar industry.
- The National e-Governance Division (NeGD) and the Indian Ports Association (IPA) signed an MoU on December 24, 2024, to drive digital transformation in India's maritime sector. The partnership focuses on system integration, software development, and the use of emerging technologies to enhance efficiency and modernise port operations.
- In July 2024, the Ministry of Finance held the Union Budget and announced that for 2024-25, the total receipts other than borrowings and the total expenditure are estimated at Rs. 32.07 lakh crore (US$ 383.93 billion) and Rs. 48.21 lakh crore (US$ 577.16 billion), respectively.
- In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crores (US$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crores (US$ 133.27 billion).
- On January 22, 2024, Prime Minister announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.

(**Source**: https://www.ibef.org/economy/Indian-economy-overview)

MEDIA AND ENTERTAINMENT

The entertainment sector is split into ten segments



Indian media and entertainment industry is growing rapidly



The Indian M&E sector grew to Rs. 2,78,500 crore (US$ 30.08 billion) in 2025 (a 9.1 % increase YoY). It is projected to grow ~2.8% in 2026 to Rs. 2,86,500 crore (US$ 30.91 billion), and at a ~5.8% CAGR to Rs. 3,30,000 crore (US$ 35.65 billion) by 2028.

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.

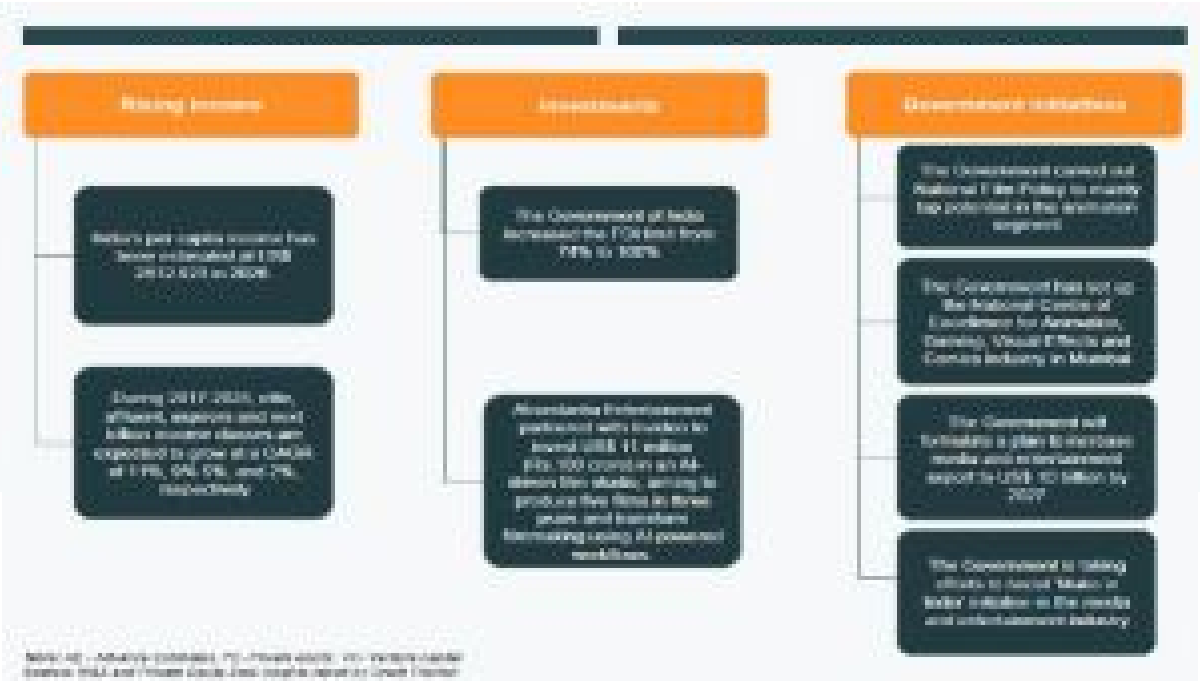
India's OTT video industry is expected to reach Rs. 21,032 crore (US$ 2.63 billion) by 2026.

India's newspapers and consumer magazines industry is expected to reach Rs. 29,945 crore (US$ 3.756 billion) by 2026.

Media companies are projected to achieve an 8% revenue growth, reaching US$ 7.14 billion (Rs. 60,000 crore) by FY27, driven by increasing contributions from the digital segment, according to a Crisil analysis of 20 companies that account for 55% of the media industry's revenue.

In 2026, India's media and entertainment sector is estimated to reach Rs. 2,86,200 crore (US$ 32.38 billion), with digital media contributing 45.46%, television 20.51%, print 9.22%, filmed entertainment 7.83%, live events 4.89%, animation and VFX 3.95%, online gaming and video games 2.59%, out-of-home media 2.59%, music 2.24%, and radio 0.80%.

In 2028P, India's media and entertainment sector is projected to reach Rs. 3,30,100 crore (US$ 34.85 billion), led by digital media at 49.68%, television at 16.21%, print at 8.00%, filmed entertainment at 7.66%, live events at 5.94%, animation and VFX at 4.18%, online gaming and video games at 2.79%, out-of-home media at 2.57%, music at 2.27%, and radio at 0.67%.



Growth drivers of media and entertainment sector in India

Key Government initiatives

1. **Animation, Visual Effects, Gaming and Comic (AVGC) Centre**
   ▪ In Budget 2022-23, the finance minister announced the creation of an AVGC task force.
   ▪ In September 2024, the Cabinet approved the National Centre of Excellence (NCoE) for AVGC-XR in Mumbai.
   ▪ From 2025 onwards, the NCoE (IIIC) is expected to create 5,00,000 jobs and establish India as a global AVGC hub.
2. **Merger of four government film media units with the National Film Development Corporation of India (NFDC)**
   ▪ In December 2020, the Union Cabinet approved the merger of four government film media units (the Films Division, the Directorate of Film Festivals, the National Film Archives of India and the Children's Film Society, India) with the National Film Development Corporation Limited (NFDC). This will help converge activities and resources and ensure synergy and efficiency in achieving common mandates.
3. **Renaming of The Indian Broadcasting Foundation**
   ▪ 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.

4. **Cable Television Networks (Amendment) Rules, 2021**

▪ 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.

Opportunities and Developments

Multiplex

- The largest multiplex distributor proposed to rationalize 70 screens across India in FY25, to remove redundancies and reduce low performing screen.

(**Source:** https://www.ibef.org/download/1788181924_Media-and-Entertainment-May-2026.pdf**)**

The Ministry of Information and Broadcasting announced two major decisions today. These steps will contribute to the growth of the Indian film industry. Furthermore, they will also help increase the number of cinema screens across the country.

These decisions were taken at a high-level review meeting chaired by the Minister of Information and Broadcasting, Shri Ashwini Vaishnav, in New Delhi today. In a meeting with senior officials of the Ministry, the Minister directed immediate structural steps to strengthen film production, distribution, and technology integration.

A study group has been formed to

The Ministry has constituted a high-level study group, which will also include industry experts and technology partners.

The group will study the opportunities and challenges facing Indian cinema. It will make recommendations to strengthen the sector. It will also suggest various steps to make Indian films more competitive on the global stage. The Study Group will consider, among other issues, the following:

- Measures to make Indian films more competitive in the world market.
- The impact of new technologies on cinema, including artificial intelligence and virtual production. The group will offer suggestions on how Indian filmmakers can use these tools.
- How filmmakers can access institutional finance and new financing options from the market for film production.
- Problems faced by filmmakers in raising funds for film production and distribution.
- Working with state governments and other stakeholders, the group will identify best practices and recommend a comprehensive policy framework for the long-term development of Indian cinema.

The study group will consult all relevant stakeholders across the country and submit its report to the ministry within three months.

Model State Cinema Rules for adoption by States

The regulation of cinemas and theaters falls under the State List. Different states follow different rules regarding the various permissions required for cinemas and theaters. This has been a major obstacle to the development of cinema infrastructure, especially in smaller towns and rural areas.

To accelerate the development of cinema infrastructure, the Ministry has developed model rules. The serules were developed after extensive consultation. The Ministry has now sent these model State Cinema Rules to all state governments. States are requested to adopt them. The Ministry will also assist states in implementing these rules.

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State Cinema Regulations to all state governments, requesting them to adopt them. The Ministry will also assist states in implementing these regulations.

These decisions will build a strong, modern, and globally competitive Indian film industry. Indian cinema will continue to be a powerful medium of creativity, culture, and innovation.
(Source: https://www.pib.gov.in/PressReleasePage.aspx?PRID=2279255&reg=3&lang=2**)**

BUSINESS OVERVIEW

The following information is qualified in its entirety by and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in the section titled "Risk Factors" on page 16 of this Draft Red Herring Prospectus.

This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section title *"Risk Factors"* and the chapters titled *"Restated Financial Statement"* and *"Management Discussion and Analysis of Financial Conditions and Results of Operations"* beginning on page no 16, 156 and 193 of this Draft Red Herring Prospectus.

In this chapter, unless the context requires otherwise, any reference to the terms "We", "Us", "Our" and "Roongta", "REL" are to M/s. Roongta Entertainment Limited. Unless stated otherwise, the financial data in this section is as per our Restated financial statements prepared in accordance with Indian Accounting Policies set forth in the Draft Red Herring Prospectus.

Overview

Our Company was originally incorporated as "Roongta Entertainment Private Limited", under the provisions of the Companies Act, 2013, pursuant to a certificate of incorporation dated November 27, 2018 issued by the Registrar of Companies, Central Registration Centre. Subsequently, pursuant to a Special Resolution in the Extra-Ordinary General Meeting held on November 25, 2024 our Company was converted into Public Limited Company and a Fresh Certificate of Incorporation consequent to conversion to public company was issued in the name of "Roongta Entertainment Limited" on February 28, 2025 by the Registrar of Companies, Central Registration Centre. The Corporate Identification Number of our Company is U74940GJ2018PLC105312.

Company Background and Incorporation

The Company was incorporated in the year 2018 by its Promoter, Mr. Ankur Roongta. The Company is engaged in the business of designing, operating and managing cinema theatres, exhibiting cinematographic films, and providing food and beverage ("F&B") and other allied entertainment services under the brand name "**ROONGTA CINEMAS**".

The Company's primary sources of revenue comprise income from film exhibition, sale of food and beverages, advertising, virtual print fee ("VPF") income, convenience fees earned from online ticket booking platforms, revenue from events and promotional activities, advertisement revenue-sharing arrangements, and other ancillary services carried out at its cinema theatres.

Business Activities:

A) Design and Operation of Cinema Theatres in the name of ROONGTA CINEMAS.

Our Company is primarily engaged in the operation and management of cinema theatres under the brand name **"ROONGTA CINEMAS"**. Prior to commencing operations at a new location, we undertake the planning and design of the theatre to ensure that the layout, infrastructure and facilities are aligned with our operational requirements, customer experience objectives and brand standards.

The planning and design process is undertaken by our in-house team comprising architects and interior designers, who prepare the overall theatre concept, including screen configurations, seating layouts, projection rooms, food and beverage service areas, customer circulation spaces and other operational facilities. Depending on the nature and requirements of a particular project, we also engage external architects, interior designers and other specialised consultants to provide technical expertise and assist in the preparation and refinement of the architectural and interior design plans.

The approved design and architectural plans are shared with the respective developers or builders, who undertake the civil construction of the theatre premises in accordance with such plans. In the ordinary course of business, the fit-out works, including the installation of electrical, HVAC, seats, fire safety and other interior systems, are generally executed by the Company. However, in certain cases, such fit-out works may be undertaken by the respective developers or builders, depending on the commercial arrangement for the project. The Company

supervises the implementation of the approved designs and fit-out works, irrespective of the executing party, to ensure that the completed theatre conforms to its operational requirements and design specifications. Accordingly, the Company's role includes planning, designing, executing or supervising, as applicable, the development and fit-out of the theatre premises.

Upon completion of the interior fit-out developers undertakes the licenses & NOC work and upon receipt of the same from developers, our Company undertakes the operation and management of the cinema theatre. Our revenue is primarily derived from film exhibition, sale of food and beverages, advertising income and other ancillary activities associated with the operation of our cinema theatres. Our cinema auditorium layouts generally incorporate recliner and other seating configurations, high-definition projection systems, advanced sound technologies and other infrastructure designed to support the efficient operation of our cinema theatres and maintain consistency across our theatre network.

We have entered into a Film Exhibition Agreement with **August Entertainment**, under which August Entertainment has the exclusive right to programme films in various languages, including English, Hindi and other regional and international languages, on all screens operated by **ROONGTA CINEMAS** in the states where our multiplexes are located. The agreements are currently valid and operational in accordance with the agreed terms.

Details of the Film Exhibition agreement:

Sr. No	City	Screen	Agreement date	Period
1.	Adipur Gujarat	3	February 12, 2025	February 24, 2025 until February 24, 2027
2.	Surat, Gujarat	4	February 17, 2025	February 24, 2025 until February 24, 2027
3.	Ghaziabad	3	February 12, 2025	February 24, 2025 until February 24, 2027
4.	Hyderabad	2	December 9, 2025	December 19, 2025 until December 19, 2027
5.	Muzaffarnagar	3	December 19, 2025	December 24, 2025 until February 24, 2027

On February 25, 2021, our Company acquired specified rights in the cinematographic film titled “NAAM”. The rights acquired include the right to exploit the film in its original production language, Hindi, as well as the rights for dubbing and subtitling in all languages, including Indian languages, for an unlimited period and across the entire world, including India, subject to the applicable terms and conditions. The rights acquired exclude the standalone audio and video rights relating to the songs. Based on the rights acquired, our Company undertakes the marketing, distribution, exhibition and commercial exploitation of the film through various channels.

For the distribution of this film, the Company entered into a Distribution Agreement dated November 7, 2024 with Cinepolis India Private Limited for a period of one year. Pursuant to the said agreement, the film was released in theatres across India on November 22, 2024 in the Hindi language.

B) Food and Beverage Operations

Food and beverage ("F&B") operations constitute an integral part of our cinema theatre business and represent one of the revenue streams of our Company. We offer a range of food and beverage products through the food and beverage counters located at our cinema theatres.

Our Company procures food products from various third-party vendors. Depending on the nature of the products, certain items are prepared in-house using the kitchen facilities available at our cinema theatres, while other products are received in frozen or semi-prepared form and undergo final preparation at our theatre premises prior to being served to customers. The preparation and service of food products are carried out in accordance with our standard operating procedures to maintain consistency in quality and operational efficiency across our cinema network.

The Company has entered into an agreement with one Beverage supplier company, dated March 1, 2024, valid up to March 31, 2027, pursuant to which beverage coolers, beverages and dispensing machines have been provided to the Company for the exclusive storage, display and dispensing of beverages supplied under the agreement. In terms of the agreement, the Company is not permitted to store or display products of any other brand in such equipment.

C) **Advertising:**

Our cinemas provide comprehensive advertising opportunities to brands seeking engagement with captive, entertainment-focused audiences. Our advertising inventory includes:

- On-screen advertising (pre-show commercials and trailers)
- Off-screen branding (lobby displays, standees, and ambient media)
- Interactive digital displays and custom brand integrations

Our Company has entered into a Content Supply and Services Agreement dated March 28, 2025 with Qube Cinema Technologies Private Limited for the supply, management and delivery of digital cinema content, including advertising content, and related services across the cinema theatres operated by our Company.

We also undertake promotional activities through barter arrangements with advertising agencies and media entities. Pursuant to a barter arrangement dated January 5, 2026, the Company has agreed to exchange advertising services with a media entity. Under the arrangement, the Company shall avail advertising space in the publications of such media entity, while such media entity shall utilise advertising space and promotional opportunities at the cinema properties of our Company. The services under the arrangement are proposed to be availed and accounted for on or before March 31, 2027.

Geographic Presence:

Since our incorporation in 2018, our Company has established and commenced operations of cinema theatres across multiple locations. We commenced operations of our first multiplex in Surat, Gujarat in Fiscal 2023. Subsequently, during Fiscal 2024 and Fiscal 2025, we commenced operations of additional cinema theatres in Ghaziabad, Adipur, Muzaffarnagar and Hyderabad.

Awards and Recognitions

During the course of its operations, the Company has received the following recognitions:

Sr. No.	Particulars	Photos
1.	IMAX BIG Cine Awards - Fastest Growing cinema chain of the Year 2023	

2.	IMAX BIG Cine Awards – Best Multiplex theatre of the Year 2024	
3.	The Radio City - Business Titans Awards in Phuket—a Jagran Initiative	
4.	IMAX BIG CINE AWARDS 2026 - Experiential Cinema Excellence Award	

During Fiscal 2024, Fiscal 2025 and Fiscal 2026, we screened 164, 322 and 382 movies, respectively.

Set out in the table below are the breakdown of our revenues from operations for the Fiscal 2026, Fiscal 2025 and Fiscal 2024:

(₹ in lakhs except for percentage)

Particulars	**For the year ended 31st March 2026**	**% (Total)**	**For the year ended 31st March 2025**	**% (Total)**	**For the year ended 31st March 2024**	**% (Total)**
Sales of Box Office Tickets	1373.48	54%	1077.26	48%	532.98	63%
Sales of Food and Beverages	440.88	17%	450.65	20%	259.81	31%

Convenience Fees	22.09	1%	20.09	1%	10.77	1%
Advertising Service Income	669.45	26%	613.38	27%	40.10	5%
Event Management Charges	46.50	2%	43.75	2%	-	-
Rent Income	4.62	0	5.00	0%	3.24	0%
Consultancy Income	-	-	55.00	2%	0.25	0%
Total Revenue	**2557.02**	**100%**	**2265.13**	**100%**	**847.14**	**100%**

The State wise Revenue Bifurcation of our theater are as below: **(Rs. in Lakhs)**

Sr. no.	Name of State	FY 2025-26		FY 2024-25		FY 2023-24	
		AMOUNT	% of Sales	AMOUNT	% of Sales	AMOUNT	% of Sales
1	Gujarat	1,609.07	62.93%	1,635.98	72.22%	790.77	93.35%
2	Uttar Pradesh	859.78	33.62%	629.15	27.78%	56.37	6.65%
3	Telangana	88.17	3.45%	-		-	
	TOTAL	**2,557.02**	**100.00**	**2,265.13**	**100.00**	**847.14**	**100.00**

**As certified by our Statutory Auditor M/s. H T K S & Co, vide certificate dated September 27, 2026, 2026 vide UDIN.: 26055043QSPTSI6498*

We have a healthy track record of revenue growth and profitability. The following table sets forth certain **key performance indicators** for the years indicated:

Financial KPI of our Company **(₹ In Lakhs except percentages and ratios)**

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from operations [(1)]	2557.02	2265.13	847.14
Total Income [(2)]	2563.09	2266.17	847.81
EBITDA [(3)]	771.34	672.73	165.27
EBITDA (%) Margin [(4)]	30.17	29.70	19.51
Profit after Tax [(5)]	555.71	517.99	52.57
Current Ratio [(6)]	1.07	0.83	0.50
Debt Equity Ratio [(7)]	1.65	6.04	(27.05)
Debt Service Coverage Ratio [(8)]	10.20	359.45	0.00
Return on Capital Employed (%) [(9)]	42.27%	61.56%	(89.05%)
Net profit Ratio (%) [(10)]	21.68%	22.86%	6.32%
Return on Equity (%) [(11)]	55.15%	114.63%	(79.50%)

As certified by our Statutory Auditor M/s. H T K S & Co, vide certificate dated September 27, 2026, 2026 vide UDIN.: 26055043OTKLVC3143

Notes:

(1) Revenue from operations is calculated as the sum of revenue from sale.
(2) Total income is calculated as the sum of revenue from operations and other income for the period/year.
(3) Operating EBITDA refers to earnings before interest, taxes, depreciation, amortisation, gain or loss from discontinued operations and exceptional items.
(4) Operating EBITDA Margin refers to EBITDA during a given period as a percentage of Total income during that period.
(5) Profit / (loss) for the period/ year is calculated as Total Income less Total Expenses plus Share of (loss) from joint ventures (Net of tax) less Total Tax expenses for the period/ year.
(6) Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.
(7) Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term-borrowings) by total equity (which includes issued capital and all other equity reserves).
(8) Debt Service Coverage Ratio is calculated by dividing the sum of Profit after Tax and interest amount by sum of the repayment of loan and Interest.
(9) RoCE (Return on Capital Employed) (%) is calculated as profit before tax plus finance costs divided by total equity plus Reserves & Surplus.

(10) Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our total revenue.

(11) Return on equity (RoE) is equal to profit for the year divided by the total equity during that period and is expressed as a percentage

OUR STRENGTHS

1. Established presence in the cinema exhibition and entertainment segment

Our Company is engaged in the cinema exhibition and entertainment business and has developed its operations with a focus on providing customers with an accessible and engaging entertainment experience. Our cinema properties are designed to cater to a diverse customer base and provide an integrated movie-going experience.

We seek to provide customers with a comfortable and differentiated cinema-going experience through quality projection and sound systems, comfortable seating, well-maintained premises and customer-oriented services. We believe that the overall experience offered to customers, in addition to the content being screened, is an important factor in attracting and retaining patrons. The location of a cinema is an important factor influencing customer footfalls and overall utilisation. We seek to establish and operate our cinema properties at locations having accessibility, adequate catchment potential and proximity to residential, commercial and retail developments. We believe that strategically located cinema properties can enable us to cater to a wider customer base and facilitate repeat visits.

The company has established following seats in the last FY 2026, 2025, 2024, 2023 and 2022

Particulars	March 31, 2026	March 31, 2025	March 31, 2024	March 31, 2023	March 31, 2022
Royal Recliner	146	146	130	130	54
Royal Sofa	109	109	93	93	77
Royal Executive	2995	2995	2738	1626	184
Total	3250	3250	2961	1849	315

2. Presence across key regions of India providing geographical diversification

Since commencing operations with our first multiplex in Surat in 2023, we have progressively expanded our theatre network across multiple cities and regions in India. Our operational cinema network has expanded to Surat, Ghaziabad, Adipur, Muzaffarnagar and Hyderabad, providing us with a presence across the Western, Northern and Southern regions of India.

In addition to our operational cinemas, we have expanded our presence into other cities through agreements entered into for development and operation of new cinema locations. As of the date of this Draft Red Herring Prospectus, cinemas at Ranchi, Gurugram and Ludhiana are under construction and fit-out. We have entered into term sheets for these locations for an agreed tenure of 18 years at Ranchi, 15 years at Gurugram, Haryana and 18 years at Ludhiana, respectively.

The expansion of our cinema network across multiple geographic markets enables us to establish a diversified presence across different regional markets and consumer segments. Our existing operational cinemas, together with the locations under construction and fit-out, provide a platform for further expansion of our cinema footprint and enhancement of our presence in the Indian entertainment industry.

The geographical diversification of our operations provides us with an opportunity to leverage market-specific growth opportunities and reduce our dependence on any single geographical market. Our presence across the South, North and West regions also provide a platform for expanding our entertainment offerings and strengthening our market reach as we pursue opportunities for growth across different regions of India.

The company has established following screens:

Particulars	March 31, 2026	March 31, 2025	March 31, 2024	March 31, 2023
Surat	4	4	4	4
Adipur	3	3	3	NA

Muzaffarnagar	3	3	3	NA
Ghaziabad	3	3	NA	NA
Hyderabad	2	NA	NA	NA

3. **Multiple Revenue Streams Across Cinema Theatre Operations**

Our Company derives revenue from various activities associated with its cinema theatre operations. Our primary sources of revenue comprise income from film exhibition, sale of food and beverages, advertising, virtual print fee ("VPF") income, convenience fees from online ticket booking platforms, events and promotional activities, advertisement revenue-sharing arrangements and other ancillary theatre services.

Film exhibition constitutes our primary source of revenue and is generated through the screening of cinematographic films across our theatre network. In addition to film exhibition, our food and beverage operations generate revenue through the sale of food and beverages at our theatre premises.

We also generate advertising-related revenue through on-screen and other advertising opportunities available across our theatre locations. Further, our theatre infrastructure may be utilised for private screenings, corporate events, promotional activities and other entertainment-related activities, subject to venue availability and applicable commercial arrangements.

Our revenue streams comprise both box-office and non-box-office activities associated with our theatre operations. We intend to continue developing these revenue opportunities across our existing and proposed theatre locations, subject to customer demand, commercial arrangements and market conditions.

4. **Multiple Customer Access Channels Supporting Customer Convenience and Ticket Sales**

Our Company utilizes multiple customer access channels for ticket sales, enabling customers to conveniently book movie tickets through both offline and online platforms. In addition to ticket sales at theatre premises, the Company has established arrangements with digital ticketing and payment service providers to facilitate online ticket bookings across its theatre network.

The Company has entered into arrangements with a company providing digital, which enabling customers to access movie schedules, seat availability and ticket booking services through an online interface. Through such arrangements, customers can make advance reservations and complete ticket purchases using digital payment methods, thereby enhancing convenience and accessibility.

The Company's presence across both physical and digital booking channels assists in expanding customer reach, improving visibility of its theatre operations and facilitating ticket sales across its operational locations. The availability of multiple booking options enables the Company to cater to varying customer preferences while supporting customer engagement and access to its cinema exhibition services.

As of the date of this Draft Red Herring Prospectus, the Company has arrangements for online ticket booking through digital platform in respect of its theatre properties located at Surat, Gujarat; Adipur, Gujarat; and Muzaffarnagar, Uttar Pradesh, thereby providing customers with an additional digital channel for accessing the Company's cinema exhibition services.

5. **Established Brand Presence Under "ROONGTA CINEMAS"**

Since its incorporation in 2018, our Company has carried out its cinema exhibition and entertainment-related activities under the brand name "ROONGTA CINEMAS" and other trademarks owned by the Company. Over the years, the brand has been associated with our theatre operations and has served as a common identity across our network of theatres located in different cities.

Our Company operates 5 theatres comprising 15 screens across Surat, Ghaziabad, Adipur, Muzaffarnagar and Hyderabad under the "ROONGTA CINEMAS" brand. The use of a common brand identity across our theatre network enables us to maintain consistency in the presentation of our services, customer engagement initiatives and marketing activities across locations. The brand is featured across our theatre premises, promotional materials, digital platforms and other customer-facing touchpoints.

We undertake various promotional and marketing activities under the "ROONGTA CINEMAS" brand in connection with film exhibitions, theatrical events, food and beverage offerings and other entertainment-related activities conducted at our theatres. The brand also serves as a platform through which we engage with customers and communicate information relating to movie screenings, offers, events and other theatre-related services.

We believe that the continued use of the "ROONGTA CINEMAS" brand across our theatre operations has contributed to the visibility of our business in the markets in which we operate. The brand forms an integral part of our business operations and supports our efforts to expand and manage our cinema exhibition activities across multiple locations.

6. **Experience of Our Promoter in the Entertainment Business**

Our Company benefits from the experience of our Promoter and senior management team in the entertainment and cinema exhibition sector. The experience of our management team covers business management, cinema operations, theatre management, marketing and business operations.

Mr. Ankur Roongta, our Promoter, has been associated with our Company since its incorporation in 2018 and has been involved in the strategic direction and development of our business. He has over eight years of experience in business management and administration and has been associated with various entities of the Roongta Group as a director. His experience in business management and administration supports the management and development of our business.

Mr. Sanjay Kumar, our Chief Executive Officer, has over 16 years of professional experience in the entertainment and hospitality sector, including experience in cinema operations, theatre management, marketing and business operations. He joined our Company in September 2023 as Vice President (Operations) and was appointed as the Chief Executive Officer in April 2026. Prior to joining our Company, he was associated with entities in the cinema and entertainment sector, including PVR Cinemas, Cinemax, Q Cinemas and Miraj Cinemas. His experience in cinema operations and theatre management contributes to the management of our cinema exhibition operations.

Mr. Sanjay Kumar was also a panelist at BIG CINE EXPO 2024 and was associated with our Company when it received the "Fastest Growing Cinema Chain 2024" award.

The combined experience of our Promoter and senior management team provides our Company with knowledge of cinema exhibition, theatre operations and business management, which supports the management of our existing operations and implementation of our business plans.

7. Focus on Theatre Infrastructure and Customer Experience

Our Company focuses on maintaining theatre infrastructure and customer service standards across its cinema network. We seek to provide a comfortable cinema viewing experience through the maintenance of our theatre facilities and the use of projection, sound and seating infrastructure across our theatres.

As of March 31, 2026, our operational theatres had an aggregate seating capacity of 3,250 seats, comprising 146 Royal Recliner seats, 109 Royal Sofa seats and 2,995 Royal Executive seats. Our theatres are equipped with projection and sound systems and different seating configurations. We undertake regular maintenance of our projection equipment, sound systems, seating arrangements and other operational infrastructure to support the functioning of our cinema theatres.

In addition to theatre infrastructure, we undertake customer service initiatives at our cinema locations. Our theatre personnel assist customers, including senior citizens and persons requiring additional support, from their arrival at the theatre premises until they are seated in the auditorium. Such assistance may include priority service, where appropriate, and guidance from the theatre entrance to the designated cinema seats.

We have also introduced a dedicated porter assistance service for senior citizens. Under this service, customers may book assistance through online or telephonic booking channels, following which designated theatre personnel assist senior citizens during their visit, including escorting them from the theatre entrance to the auditorium and assisting them until their departure from the theatre premises. The service also includes facilitation of food and beverage ("F&B") services through a dedicated menu curated for senior citizens.

Our theatres are also supported by F&B offerings and customer engagement initiatives, including promotional activities and occasion-based campaigns. We intend to maintain consistency in our theatre-level customer service practices while adapting our customer engagement initiatives based on the requirements of individual theatre locations.

As we expand our theatre network, we intend to leverage our existing theatre development and operational experience in establishing and operating new cinema locations. We intend to continue focusing on theatre infrastructure, operational maintenance and customer service initiatives as part of our cinema exhibition operations.

8. **Customer Complaint Handling and Resolution Process**

The Company has established a customer complaint handling and resolution process to address feedback, complaints and service-related concerns raised by patrons. Customer complaints may be received through various channels, including theatre personnel, customer support mechanisms and digital platforms or via telephone by a delegated number for customer care center. Such complaints are reviewed by the relevant operational teams and are addressed in accordance with the Company's standard operating procedures. The process is intended to facilitate timely resolution of customer concerns and support the Company's efforts to maintain service quality and customer satisfaction across its theatre network.

9. **Relationships with Film Distributors and Content Providers**

The success of our cinema exhibition business dependents, among other factors, on the availability of content and our ability to source and exhibit films across our theatre network. Over the course of our operations, our Company has developed and maintained relationships with film distributors, production houses, content aggregators and other stakeholders within the entertainment industry.

These relationships facilitate the procurement, exhibition and distribution of films and other entertainment content across our theatres. Through our interactions with content providers and distribution partners, we are able to access films across multiple languages and genres, enabling us to cater to the diverse preferences of audiences in the markets in which we operate. Our engagement with industry participants also supports the scheduling and screening of content across our theatre network in accordance with prevailing market and audience demand.

We believe that our relationships with film distributors, production houses and content providers constitute an important aspect of our business operations and support the continued exhibition and distribution of content across our network of theatres operating under the “ROONGTA CINEMAS” brand.

OUR BUSINESS STRATEGY

1. **Expand Our Theatre Network Through Development of New Theatres**

We intend to expand our cinema exhibition business by increasing our theatre and screen presence in selected markets. Our strategy is to identify suitable locations, develop cinema facilities and increase our screen capacity in markets where we identify demand for organised cinema exhibition and opportunities for commercially viable operations. We have entered into term sheets for these locations for an agreed tenure of 18 years at Ranchi, 15 years at Gurugram, Haryana and 18 years at Ludhiana, respectively.

As part of this strategy, we are developing a new cinema hall in Gurugram, Haryana, at premises identified by us. We propose to utilise ₹441.33 lakh from the Net Proceeds of the Issue towards the fit-out expenses for the proposed Gurugram cinema. For further details, please refer to “Objects of the Issue” on page 68 of this Draft Red Herring Prospectus.

The proposed Gurugram theatre will enable us to increase our screen capacity and establish a presence in the Gurugram market. The proposed location is expected to provide access to its surrounding catchment area and enable us to cater to demand for cinema exhibition. The additional screens are also expected to provide greater flexibility in scheduling shows across different films, languages and genres, subject to film availability and customer demand.

We intend to evaluate further opportunities for expansion of our theatre network based on the characteristics and commercial potential of individual markets. In identifying potential locations, we will consider factors such as

catchment population, demographic profile, accessibility, customer demand, existing and proposed competing cinema facilities, availability and commercial terms of suitable premises, expected customer footfalls and overall commercial viability.

We may consider opportunities in urban and semi-urban markets where we identify suitable premises and demand for organised cinema exhibition. Our expansion may include development of new theatres as well as addition of screens at suitable existing or identified premises, depending on the requirements and commercial viability of each location.

An increase in our theatre and screen network is expected to expand our geographical reach and enable us to cater to a wider customer base. Additional screens may also provide greater flexibility in show scheduling and enable us to exhibit a wider range of films across languages and genres, subject to film availability and audience demand. Expansion of our theatre network may also support the growth of ancillary revenues, including food and beverage sales, on-screen advertising and other theatre-related revenues.

In implementing this strategy, we will focus on the development and operationalisation of theatres within the expected project timelines and in accordance with the requirements applicable to each location. The timing and extent of our expansion will depend on the availability of suitable premises, commercial terms, project execution requirements, fit-out timelines, regulatory approvals, availability of equipment and infrastructure, prevailing market conditions, film availability and customer demand.

2. **Strengthen the "ROONGTA CINEMAS" Brand Across Operating Markets**

We intend to strengthen the visibility of the "ROONGTA CINEMAS" brand across our existing and proposed theatre locations through branding, promotional and customer engagement initiatives. We intend to maintain consistency in our theatre-level branding and customer-facing practices while adapting our initiatives to the characteristics of individual markets.

Our promotional activities include advertising campaigns, social media engagement, digital marketing and local customer engagement initiatives. We also undertake occasion-based promotional activities, including Women's Day celebrations and "Ladies Day" promotions on Wednesdays. Such activities may include welcome drinks, "Buy One Get One" ("BOGO") popcorn offers, discounts on selected combos, complimentary admission for one child up to 10 years of age, lucky-seat initiatives and surprise draws, subject to the terms of the respective campaigns.

We also undertake movie-related promotional activities and may collaborate with film distributors, content providers and other stakeholders in the entertainment industry in connection with film releases and promotional campaigns. We may undertake customer engagement initiatives such as loyalty or membership programmes, special screenings, festival-based campaigns and customer feedback mechanisms, depending on the requirements of individual theatre locations.

As we expand our theatre network, we intend to undertake location-specific branding and promotional initiatives in new markets based on local customer preferences, market conditions and the characteristics of the respective theatre location.

We also intend to use our website, mobile-based communication channels and social media platforms to provide information relating to movie schedules, ticket bookings, promotional offers and other theatre-related services. Through these initiatives, we intend to increase awareness of the "ROONGTA CINEMAS" brand and support customer engagement across our existing and proposed theatre locations.

3. Strategic Entry into the Entertainment Industry through Acquisition

As part of our strategy to expand and diversify our presence in the entertainment industry, we intend to pursue an inorganic growth strategy through the acquisition of a controlling interest in an established entertainment centre. The proposed acquisition of a 51% stake in Playthopia Entertainment LLP (Playthopia), through proposed wholly owned subsidiary-acquiring 100% stake in Fizzyfox Entertainment Private Limited, is intended to provide us with an established platform to strengthen our presence in the entertainment and leisure segment. We propose to utilise ₹1396.00 lakh from the Net Proceeds of the Issue towards the investment in Fizzyfox Entertainment Private Limited. For further details, please refer to "Objects of the Issue" on page 68 of this Draft Red Herring Prospectus.

The proposed acquisition will enable us to enter the entertainment centre segment through an existing operating business with established infrastructure, facilities and customer offerings, thereby providing a platform for us to participate in a diversified range of entertainment activities. Playthopia offers a range of entertainment and recreational facilities, including trampoline, laser tag, bowling, bumper cars, virtual reality, arcade games, soft play, shooting and archery and other recreational activities.

The acquisition is also expected to enable us to leverage our existing experience in the cinema exhibition and entertainment sector and explore opportunities to create synergies across our entertainment businesses. We intend to evaluate opportunities to integrate complementary entertainment offerings, enhance customer engagement and develop a broader entertainment ecosystem catering to families, children, youth and other consumer segments. Further, entering through an established entertainment centre provides us with an opportunity to utilise an existing operating platform, infrastructure and customer proposition, while enabling us to focus on operational improvement, customer experience, marketing initiatives and potential expansion of the entertainment centre's offerings. We may also evaluate opportunities for expansion into other locations and formats based on market conditions and the performance of the business.

Through this strategy, we seek to build a diversified entertainment platform comprising cinema exhibition and other leisure and entertainment formats, thereby broadening our revenue opportunities and strengthening our presence in the evolving Indian entertainment and leisure market. The proposed acquisition represents an extension of our existing entertainment business and is intended to support our long-term growth strategy through a combination of organic and inorganic expansion.

4. Enhance Revenue Generation Across Our Theatre Operations

We intend to enhance revenue generation across our theatre operations by continuing to develop our existing revenue streams associated with cinema exhibition and related activities.

Our revenue streams comprise income from film exhibition, sale of food and beverages, advertising, VPF income, convenience fees from online ticket booking platforms, events and promotional activities, advertisement revenue-sharing arrangements and other ancillary theatre services.

We intend to continue developing our non-box office revenue streams, including food and beverage, advertising and event-related activities, across our existing and proposed theatres, subject to customer demand, commercial arrangements, venue availability and market conditions.

Our theatres provide advertising opportunities through on-screen advertisements, display advertisements, standees, promotional kiosks, branding activities and other formats within theatre premises. We intend to continue engaging with advertisers, agencies and corporate clients for such opportunities, subject to availability of advertising space and applicable commercial arrangements.

We also intend to utilise our theatre infrastructure for events and other entertainment-related activities, subject to operational requirements and venue availability. Such activities may include private screenings, movie premieres, corporate events, product launches, educational screenings, cultural programmes and other special events, depending on the requirements of the respective theatre locations.

With respect to our food and beverage operations, we intend to continue offering food and beverage products across our theatres and may evaluate changes to our product offerings based on customer preferences, theatre configuration and operational requirements.

As new theatres commence operations, we intend to introduce relevant revenue-generating activities based on the location, configuration and customer profile of each theatre. We may also evaluate other ancillary revenue opportunities, including promotional partnerships, sponsorship arrangements and other theatre-related services, subject to commercial feasibility and applicable requirements.

Through these initiatives, we intend to develop revenue opportunities across our existing and proposed theatre network and utilise our theatre infrastructure for film exhibition and related activities.

5. Enhance Customer Experience Through Theatre Infrastructure and Service Initiatives

We intend to maintain and improve our theatre infrastructure and customer service practices across our cinema network. Our theatres provide different seating configurations, projection and sound systems, food and beverage facilities and other customer-facing amenities.

We undertake regular maintenance of projection equipment, sound systems, seating arrangements and other theatre infrastructure as part of our theatre operations. We also intend to evaluate opportunities to refurbish or upgrade our theatre facilities, including seating configurations and customer convenience features, based on the requirements of individual theatre locations and commercial feasibility.

We also intend to continue customer assistance initiatives for senior citizens and persons requiring additional support. Our dedicated porter assistance service for senior citizens enables customers to request assistance through online or telephonic channels, with assistance provided during their theatre visit. We may continue to introduce or modify similar customer service initiatives based on customer requirements and the operational characteristics of our theatre locations.

For our new theatres, we intend to incorporate appropriate seating, projection and sound systems and other customer-oriented features based on the configuration and requirements of the respective locations. Through these initiatives, we intend to maintain our theatre infrastructure and customer service practices across our existing and proposed theatre locations.

6. **Strengthen Film Content and Distributor Relationships**

Film exhibition is a key component of our cinema exhibition business. We intend to maintain and develop relationships with film distributors, content providers and other participants in the entertainment industry to facilitate the availability of film content across our theatre locations.

We intend to schedule and exhibit films based on factors including film release schedules, availability of content, audience preferences, local market conditions and commercial arrangements with distributors and content providers. We may also consider the programming requirements of individual theatre locations while determining film schedules and screen allocation.

We also undertake and may continue to undertake movie-related promotional activities and collaborate with film distributors, content providers and other relevant stakeholders in connection with film releases and promotional campaigns.

As we expand our theatre network, including through our proposed theatres, we intend to establish and maintain relationships with relevant film distributors and content providers for the availability and programming of film content at such locations, subject to applicable commercial arrangements and market conditions.

7. **Leverage Digital Channels and Customer Engagement Initiatives**

We intend to strengthen our use of digital channels for customer communication and engagement across our existing and proposed theatre locations. Our website, social media platforms, mobile-based communication channels and online ticketing platforms may be used to provide information relating to movie schedules, ticket bookings, promotional offers and other theatre-related services.

We intend to use these digital channels to communicate movie-related activities, promotional campaigns, special screenings and other customer engagement initiatives. We may also use digital channels to facilitate customer interaction and provide information relating to our theatre locations, services and ongoing activities.

We may further use customer feedback and engagement information received through these channels to understand customer preferences and support the planning of our promotional and customer engagement initiatives, subject to applicable requirements.

As our theatre network expands, we intend to use appropriate digital channels for communication with customers across our existing and proposed theatre locations, based on the requirements and characteristics of the respective markets.

OUR CINEMAS:

Surat









Adipur









Hyderabad









Ghaziabad









Muzaffarnagar









LOCATION

REGISTERED OFFICE

4th Floor, Roongta Shopping Center, VIP Road, Surat, Gujarat – 395007, India

MACHINERY & EQUIPMENTS

Certain Machinery we are using, is our own machinery and few of them are on rental basis.

Sr. No.	Machinery Name	Owned /Rented	Qty.
1.	Projectors	Owned	16
2.	Qube Services	Owned	12
3.	POS	Owned	22
4.	Popcorn Machine	Owned	9
5.	CDU/HDU	Owned	4
6.	Recliners	Owned	110
7.	UPS	Owned	9
8.	Automation Panel	Owned	3
9.	Makeline Chiller	Owned	4
10.	Ice cube Machine	Owned	2
11.	Popcorn Warmer	Owned	5
12.	3D System	Owned	3
13.	Sound Processors	Owned	15
14.	POS	Rented	4
15.	EDC	Rented	31
16.	Coffee Machine	Rented	5
17.	Popcorn Machine	Rented	1
18.	CDU/HDU	Rented	11
19.	UPS	Rented	10
20.	Automation Panel	Rented	6
21.	Ice cube Machine	Rented	2

INFRASTRUCTURE FACILITIES FOR RAW MATERIALS AND UTILITIES LIKE WATER, ELECTRICITY ETC.

RAW MATERIAL

As our Company is engaged in the operation of cinema theatres, our business is not dependent on the procurement of raw materials in the traditional manufacturing sense. Our principal inventory comprises food and beverage products and related consumables used in our food and beverage operations. These include ingredients and semi-prepared food products, beverages, packaging materials and other operating consumables. We procure these items from multiple third-party suppliers pursuant to purchase orders and commercial arrangements. In addition, we procure housekeeping supplies, operational consumables and maintenance materials required for the day-to-day operation of our cinema theatres.

POWER

Location	Power Provider
Surat (Registered office)	Dakshin Gujarat Vij Company Limited
Surat – Cinema	Dakshin Gujarat Vij Company Limited
Adipur	Paschim Gujarat Vij Company Limited
Ghaziabad	Paschimanchal Vidyut Vitaran Nigam Ltd.
Muzaffarnagar	Pashcimanchal Vidyut Vitran Nigam Limited
Hyderabad	Southern Power Distribution Company of TG Limited

Our multiplexes require a continuous and reliable supply of electricity for the operation of digital projection systems, sound systems, heating, ventilation and air conditioning (HVAC) systems, lighting, ticketing and point-of-sale systems, food and beverage equipment, elevators, escalators, CCTV systems, digital displays and other operational infrastructure. Electricity is procured from the respective state electricity distribution companies and is an important component of our operating expenses.

WATER

Water is required at our cinema theatres primarily for housekeeping, sanitation, food and beverage operations and other routine operational purposes. The water requirements at our theatre locations are generally met through the water supply provided by the respective mall developers, commercial complex managements or local municipal authorities, as applicable, pursuant to the terms of our lease or operating arrangements.

Our Company provides access to drinking water for patrons through water dispensers installed at our cinema theatres. In addition, packaged drinking water is made available for purchase through our food and beverage counters as part of our food and beverage operations.

Based on our operating experience, we believe that the existing water supply arrangements are adequate to meet the operational requirements of our cinema theatres.

Human Resources

Our Company is supported by a combination of permanent employees and personnel engaged through third-party manpower service providers to carry out its day-to-day operations. Personnel at the level of Deputy Manager and above are generally recruited directly by our Company, while personnel below the level of Deputy Manager engaged in theatre operations, food and beverage operations, customer service, housekeeping, security and other support functions are generally deployed through third-party manpower agencies, based on our operational requirements.

Our Company provides induction and operational training to personnel engaged at its cinema theatres to familiarise them with our standard operating procedures, customer service practices, safety protocols and operational requirements. We believe that this staffing model enables us to efficiently manage our theatre operations while providing operational flexibility to meet business requirements.

As on August 31, 2026, we have the total strength of 65 (Sixty-Five) permanent employees in various departments. The details of which is given below:

Sr. No.	Particulars	As on August 2026	As on March 2026	As on March 2025	As on March 2024
1)	Marketing and Sales Department	3	2	2	0
2)	Operational Staff Department	23	14	12	26
3)	Project Department	17	1	4	5
4)	Purchase Department	2	2	1	1
5)	Accounts Department	6	5	5	1
6)	HR Department	2	2	2	2
7)	F&B Department	10	2	3	4
8)	CEO	1	1	1	0
9)	CS	1	0	0	0
	Total	**65**	**29**	**30**	**39**

*Provident fund & The Employee' State Insurance is applicable to 65 employee.

We have not experienced any strikes, work stoppages, labour disputes or actions by or with our Labours and we have cordial relationship with our employees.

As on August 31, 2026 we have signed staff service agreement with M/s. Peer to Peer HR Services & M/s. Talent Stock Solutions Private Limited for Customer Service, Retail, Sales, Café, Cleaning, Computing and backend operations, for a period of 1 year.

Off Roll Staff					
Sr. No.	**Particulars**	**As on August 2026**	**As on March 2026**	**As on March 2025**	**As on March 2024**
1)	Operational Staff	61	84	56	23
2)	F&B	0	5	4	5
3)	Project & Maintenance	0	11	7	10
	Total	**61**	**100**	**67**	**38**

There are no contractual employees in the Company as on date of filling the Draft Red Herring Prospectus in the Company.

COLLABORATIONS, ANY PERFORMANCE GUARANTEE OR ASSISTANCE IN MARKETING BY THE COLLABORATORS

Our Company has not entered into any collaboration, or Performance guarantee or assistance for marketing with any Company.

EXPORT OBLIGATION

We do not have any export obligation as on date of this Draft Red Herring Prospectus.

Information Technology

Our Company uses information technology systems to support the operation and management of its cinema exhibition business. These systems assist in theatre operations, movie programming and scheduling, ticket sales, customer transactions, data management, reporting and administrative functions across our cinema theatres. The Company has an in-house IT resource responsible for supporting and coordinating its information technology requirements and day-to-day IT operations.

The Company uses a movie programming and scheduling system to plan and manage movie screenings across its screens. The system facilitates allocation of show timings, updating of screening schedules and management of changes relating to movie line-ups, special screenings and promotional events.

The Company also uses a box office and ticketing management system to facilitate ticket sales through online and on-site channels. The system supports ticket booking, seat availability, reservations, payment processing and

reporting relating to ticket sales. The Company also uses online ticketing platforms to facilitate online booking of movie tickets.

The Company has entered into arrangements with online ticketing platforms, which operates for online ticket booking services in respect of certain cinema theatres operated by the Company. Through these platforms, customers can access movie schedules, view seat availability and book movie tickets. The Company provides and updates information relating to movie screenings, show timings, theatre facilities and other relevant details on such platforms.

Our information technology systems support various operational processes, including management of ticket inventory, movie scheduling, monitoring of theatre operations, generation of business reports and maintenance of records relating to customer transactions and business activities. The Company periodically reviews its information technology requirements and undertakes updates or modifications to its systems based on its operational requirements.

SALES AND MARKETING

Our Company undertakes various sales, marketing and promotional initiatives to increase customer awareness, support ticket sales and enhance customer engagement across its cinema theatres. These initiatives are undertaken through a combination of digital, print, on-premise and other promotional channels.

Online Ticket Booking

The Company has entered into an agreement dated January 16, 2024 with company providing digital platform, for facilitating online movie ticket bookings for certain theatres operated by the Company. Pursuant to the agreement, customers can access information relating to movies, show timings and seat availability and book movie tickets through such platform. The Company is responsible for providing and updating information relating to movie screenings, show timings, seat availability, images, theatre facilities, service descriptions and other relevant details on the platform.

The agreement covers the Company's cinema theatres located at Surat, Gujarat, comprising three screens, Adipur, Gujarat, comprising three screens and Muzaffarnagar, Uttar Pradesh, comprising three screens. The agreement has a lock-in period of two years from the date of execution, unless terminated in accordance with its terms.

Marketing and Promotional Activities

The Company undertakes various marketing and promotional initiatives to increase theatre footfall and customer engagement. These initiatives include promotional campaigns undertaken in connection with specific occasions, special offers and other customer engagement activities.

The Company promotes such initiatives through various channels, including standees placed at theatre entrances and lobby areas, on-screen promotional slides displayed during intervals and distribution of promotional handouts to patrons visiting its cinema theatres.

The Company also undertakes promotional activities through barter arrangements with media entities and advertising agencies. Under the arrangement, the Company shall avail advertising space in the publications of such media entity, while such media entity shall utilise advertising space and promotional opportunities at the cinema properties of the Company. The services under the arrangement are proposed to be availed and accounted for on or before March 31, 2027.

Digital Marketing

Our Company undertakes digital marketing activities to support brand visibility, promote movie releases, communicate promotional offers and engage with customers. The Company maintains a presence on social media platforms, including Instagram and LinkedIn, through which it disseminates information relating to movie releases, promotional campaigns, offers, events and other updates relating to its cinema operations.

The Company has appointed U & I Resources Pvt. Limited as its digital marketing agency. The agency assists the Company in planning and executing digital marketing campaigns, managing social media platforms, creating

content and undertaking online promotional activities in accordance with the Company's marketing requirements and brand guidelines.

COMPETITION

The cinema exhibition industry in India is competitive and comprises national multiplex chains, regional multiplex operators, independent multiplexes and single-screen theatre operators. The Company competes with these participants on factors such as theatre location, screen presence, movie content, ticket pricing, food and beverage offerings, customer service and operational efficiency.

The Company faces competition from multiplex operators that have operations across multiple cities and theatre locations in India. Such operators may have a larger number of screens, a broader geographic presence and access to various movie content providers. The Company also competes with regional multiplex chains operating in selected markets, including tier-II and tier-III cities, where competition is based on theatre location, pricing, movie programming and customer reach.

In addition, the Company competes with local multiplex operators and single-screen theatres in the markets in which it operates. These operators may compete on factors such as location, ticket pricing, customer relationships, screen and technology format and accessibility.

Competition within the cinema exhibition industry is influenced by factors including the availability and performance of movie content, theatre infrastructure, occupancy levels, customer preferences, pricing strategies and the quality of services offered. The Company's ability to compete depends on its theatre network, operational performance, customer service and the effective management of its cinema exhibition operations.

Installed Capacity and Capacity Utilization: **(Unit in No of Seats)**

Particulars	2025-26					2024-25					2023-24				
	No of Theaters	Total Seats	Houseful l Capacity	Utilized Capacity	Utilized Capacity %	No of Theaters	Installed Capacity	Houseful l Capacity	Utilized Capacity	Utilized Capacity %	No of Theaters	Installed Capacity	Houseful l Capacity	Utilized Capacity	Utilized Capacity %
Surat	1	315	583,432	109,791	18.82%	1	315	567,000	130,101	22.95%	1	315	567,000	167381	29.52%
Adipur	1	777	1,412,581	171,443	12.14%	1	777	932,400	102,196	10.96%	1	777	349,650	35375	10.12%
Muzaffarnagar	1	757	1,281,525	167,781	13.09%	1	757	1,289,032	136,284	10.57%	1	756	355,620	23037	6.48%
Ghaziabad	1	555	1,003,132	103,331	10.30%	1	555	766,564	80,046	10.44%	NA	NA	NA	NA	NA
Hyderabad	1	289	134,973	25804	19.12%	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Note: “Housefull Capacity” refers to the screen capacity that has been actually utilised for shows during the past years.

Intellectual Property Rights

Trademark:

As on the date of this Draft Red Herring Prospectus, our Company has the following registered trademark:

Sr. No.	Particulars	Applicable Laws	Trademark number	Class	Validity
1.	WHO AM I ?	The Trade Marks Act,1999	4574842**	41	10 years w.e.f. July 18, 2020
2.	WHO AM I ?	The Trade Marks Act,1999	4574843**	38	10 years w.e.f. July 18, 2020
3.	ROONGTA	The Trade Marks Act,1999	4575303**	41	10 years w.e.f. July 18, 2020
4.	ROONGTA	The Trade Marks Act,1999	4575304**	38	10 years w.e.f. July 18, 2020
5.		The Trade Marks Act,1999	5520744**	38	10 years w.e.f. July 07, 2022
6.		The Trade Marks Act,1999	5520745**	41	10 years w.e.f. July 07, 2022
7.		The Trade Marks Act,1999	5571776**	41	10 years w.e.f. August 17, 2022

**Application for conversion of these registrations in the name of Public Limited is yet to be filed.

Domain Name:

Sr. No.	Domain Name and ID	Registrant Name	Creation Date	Registry Expiry Date
1.	rcinemas.in	GoDaddy	July 27, 2022	July 09, 2027

Details of Immovable Property:

Registered Office:

Particulars	Details
Name of the Lessor	Ankur Anil Roongta
Name of Lessee	Roongta Entertainment Limited
Description of Property	4th Floor, Roongta Shopping Centre, Vesu, Taluka Majura, Surat
Usage	Registered office
Date of agreement	January 21, 2026
Tenure of Lease	5 years
Rent	Rs. 5000/- per month excluding GST, enhanced 5% every year
Area (Approx.)	7102 sq. ft.

The details of the properties taken on leased for Cinemas which are currently working are as under:

SURAT

Particulars	Details
Name of the Lessor	M/s. Shree Krishna corporation
Name of Lessee	Roongta Entertainment Private Limited
Description of Property	Roongta Signature, Village Bharthana Vesu, Surat
Usage	Operating a Multiplex Theatre
Date of agreement	June 10,2022
Tenure of Lease	21 years from June 10,2022
Rent	Rs 4,00,000/- per month
Deposit (Refundable)	Rs 36,00,000/-
Area (Approx.)	13596.22 sq. ft. (13512.40 sq. ft.- 5 th floor, 83.82 sq. ft – ground floor – rent free)

***** The Developer has obtained all requisite government approvals in its name for the construction and development of the cinema.

ADIPUR:

Particulars	Details
Name of the Lessor	M/s Sandip Enterprise
Name of Lessee	Roongta Entertainment Private Limited
Description of Property	Vinay cine complex, near post office, ward 2 A, Adipur, Kutch, Gujarat-370205
Usage	Three screen multiplex cinemas
Date of agreement	October 28, 2023
Tenure of Lease	15 years from October 28, 2023
Rent	Rent is paid monthly as per sale of tickets: - Tickets: Below 15,000 – Rent (in Rs): 5,00,000 Tickets: 15000-19,999 – Rent (in Rs): 7,00,000 Tickets: 20,000-23,999 – Rent (in Rs): 9,00,000 Tickets: 24,000 and above – Rent (in Rs): 11,00,000 15% revenue of net collection annually and slab wise rent is monthly, if revenue is higher than monthly slab wise rent then pays the difference upto 15 % of net collection annually. 15 % increase in rent slab after 3 years.
Deposit (Refundable)	Rs 1,00,00,000/-
Deposit (Nonrefundable)	Rs 25,00,000/-
Area (Approx.)	30,000 sq. ft.

***** The Developer has obtained all requisite government approvals in its name for the construction and development of the cinema.

Muzaffarnagar

Particulars	Details
Name of the Lessor	M/s ASJ Developers
Name of Lessee	Roongta Entertainment Private Limited*
Description of Property	ASJ Grand Plaza Mall, Muzaffarnagar (UP)
Usage	3 screen Multiplex Property
Date of agreement	April 27, 2024
Tenure of Lease	15 years from April 27, 2024
Rent	Rs 2,00,000/- as minimum guarantee and 3,00,000/- (Common maintenance charges or 20% revenue share on net collection whichever is higher 15% increment on minimum guarantee
Deposit (Refundable)	Rs 50,00,000/-
Deposit (Non Refundable)	Rs 75,00,000/-
Area (Approx)	24,500 sq. ft

Note: Term Sheet signed by both the parties without stamp paper
*All the agreement are is in the name of Private limited company.
***** The Developer has obtained all requisite government approvals in its name for the construction and development of the cinema.

Hyderabad

Particulars	Details
Name of the Lessor	Novum Namapally Parking Pvt limited
Name of Lessee	Roongta Entertainment Limited
Description of Property	Novum nampally, beside chenatha bhavan, nampally, Hyderabad
Usage	Two screen multiplex cinemas
Date of agreement	May 21, 2024 and amendment dated September 23, 2025
Tenure of Lease	18 years from May 21, 2024
Rent	16 % revenue share on net collection monthly plus GST
Deposit (Refundable)	Rs 30,00,000/-
Area (Approx.)	20,000 sq. ft.

***** The Developer has obtained all requisite government approvals in its name for the construction and development of the cinema.

Ghaziabad

Particulars	Details
Name of the Lessor	(1) Smt. Kiran Sharma, (2) Smt. Sangeeta Sharma, (3) Mr. Rajan Sharma, (4) Kushagra Sharma
Name of Lessee	Roongta Entertainment Limited
Description of Property	2,3, and 4 th floor near Telco Chowk Village Balla Bora, District & Tehsil, Ghaziabad, Uttar Pradesh
Usage	3 screen Multiplex Property
Date of agreement	January 02,2024, Addendum agreement dated August 19, 2025 and Addendum agreement dated September 17, 2026
Tenure of Lease	15 years from January 02,2024
Rent	1 st year - Rs 5,00,000/- 2 year- Rs 6,00,000/- 3 Year – Rs 7,00,000/- w.e.f February 1st , 2025, Minimum Guarantee of Rs, 4,00,000/- per month or 16% Revenue share on Net collection whichever is higher until 31st March 2027
Deposit (Refundable)	Rs 30,00,000/-
Area (Approx)	20,042.93 sq. ft

***** The Developer has obtained all requisite government approvals in its name for the construction and development of the cinema.

The details of the properties taken on leased for Cinemas which are currently under construction and not started:

Haryana

Particulars	Details
Name of the Lessor	M/s. SS Group Private limited
Name of Lessee	Roongta Entertainment Private Limited
Description of Property	Third and Fourth Floor, of Block -B of Commercial Complex, SS Highpoint at Rect No. 31, 37 & 38, revenue estate of village badha, sector 86, Tehsil Manesar, Gurugram, Haryana
Usage	Operating a Multiplex Theatre
Date of agreement	February 13, 2024
Tenure of Lease	15 years from February 13, 2024
Rent	For first and second year – 15 % of net collection per month

	For third year- Minimum guarantee (MG) of Rs 11,00,000/- per month or 16 % of net collection, whichever is higher For fourth year - Minimum guarantee of Rs 13,00,000/- per month or 16 % of net collection, whichever is higher For Fifth year- Minimum guarantee of Rs 14,00,000/- per month or 16 % of net collection, whichever is higher From third year onwards, Minimum guarantee or the 16 % revenue share if revenue is higher than minimum guarantee, pay the difference up to 16 % of net collection annually.
Deposit (Refundable)	Rs 66,00,000/-
Area (Approx)	31,044 sq. ft

Particulars	**Details**
Name of the Lessor	Anekant Infracon Private Limited
Name of Lessee	Roongta Entertainment Private Limited*
Description of Property	The Ranchi Mall, Opposite Dr. K.K. Sinha, Bariyatu, Ranchi- 834009, Jharkhand
Usage	4 screen Multiplex Property
Date of agreement	October 28, 2024
Tenure of Lease	18 years
Rent	16 % revenue share will be paid on net collection every month for 1st year , For 2nd year, Rs. 7,00,000/- p.m or 16% revenue share on net collection, whichever is higher 15 % increment after every three years from start of minimum guarantee Common maintenance charges – Rs 1,00,000/- monthly
Deposit	Rs 48,00,000/-
Area (Approx)	22,500 sq. mtr.

Particulars	**Details**
Name of the Lessor	Jasbir Land developers
Name of Lessee	Roongta Entertainment Private Limited*
Description of Property	3/2, Industrial Area, Cheema chowk, Ludhiana
Usage	8 screen Multiplex Property
Date of agreement	April 27, 2024
Tenure of Lease	18 years from April 27, 2024
Rent	For first six months- 15% revenue share, Seventh month onward if monthly admits above 35,000 per month, then Rs20,00,000/- or 15% revenue share on net collection, whichever is higher The difference between the same will be paid annually If monthly admits are below 35,000 per month, then 15 % on net collection 15 % increment after every three years from start of minimum guarantee
Deposit	Rs 1,00,00,000/-
Area (Approx)	60,000 sq. ft

*Term Sheet signed by both the parties without stamp paper

Insurance

Sr No	**Name Of the Insurance Company**	**Type Of Policy**	**Validity Period**	**Description Cover Under the Policy**	**Policy No**	**Sum Insured (Rs In Lakhs)**	**Premium Paid (In Rs)**
1.	Generali Central Insurance Company Limited (formerly known as Future Generali India Insurance Company Limited)	Other non-life insurance	17/10/2025 to 16/10/2026	NEON SIGN	132/00/00/1026/FAR/0000271137	5.00	0.0059

2.	Generali Central Insurance Company Limited (formerly known as Future Generali India Insurance Company Limited)	Engineering Insurance Services	17/10/2025 to 16/10/2026	Electronic Equipment	132/00/00/1026/FEE/0000271362	172.00	0.051
3.	Generali Central Insurance Company Limited (formerly known as Future Generali India Insurance Company Limited)	Other non-life insurance	17/10/2025 to 16/10/2026	Individual Fidelity for selected categories of employees only	132/00/00/1026/FGI/0000270100	10.00	0.0059
4.	Generali Central Insurance Company Limited (formerly known as Future Generali India Insurance Company Limited)	Fire Insurance	17/10/2025 to 16/10/2026	Fire Loss of Profit	132/00/00/1026/FLO/0000270061	80.00	0.1548
5.	Generali Central Insurance Company Limited (formerly known as Future Generali India Insurance Company Limited)	Engineering Insurance Services	17/10/2025 to 16/10/2026	All Machinery	132/00/00/1026/FMB/0000270098	107.00	0.03157
6.	Generali Central Insurance Company Limited (formerly known as Future Generali India Insurance Company Limited)	Other non-life insurance	17/10/2025 to 16/10/2026	Money in Transit/Safe/Counter	132/00/00/1026/FMY/0000270102	110.00	0.018
7.	Generali Central Insurance Company Limited (formerly known as Future Generali India Insurance Company Limited)	Other non-life insurance	17/10/2025 to 16/10/2026	Plate Glass	132/00/00/1026/FPG/0000270105	20.00	0.012
8.	Generali Central Insurance Company Limited (formerly known as Future Generali India Insurance Company Limited)	Other non-life insurance	17/10/2025 to 16/10/2026	Content other than stock	132/00/00/1026/FBG/0000270075	554.00	0.0065
9.	Generali Central Insurance Company Limited (formerly known as Future Generali India Insurance Company Limited)	Fire Insurance	17/10/2025 to 16/10/2026	Plant and machinery, Furniture, Fixtures & Fittings and Content other than stock	132/00/00/1026/FLS/0000269139	554.00	1.0721
10.	Generali Central Insurance Company Limited	Other non-life insuranc	17/10/2025 to	Public Liability Policy – Non-Industrial Risks	132/00/00/1026/PLN/0000270045	100.00	0.059

	(formerly known as Future Generali India Insurance Company Limited)	e (liability)	16/10/2026				
11.	Generali Central Insurance Company Limited	General Insurance Service	11/07/2026 to 10/07/2027	Plate Glass	2026-F2523523-BSH	10.00	0.367
12.				Money in Transit/Safe/Counter		100.00	
13.				Machinery Breakdown		119.94	
14.				Electronic Equipment		30.00	
15.				Burglary		400.00	
16.				Plant and machinery, Furniture, Fixtures & Fittings and Contents		400.00	
17.				Earthquake and STFI		400.00	
18.				Fidelity		50.00	
19.				Public liability		400.00	
20.				Neon Sign		10.00	
21.	ICICI Lombard General Insurance Company Ltd	General Insurance Service	16/02/2026 to 15/02/2027	MSME Suraksha kavach, Machinery breakdown, Plate glass, burglary, Money insurance	1030/429537690/00/000	1750.00	0.632
22.	ICICI Lombard General Insurance Company Ltd	General Insurance Service	16/02/2026 to 15/02/2027	Public Liability insurance (Non-industrial Risks) Policy	100047068000	200.00	0.095
23.	ICICI Lombard General Insurance Company Ltd	General Insurance Services	27/12/2025 to 26/12/2026	Public Liability Insurance (Non-Industrial Risks)	100037486500	200.00	0.059
24.	ICICI Lombard General Insurance Company Ltd	General Insurance Services	27/12/2025 to 26/12/2026	MSME Suraksha kavach, electronic equipment insurance, Machinery breakdown, burglary, All risk insurance, Money insurance, fidelity, consequential loss(fire)	1030/423279947/00/000	743.00	0.412

KEY INDUSTRY REGULATIONS AND POLICIES

Except as otherwise specified in this Draft Red Herring Prospectus, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business.

Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business. Taxation statutes such as the I.T. Act, GST and applicable Labour laws, contractual laws, and intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and are neither designed nor intended to be a substitute for professional legal advice.

APPROVALS

For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled "Government and Other Statutory Approvals" beginning on page no. 208 of this Draft Red Herring Prospectus.

BUSINESS AND/OR KEY INDUSTRY AND/OR TRADE RELATED LAWS AND REGULATIONS

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.

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 High court constituted by the Central Government under the Cinematograph Act within thirty days from the date of such order.

The Cinematograph (Amendment) Act 2023

The Cinematograph Amendment Bill 2023 seeks to address several long-standing issues in the Indian film certification process, piracy, and content regulation. While there is a need for modernization to align with evolving technology and societal norms, it is crucial to strike a balance between artistic freedom and the interests of the public.

The proposed amendments, if implemented effectively, have the potential to streamline the certification process, combat piracy, and enhance transparency and accountability. However, careful attention must be paid to ensure that the provisions do not unduly restrict artistic creativity, impinge upon fundamental rights, or pose privacy concerns.

As the Bill progresses through the legislative process, it is essential for stakeholders, filmmakers, and legal experts to engage in constructive dialogue to make informed decisions and shape a comprehensive framework that benefits all parties involved in the filmmaking industry.

The Cine-Workers and Cinema Theatre Workers (Regulation of Employment) Act, 1981

The Act provides for the regulation of conditions of employment of certain cine workers and cinema theatre workers and for matters connected therewith. The Act makes the Payment of Gratuity Act, 1972, and the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 applicable to the employees of cinema theatres in which five or more persons are employed.

The Gujarat Cinemas (Regulation) Act, 2004

The Gujarat Cinemas (Regulation) Act, 2004 was enacted to streamline the regulation of cinematograph exhibitions and the licensing of venues like cinemas and multiplexes within the state. It essentially replaced older regulations to better manage public safety and operational standards in the modern film exhibition industry. Our Company's operations in the state are subject to the following regulatory framework:

Licensing Requirements: Under the Act, no person is permitted to give an exhibition by means of a cinematograph elsewhere than in a place licensed under this Act. The Company must obtain and maintain valid licenses for each of its multiplexes/cinema halls located in Gujarat from the designated Licensing Authority (typically the District Magistrate or Police Commissioner).

Operational Standards: The Act prescribes strict adherence to building safety, fire safety, and public health standards. Any material alteration to the licensed premises requires prior approval from the Licensing Authority.

Power of Inspection and Suspension: The State Government or the Licensing Authority possesses the power to inspect cinema premises to ensure compliance. If the Company is found to be in violation of the terms of the license or the provisions of the Cinematograph Act, 1952, the authority may suspend or revoke the license or prohibit the exhibition of any specific film. The Company is also subject to the Gujarat Cinemas (Regulation) (Amendment) Act, 2006, which governs the revision of licensing fees and administrative penalties.

Gujarat Cinemas (Regulation) Rules, 2004

The Gujarat Cinemas (Regulation) Rules, 2004 were framed under the Gujarat Cinemas (Regulation) Act, 2004 to prescribe the procedures and conditions governing the licensing, construction, operation, maintenance, and inspection of cinema theatres and multiplexes in the State of Gujarat. The Rules provide the detailed regulatory framework applicable to cinema exhibition businesses operating within the State. Our Company's operations in Gujarat are subject to the following regulatory framework:

Licensing and Renewals: The Rules prescribe the procedure for obtaining, renewing, transferring, and modifying cinema licences. The Company is required to obtain and maintain valid licences and approvals from the competent Licensing Authority for each cinema premises operating in Gujarat.

Building and Safety Standards: The Rules prescribe requirements relating to structural design, seating arrangements, ventilation, sanitation, electrical installations, fire safety measures, emergency exits, and other public safety requirements. The Company is required to ensure continuous compliance with such standards and obtain prior approvals for any material alterations to licensed premises.

Inspections and Compliance: The Licensing Authority and other authorised officials are empowered to conduct inspections of cinema premises to verify compliance with applicable laws, licence conditions, and safety requirements. The Company is required to facilitate such inspections and comply with directions issued by the authorities.

Regulatory Enforcement: The Licensing Authority may suspend, cancel, or refuse renewal of licences in the event of non-compliance with the Rules, the Act, or licence conditions. Failure to comply with applicable requirements may adversely affect the Company's ability to operate its cinema premises within the State.

The Uttar Pradesh Cinemas (Regulation) Act, 1955

The Uttar Pradesh Cinemas (Regulation) Act, 1955 was enacted to regulate exhibitions by means of cinematographs and to ensure that cinema premises within the State operate in accordance with prescribed standards of public safety, health, and convenience. The Act provides the framework for licensing, regulation, and supervision of cinema theatres and empowers the State Government and designated authorities to oversee compliance. Our Company's operations in the State of Uttar Pradesh are subject to the following regulatory framework:

Licensing Requirements: Under the Act, no person is permitted to give an exhibition by means of a cinematograph in any place unless such place is duly licensed under the provisions of the Act. The Company is required to obtain and maintain valid cinema licences for each of its multiplexes/cinema halls operating in Uttar Pradesh from the competent Licensing Authority, generally the District Magistrate or such other authority as notified by the State Government.

Operational Standards: The Act and the rules framed thereunder prescribe requirements relating to structural safety, seating arrangements, fire prevention and protection measures, sanitation, emergency exits, electrical installations, and public safety. The Company is required to ensure continuous compliance with such standards and obtain prior approval from the Licensing Authority for any material alteration, expansion, or modification to the licensed premises.

Inspection and Enforcement Powers: The Licensing Authority and other authorised government officials are empowered to inspect cinema premises to verify compliance with the provisions of the Act, the applicable rules, and the conditions of the licence. In the event of any breach of the licence conditions, non-compliance with statutory requirements, or circumstances affecting public safety, the Licensing Authority may suspend, revoke, or refuse to renew the licence, or may direct the temporary closure of the cinema premises until compliance is restored.

Regulation of Film Exhibitions: The exhibition of cinematograph films is also subject to compliance with the provisions of the Cinematograph Act, 1952 and the certification requirements prescribed thereunder. The authorities may prohibit or regulate the exhibition of any film in accordance with applicable laws and public order considerations.

Uttar Pradesh Cinematograph Rules, 1951

The Uttar Pradesh Cinematograph Rules, 1951 were framed under the Uttar Pradesh Cinemas (Regulation) Act, 1955 and prescribe the procedural, technical, and operational requirements relating to the licensing and regulation of cinema theatres in the State of Uttar Pradesh. The Rules establish the standards and conditions governing cinema operations and supplement the provisions of the parent legislation. Our Company's operations in Uttar Pradesh are subject to the following regulatory framework:

Licensing Framework: The Rules prescribe the procedures for grant, renewal, transfer, suspension, and cancellation of cinema licences. The Company is required to obtain and maintain all necessary licences and approvals from the competent Licensing Authority for the operation of its cinema premises in Uttar Pradesh.

Infrastructure and Safety Requirements: The Rules prescribe standards relating to cinema building construction, seating capacity, fire prevention measures, electrical installations, ventilation, sanitation, emergency exits, crowd management, and public safety. The Company is required to ensure that all cinema premises comply with these requirements on a continuous basis.

Inspection and Monitoring: Authorised government officials and the Licensing Authority are empowered to inspect cinema premises, records, and facilities to verify compliance with the Rules and licence conditions. The Company is required to maintain all prescribed records and facilitate inspections by regulatory authorities.

Enforcement and Penalties: The Licensing Authority may take regulatory action, including suspension, cancellation, or non-renewal of licences, where there is a breach of the Rules, licence conditions, or applicable statutory requirements. Such actions may impact the Company's ability to conduct cinema exhibition activities within the State.

The Telangana Cinema Regulation Rules, 1970

The Telangana Cinema Regulation Rules, 1970, framed under the provisions of the Telangana Cinemas (Regulation) Act, 1955 (formerly the Andhra Pradesh Cinemas (Regulation) Act, 1955), prescribe the detailed procedural and operational requirements governing the construction, licensing, renewal, inspection, and operation of cinema theatres and multiplexes in the State of Telangana. These Rules supplement the provisions of the Act and establish the regulatory framework applicable to cinema exhibition businesses operating within the State. Our Company's operations in Telangana are subject to the following regulatory framework:

Permission for Construction and Licensing: The Rules require cinema operators to obtain the prescribed approvals, including a No Objection Certificate ("NOC"), permission for construction or alteration of cinema buildings, and a valid cinema licence from the competent Licensing Authority before commencing operations. The Company is required to obtain and maintain all such approvals and licences for each of its cinema premises situated in Telangana.

Building and Safety Requirements: The Rules prescribe detailed requirements relating to cinema building design, seating capacity, structural stability, electrical installations, fire prevention measures, emergency exits, sanitation facilities, parking arrangements, and public safety standards. The Company is required to ensure ongoing compliance with such requirements and obtain prior approval for any additions, alterations, or changes in seating capacity of licensed premises.

Renewal, Inspection and Certification: The Rules mandate periodic renewal of cinema licences and require the maintenance of valid fire safety and electrical safety certificates. The Licensing Authority and designated inspecting officers, including electrical, health, and other authorised officials, are empowered to inspect cinema premises and verify compliance with applicable laws, rules, and licence conditions.

Regulatory Oversight and Enforcement: The Licensing Authority may impose conditions on licences and may suspend, cancel, or refuse renewal of licences in the event of non-compliance with statutory requirements or licence conditions. The Rules also provide for inspection fees, licensing fees, appeals against regulatory orders, and other administrative procedures governing cinema operations. The Company is required to comply with all directions issued by the State Government and the Licensing Authority from time to time.

The Telangana Cinemas (Regulation) Act, 1955

The Telangana Cinemas (Regulation) Act, 1955 (formerly the Andhra Pradesh Cinemas (Regulation) Act, 1955, as applicable to the State of Telangana) was enacted to regulate exhibitions by means of cinematographs and to provide for the licensing and supervision of cinema theatres within the State. The Act empowers the State Government and designated authorities to regulate cinema operations in the interest of public safety, public order, and convenience. Our Company's operations in the State of Telangana are subject to the following regulatory framework:

Licensing Requirements: Under the Act, no person is permitted to give an exhibition by means of a cinematograph in any place other than a place licensed in accordance with the provisions of the Act. The Company is required to obtain and maintain valid cinema licences for each of its multiplexes/cinema halls operating in Telangana from the competent Licensing Authority designated by the State Government.

Grant and Renewal of Licences: The Licensing Authority may grant, renew, refuse, suspend, or revoke licences subject to the provisions of the Act and the rules framed thereunder. The grant and renewal of licences are subject to compliance with prescribed conditions relating to the location, construction, maintenance, and operation of cinema premises, as well as other statutory requirements.

Public Safety and Operational Compliance: The Act requires cinema operators to comply with conditions relating to public safety, structural stability, fire prevention measures, sanitation, health, and public convenience. The Company is required to ensure that its cinema premises are maintained in accordance with the licence conditions and applicable statutory requirements at all times.

Inspection and Regulatory Oversight: The State Government, Licensing Authority, and other authorised officers are empowered to inspect cinema premises and verify compliance with the provisions of the Act, the applicable rules, and licence conditions. In the event of any violation, the Licensing Authority may suspend or revoke the licence or take such other action as may be prescribed under law.

Regulation of Film Exhibitions: The exhibition of cinematograph films at the Company's cinema premises is subject to compliance with the provisions of the Cinematograph Act, 1952 and the certifications issued thereunder. The State Government may, in accordance with applicable law, suspend the exhibition of any film or class of films if such exhibition is considered likely to affect public order or is otherwise contrary to law.

Penalties and Enforcement: Any contravention of the provisions of the Act, the rules framed thereunder, or the conditions of a licence may attract penalties, prosecution, suspension, cancellation, or non-renewal of licences, which may adversely affect the Company's ability to operate its cinema premises in the State.

Information Technology Act, 2000 and Rules made there under including any amendments thereto.

Since our Company is involved in the business of running cinema halls and theatres, it come across general information of the customers reserving tickets through online/ offline mode. The data shared by the individuals is although not very sensitive, but includes personal details such as basic KYC which is a sensitive information, and may be misused, if not handled properly. This act governs and provides legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, 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.

The IT Rules focus on and regulate specific areas of the collection, transfer and processing of data, and include the following:

- The Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, which require entities holding users' sensitive personal information to maintain certain specified security standards;
- The Information Technology (Guidelines for Intermediaries and Digital Media Ethics Code) Rules, 2021, which prohibit content of a specific nature on the internet, and govern the role of intermediaries, including social media intermediaries, in keeping personal data of their users safe online;
- The Information Technology (Guidelines for Cyber Cafe) Rules, which require cybercafés to register with a registration agency and maintain a log of users' identities and their internet usage; and The Information Technology (Electronic Service Delivery) Rules, which allow the Government to specify that certain services, such as applications, certificates and licenses, be delivered electronically.

Consumer Protection Act, 2019 and the rules made thereunder :

The Consumer Protection Act ("CPA") provides for a three-tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of the redressal commissions attracts criminal penalties. The CPA introduced a Central Consumer Protection Council to promote, protect and enforce the rights of consumers executive agency to provide relief to a class of consumers. The CPA brought e-commerce entities and their customers under its purview including providers of technologies or processes for advertising or selling, online marketplace or online auction sites. The CPA also provides for mediation cells for early settlement of the disputes between the parties.

The Food Safety and Standards Act, 2006 ("FSSA") and the regulations framed thereunder

The FSSA was enacted on August 23, 2006 repealing and replacing the Prevention of Food Adulteration Act, 1954. The FSSA pursues to consolidate the laws relating to food and establish the Food Safety and Standards Authority of India ("FSSAI") for laying down scientific standards for articles of food and to regulate their

manufacture, storage, distribution, sale and import to ensure availability of safe and wholesome food for human consumption, and for matters connected therewith or incidental thereto. The standards prescribed by the FSSAI include specifications for food additives, flavorings, processing aids and materials in contact with food, ingredients, contaminants, pesticide residue, biological hazards and labels. Under the provisions of the FSSA, no person may carry on any food business except under a license granted by the FSSAI. The FSSA sets forth the requirements for licensing and registering food businesses in addition to laying down the general principles for safety, responsibilities and liabilities of food business operators. The FSSA also lays down penalties for various offences, including recall procedures. The Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011 provides for the conditions and procedures for registration and licensing process for food business and lays down general requirements to be fulfilled by various food business operators ("FBOs"), including petty FBOs as well as specific requirements to be fulfilled by businesses dealing with certain food products.

As Our Company is into the business of sale of foods through clubs / canteens at the theatres, this act and rules made thereunder are applicable to us.

Fire Prevention Laws

State governments have enacted laws that provide for fire prevention and life safety. Such laws are applicable to our offices, cinema halls, theatres and other places of public gathering and include provisions in relation to providing fire safety and life saving measures by occupiers of buildings, obtaining certification in relation to compliance with fire prevention and life safety measures and impose penalties for non-compliance.

Legal Metrology Act, 2009

The Legal Metrology Act, 2009 was enacted to establish and enforce standards of weights and measures and to regulate trade and commerce in weights, measures, and other goods sold or distributed by weight, measure, or number. The Act seeks to protect consumer interests and ensure accuracy and transparency in commercial transactions.

Indecent Representation of Women (Prohibition) Act, 1986

This is an Act to prohibit indecent representation of women through advertisements or in publications, writings, paintings, and figures or in any other manner and for matters connected therewith or incidental thereto.

The Companies Act, 2013 ("Companies Act")

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on August 29, 2013. The Companies Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the director's payable by the companies is under Part II of the said schedule.

Companies (Rules) under the Companies Act, 2013

In addition to the Companies Act, 2013, various rules have been framed by the Central Government under the powers conferred by the Act. These rules provide detailed procedures, forms, and compliance requirements for

effective implementation of the Act. Some of the important rules framed under the Companies Act, 2013 include:

- Companies (Incorporation) Rules, 2014
- Companies (Prospectus and Allotment of Securities) Rules, 2014
- Companies (Share Capital and Debentures) Rules, 2014
- Companies (Acceptance of Deposits) Rules, 2014
- Companies (Registration of Charges) Rules, 2014
- Companies (Management and Administration) Rules, 2014
- Companies (Appointment and Qualification of Directors) Rules, 2014
- Companies (Meetings of Board and its Powers) Rules, 2014
- Companies (Accounts) Rules, 2014
- Companies (Audit and Auditors) Rules, 2014
- Companies (Corporate Social Responsibility Policy) Rules, 2014
- Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
- Companies (Winding Up) Rules, 2020

These rules supplement the provisions of the Companies Act, 2013 by prescribing procedural aspects, e-forms, documentation requirements, timelines, and compliance standards necessary for implementation of the Act. Together, the Companies Act, 2013 and the rules framed thereunder form the comprehensive legal framework governing companies in India.

The Bureau of Indian Standards Act, 2016 (the "BIS Act"):

The BIS Act was notified on March 22, 2016 and came into effect from October 12, 2017. The BIS Act establishes the Bureau of Indian Standards (BIS) as the National Standards Body of India. It has broadened BIS's ambit and allows the Central Government to make it mandatory for certain notified goods, articles, processes etc. to carry standard marks.

The Bureau of Indian Standards Rules, 2018 (the "Bureau of Indian Standards Rules").

The Bureau of India Standards Rules, 2018, as amended, have been notified, in supersession of the Bureau of Indian Standards Rules, 1987, in so far as they relate to Chapter IV A of the said rules relating to registration of the articles notified by the Central Government, and in supersession of the Bureau of Indian Standards Rules, 2017 except in relation to things done or omitted to be done before such supersession. Under the Bureau of Indian Standards Rules, the bureau is required to establish Indian standards in relation to any goods, article, process, system or service and shall reaffirm, amend, revise or withdraw Indian standards so established as may be necessary

The Industrial Relations Code, 2020 ("Industrial Code")

The Ministry of Law and Justice, with an intent to consolidate and amend laws relating to trade unions, conditions of employment in industrial establishment or undertaking, investigation and settlement of industrial dispute, has introduced the Industrial Code. The Code provides that the Central Government may repeal the provisions of the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946, and the Industrial Disputes Act, 1947 and may supersede them with the applicability of any provision of the Industrial Code. The Industrial Code is a central legislation and extends to the whole of India. The Industrial Code empowers the central Government to require an establishment in which one hundred or more workers are employed or have been employed on any day in the preceding twelve months to constitute a works committee consisting of representatives of employer and workers engaged in the establishment. The code further requires every establishment with twenty or more workers to have grievance redressal committees for resolution of disputes arising out of individual grievances. The code bars the jurisdiction of civil courts to any matter to which the provisions of the Industrial Code apply, and provides for establishment of industrial tribunals for adjudication of such matters. The Industrial Code provides for provisions pertaining to lay-off and retrenchment of employees and closure of establishments and compensation provisions in relation thereto. The Industrial Code provides for monetary fines, penalties and imprisonment in case of contravention of the provisions of the code.

The Micro, Small and Medium Enterprises Development Act, 2006 (the '**MSME Act**')

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Act was enacted. With effect from April 1, 2025 the Manufacturing enterprises and enterprises rendering Services have been re-classified as Micro enterprise, where the investment in plant and machinery does not exceed Rs. 2.5 Crore and annual turnover do not exceed Rs. 10 Crore; Small enterprise, where the investment in plant and machinery does not exceed Rs.25 crore and annual turnover does not exceed Rs. 100 Crore; a medium enterprise, where the investment in plant and machinery does not exceed Rs. 125 crore and annual turnover do not exceed Rs. 500 Crore.

LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED

Shops and Establishments laws in various states

As per the provisions of local Shops and Establishments law applicable in the State of Maharashtra, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in 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.

Stamp Act in various states

The purpose of the Stamp Act was to streamline and simplify transactions of immovable properties and securities by the State Government. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule IA of the Stamp Act. Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the states. Therefore, the State Governments of Maharashtra, are empowered to prescribe or alter the stamp duty as per their need.

Professions, Trade, Callings and Employments Act in various states

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of Maharashtra, are empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the income of individuals, profits of business or gains of vocations. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such persons before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such persons and employer has to obtain the registration from the assessing authority in the prescribed manner.

ENVIRONMENTAL LEGISLATIONS

The Environment Protection Act, 1986 and The Environment (Protection) Rules, 1986

The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for coordination of the activities of various Central and State authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exist among water, air and land, and human beings and other living creatures such as plants, micro-organisms and property. Further, the Ministry of Environment, Forest and Climate Change (MoEFCC) look into Environment Impact Assessment. The Ministry receives proposals for expansion, modernization and setting up of projects and the impact which such projects would have on the environment which is assessed by the Ministry in detail before granting clearances for such proposed projects.

National Environmental Policy, 2006

This Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace, but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by

judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource.

The Water (Prevention and Control of pollution) Act, 1974 (the "Water Act")

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, who is empowered to establish standards and conditions that are required to be complied with.

The Air (Prevention and Control of Pollution) Act, 1981 (the "Air Act")

The Air (Prevention and Control of Pollution) Act, 1981 has been enacted to provide for the prevention, control and abatement of air pollution. Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board.

Noise Pollution (Regulation and Control) Rules, 2000 (the "Noise Pollution Rules")

The Noise Pollution Rules regulate noise levels in industrial (75 decibels), commercial (65 decibels) and residential zones (55 decibels). The Noise Pollution Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. These Rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Pollution Rules shall be under the provisions of the Environment (Protection) Act, 1986.

The Public Liability Insurance Act, 1991

This Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the Government by way of a notification. The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. The rules made under the Public Liability Act mandate that the employer has to contribute towards the enviro

TAX RELATED LEGISLATIONS

Income Tax Act, 1961

The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company which is assessed to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by October 31st of each assessment year.

The Goods and Services Tax Act, 2017

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state are levied with Central GST (CGST) by the Central Government and State GST (SGST)

by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

The Customs Act, 1962

The provisions of the Customs Act, 1962, as amended (the Customs Act) apply at the time of import or export of goods. Under the Customs Act, the Central Board of Excise and Customs (CBEC) is empowered to appoint, by notification, inter alia, ports or airports as customs ports or customs airports and places as the Inland Container Depot (ICD). Section 45 of the Customs Act lays down that all imported goods unloaded in a customs area shall remain in the custody of the person approved by the Commissioner of Customs until they are cleared for home consumption or warehouse or transshipped. The said Act contains provision for levying the custom duty on imported goods, export goods, goods which are not cleared, goods warehoused or transshipped within 30 days after unloading etc. It also provides for storage of imported goods in warehouses pending clearance, for goods in transit etc., subject to prescribed conditions.

EMPLOYMENT AND LABOUR LAWS

Contract Labour (Regulation and Abolition) Act, 1970

The Contract Labour (Regulation and Abolition) Act, 1970 requires establishments that employ or have employed on any day in the preceding twelve months, 20 or more workers as contract labour to be registered. The Act requires the principal employer of an establishment to which the Contract Labour Act applies to make an application for registration of the establishment to employ contract labour in the establishment. A Contractor to whom the Contract Labour Act applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. The Contract Labour Act imposes certain obligations on the contractor including the establishment of canteens, rest rooms, washing facilities, first aid facilities and provision of drinking water and payment of wages. In the event that the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time.

Child Labour Prohibition and Regulation Act, 1986

The Child Labour Prohibition and Regulation Act, 1986 prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour in our industry is prohibited.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the "Act")

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms 'sexual harassment' and 'workplace' are both defined in the Act. Every employer should constitute an "Internal Complaints Committee" and every officer and member of the Committee shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

EMPLOYMENT AND LABOUR LAWS CODIFICATION

The Code on Social Security, 2020 (the "Social Security Code")

The Social Security Code is a central legislation enacted to modernize and consolidate the laws relating to social security with the objective of extending social security coverage to employees and workers in the organized, unorganized, gig and platform sectors across India; it received the assent of the President of India on September 28, 2020 and, pursuant to a notification issued by the Ministry of Labour and Employment under Section 1(3), has been brought into force with effect from November 21, 2025 as part of the implementation of the four Labour Codes rationalizing 29 existing central labour laws.

The Social Security Code consolidates and replaces nine central enactments, including the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Cine Workers Welfare Fund Act, 1981, the Building and Other Construction Workers Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. Among other matters, it provides the framework for social security schemes relating to provident fund, pension and deposit-linked insurance, employees' state insurance, maternity benefits, gratuity, employee compensation and welfare of building and other construction workers, as well as social security schemes for unorganized workers, gig workers and platform workers, and establishes or continues social security organizations such as the Central Board of Trustees of the Employees' Provident Fund, the Employees' State Insurance Corporation, the National and State Social Security Boards for unorganized workers and State Building and Other Construction Workers' Welfare Boards.

The Social Security Code also contemplates electronic registration of establishments, technology-enabled record-keeping and benefit delivery, and empowers the Central and State Governments to extend the application of EPF, ESIC and other schemes to additional classes of establishments and workers.

The Social Security Code and the rules and schemes framed thereunder, provides for to registration of eligible establishments, enrolment of employees under the Employees' Provident Fund and Employees' State Insurance schemes, payment of employer and employee contributions, provision of statutory gratuity, maternity and employee compensation benefits, facilitation of social security for eligible contract, unorganised, gig or platform workers engaged in its operations, and maintenance of prescribed records and returns, and any non-compliance may result in interest, penalties and other enforcement action.

The Code on Wages, 2019 (the "Wages Code")

The Wages Code received the assent of the President of India on August 8, 2019 and the provisions of the Code came into effect from November 21, 2025 after being notified in the Official Gazette by the Central Government. The Wages Code has replaced the four existing ancient laws, namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976.

The Wages Code extends to the whole of India and regulates minimum wages, floor wages, payment of wages, permissible deductions, bonus and remuneration. It introduces a harmonized definition of "wages", prohibits discrimination on grounds of gender in matters of wages and recruitment for the same work or work of a similar nature, and confers a statutory right to minimum wages for all employees, supported by a national floor wage below which State minimum wages cannot fall. The Wages Code also provides for advisory boards, an Inspector-cum-Facilitator based compliance regime, maintenance of prescribed registers and issuance of wage slips, and offences and penalties for non-compliance.

The Occupational Safety, Health and Working Conditions Code, 2020 (the "OSHWC Code")

The OSHWC Code is a central legislation enacted to consolidate and amend the laws regulating the occupational safety, health and working conditions of persons employed in an establishment; it received the assent of the President of India on September 28, 2020 and, pursuant to a notification issued by the Ministry of Labour and Employment, has been brought into force with effect from November 21, 2025 as part of the implementation of the four Labour Codes rationalizing 29 existing central labour laws. The OSHWC Code replaces and subsumes 13 central enactments relating to safety, health and working conditions, including, among others, 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, the Mines Act, 1952, the Plantations Labour Act, 1951, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996, the Motor Transport Workers Act, 1961, the Beedi and Cigar Workers (Conditions of Employment) Act, 1966 and laws governing dock workers, working journalists, cine-workers and sales promotion employees, subject to repeal-and-savings provisions that preserve existing rules and notifications to the extent they are not inconsistent with the Code.

The OSHWC Code applies, inter alia, to establishments employing 10 or more workers and to all mines and docks, as well as to specified categories such as factories, building and other construction works, plantations, motor transport undertakings, audio-visual production units and newspaper establishments, and requires eligible establishments to obtain registration (with deemed migration of existing registrations), comply with notified

occupational safety and health standards, provide a safe working environment and prescribed welfare facilities, conduct periodic medical examinations including free annual health check-ups for specified employees, issue letters of appointment to all employees, and report certain accidents, dangerous occurrences and notified occupational diseases. It also contains specific provisions on working hours, leave and overtime, engagement and conditions of contract labour and inter-State migrant workers, and employment of women (including in night shifts and in all types of work subject to consent and prescribed safeguards), and establishes an Inspector-cum-Facilitator and advisory board framework for enforcement and standard-setting.

The OSHWC Code also provides for registration of applicable establishments, maintenance of safe and healthy working environment and welfare facilities, engagement and treatment of contract labour and inter-State migrant workers, employment of women, and maintenance of prescribed registers, records and returns and timely reporting of accidents, dangerous occurrences and occupational diseases.

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The OSHWC Code also provides for registration of applicable establishments, maintenance of safe and healthy working environment and welfare facilities, engagement and treatment of contract labour and inter-State migrant workers, employment of women, and maintenance of prescribed registers, records and returns and timely reporting of accidents, dangerous occurrences and occupational diseases.

The Industrial Relations Code, 2020 (the "IR Code")

The IR Code is a central legislation enacted to consolidate and amend the laws relating to trade unions, conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes; it received the assent of the President of India on September 28, 2020 and, pursuant to notifications issued by the Ministry of Labour and Employment, has been brought into force with effect from November 21, 2025 as part of the implementation of the four Labour Codes rationalising 29 existing central labour laws.

The IR Code consolidates and replaces three key enactments, namely (i) the Industrial Disputes Act, 1947, (ii) the Trade Unions Act, 1926, and (iii) the Industrial Employment (Standing Orders) Act, 1946. It extends to the whole of India and, among other matters, provides a unified framework for (i) registration, governance and recognition of trade unions, including recognition of a negotiating union or negotiating council in industrial establishments having multiple unions; (ii) constitution of bi-partite forums such as Works Committees and Grievance Redressal Committees in establishments above prescribed thresholds; (iii) certification, modification

and deemed adoption of standing orders in industrial establishments employing 300 or more workers, aligned with central model standing orders; and (iv) mechanisms for conciliation, voluntary arbitration and adjudication of industrial disputes by Industrial Tribunals and the National Industrial Tribunal.

The IR Code also introduces provisions on fixed term employment with parity of wages and benefits vis-à-vis permanent workers and gratuity eligibility after one year, prescribes conditions and procedures for strikes and lock-outs, and revises the regime governing lay-off, retrenchment and closure in certain industrial establishments, including a higher statutory threshold (currently 300 workers, with power for States to increase this limit) for prior government approval for lay-off, retrenchment and closure, while defining "worker" and "employee" broadly to cover a wider segment of the workforce and prohibiting unfair labour practices.

INTELLECTUAL PROPERTY LEGISLATIONS

Trade Marks Act, 1999 ("TM Act")

The Trademarks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

The Patents Act, 1970

The Patents Act, 1970 ("Patents Act") governs the patent regime in India. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights, India is required to recognise product patents as well as process patents. In addition to broad requirement that an invention satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria. The Patents Act prohibits any person resident in India from applying for patent for an invention outside India without making an application for the invention in India. The term of a patent granted under the Patents Act is for a period of twenty years from the date of filing of the application for the patent.

The Copyright Act, 1957

The Copyright Act, 1957 Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

The Design Act, 2000 (the Design Act)

The Designs Act governs the protection of original, aesthetic designs applied to articles intended for commercial use, focusing on the visual appeal rather than functional aspects. In such cases, the company can seek design registration under the Act to protect its creative work from unauthorized copying or commercial exploitation by competitors. This legal protection can enhance brand value and provide a competitive edge in the design-driven segments of EPC and infrastructure projects.

FOREIGN INVESTMENT LAWS

Foreign Trade (Development and Regulation) Act, 1992

The FTDRA is the main legislation concerning foreign trade in India. The FTDRA, read along with the Foreign Trade (Regulation) Rules, 1993, 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. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given wide powers to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTDRA read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer-exporter code ("IEC") number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The

IEC shall be valid until it is cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract a penalty under the FTDRA.

Foreign Exchange Management Act, 1999 & Rules thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the FEMA Rules and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments.

The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 as amended in 2019, provide that the total holding by any individual NRI, on a repatriation basis, shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five 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% 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 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.

Foreign Direct Investment

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 2020 ("FDI Policy 2020"), which with effect from October 15, 2020, 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 2020 will be valid until the DIPP issues an updated circular. The Reserve Bank of India ("RBI") also issues Master Directions Foreign Investment in India and updates the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who are eligible to make investments in India, for which eligibility criteria are prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. 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 the filing of Form FC-GPR.

ANTI-TRUST LAWS

Competition Act, 2002

The Act is to prevent practices having adverse effects on competition, to promote and sustain competition in markets, to protect interest of consumers and to ensure freedom of trade in India. The Act deals with prohibition of anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

The Negotiable Instruments Act, 1881 ("NI Act")

In India, the laws governing monetary instruments such as cheques are contained in the "NI Act", which is largely a codification of the English Law on the subject. To ensure prompt remedy against defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act, 1881 in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment) act, 1988 which were further modified by the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. 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

Transfer of Property Act, 1882 ("TP Act")

The Transfer of Property Act, 1882 (the TP Act) establishes the general principles relating to transfer of property in India. It forms a basis for 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. Transfer of property is subject to stamping and registration under the specific statutes enacted for that purpose.

Limitation Act, 1963

The law relating to Law of Limitation to India is the Limitation Act, 1859 and subsequently Limitation Act, 1963 which was enacted on 5th of October, 1963 and which came into force from 1st of January, 1964 for the purpose of consolidating and amending the legal principles relating to limitation of suits and other legal proceedings. The basic concept of limitation is relating to fixing or prescribing of the time period for barring legal actions.

According to Section 2 (j) of the Limitation Act, 1963, period of limitation means the period of limitation prescribed for any suit, appeal or application by the Schedule, and prescribed period means the period of limitation computed in accordance with the provisions of this Act.

GENERAL LAWS

Apart from the above list of laws, which is inclusive in nature and not exhaustive, general laws like the following are also applicable to our Company:

The Bharatiya Nyaya Sanhita, 2023
The Bharatiya Nagarik Suraksha Sanhita, 2023
The Bharatiya Sakshya Adhiniyam, 2023
The Consumer Protection Act, 2019
The Arbitration & Conciliation Act, 1996
The Sale of Goods Act, 1930
The Registration Act, 1908
The PMLA Act, 2002
The Indian Contract Act, 1872
The Specific Relief Act, 1963
The Electricity Act, 2003

HISTORY AND CERTAIN CORPORATE MATTERS

BRIEF HISTORY OF OUR COMPANY

Our Company was originally incorporated as "Roongta Entertainment Private Limited", under the provisions of the Companies Act, 2013, pursuant to a certificate of incorporation dated November 27, 2018 issued by the Registrar of Companies, Central Registration Centre. Subsequently, pursuant to a Special Resolution Passed in the Extra-Ordinary General Meeting held on November 25, 2024 our Company was converted into Public Limited Company and a Fresh Certificate of Incorporation consequent to conversion to public company was issued in the name of "Roongta Entertainment Limited" on February 28, 2025 by the Registrar of Companies, Central Registration Centre. The Corporate Identification Number of our Company is U74940GJ2018PLC105312.

Anil Roongta, Ankit Roongta and Ankur Roongta were the initial subscribers to the Memorandum of Association 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 or services, entry in new geographies or exit from existing markets, major suppliers, distributors and customers, segment, capacity/facility creation, capacity built-up, marketing and competition, please refer to the chapters titled **"*Business Overview*", "*Our Management*"** and **"*Management's Discussion and Analysis of Financial Position and Results of Operations*"** on pages 95, 139 and 193 respectively, of this Draft Red Herring Prospectus.

Our Registered Office

The Registered office of our company is situated at 4th Floor, Roongta Shopping Center, VIP Road, Surat, Gujarat, India, 395007

CHANGES IN REGISTERED OFFICE OF OUR COMPANY:

Except as provided below, there have been no changes in the registered office our company.

Effective Date	Details of change in the address of the Registered Office		Reason for change
	From	To	
July 24, 2021	4th Floor, Office No. 411-412, Empire State Building, Ring Road, Surat-395002, Gujarat, India	4th Floor, Roongta Shopping Center, VIP Road, Surat, Gujarat, India, 395007	For operational efficiency.

MAIN OBJECTS OF OUR COMPANY

The main objects of our Company, as set forth in our Memorandum of Association, are as follows:

1. To carry on the business of production, distribution or exhibition of films and motion pictures and the running of theatres, cinemas, studios, and cinematographic shows and exhibitions.

   To produce, buy, sell, import, export or otherwise deal in cinematographic films, television films, video films and video cassettes. To establish, purchase, take on lease or hire or otherwise acquire and maintain and to sell, give on lease or hire studios, laboratories, cinemas, picture places, halls, theatres, etc. for production, processing and printing of films. To carry on the business of exhibiting and distributing cinematographic films, television films, video films and acquire or selling rights therein. To act as manufacturers, distributors, purchasers and sellers of all kinds of films and to produce and distribute motion pictures and to act as distributors and exhibitors of motion pictures produced by other companies. To carry on the business of film manufacturers, film apparatus manufacturers, film producers, both sound and silent, hippodrome and circus proprietors, mana picture places and studios. To carry on the business of letting or subletting the use of cinema hall, theatres, picture, places, studios or other machinery, apparatus, building or structure of the company for the purpose use, exhibitions, display of films, dramatic or theatrical performances, concerts or other entertainment, of amusements or objects allied to or of similar kinds as of the company and to provide for similar kinds as of the company and to provide for the production, directions, exhibitions, representation display, whether by mechanical means or otherwise of plays, open air or other theatrical performances, operas, vaudevilles, ballets, pantomime, juggling, mesmetic, yogic hyphotic, spectacular. To carry on the business of production, distribution of films and motion pictures, including the running theatres, cinemas, studios and cinematographic shows and exhibitions.

2. To carry on at any place or premises all or any of the businesses of circus, concert hall, amusement parks, theme parks, cinema, ballroom, hippodrome, night-club, super-club and theater proprietors and agents; box-office keepers, ticket agents, showmen, exhibitors, song, music, play, programme and general publishers, printers, scene, proscenium and caterers for public and private amusements and entertainments of every description.

3. To carry on in India or outside India or elsewhere the business to present, produce, arrange, manage, organize, conduct, sponsor, compose, edit, plan, design, exhibit, demonstrate, promote, operate, participate, collaborate and run at national and international level all sorts of shows and modeling, films, programmes of song, music, dance, film star, pop star, T.V. channels, entertainment web-sites and for the purpose to engage, book or hire artists, authors, story writers, musicians, models, performers, and other persons and agencies.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

The following changes have been made in the Memorandum of Association of our Company since incorporation:

Sr. No.	Date of Change	AGM/ EGM	Nature of amendments
1.	On Incorporation (November 27, 2018)	-	The authorized Share capital of our company on incorporation comprised of ₹ 10,00,000/- consisting of 1,00,000 Equity shares of face value of ₹. 10/- each.
2	November 25, 2024	EGM	The name of the company was changed from "Roongta Entertainment Private Limited" to "Roongta Entertainment Limited".
3.	February 04, 2025	EGM	**Point 30 in Clause 3(b) has been inserted as below:** 30. To borrow moneys or take loans from banks, state financial corporations, other financial institutions persons, firms or companies to finance any of the projects of the company, in full or in parts, or to finance the working capital requirements of the company, on such terms as may be thought fit; and to secure the same by any of the movable or immovable assets (Present and Future) of the company.
4.	April 27, 2026	EGM	The authorized share capital of ₹10,00,000/- consisting of 1,00,000 Equity shares of Rs. 10 each was increased to ₹ 7,50,00,000/- consisting of 75,00,000 Equity shares of ₹10/- each.

AWARDS AND ACCREDITION

Our company has been awarded with following awards as on the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Particulars	Photos
1.	IMAX BIG Cine Awards - Fastest Growing cinema chain of the Year 2023	

2.	IMAX BIG Cine Awards – Best Multiplex theatre of the Year 2024	
3.	The Radio City - Business Titans Awards in Phuket—a Jagran Initiative	
4.	IMAX BIG CINE AWARDS 2026 - Experiential Cinema Excellence Award	

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 Draft 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

As of date of this Draft Red Herring Prospectus, there are no material acquisition or disinvestments of business / undertakings, mergers, amalgamation in relation to our Company.

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 Draft Red Herring Prospectus, our Company does not have a holding company.

SUBSIDIARIES OF OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company does not have a Subsidiary company.

ASSOCIATE OR JOINT VENTURES OF OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures or associate companies.

STRATEGIC AND FINANCIAL PARTNERS

As on date of this Draft 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

As on the date of this Draft Red Herring Prospectus, no guarantee has been issued by our Promoters except as disclosed in the chapter titled "Financial Indebtedness" beginning on page 200 of this Draft Red Herring Prospectus.

INJUNCTIONS OR RESTRAINING ORDERS

There are no injunctions/ restraining orders that have been passed against the Company.

For more details, please refer to the chapters titled **"OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS"** on page 203 of this Draft Red Herring Prospectus.

CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE YEARS

There have been no changes in the activities of our Company during the last five years which may have had a material effect on the profits and loss account 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.

OUR MANAGEMENT

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 more than 15. As on date of this Draft Red Herring Prospectus, we have 5 (Five) Director, out of which three (3) are Non-Executive Directors and two (2) are Independent Director.

BOARD OF DIRECTORS

The Following table sets forth details regarding the Board of Directors as of the date of this Draft Red Herring Prospectus:

Name, Father's Name, Director Identification Number (DIN), Date of Birth, Age, Address, Occupation, Designation, Status, Nationality, Term, Date of Appointment / Change in Designation	Other Directorships as on the date of this Draft Red Herring Prospectus
Name: Ankur Roongta **Father's Name:** Anil Roongta **DIN:** 03588591 **Date of Birth:** July 01, 1992 **Age:** 34 Years **Address:** 10/B, 11/B, Saket, Umara, Surat-395007, Gujarat **Occupation:** Business **Designation:** Director & Chairman **Status:** Non-Executive Director **Nationality:** Indian **Term:** Liable to retire by rotation **Original Date of Appointment:** Appointed on November 27, 2018 as an Executive Director and w.e.f. April 20, 2026 status change to Non Executive Director.	**Indian Companies** 1. Roongta Rising Wealth Management Private Limited 2. Techvizor Connect Private Limited 3. Roongta Welfare Foundation 4. Roongta Playworld Private Limited 5. Greevo Energies Private Limited 6. Fizzyfox Entertainment Private Limited 7. Novafun World Entertainment Private Limited **Foreign Companies** Nil **Limited Liability Partnership** 1. Skytower Enterprises LLP 2. Roongta Industrial Estate LLP 3. Damodar Enterprises LLP 4. Roongta Industrial CETP LLP 5. Shiv Sundar Infrabuild LLP 6. Roongta Infrabuild LLP 7. Shree Bhagwati Devi Enterprise LLP 8. Rmix Concrete LLP 9. Align Life Space LLP 10. Yashvi Infracon LLP 11. Level Up Entertainment LLP
Name: Ankit Roongta **Father's Name:** Anil Roongta **DIN:** 02979222 **Date of Birth:** October 20, 1990 **Age:** 35 Years **Address:** 10/B, 11/B, Saket, Umara, Surat-395007, Gujarat **Occupation:** Business	**Indian Companies** 1. Roongta Rising Stock Private Limited 2. Roongta Rising Commodities Private Limited 3. Roongta Rising Wealth Management Private Limited 4. Roongta Welfare Foundation 5. Roongta Playworld Private Limited 6. RS Samachar Private Limited 7. Novafun World Entertainment Private Limited

Name, Father's Name, Director Identification Number (DIN), Date of Birth, Age, Address, Occupation, Designation, Status, Nationality, Term, Date of Appointment / Change in Designation	Other Directorships as on the date of this Draft Red Herring Prospectus
Designation: Director **Status:** Non-Executive Director **Nationality:** Indian **Term:** Liable to retire by rotation **Original Date of Appointment:** Appointed on November 25, 2024 as Non-Executive Director of the Company	**Foreign Companies** Nil **Limited Liability Partnership** 1. Skytower Enterprises LLP 2. Roongta Industrial Estate LLP 3. Damodar Enterprises LLP 4. Shiv Sundar Infrabuild LLP 5. Shree Bhagwati Devi Enterprise LLP 6. Align Life Space LLP 7. Yashvi Infracon LLP
Name: Sanjay Pareek **Father's Name:** Dinesh Kumar Pareek **DIN:** 03095988 **Date of Birth:** November 05, 1973 **Age:** 52 Years **Address:** H-803, Jolly Residency, Near Sidhi Vinayak Temple, Vesu, Surat-395007, PO: SVR College, Gujarat **Occupation:** Business **Designation:** Director **Status:** Professional **Nationality:** Indian **Term:** Liable to retire by rotation **Original Date of Appointment:** Appointed as a Non-Executive Director of the Company w.e.f. October 05, 2020	**Indian Companies** 1. Roongta Rising Wealth Management Private Limited 2. Fizzyfox Entertainment Private Limited 3. Greevo Energies Private Limited **Foreign Companies** Nil **Limited Liability Partnership** 1. Shiv Sundar Infrabuild LLP 2. Align Life Space LLP 3. Playthopia Entertainment LLP
Name: Anu Amodia **Father's Name:** Murlimanoher Birla **DIN**: 10930259 **Date of Birth:** March 03, 1983 **Age:** 43 Years **Address:** 501, Yash Bhadra Residency, Kadampalli Road, Near Sneh Milan Garden, Nanpura, Surat-395001, Gujarat **Occupation:** Professional **Designation:** Independent Director **Status:** Non-Executive Director	**Indian Companies** 1. Bhatia Colour Chem Limited 2. Nityas Gems and Jewellery Limited **Foreign Companies** Nil **Limited Liability Partnership** Nil

Name, Father's Name, Director Identification Number (DIN), Date of Birth, Age, Address, Occupation, Designation, Status, Nationality, Term, Date of Appointment / Change in Designation	Other Directorships as on the date of this Draft Red Herring Prospectus
Nationality: Indian **Term:** Appointed for a period of 5 years w.e.f. February 13, 2026, upto February 12, 2031, not liable to retire by rotation **Original Date of Appointment:** Appointed as an Independent Director of the Company w.e.f. February 13, 2026	
Name: Bhavik Bajaj **Father's Name:** Balkishan Bajaj **DIN**: 11807473 **Date of Birth:** July 16, 2000 **Age:** 26 Years **Address:** 9-C, Pragya Appartment, Ravishankar Shankul, Bhatar Char Rasta, Althan, Surat - 395017, Gujarat **Occupation:** Professional **Designation:** Additional Independent Director **Status:** Non-Executive Director **Nationality:** Indian **Term:** Appointed for a period of 5 years w.e.f. August 12, 2026, up to August 11, 2031, not liable to retire by rotation, subject to the approval of the members **Original Date of Appointment:** Appointed as an Additional Independent Director of the Company w.e.f. August 12, 2026	**Indian Companies** 1. Alich Industries Private Limited **Foreign Companies** Nil **Limited Liability Partnership**

Confirmations:

As on date of this Draft Red Herring Prospectus:

A. None of the Directors are/ were directors 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 (5) years.
B. None of the Directors are on the RBI List of willful defaulters.
C. None of the Directors are/ were directors of any listed entity whose shares were delisted from any Stock Exchange(s).
D. Further, none of the directors are/ were directors of any entity which has been debarred from accessing the capital markets under any order or directions issued by the Stock Exchange(s), SEBI or any other Regulatory Authority.
E. None of the Directors are fugitive economic offender.

Family Relationship between the Directors

None of the Directors of our Company are related to each other as per section 2(77) of the Companies Act, 2013, except as mentioned below:

Name of Director	Name of other Director	Relationship
Ankur Roongta	Ankit Roongta	Brothers

Arrangements with major Shareholders, Customers, Suppliers or Others

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a director or member of a senior management as on the date of this Draft Red Herring Prospectus.

Service Contracts with Directors

Our Company has not entered into any contract of service with our directors which provide for terms of employment of our directors.

Borrowing Powers of the Board

The Articles, subject to the provisions of Section 180(1)(c) of the Act authorizes the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. The shareholders have, pursuant to a special resolution passed at the Annual General Meeting held on September 30, 2025 in accordance with Section 180(1)(c) of the Companies Act authorized the Board to borrow monies from time to time, such sums of money even though the money so borrowed together with money already borrowed exceeds the aggregate of the paid-up capital and free reserves of the Company provided, however, that the total borrowing (apart from the temporary loans taken from the company's bankers) shall not exceed ₹300 Crores.

Brief Profiles of Our Directors

Ankur Roongta, aged 34 years, is a Non-Executive Director, Chairman and Promoter of our Company. He holds a Bachelor's Degree in Commerce from Veer Narmad South Gujarat University, Surat, which he obtained in February 2014. He qualified as a Chartered Accountant and was admitted as an Associate Member of the Institute of Chartered Accountants of India (ICAI) in 2018 and He Joined Company as a One of the First Directors in the year 2018. He has over 8 years of experience in business management and administration. He has been associated with various entities of the Roongta Group in capacity of director, designated partner, partner and promoter. These entities have interests across diverse sectors, including infrastructure and construction, real estate, industrial and environmental services, entertainment and leisure, technology, renewable energy and financial services.

Ankit Roongta, aged 35 years, is a Non-Executive Director of our Company. He holds a Bachelor's Degree in Engineering (Mechanical Engineering) from Birla Institute of Technology & Science, Pilani, Rajasthan, obtained in July 2012. He also holds a Master of Science degree in Innovation and Entrepreneurship from the University of Texas, Dallas, awarded in December 2013. He Joined the Company as a One of the First Directors in the year 2018. He has over 16 years of experience in business management and administration. He has been associated with various entities of the Roongta Group in the capacity of director, designated partner, partner and promoter. These entities have interests across diverse sectors, including the infrastructure and construction, real estate, industrial estate, financial services and wealth management, entertainment and leisure, and business services.

Sanjay Pareek, aged 52 years, is a Non-Executive Director of our Company. He holds a Bachelor of Science degree from the University of Rajasthan, Jaipur, which he completed in 1997. He has been associated with our Company as a Director since October 2020. He has over 15 years of experience across various sectors, including financial services, wealth management, renewable energy, infrastructure, real estate and entertainment. He has been associated with various companies and limited liability partnerships in different capacities, including as a promoter, director, designated partner and partner.

Anu Amodia, aged 43 years, is an Independent Director of our Company. She holds a Master's degree in Commerce from Veer Narmad South Gujarat University, Surat, obtained in February 2006. She qualified as a Company Secretary and was admitted as an Associate Member of the Institute of Company Secretaries of India (ICSI) in 2009 and as a Fellow Member of the ICSI in 2024. She also holds Post Graduate Diploma in Business Administration from Symbiosis Centre for Distance Learning, obtained in 2016. She has over 14 years of professional experience in the areas of corporate laws, secretarial compliance, corporate governance and regulatory matters.

Bhavik Bajaj, aged 26 years, is an Additional Independent Director of our Company. He holds a Bachelor's degree in Commerce from Veer Narmad South Gujarat University, obtained in February 2022. He qualified as a Chartered Accountant and was admitted as an Associate Member of the Institute of Chartered Accountants of India (ICAI) in November 2022. He has over 3 years of professional experience in the areas of investment banking, corporate finance and capital raising. He has been associated with Ladderup Corporate Advisory Private Limited as an Analyst from October 2022 to March 2023. He has worked with VantagePoint Finovation Private Limited as Senior Associate from April 2023 to December 2025. Since January 2026, he has been engaged in freelance professional activities on an independent basis.

Compensation of Managing Directors and Whole Time Director

The Company has not appointed a Managing Director or Whole-time Director as on the date of this Draft Ref Herring Prospectus. Accordingly, no remuneration, salary, commission, perquisites or other compensation has been paid or is payable to any Managing Director or Whole-time Director.

Payment or benefit to Independent Directors of our Company

We have not paid any sitting fees to our Independent Directors during the last financial year i.e. 2025-26.

Shareholding of Directors in our Company

The details of the shareholding of our directors as on the date of this Draft Red Herring Prospectus are as follows:

Sr. No.	Name of the Directors	No. of Equity Shares	Percentage of Pre-Issue Capital (%)
1.	Ankur Roongta	44,17,996	97.96
2.	Ankit Roongta	45,100	1.00
3.	Sanjay Pareek	451	0.01
Total		**44,63,547**	**98.97**

Interests of our Directors

All our Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board or a Committee thereof and as well as to the extent of reimbursement of expenses payable to them under the Articles.

The Company does not have any Executive Directors as on the date of this Draft Red Herring Prospectus. Accordingly, none of the Directors is interested to the extent of remuneration payable for services rendered as an Executive Director or employee of the Company. The Non-Executive Directors are interested only to the extent of sitting fees, reimbursement of expenses and such other remuneration, if any, as approved by the Board of Directors and/or the shareholders in accordance with the applicable provisions of law.

The Directors are also members of the Company and are deemed to be interested in the Equity Shares, if any, held by them and/or any Equity Shares that may be held by their relatives, the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoters and in any dividend distribution which may be made by our Company in the future. For the shareholding of the Directors, please refer "Our Management - Shareholding of Directors in our Company" beginning on page no. 139 of this Draft Red Herring Prospectus.

Other than our promoter directors, none of the other Directors have any interest in the promotion of our Company other than in the ordinary course of business.

Except as stated in the chapter "Business Overview" on page no. 95 of this Draft Red Herring Prospectus and in the chapter "Restated Financial Statement" on page no. 156 none of our directors have any interest in the property our Company.

Except as disclosed in the section titled in "Restated Financial Statements" on page no. 156, our Directors do not have any other interest in our Company or in any transaction by our Company including, for acquisition of land, construction of buildings or supply of machinery.

For details with respect to loan to directors, please refer to chapter titled "Restated Financial Statement" on page no. 156 of this Draft Red Herring Prospectus.

Payment of benefits (non-salary related)

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered.

Bonus or profit-sharing plan for the Directors

None of the Directors are party to any bonus or profit-sharing plan of our Company.

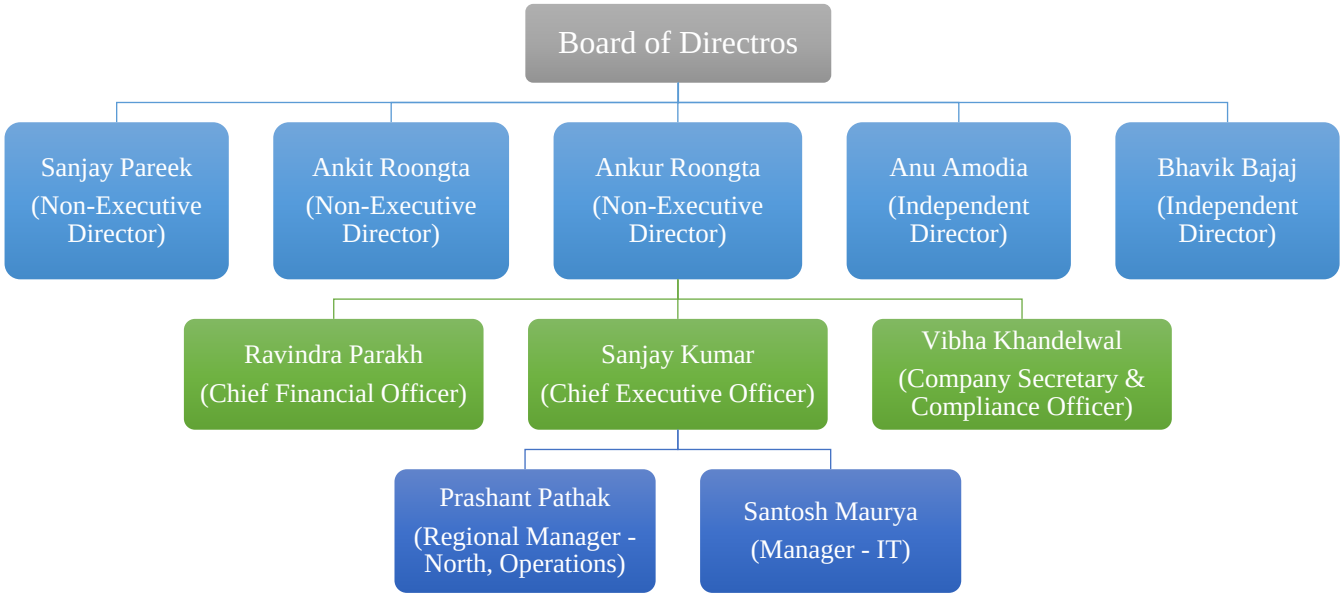
Changes in our Company's Board of Directors during the last three (3) years:

Following are the changes in the Board of Directors during the last three (3) years

Name of Directors	Date of Appointment / Regularization	Date of Change in Designation / Cessation	Reasons for changes in the Board
Ankit Roongta	November 25, 2024	-	Appointed as Director
Kashyap Pandya	February 13, 2026	-	Appointed as Independent Director
Anu Amodia	February 13, 2026	-	Appointed as Independent Director
Ankur Roongta	-	April 20, 2026	Change in designation as Non-Executive Director
Kashyap Pandya	-	August 12, 2026	Resigned due to pre-occupation and personal commitments
Bhavik Bajaj	August 12, 2026	-	Appointed as and Additional Independent Director

MANAGEMENT ORGANIZATION STRUCTURE

The following chart depicts our Management Organization Structure



COMPLIANCE WITH CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013, with respect to the Corporate Governance, provisions of the SEBI Listing Regulations except 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 will be applicable to our company immediately upon the listing of Equity Shares on the Stock Exchanges.

Constitutions of Committees

Our Company has constituted the following committees:

A. Audit Committee

Our Company had constituted audit committee vide Board Resolution dated February 16, 2026 and re-constituted the Audit Committee vide resolution passed in the meeting of Board of Directors held on August 12, 2026 as per the applicable provisions of the Section 177 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended), the Audit Committee comprises following members:

Name of the Director	Designation	Status in Committee
Bhavik Bajaj	Independent Director	Chairperson
Ankur Roongta	Non-Executive Director	Member
Anu Amodia	Independent Director	Member

The Chairman of the Committee will be decided by the members of the committee. The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Audit Committee as and when appointed by the company.

Terms of reference:

Role of Audit Committee

The scope of audit committee shall include, but shall not be restricted to, the following:

1. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
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 and auditor's report thereon before submission to the board for approval, with particular reference to:
    a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of 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. modified opinion(s) in the draft audit report;

5. reviewing, with the management, the quarterly 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 utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. approval or any subsequent modification of transactions of the listed entity with related parties;
9. scrutiny of inter-corporate loans and investments;
10. valuation of undertakings or assets of the listed entity, 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 of any significant findings and follow up there on;
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 non-payment of declared dividends) and creditors;
18. to review the functioning of the whistle blower mechanism;
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. carrying out any other function as is 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.

Review of information by 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; and
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).

Powers of the Audit Committee:

The audit committee shall have the powers, which should include the following:

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

B. Stakeholders Relationship Committee

Our Company had constituted Stakeholder Relationship Committee vide Board Resolution dated February 16, 2026 and re-constituted the Stakeholders Relationship Committee vide resolution passed in the meeting of Board of Directors held on August 12, 2026 as per the applicable provisions of the Section 178 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended), the Stakeholders Relationship Committee comprises following members:

Name of the Director	Position in Committee	Nature of Directorship
Ankur Roongta	Non-Executive Director	Chairperson
Bhavik Bajaj	Independent Director	Member
Anu Amodia	Independent Director	Member

Terms of Reference

- Resolving grievances of our security holders, 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;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by our Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of various measures and initiatives taken by our Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

C. Nomination and Remuneration Committee

Our Company had constituted Nomination and Remuneration committee vide Board Resolution dated February 16, 2026 and re-constituted the Nomination and Remuneration Committee vide resolution passed in the meeting of Board of Directors held on August 12, 2026 and as per the applicable provisions of the Section 178 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended), the Nomination and Remuneration Committee comprises following members:

Name of the Director	Position in Committee	Nature of Directorship
Bhavik Bajaj	Independent Director	Chairperson
Ankur Roongta	Non-Executive Director	Member
Anu Amodia	Independent Director	Member

Terms of Reference:

1. Formulation of the criteria for determining qualifications, 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 personnel and 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 in accordance 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 of performance evaluation of independent directors.
7. Recommend to the board, all remuneration, in whatever form, payable to senior management.
8. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
9. Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

D. Corporate Social Responsibility Committee

Our Company had constituted Corporate Social Responsibility committee vide Board Resolution dated February 16, 2026 and re-constituted the Corporate Social Responsibility Committee vide resolution passed in the meeting of Board of Directors held on August 12, 2026 and as per the applicable provisions of the Section 135 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended), the Corporate Social Responsibility Committee comprises following members:

Name of the Director	Nature of Directorship	Position in Committee
Ankur Roongta	Non-Executive Director	Chairperson
Bhavik Bajaj	Independent Director	Member
Anu Amodia	Independent Director	Member

Terms of Reference:

a. To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
b. To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
c. To monitor the CSR policy of the Company from time to time;
d. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

OUR KEY MANAGERIAL PERSONNEL (KMPs) AND SENIOR MANAGEMENT PERSONS (SMPs)

Our Company is managed by our Board of Directors, assisted by qualified experienced professionals, who are permanent employees of our Company. Following are the details of Key Managerial Personnel (KMPs) and Senior Management Persons (SMPs) of our Company:

Name, Designation and Date of Joining	Qualification	Previous Employment	Overall Experience	Remuneration paid in previous year (2025-26) (₹ in Lakhs)
Sanjay Kumar Chief Executive Officer DOJ: September 18, 2023	B. Com.	Miraj Entertainment Limited	16 years	29.34
Ravindra Parakh Chief Financial Officer DOJ: January 16, 2026	B. Com., C.A.	Arihant Abode Limited	16 years	2.53
Vibha Khandelwal Company Secretary & Compliance Officer DOJ: July 02, 2026 Membership No.: A68766	B. Com., C.S.	VCU Data Management Limited	3 years	--
Prashant Pathak Regional Manager – North (Operations) DOJ: November 01, 2023	M.B.A., B.Sc.	Miraj Entertainment Limited	11 years	10.45
Santosh Maurya Manager - IT DOJ: September 01, 2023	B.Sc.	Cinepolis India Private Limited	13 years	9.13

Brief Profiles of the Key Managerial Personnel of our Company are as follows:

Sanjay Kumar, aged 42 years, is the Chief Executive Officer of the Company. He has passed Bachelor of Commerce from Satyawati College, University of Delhi, in February 2011. He worked as an Entertainment Service Provider with PVR Limited from May 2004 to September 2005. He served as a Duty Officer at M2K Leisure Private Limited from March 2006 to June 2007. He served as a Theatre Manager at Cinemax India Limited from July 2008 to October 2009. He served as a Unit Head at O.S.R. Cinemas Private Limited from December 2010 to September 2013. He served as a Senior Marketing Manager at WOG Technologies Pte. Ltd., Thailand, from September 2013 to December 2014. He served at Miraj Entertainment Limited as General Manager (Operations) from September 2017 to September 2023. He subsequently joined our Company as Vice President (Operations) in September 2023 and was appointed as the Chief Executive Officer (CEO) of the Company in April 2026. He is also serving as an Executive Director in Upper View Constructions Private Limited (earlier known as Boardingon Leisure Private Limited)[#] since August 2016 and as Designated Partner in Muviplex Entertainment LLP since July 2023. He has over 16 years of overall professional experience.

Ravindra Parakh, aged 39 years, is the Chief Financial Officer of the Company. He holds a Bachelor's degree in Commerce from Veer Narmad South Gujarat University, Surat, obtained in January 2007. He qualified as a

Chartered Accountant and became an Associate Member of the Institute of Chartered Accountants of India (ICAI) in the year 2010. He was associated with various entities of the Arihant Group from April 2010 to March 2022 and, during such period, served as the Chief Financial Officer of Arihant Superstructures Limited from November 2016 to February 2017. He has been associated with the other Group entities of Roongta and since March 2022 in he is been appointed in Roongta Entertainment Limited as Chief Financial Officer. He has been associated with the Company since January 2026. He has over 16 years of overall professional experience.

Vibha Khandelwal, aged 39 years, is the Company Secretary and Compliance Officer of our Company. She has passed Bachelor of Commerce from University of Calcutta, in 2008. She qualified as a Company Secretary and became an Associate Member of the Institute of Company Secretaries of India (ICSI) in the year 2022. She was associated with Shish Industries Limited as Company Secretary from April 2022 to November 2023. She then worked with Volopay India Private Limited as Company Secretary & Compliance Officer from December 2023 to December 2024. She has served as Company Secretary & Compliance Officer at VCU Data Management Limited from March 2025 to June 2026. She has been associated with the Company since July 2026. She has over 3 years of overall professional experience.

Brief Profiles of the Senior Management Persons of our Company are as follows:

Prashant Pathak, aged 46 years, is the Regional Manager – North (Operations) of the Company. He completed his Bachelor's degree in Science from Dr. Bhimrao Ambedkar University, Agra in 2003. He holds a Master's degree in Business Administration from Uttar Pradesh Technical University, Lucknow, obtained in November 2006. He served as Cinema General Manager with Carnival Films Entertainment Private Limited from December 2013 to September 2020. Further he worked with Miraj Entertainment Limited as Key Cinema Manager from November 2020 to December 2022. He has been associated with the Company since November 2023. He has over 11 years of overall professional experience.

Santosh Maurya, aged 34 years, is the Manager – IT of the Company. He holds a Bachelor's degree in Science from Veer Narmad South Gujarat University, Surat, obtained in February 2014. He worked as Supervisor - IT & Projection with Cinepolis India Private Limited from June 2013 to August 2023. He has been associated with the Company since September 2023. He has over 13 years of overall professional experience.

Relationship amongst the Directors, Key Managerial Personnel and Senior Management Persons of our Company

None of our Directors, Key Managerial Personnel and Senior Managerial Personnel of our Company are related to each other.[*]

[#]*An application of striking-off the company has been made.*
[*]*For relationship between the Directors, please refer chapter titled "Our Management - Family Relationship between the Directors" on page 139 of this Draft Red Herring Prospectus.*

Arrangement and Understanding with Major Shareholders/Customers/ Suppliers

None of the above Key Managerial Personnel and Senior Managerial Personnel have entered into to any arrangement/ understanding with major shareholders/ customers/ suppliers as on the date of this Draft Red Herring Prospectus

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management Persons

Our Company does not have any profit-sharing plans for the Key Management Personnel and Senior Managerial Personnel.

Shareholding of Key Management Personnel and Senior Management Person in our Company

None of our Key Managerial Personnel and Senior Managerial Personnel holds Equity Shares in our Company as on the date of filing of this Draft Red Herring Prospectus. For further details, please refer to section titled "Capital Structure" beginning on page no. 59 of this Draft Red Herring Prospectus.

Changes in Our Company's Key Managerial Personnel and Senior Management Persons during the last three (3) years

Name of KMP/ SMP	Designation	Date of Event	Reason
Santosh Maurya	Manager – IT	September 01, 2023	Appointed as Manager - IT
Prashant Pathak	Regional Manager – North (Operations)	November 01, 2023	Appointed as Regional Manager – North (Operations)
Ravindra Parakh	Chief Financial Officer	January 16, 2026	Appointed as Chief Financial Officer
Sanjay Kumar	Chief Executive Officer	April 20, 2026	Appointed as Chief Executive Officer
Vibha Khandelwal	Company Secretary & Compliance Officer	July 02, 2026	Appointment as Company Secretary and Compliance Officer

For details with respect to the Changes in Directors who are KMP, please refer to section titled Our Management - "Changes in our Company's Board of Directors during the last three (3) years" on page no. 139 of this Draft Red Herring Prospectus.

Interest of Key Managerial Personnel and Senior Management Person

Except as disclosed in this Draft Red Herring Prospectus, the Key Managerial Personnel and Senior Management Person of our Company do not have any interest in our Company other than to the extent of their shareholding, remuneration 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.

Employee Stock Option or Employee Stock Purchase

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Draft Red Herring Prospectus.

Payment of Benefits to Our KMPs and SMPs (non-salary related)

Except as disclosed in this Draft Red Herring Prospectus other than any statutory payments made by our Company to its KMPs and SMPs, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees.

For further details, please refer section titled 'Restated Financial Statements' beginning on page no. 156 of this Draft Red Herring Prospectus.

OUR PROMOTERS AND PROMOTER GROUP

The Individual Promoter of our Company is:



Ankur Roongta, aged 34 years is the Promoter, Director and Chairman of our Company.

Date of Birth: July 01, 1992

Personal Address: 10/B, 11/B, Saket, Umara, Surat-395007, Gujarat

Permanent Account Number: BAFPR7470F

For further details of his educational qualifications, experience, positions / posts held in the past, directorships held and special achievements please refer chapter titled "*Our Management*" beginning on page no. 139 of this Draft Red Herring Prospectus.

Shareholding of Our Promoter

Sr. No.	Name of Promoter	No. of Equity Shares	% of Pre-issue Capital
1	Ankur Roongta	44,17,996	97.96%

For details of the build-up of our Promoter's shareholding in our Company, please see "Capital Structure – Shareholding of our Promoter" beginning on page no.59 of this Draft Red Herring Prospectus.

Confirmations

We confirm that the details of the Permanent Account Number, Bank Account Number, Aadhar Card Number, Driving License Number and Passport Number of our Promoter will be submitted to the Stock Exchange at the time of filing the Draft Red Herring Prospectus with the Stock Exchange.

Other Confirmations

As on the date of this Draft Red Herring Prospectus, our Promoter and Members of our Promoter Group have not been prohibited by SEBI or any other regulatory or governmental authority from accessing capital markets for any reasons. Further, our Promoter is not promoter and directors in any other company that is or has been debarred from accessing the capital markets under any order or direction made by SEBI or any other authority.

Note: SEBI, vide Order No. WTM/GM/IVD/ID6/9588/2020-21 dated December 2, 2020, in relation to Mishka Finance and Trading Limited ('Mishka' for short) which was formerly known as Pyramid Trading and Finance Limited and was listed on the Bombay Stock Exchange. SEBI restrained Anil Satyanarayan Roongta, Sudha Anil Roongta and A. K. Roongta HUF from accessing the securities market and from buying, selling or otherwise dealing in securities, directly or indirectly, and associating with the securities market. The debarment period was from April 17, 2015 to December 2, 2020 for Anil Satyanarayan Roongta and A. K. Roongta HUF, and four years from December 2, 2020 for Sudha Anil Roongta. The order also prohibited them from holding positions as directors or key managerial personnel in listed companies or SEBI-registered intermediaries, or associating with specified public companies and intermediaries, for the respective periods. The debarment period is already completed.

Our Promoter has neither been declared as a wilful defaulters nor as a fugitive economic offender as defined under the SEBI (ICDR) Regulations and there are no violations of securities laws committed by our Promoter in the past and no proceedings for violation of securities laws are pending against our Promoter.

Other ventures of Promoter

For details pertaining to other ventures of our Promoter refer chapter titled "Financial Information of our Group Companies" beginning on page no. 218 of the Draft Red Herring Prospectus and section "Our Promoter Group, point (B) Companies, Proprietary concerns, HUF's forming part of our promoter" under this chapter titled "*Our Promoters and Promoter Group*" on page no. 151 of the Draft Red Herring Prospectus.

Change in the management and control of the Issuer

There has not been any change in the management and control of our Company.

Relationship of Promoters with each other and with our directors

None of the Directors of our Company are related to each other as per section 2(77) of the Companies Act, 2013 except as mentioned below:

Name of Promoter	Name of other Promoter/ Director	Relationship
Ankur Roongta	Ankit Roongta	Brothers

Interest of Promoter

Our Promoter is interested in our Company only to the extent of their respective Equity shareholding in our Company, remuneration in the capacity of Director and any dividend distribution that may be made by our Company in the future. For details pertaining to our Promoter's shareholding, please refer to section titled "Capital Structure" and "Our Management" beginning on page no. 59 and 139 respectively of this Draft Red Herring Prospectus. Our Promoters may also be interested to the extent of providing personal guarantees for some of the loans taken by our Company. For further details, please refer chapters titled "Restated Financial Statements" and "Financial Indebtedness" on page no. 200 of this Draft Red Herring Prospectus.

Further, our Promoter is also partner in other entities and may be deemed to be interested to the extent of the payments made by our Company, if any, to these Promoter Group entities and vice versa. No sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify them as a director or for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company. For the payments that are made by our Company to certain Promoter Group entities, please see the section "Related Party Disclosures" on page no. 184 of Restated Financial Statement of the Draft Red Herring Prospectus.

Interest in the properties of our Company

Our Promoter and members of Promoter Group do not have any interest in any property acquired by or proposed to be acquired by our Company during a period of three years prior to filing of the Draft Red Herring Prospectus.

Except as disclosed below, our Promoter and members of the Promoter Group do not have any interest in any property acquired by, or proposed to be acquired by, our Company during a period of three years prior to the date of filing of this Draft Red Herring Prospectus.

Our Company proposes to utilise a portion of the Net Proceeds of the Issue towards the acquisition of 100% of the equity share capital of Fizzyfox Entertainment Private Limited ("Fizzyfox"), as more particularly described in "Objects of the Issue" on page 68. Ankur Roongta, one of our Promoters, holds 95% of the issued and paid-up equity share capital of Fizzyfox as on the date of this Draft Red Herring Prospectus. Accordingly, our Promoter, Ankur Roongta, may be deemed interested in the proposed acquisition to the extent of the consideration receivable by him and his shareholding in Fizzyfox.

Interest as members of our Company

Our Promoter are interested to the extent of their shareholding, the dividend declared in relation to such shareholding, if any, by our Company. For further details in this regard, please refer chapter titled "*Capital Structure*" beginning on page no. 59 of this Draft Red Herring Prospectus.

No sum has been paid or agreed to be paid to our Promoter and our Promoter is not interested as members of any firm or any company and hence no sum has been paid or agreed to be paid to such firm or company in cash or shares or otherwise by any person for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Common Pursuit

There are no common pursuits among the Group Companies and the Company. The business activities of the Group Companies are distinct from and do not overlap with the business activities of the Company. Accordingly, there is no conflict of interest arising on account of common pursuits between the Company and its Group Companies.

Other Interest

Our Promoter do not have any interest in any transaction in the acquisition of land or property, construction of building or 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.

Payment of benefits to our Promoters

Except as stated in the *"Related Party Disclosures"* on page no. 184 there has been no payment of benefits to our Promoter during the two years preceding the filing of this Draft Red Herring Prospectus.

Guarantees

Except as stated in the section titled "*Restated Financial Statements*" and "Financial Indebtedness" beginning on page no. 156 and 200 of this Draft Red Herring Prospectus, there are no material guarantees given by the Promoter to third parties with respect to specified securities of the Company as on the date of this Draft Red Herring Prospectus.

Details of Companies / Firms from which our Promoter have disassociated

None of our Promoter have disassociated themselves from any firms or companies in the last three (3) years preceding this Draft Red Herring Prospectus, except the following:

Name of Promoter	Company/LLP/ Firm Name	Designation	Date of Disassociation	Reason for Disassociation
Ankur Roongta	Shree Shyam Dredging & Infra LLP	Designated Partner	24/05/2025	Due to professional commitments and future plans

Our Promoter Group

Our Promoter Group in terms of Regulation and 2(1) (pp) of the SEBI ICDR Regulations. In addition to our Promoters named above, the following individuals and entities form a part of the Promoter Group:

A. Individual persons who are part of our Promoter Group

Promoters: Ankur Roongta

Relationship with promoters	
Promoter	**Ankur Roongta**
Father	Anil Roongta
Mother	Sudha Roongta
Spouse	Nikita Roongta
Brother	Ankit Roongta
Sister	-
Son	-
Daughter	Jeeva Roongta
Spouse's Father	Gokul Chand Agarwal
Spouse's Mother	Alka Devi Agarwal
Spouse's Brother	Ankit Agarwal
Spouse's Sister	-

B. Companies, Proprietary concerns, HUF's forming part of our promoter

Nature of Relationship	Entity
Any body-corporate in which twenty per cent. or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of their relative is a member;	1. Shree Bhagwati Devi Enterprise LLP 2. Roongta Industrial Estate LLP 3. Damodar Enterprises LLP 4. Roongta Industrial CETP LLP 5. Roongta Infrabuild LLP 6. Roongta Rising Wealth Management Private Limited 7. Roongta Playworld Private Limited 8. Techvizor Connect Private Limited 9. Yashvi Infracon LLP 10. Align Life Space LLP 11. Shree Shyam Dredgeing & Infra LLP 12. Roongta Welfare Foundation 13. Fizzyfox Entertainment Private Limited (earlier known as Dash Entertainments Private Limited) 14. Roongta Rising Stock Private Limited 15. Roongta Rising Commodities Private Limited 16. Shiv Sundar Infrabuild LLP 17. Skytower Enterprises LLP 18. Greevo Energies Private Limited 19. RS Samachar Private Limited 20. Seva Sanskar Foundation 21. Laxmiwan Vanijya Private Limited 22. Balgopal Trading Private Limited 23. Novafun World Entertainment Private Limited
Any body-corporate in which a body corporate as provided in above holds twenty per cent. or more, of the equity share capital; and	1. Roongta Industrial Estate LLP 2. Damodar Enterprises LLP 3. Yashvi Infracon LLP 4. Align Life Space LLP 5. Shiv Sundar Infrabuild LLP 6. Skytower Enterprises LLP 7. Level Up Entertainment LLP 8. Playthopia Entertainment LLP 9. RMIX Concrete LLP 10. Pasupati Advisory Private Limited
Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital	1. Roongta Industrial Park Corporation 2. Shree Krishna Corporation 3. Modern Auto Centre 4. The Laurels Corporation 5. Inderchandka Developers 6. A K Roongta (HUF) 7. Ankit Roongta (HUF) 8. Ankur Roongta (HUF) 9. Gokul Chand Agarwal (HUF)

For further details on our Promoter Group refer chapter titled “Financial Information of our Group Companies” beginning on page no. 218 of the Draft Red Herring Prospectus.

DIVIDEND POLICY

As on the date of this Draft Red Herring Prospectus, our Company does not have a formal dividend policy. The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, in accordance with provisions of our Articles of Association and applicable law, including the Companies Act (together with applicable rules issued thereunder).

Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our contractual obligations, applicable legal restrictions, results of operations, financial condition, revenues, profits, over financial condition, capital requirements and business prospects.

In addition, our ability to pay dividends may be impacted by a number of other factors, including restrictive covenants under our current or future loan or financing documents. Our Company may pay dividend by cheque, or electronic clearance service, as will be approved by our Board in the future. Our Board may also declare interim dividend from time to time.

The Company has not declared and paid any dividends on the Equity Shares from the date of incorporation till the filing of this Draft Red Herring Prospectus.

SECTION VI – FINANCIAL INFORMATION
RESTATED FINANCIAL INFORMATION

INDEPENDENT AUDITORS' EXAMINATION REPORT ON RESTATED FINANCIAL STATEMENTS

To,
The Board of Directors,
Roongta Entertainment Limited
4th Floor, Roongta Shopping Centre,
VIP Road, Surat – 395007, Gujarat

Report on the Restated Financial Statements in connection with the proposed Initial Public Offering on SME Platform ("IPO" or "SME IPO") of Roongta Entertainment Limited.

1. Opinion

We have examined, the attached Restated Financial Statements of **M/s. Roongta Entertainment Limited ("the Company")**, which comprise:

a) the "**Restated Statement of Assets and Liabilities**" as at March 31,2026, March 31, 2025 and March 31, 2024;

b) the "**Restated Statement of Profit and Loss**" for the years ended March 31, 2026, March 31, 2025 and March 31, 2024;

c) the "**Restated Statement of Cash Flows"** for the years ended March 31, 2026, March 31, 2025 and March 31, 2024 and

d) the "**Notes to the Restated Financial Statements**" for the years ended March 31, 2026, March 31, 2025 and March 31, 2024;

(Hereinafter collectively referred to as the **"Restated Financial Statements**"), as approved by the Board of Directors of the Company for the purpose of inclusion in the offer documents in connection with the proposed initial public offering and listing of equity shares of the Company on the SME platform of a recognized stock exchange in India.

Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Statements have been prepared after incorporating adjustments for changes in accounting policies, correction of material errors and regrouping / reclassifications, if any, retrospectively in the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 to reflect the same accounting treatment, accounting policies and grouping/classifications adopted as at and for the period ended March 31, 2026.

The Restated Financial Statements **do not contain** any qualifications requiring adjustments, other than those, if any, disclosed in the Notes to the Restated Financial Statements.

2. Basis of opinion

These restated summary statements have been prepared in accordance with the requirements of

a) Section 26 read with Chapter III of the Companies Act, 2013, as amended from time to time;
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended ("SEBI ICDR Regulations");
c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

3. Responsibility of Management and Those Charged with Governance for the Restated Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these Restated Financial Statements for the purpose of inclusion in the offer documents in connection with the proposed initial public offering and listing of equity shares of the Company on the SME platform of a recognized stock exchange in India. Restated Financial Statements have been prepared by the Management of the Company to present financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standard under Section 133 of the Companies Act ,2013, read with Rule 3 of the Companies (Accounting standards) Rules, 2021, as amended from time to time.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and

other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Restated Financial Statements.

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

These Restated Financial Statements have been compiled by the Company's management from:

a. Audited financial statements of the Company as at ended March 31st, 2026 prepared in accordance with AS notified under section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules 2016 and other relevant provision of the Companies Act, 2013

b. Audited financial statements of the Company as at and for the year ended March 31st, 2025 prepared in accordance with AS notified under section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules 2016 and other relevant provision of the Companies Act, 2013.

c. Audited financial statements of the Company as at and for the year ended March 31st, 2024 prepared in accordance with AS notified under section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules 2016 and other relevant provision of the Companies Act, 2013

4. Auditor's Responsibilities for the examination of the Restated Financial Statements

In conducting our examination of the Restated Financial Statements, we have taken into consideration the following

a) We have complied with the ethical requirements of the Code of Ethics issued by the ICAI;
b) The requirements of Section 26 of the Act and the SEBI ICDR Regulations;
c) Concepts of test checks and materiality to obtain reasonable assurance that the Restated Financial Statements are free from material misstatement; and
d) Auditors' reports issued by us dated 31st March, 2024 and 31st March 2025 on financial statements of the Company as at and for the period ended March 31, 2026,

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

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

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

Materiality is the magnitude of misstatements in the Special Purpose Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Special Purpose Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in:

i. Planning the scope of our audit work and in evaluating the results of our work; and
ii. To evaluate the effect of any identified misstatements in the Special Purpose Financial Statements.

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

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

5. Restriction on Use and Distribution

The accompanying Restated Financial Statements have been prepared for the limited purpose of inclusion in the offer documents in connection with the proposed initial public offering of equity shares of the company on the SME platform of a recognized stock exchange in India and, accordingly, may not be suitable for any other purpose; this report is intended solely for the use of the Company, its Board of Directors, its investors, and the merchant bankers and other intermediaries in connection with the aforesaid offer and should not be used, referred to, or distributed for any other purpose without our prior written consent, and to the fullest extent permitted by law, we do not accept or assume any responsibility or liability to any other person or party to whom this report is shown or into whose hands it may come other than the parties specified above.

For, H T K S & Co.
Chartered Accountants
Firm Registration No.: 111032W

CA. Harishankar Tosniwal
(Partner)
Membership No: 055043
UDIN:26055043UEIPQO6042

Place : Surat
Date : 25/09/2026

RESTATED STATEMENT OF ASSET AND LIABILITIES

(Amount in ₹ Lakhs)

PARTICULARS		Note No.	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
I.	**EQUITY AND LIABILITIES**				
(1)	**SHAREHOLDERS' FUND**				
	(a) Share Capital	1	1.00	1.00	1.00
	(b) Reserve & Surplus	2	1,006.58	450.86	(67.13)
			1,007.58	**451.86**	**(66.13)**
(2)	**SHARE APPLICATION MONEY**				
	PENDING ALLOTMENT				
(3)	**NON-CURRENT LIABILITIES**				
	(a) Long-term Borrowings	3	421.72	387.26	-
	(b) Deferred tax Liabilities (Net)		-	-	-
	(c) Other Long-term Liabilities		-	-	-
	(d) Long-term Provisions	4	4.83	3.67	1.26
			426.54	**390.93**	**1.26**
(4)	**CURRENT LIABILITIES**				
	(a) Short-term Borrowings	5	1,243.73	2,341.34	1,788.62
	(b) Trade payables	6	174.50	77.55	74.44
	(c) Other Current Liabilities	7a	68.90	50.31	23.79
	(d) Short-term Provisions	7b	0.02	0.05	0.00
			1,487.15	**2,469.24**	**1,886.85**
	TOTAL		**2,921.27**	**3,312.03**	**1,821.99**
II.	**ASSETS**				
(1)	**NON-CURRENT ASSETS**				
	(a) Fixed Assets				
	(i) Tangible Assets	8	687.87	626.58	330.16
	(ii) Intangible Assets	9	27.62	31.88	30.27
	(iii) Capital Work-in-Progress	10	1.05	99.86	73.53
	(b) Non- Current Investments	11	104.65	-	
	(c) Deferred Tax Assets (Net)	12	37.00	21.42	7.47
	(d) Long-term Loans & Advances				
	(e) Other Non-current Assets	13	476.41	482.02	429.59
			1,334.59	**1,261.76**	**871.02**
(2)	**CURRENT ASSETS**				
	(a) Current Investments				
	(b) Inventories	14	33.99	28.86	16.21
	(c) Trade Receivables	15	187.00	378.65	5.31
	(d) Cash & Cash Equivalents	16	138.83	517.53	25.45
	(e) Short-term Loans & Advances	17	277.39	196.26	203.66
	(f) Other Current Assets	18	949.46	928.97	700.34
			1,586.67	**2,050.28**	**950.97**
	TOTAL		**2,921.27**	**3,312.03**	**1,821.99**
	Significant Accounting Policies				
	Notes on Financial Statements	**1 to 29**			

AS PER OUR REPORT OF EVEN DATE

FOR H T K S & CO.
Chartered Accountants
Firm Registration No: 111032W

Sd/-
CA. HARISHANKAR TOSNIWAL
Membership No.: 055043
UDIN:26055043UEIPQO6042

PLACE: SURAT
DATE: 25/09/2026

FOR,ROONGTA ENTERTAINMENT LIMITED

Sd/-
ANKUR ROONGTA
(Director)
(DIN:03588591)

Sd/-
RAVINDRA AMRITLAL PARAKH
(Chief Financial Officer)

Sd/-
SANJAY PAREEK
(Director)
(DIN: 03095988)

Sd/-
VIBHA KHANDELWAL
(Company Secretary)

RESTATED STATEMENT OF PROFIT AND LOSS

(Amount in ₹ Lakhs)

PARTICULARS		Note No.	For the period ended 31st March,2026	For the period ended 31st March,2025	For the period ended 31st March,2024
REVENUE					
I.	Revenue From Operation	19	2,557.02	2,265.13	847.14
II.	Other Income	20	6.08	1.04	0.67
III.	**Total Revenue (I+II)**		**2,563.09**	**2,266.17**	**847.81**
IV.	**EXPENSES**				
	Purchase of food and beverages	21	146.37	127.34	79.72
	Change in Inventories of Foods & Beverages	22	(8.43)	(9.35)	(3.83)
	Employee Benefits Expenses	23	397.92	351.79	139.94
	Finance Costs	24	66.10	14.77	17.82
	Depreciation and Amortisation Expense	25	171.18	154.92	108.17
	Other Expenses	26	1,249.82	1,122.62	466.05
	Total Expenses		**2,022.96**	**1,762.09**	**807.87**
V.	**Profit before Exceptional and**				
	Extraordinary Items and Tax (III-IV)		540.14	504.08	39.94
VI.	Exceptional Items				
VII.	**Profit before Extraordinary Items and Tax (V+VI)**		540.14	504.08	39.94
VIII.	Extraordinary Items		-	-	-
IX.	**Profit before Tax (VII-VIII)**		540.14	504.08	39.94
X.	Tax Expenses - Current Tax	27	-	0.04	-
	- Deferred Tax		(15.58)	(13.95)	(12.63)
XI.	**Profit/(Loss) for the period from Continuing**				
	Operations (IX-X)		555.71	517.99	52.57
XII.	**Profit/(Loss) from Discontinuing Operations**		-	-	-
XIII.	**Tax expenses of Discontinuing Operations**		-	-	-
XIV.	**Profit/(Loss) from Discontinuing Operations (after tax)**		-	-	-
XV.	**Profit/((Loss) for the Period (XI+XIV)**		**555.71**	**517.99**	**52.57**
XVI	**Earnings Per Equity Share:**	28			
I.	**(1) Basic**		5,557.15	5,179.92	525.70
	(2) Diluted		5,557.15	5,179.92	525.70
	Significant Accounting Policies				
	Notes on Financial Statements	**1 to 29**			

AS PER OUR REPORT OF EVEN DATE

FOR H T K S & CO.
Chartered Accountants
Firm Registration No: 111032W
Sd/-
CA. HARISHANKAR TOSNIWAL
Membership No.: 055043
UDIN:26055043UEIPQO6042
PLACE: SURAT
DATE: 25/09/2026

FOR,ROONGTA ENTERTAINMENT LIMITED

Sd/-
ANKUR ROONGTA
(Director)
(DIN:03588591)

Sd/-
SANJAY PAREEK
(Director)
(DIN: 03095988)

Sd/-
RAVINDRA AMRITLAL PARAKH
(Chief Financial Officer)

Sd/-
VIBHA KHANDELWAL
(Company Secretary)

RESTATED CASH FLOW STATEMENT

(₹ in Lakhs)

Particulars	Year ended 31-03-2026	Year ended 31-03-2025	Year ended 31-03-2024
Cash Flows from Operating Activates			
Net Profit Before Tax and Extra Ordinary Items	540.14	504.08	39.94
Adjustment For			
Depreciation	171.18	154.92	108.17
Finance Cost	66.10	14.77	17.82
Interest Income	(5.77)	(0.77)	(0.64)
Total Adjustment to Profit/Loss (A)	**231.51**	**168.92**	**125.36**
Adjustment For working Capital Change			
Adjustment for Increase/Decrease in Inventories	(5.12)	(12.66)	(3.83)
Adjustment for Increase/Decrease in Trade Receivables	191.65	(373.34)	(2.49)
Adjustment for Increase/Decrease in Other Current Assets	(14.89)	(281.06)	(452.51)
Adjustment for Increase/Decrease in Short term loans and advances	(81.13)	7.40	(32.92)
Adjustment for Increase/Decrease in Trade Payable	96.96	3.11	(7.27)
Adjustment for Increase/Decrease in other current Liabilities	18.56	26.56	8.93
Adjustment for Provisions	1.15	2.41	1.03
Total Adjustment For Working Capital (B)	**207.18**	**(627.58)**	**(489.06)**
Total Adjustment to reconcile profit (A+B)	438.70	(458.66)	(363.70)
Net Cash flow from (Used in) operation	978.83	45.42	(323.76)
Income Tax Paid/ Refund		(0.04)	
Net Cash flow from (Used in) operation before Extra-Ordinary Items	978.83	45.38	(323.76)
Net Cash flow from operating Activities	**978.83**	**45.38**	**(323.76)**
Cash Flows from Investing Activities			
Purchase of Investment or Fixed Deposit	(104.65)		
Purchase of Fixed Assets	(128.35)	(379.42)	(45.80)
Interest received	5.77	0.77	0.64
Increase / Decrease in Capital Work in Progress	(1.05)	(99.86)	(73.53)
Net Cash flow from (Used in) in Investing Activities before Extra-Ordinary Items	(228.28)	(478.51)	(118.69)
Net Cash flow from (Used in) in Investing Activities	**(228.28)**	**(478.51)**	**(118.69)**
Cash Flows from Financial Activities			
Proceeds from Borrowing / Repayment	(1,063.15)	939.98	482.55
Interest Paid	(66.10)	(14.77)	(17.82)
Net Cash flow from (Used in) in Financial Activities before Extra-Ordinary Items	(1,129.25)	925.20	464.73
Net Cash flow from (Used in) in Financial Activities	**(1,129.25)**	**925.20**	**464.73**
Net increase (decrease) in cash and cash equivalents before effect of exchange rate changes	(378.70)	492.08	22.28
Net increase (decrease) in cash and cash equivalents	**(378.70)**	**492.08**	**22.28**
Cash and cash equivalents at beginning of period	517.53	25.45	3.17
Cash and cash equivalents at end of period	**138.83**	**517.53**	**25.45**

AS PER OUR REPORT OF EVEN DATE

FOR H T K S & CO.
Chartered Accountants
Firm Registration No: 111032W
Sd/-
CA. HARISHANKAR TOSNIWAL
Membership No.: 055043

FOR,ROONGTA ENTERTAINMENT LIMITED

Sd/-
ANKUR ROONGTA
(Director)
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RAVINDRA AMRITLAL PARAKH

Sd/-
VIBHA KHANDELWAL

UDIN:26055043UEIPQO6042 (Chief Financial Officer) (Company Secretary)
PLACE: SURAT
DATE: 25/09/2026

NOTES TO THE SPECIAL PURPOSE RESTATED FINANCIAL STATEMENTS

1. Roongta Entertainment Limited ("the Company") [CIN: U7494GJ2018PLC105312] was originally incorporated as Roongta Entertainment Private Limited [CIN: U7494GJ2018PTC105312] on 27th November, 2018 under the provisions of the Companies Act, 2013. The Company is domiciled in India and has its registered office at 4th Floor, Roongta Shopping Centre, VIP Road, Surat – 395007, Gujarat. The Company is primarily engaged in the business of production, distribution, and exhibition of films and motion pictures, as well as operating theatres and cinemas.

The Company was converted from a Private Limited Company to a Public Limited Company pursuant to the provisions of Section 18 of the Companies Act, 2013 and the relevant rules thereunder, and its name was changed to "Roongta Entertainment Limited". A fresh Certificate of Incorporation was issued by the Registrar of Companies, Gujarat on 28th February, 2025.

2. SIGNIFICANT ACCOUNTING POLICIES

a) BASIS OF PREPARATION (AS-1):

The Restated financial Statements of the Company comprise restated Statement of asset and liabilities for the year ended March 31st, 2026, March 31st, 2025 and March 31st, 2024, Restated Profit and loss Statement for the year ended 2026, 2025 and 2024 and Statement of Cash flow for the year ended 31st March,2026 and 31st march 2025 and 31st march 2024.

The Restated Financial Information has been prepared for inclusion in the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus (collectively hereinafter called as "Offering Documents") to be filed by the Company with the Securities and Exchange Board of India ('SEBI') in connection with proposed SME Initial Public Offering of its equity shares, in accordance with the requirements of:

(i) Section 26 of Chapter III of the Act;

(ii) Relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulation"), as amended; and

(iii) Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI").

These Statements have been prepared specifically by the Management of the Company for inclusion in the Offering Documents to be filed by the Company with the Stock Exchange in connection with its proposed initial public offering of equity shares of face value of Rs. 10 each of the Company comprising a fresh issue of equity shares, prepared by the Company. The Company's management has recast the Financial Statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of restated consolidated financial statements.

The Restated Financial Statements have been compiled from:

a) Audited financial statements of the Company as at ended March 31st, 2026 prepared in accordance with AS notified under section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules 2016 and other relevant provision of the Companies Act, 2013

b) Audited financial statements of the Company as at and for the year ended March 31st, 2025 prepared in accordance with AS notified under section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules 2016 and other relevant provision of the Companies Act, 2013.

c) Audited financial statements of the Company as at and for the year ended March 31st, 2024 prepared in accordance with AS notified under section 133 of the Companies Act, 2013, read together with Rule

7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules 2016 and other relevant provision of the Companies Act, 2013

e) The accounting policies, as set out in the following paragraphs of this note, have been consistently applied, by the Company, to all the periods presented in the said Restated Consolidated Financial Statements. The preparation of the said Restated Consolidated Financial Statements requires the use of certain critical accounting estimates and judgements. It also requires the management to exercise judgement in the process of applying the Company's accounting policies.

f) All the amounts included in the Restated Financial Statements are reported in lakhs of Indian Rupees and are rounded to the nearest lakhs, except per share data and unless stated otherwise.

b) USE OF ESTIMATES:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as of the date of the financial statements and the reported amounts of revenue and expenses during the reported period. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of financial statements. Actual results may differ from the estimates used in preparing the accompanying financial statements. Any revision to accounting estimates is recognized prospectively in current and future periods.

c) CURRENT AND NON-CURRENT CLASSIFICATION

Assets and liabilities are classified as current or non-current based on the entity's normal operating cycle and other criteria set out under applicable Accounting Standards.

An asset is classified as current if it is expected to be realized within 12 months, held for sale, or consumed in the normal operating cycle.

A liability is current if it is expected to be settled within 12 months, or there is no unconditional right to defer the settlement beyond 12 months.

These Restated Financial Statements are presented in Indian Rupees (INR), which is the Company's functional currency, and all amounts have been rounded off to the nearest hundreds, unless otherwise stated.

d) PROPERTY, PLANT AND EQUIPMENTS ("PPE")

An item is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. PPE are initially recognised at cost. The initial cost of PPE comprises purchase price (including non-refundable duties and taxes but excluding any trade discounts and rebates), borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Following initial recognition, PPE are carried at cost less accumulated depreciation and accumulated impairment losses, if any.

costs are included in the asset's carrying amount or recognised as separate assets, 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. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company recognises such components separately and depreciates them based on their specific useful lives. All other repairs and maintenance are charged to Statement of Profit and Loss at the time of incurrence.

Gains or losses arising from de-recognition of PPE are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

e) DEPRRECIATION AND AMORTISATION

Depreciation on property, plant and equipment & Investment property calculated on a written down value method using the rates arrived at based on the useful lives estimated by the management which are in line with the useful lives prescribed in Schedule II of the Companies Act, 2013.

Asset	Useful life
Computer	3 Year
Electric & Equipments	10 Year
Furniture & Fittings	10 Year
Office & Kitchen Equipments	5 Year
Plant & Machinery	15 Year
Intangible Asset	5 Year

The useful lives, residual values and depreciation method of PPE are reviewed, and adjusted appropriately, at-least as at each reporting date so as to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from these assets. The effects of any change in the estimated useful lives, residual values and / or depreciation method are accounted prospectively, and accordingly the depreciation is calculated over the PPE's remaining revised useful life. The cost and the accumulated depreciation for PPE sold, scrapped, retired or otherwise disposed off are derecognised from the balance sheet and the resulting gains / (losses) are included in the statement of profit and loss within other expenses / other income.

f) INVENTORIES (AS-2):

Inventories of Food, Beverages & Other Packing Material are recognized at Cost.
Cost is determined using Weighted Average Cost method and includes purchase cost, conversion cost, and other costs incurred to bring the inventories to their present condition and location. Taxes recoverable (e.g., GST Input) are excluded from cost.

g) CASH FLOW STATEMENT (AS-3):

Cash flows are reported using the indirect method, whereby profit/(loss) before tax is adjusted for the effects of transactions of non-cash nature and deferrals or accruals of past or future cash receipts or payment. The cash flows from operating, investing and financing activities of the company are segregated based on available information. Cash comprises of cash on hand and demand deposits with bank and other cash equivalent.

h) CONTINGENCIES AND EVENTS OCCURING AFTER THE BALANCE SHEET DATE (AS-4):

Events occurring after the reporting date are considered up to the date of approval of these Restated Financial Statements by the Board of Directors.

Events that provide additional evidence of conditions existing as at the reporting date are recognized in the Restated Financial Statements. Events indicative of conditions arising after the reporting date are not adjusted but are disclosed, if material.

As at the date of approval of these Restated Financial Statements, no material events have occurred subsequent to the reporting date that require adjustment or disclosure in these Restated Financial Statements.

i) NET PROFIT OR LOSS FOR THE PERIOD, PRIOR PERIOD ITEMS AND CHANGES IN ACCOUNTING POLICIES (AS-5):

- The net profit for the period has been determined after recognizing all income and expenses on an accrual basis and in accordance with the applicable Accounting Standards.
- There are no material prior period items included in these Restated Financial Statements.
- There has been no material change in accounting estimates during the reporting period.
- There has been no change in the accounting policies followed by the Company during the periods presented in these Restated Financial Statements.

j) REVENUE RECOGNITION

The revenue is recognized when there is reasonable certainty of its ultimate collection and no significant uncertainty exists regarding the amount of consideration.

a) Sale of Products: Revenue from the sale of food and beverages at cinema premises is recognized at the point of sale when control is transferred to the customer.

Revenue is measured at net of Goods and Services Tax (GST), returns, and trade discounts (if any).

b) Rendering of Services:

i. Box Office Revenue: Revenue from the sale of movie tickets is recognized as and when the related movie is exhibited. It is measured net of Goods and Services Tax (GST), returns and trade discounts (if any).

ii. Advertisement Income: Revenue from on-screen and off-screen advertisements is recognized on an accrual basis over the period of the advertisement contract.

iii. Rent Income: Income from leasing out cinema premises for the Hoarding is recognized on accrual basis in accordance with the terms and conditions of the respective rental/lease agreements over the period for which the space is made available for use.

c) Other Income: Other Income, if any, is recognized on an accrual basis unless there is uncertainty in realization, in which case it is recognized on actual receipt basis.

k) THE EFFECT OF CHANGES IN FOREIGN EXCHANGE RATES (AS-11):

During the reporting period, the Company did not have any foreign currency transactions and did not have any foreign currency monetary assets or liabilities outstanding as at the reporting date. Accordingly, the provisions of Accounting Standard (AS) 11, "The Effects of Changes in Foreign Exchange Rates," are not applicable to these Restated Financial Statements.

l) ACCOUNTING FOR GOVERNMENT GRANTS (AS-12):

During the reporting period, the Company has not received any government grants. Accordingly, no recognition or disclosure is required under Accounting Standard (AS) 12, "Accounting for Government Grants," in these Restated Financial Statements.

m) ACCOUNTING FOR INVESTMENTS (AS-13):

Investments are classified into non-current and current based on management's intention and the expected holding period. Investments intended to be held for more than one year from the date of acquisition are classified as non-current investments.

As at the balance sheet date, the management has assessed the carrying values of all investments and determined that no provision for diminution is required, as all investments are considered to be recoverable in full.

n) EMPLOYEE BENEFITS

Short-term employee benefits

Short-term employee benefits include salaries, wages, bonus, compensated absences, performance incentives and other employee benefits expected to be settled wholly within twelve months after the end of the reporting period in which the employees render the related services.

The benefits are recognised in the Statement of Profit and Loss unless another Indian accounting standard requires or permits their inclusion in the cost of an asset.

Retirement benefit in the form of provident fund contribution to statutory provident fund, pension fund, superannuation fund and ESI are defined contribution schemes. The contributions are charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than the contribution payable to the provident fund.

The costs of providing benefits under these plans are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Actuarial gains and losses for both defined benefit plans are recognized in full in the period in which they occur in the statement of profit and loss.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

o) BORROWING COST (AS-16):

Borrowing costs include interest and other costs incurred in connection with the borrowing of funds. Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of such asset.

Capitalization of borrowing costs commences when the activities necessary to prepare the asset for its intended use are in progress and ceases when substantially all such activities are complete.

Other borrowing costs that are not directly attributable to the acquisition, construction or production of qualifying assets are recognized as an expense in the Statement of Profit and Loss in the period in which they are incurred.

p) TRANSACTIONS WITH RELATED PARTIES (AS-18):

The transactions with all the related parties have been properly reflected in the Special Purpose financial statements in accordance with the Accounting Standard-18 on Related Party Transactions.

q) LEASES (AS-19):

The Company has taken office under cancellable operating lease arrangements. These lease arrangements are generally renewable by mutual consent and do not impose any significant restrictions on the use of the leased assets.

Lease rentals payable under such cancellable operating leases are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term, in accordance with the terms of the respective lease agreements.

r) EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of shares outstanding during the period.

For the purpose of calculating diluted earnings per share the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of dilutive potential equity shares.

Computation of Basic Earnings Per Share:

Particulars	Year Ended 31st March, 2026	Year Ended 31st March, 2025	Year Ended 31st March, 2024
Net Profit after Tax as per Statement of Profit & Loss (Rs.) (Amount in Rs. lakhs)	555.71	517.99	52.57
Weighted Average Number of Equity Shares Outstanding	10,000	10,000	10,000
Nominal Value per Equity Share	10	10	10
Basic Earnings Per Share (Rs.)	5,557.15	5,179.92	525.70

s) TAXES ON INCOME

Current Tax is determined as the amount of tax payable in respect of taxable income for the year as per Income tax Act, 1961. However, during the year, the Company's tax liability falls under the provisions of section 115JB of the Act, relating to Minimum Alternate Tax (MAT), as the tax payable under normal provisions was lower than that under MAT. Accordingly, the Company has paid tax as per MAT.

The excess of MAT paid over the normal tax liability is recognized as a MAT Credit Entitlement under "Loans and Advances" in accordance with the Guidance Note issued by the Institute of Chartered Accountants of India. MAT credit is recognized as an asset only when there is convincing evidence that the Company will pay normal income tax during the specified period, thereby enabling it to utilize the MAT credit entitlement.

Based on future profitability projections, the management is confident that the Company will be able to realize the MAT credit entitlement, and accordingly, it has been recognized in the Special Purpose financial statements.

DEFERRED TAXES

As required by AS – 22 "Accounting for taxes on Income" issued by the ICAI, which is mandatory in nature, the company has recognized deferred taxes which results from timing difference between the Book Profit and Tax Profits that originate in one period and are capable of reversal in one or more subsequent period.

Deferred Tax Adjustment has been made as under:

(Amount in Rs. Lakhs)

Opening Balance of Deferred Tax Assets	21.42
Add: Deferred Tax Assets for diff. of dep.as per books and IT 25.168% of (1,10,41,441–1,71,17,825)	15.58
Add: Deferred Tax Assets for diff. of Present value of obligation in the beginning and at the end of the period for provision for gratuity 25.168% of (3,72,319-4,84,248)	0.28
Closing Balance of Deferred Tax Assets	37.00

t) INTANGIBLE ASSETS (AS-26):

Intangible assets, comprising acquired software and other identifiable intangible assets, are stated at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises its purchase price and any directly attributable expenditure incurred in preparing the asset for its intended use.

Intangible assets are amortized on a straight-line basis over their estimated useful lives, which, in case of software and similar assets, is considered to be five years.

Expenditure incurred on the production and development of movies is recognized as Capital Work-in-Progress until the project is completed and the asset is available for its intended use. Upon completion, such expenditure is reclassified as an intangible asset and amortized over its estimated useful life in accordance with the applicable Accounting Standards.

u) IMPAIRMENT OF ASSETS (AS-28):

The carrying amounts of the Company's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss, if any.

An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's net selling price and its value in use. Impairment losses are recognized in the Statement of Profit and Loss in the period in which they are identified.

If there is an indication that an impairment loss recognized in prior periods no longer exists or may have decreased, such impairment loss is reversed to the extent of the asset's carrying amount that would have been determined had no impairment loss been recognized in prior periods.

v) PROVISIONS CONTINGENT LIABILITIES AND CONTINGENT ASSETS (AS-29):

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

CONTINGENT LIABILITIES AND COMMITMENTS
(to the extent not provided for)

(Amount Rs. in Lakhs)

Sr. No.	**Particulars**	**As at 31st March, 2026**	**As at 31st March, 2025**	**As at 31st March, 2024**
(I)	Contingent Liabilities Claims against the company/disputed liabilities not acknowledged as debts	NIL	NIL	NIL
	Guarantees	NIL	NIL	NIL
	Other Money for which the company is contingently liable on account of guarantees given by the bank on behalf of the company.	NIL	NIL	NIL
(II)	Commitments Estimated amount of contracts remaining to be executed on capital account and not provided for the year	NIL	NIL	NIL

3. **Trade payables – Total Outstanding dues of Micro & Small Enterprises:** The information regarding Micro Enterprises and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company

(Amount ₹ in Lakhs)

Sr. No.	Particulars	As at 31.03.2026	As at 31.03.2025	As at 31.03.2024
1	Principal & Interest amount remaining unpaid and due as at year end:			
	(A) Principal Amount	18.34	46.81	18.19
	(B) Interest Amount	Nil	Nil	Nil
2	Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year.	Nil	Nil	Nil
3	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil	Nil
4	Interest accrued and remaining unpaid as at year end.	Nil	Nil	Nil
5	Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	Nil	Nil	Nil

Note: Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information provided by the vendors. As per the Micro, Small and Medium Enterprises Development Act, 2006, the company is required to pay interest on delayed payments to suppliers registered under the Act. The company has not provided for such interest and thus the same has not been recognized in the financial statements.

4. In the opinion of the management and to the best of their knowledge and belief, the value of current assets, loans and advances on realization in the ordinary course of business will not be less than the amounts at which they are stated in these Restated Financial Statements, and the provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.

5. On November 21st, 2025, the Government of India notified the implementation framework relating to the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the

Occupational Safety, Health and Working Conditions Code, 2020 (collectively referred to as the "Labour Codes"). The Company is evaluating the impact of the Labour Codes on its operations and employee benefit obligations. Pending such evaluation and further clarifications from the appropriate authorities, no adjustment for statutory impact of the Labour Codes has been made in the financial statements for the year ended 31st March, 2026.

6. Previous period figures have been regrouped and reclassified wherever considered necessary to confirm to the current period's classification. All amounts disclosed in these Special Purpose Financial Statements have been rounded off to the nearest lakhs, unless otherwise stated. Previous year's figures have been regrouped and restated wherever necessary.

AS PER OUR REPORT OF EVEN DATE

FOR H T K S & CO.
Chartered Accountants
Firm Registration No: 111032W

Sd/-
CA. HARISHANKAR TOSNIWAL
Membership No.: 055043
UDIN:26055043UEIPQO6042

PLACE: SURAT
DATE: 25/09/2026

FOR,ROONGTA ENTERTAINMENT LIMITED

Sd/-
ANKUR ROONGTA
(Director)
(DIN:03588591)

Sd/-
RAVINDRA AMRITLAL PARAKH
(Chief Financial Officer)

Sd/-
SANJAY PAREEK
(Director)
(DIN: 03095988)

Sd/-
VIBHA KHANDELWAL
(Company Secretary)

NOTES FORMING PART OF RESTATED FINANCIAL INFORMATION

1. SHARE CAPITAL

(₹ in Lakhs)

Particulars	AS AT 31-03-2026	AS AT 31-03-2025	AS AT 31-03-2024
Authorised Share Capital			
100000 Equity Shares of Rs. 10/- each	10.00	10.00	10.00
	10.00	**10.00**	**10.00**
Issued, Subscribed and Fully Paid-up			
10000 Equity Shares of Rs. 10/- each	1.00	1.00	1.00
	1.00	**1.00**	**1.00**

1(a) **Terms/Rights attached to Equity Shares:**

- The Company has one class of equity shares having a par value of Rs 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation,
- The equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

1(b) **Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year**

Particulars	As at 31-03-2026	As at 31-03-2025	As at 31-03-2024
At the beginning of year	10,000	10,000	10,000
Add: Issued during the year	-	-	-
Less: Bought-back during the year	-	-	-
At end of the year	**10,000**	**10,000**	**10,000**

1(c) **Details of shareholders holding more than 5% shares in the Company**

Name of Shareholders	As at 31-03-2026	As at 31-03-2025	As at 31-03-2024
Anil Roongta	8,896	8,896	8,900
Ankur Roongta	1,000	1,000	1,000
Total	**9,896**	**9,896**	**9,900**

% of holding for above shareholders

Name of Shareholders	As at 31-03-2026	As at 31-03-2025	As at 31-03-2024
Anil Roongta	88.96%	88.96%	89.00%
Ankur Roongta	10.00%	10.00%	10.00%
Total	**98.96%**	**98.96%**	**99.00%**

1(d) **Shares held by promoters at the end of the year**

As at March 31, 2026

Name of Promoter	% Change during the period	No. of shares	% of Total shares
Ankur Roongta	-	1,000	10.00%
Total		**1,000**	

As at March 31, 2025

Name of Promoter	% Change during the period	No. of shares	% of Total shares
Ankur Roongta	-	1,000	10.00%
Total		**1,000**	

As at March 31, 2024

Name of Promoter	% Change during the period	No. of shares	% of Total shares
Ankur Roongta	-	1,000	10.00%
Total		**1,000**	

2. RESERVES & SURPLUS

(₹ in Lakhs)

Particulars	As at 31-03-2026	As at 31-03-2025	As at 31-03-2024
Statement of Profit & Loss A/c.			
Opening Balance	450.86	(67.13)	(119.70)
Add: Profit/(Loss) for the year	555.71	517.99	52.57
TOTAL	**1,006.58**	**450.86**	**(67.13)**

3. Long Term Borrowing

(₹ in Lakhs)

Particulars	As at 31-03-2026	As at 31-03-2025	As at 31-03-2024
Secured Loan			
Kotak bank Term Loan - 032	421.72	387.26	-
TOTAL₹	**421.72**	**387.26**	**-**

Additional Information

Term	Original Amt.	Tenor	Term of Payment	Month on which last inst. Due	Balance as on 31-03-2026		Prevailing Rate of Interest
					Share in Long term	Share in Short term	
Kotak Mahindra Term Loan	750.00	84 Months	Monthly	Feburary 2032	421.72	74.17	8.75%

Term	Original Amt.	Tenor	Term of Payment	Month on which last inst. Due	Balance as on 31-03-2025		Prevailing Rate of Interest
					Share in Long term	Share in Short term	
Kotak Mahindra Term Loan	750.00	84 months	Monthly	Feburary 2032	387.26	38.18	8.75%

Details of Securities against the credit facilities availed from Kotak Mahindra Bank are as under-

i) Primary Security

- First and exclusive hypothecation charge on all existing and future receivables / current assets/ movable assets and movable fixed assets of the company

ii) Collateral Security

- Land and building situated at R.S. no 176, Block no 197 village : Intalva, Palsana, Surat- in the name of Damodar Enterprises LLP
- Shop no 902, 3rd Floor, Empire Estate Building, Ring Road, Surat- in the name of Anil Roongta
- Shop no U-9, 105 Roongta Shopping Centre, Nr White House, Vesu, Surat- in the name of Anil Roongta
- Shop no 108, 111 Roongta Shopping Centre, Nr White House, Vesu, Surat- in the name of Ankit Roongta
- Shop no M8-M9 Roongta Shopping Centre, Nr White House, Vesu, Surat- in the name of Ankur Roongta

iii) Personal Gurantee

- Anil Roongta
- Ankur Roongta

- Ankit Roongta

iv) Corporate Gurantee

- Damodar Enterprises LLP

4. **Long-term Provisions** (₹ in Lakhs)

Particulars	As at 31-03-2026	As at 31-03-2025	As at 31-03-2024
Provision			
- Provision for employee benefits - Gratuity Payable	4.83	3.67	1.26
	4.83	**3.67**	**1.26**

5. SHORT TERM BOROWINGS (₹ in Lakhs)

Particulars	AS AT 31-03-2026	AS AT 31-03-2025	AS AT 31-03-2024
Secured Loan			
Kotak Bank OD 4390	210.19	244.87	-
ICICI Bank OD 3966	94.16		
Current Maturity of Long-Term Debt	74.17	38.18	-
Unsecured Loan			
From Directors	144.05	455.90	906.60
From Directors Relatives	721.16	1,602.39	882.02
TOTAL	**1,243.73**	**2,341.34**	**1,788.62**

Additional Information

Details of Securities against the credit facilities availed from Kotak Mahindra Bank are as under-

i) Primary Security

-First and exclusive hypothecation charge on all existing and future receivables / current assets/ movable assets and movable fixed assets of the company

ii) Collateral Security

-Land and building situated at R.S. no 176, Block no 197 village : Intalva, Palsana, Surat- in the name of Damodar Enterprises LLP
-Shop no 902, 3rd Floor, Empire Estate Building, Ring Road, Surat- in the name of Anil Roongta
-Shop no U-9, 105 Roongta Shopping Centre, Nr White House, Vesu, Surat- in the name of Anil Roongta
-Shop no 108, 111 Roongta Shopping Centre, Nr White House, Vesu, Surat- in the name of Ankit Roongta
-Shop no M8-M9 Roongta Shopping Centre, Nr White House, Vesu, Surat- in the name of Ankur Roongta

iii) Personal Guarantee

- Anil Roongta
- Ankur Roongta
- Ankit Roongta

iv) Corporate Guarantee

-Damodar Enterprises LLP
-The overdraft facility availed from ICICI Bank is fully secured by a lien on fixed deposits maintained with ICICI Bank against the sanctioned overdraft limit of ₹95,00,000

6. TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at 31-03-2026	As at 31-03-2025	As at 31-03-2024
a) Total outstanding dues of micro enterprises and small enterprises, and	18.34	46.81	18.19
b) Others	156.16	30.74	56.25

TOTAL	**174.50**	**77.55**	**74.44**

Trade Payables ageing schedule

(₹ in Lakhs)

Trade Payables as at 31/03/26		Outstanding for following periods from due date of payment					
Sr. No.	**Particulars**	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Not Due**	**Total**
(i)	MSME	18.34	-	-	-	-	**18.34**
(ii)	Others	155.92	0.24	-	-	-	**156.16**
(iii)	Disputed dues – MSME	-	-	-	-	-	**-**
(iv)	Disputed dues - Others	-	-	-	-	-	**-**
		174.26	**0.24**	**-**	**-**	**-**	**174.50**

Trade Payables as at 31/03/25		Outstanding for following periods from due date of payment					
Sr. No.	**Particulars**	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Not Due**	**Total**
(i)	MSME	1.36	-	-	-	45.45	**46.81**
(ii)	Others	28.63	2.11	-	-	-	**30.74**
(iii)	Disputed dues – MSME	-	-	-	-	-	**-**
(iv)	Disputed dues - Others	-	-	-	-	-	**-**
		29.98	**2.11**	**-**	**-**	**45.45**	**77.55**

Trade Payables as at 31/03/24		Outstanding for following periods from due date of payment					
Sr. No.	**Particulars**	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Not Due**	**Total**
(i)	MSME	2.25	-	-	-	15.94	**18.19**
(ii)	Others	56.25	-	-	-	-	**56.25**
(iii)	Disputed dues – MSME	-	-	-	-	-	**-**
(iv)	Disputed dues - Others	-	-	-	-	-	**-**
		58.50	**-**	**-**	**-**	**15.94**	**74.44**

Note: Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information provided by the vendors.

7a. OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	**AS AT 31-03-2026**	**AS AT 31-03-2025**	**AS AT 31-03-2024**
Other Current Liabilities	20.58	24.69	16.07
Statutory Liabilities	48.32	25.27	7.40
Advance from Customers	-	0.34	0.32
TOTAL	**68.90**	**50.31**	**23.79**

7b. SHORT TERM PROVISIONS

(₹ in Lakhs)

Particulars	**AS AT 31-03-2026**	**AS AT 31-03-2025**	**AS AT 31-03-2024**
Provision for employee benefits - Gratuity Payable	0.02	0.05	0.00
TOTAL	**0.02**	**0.05**	**0.00**

8. FIXED ASSETS-TANGIBLE

(₹ in Lakhs)

Particulars	Computer	Electric & Equipments	Furniture & Fittings	Office & Kitchen Equipments	Plant & Machinery	TOTAL
Gross Carrying Value						
As at April 1, 2023	7.41	30.30	243.63	-	126.49	407.83
Additions during the year	5.92	4.44	18.90	-	5.17	34.44
Deductions during the year	-	-	-	-	-	-
As at March 31, 2024	**13.33**	**34.74**	**262.53**	**-**	**131.67**	**442.27**
As at April 1, 2024	13.33	34.74	262.53	-	131.67	442.27
Additions during the year	8.50	39.85	252.67	10.82	132.10	443.94
Deductions during the year	-	-	-	-	-	-
As at March 31, 2025	**21.84**	**74.59**	**515.20**	**10.82**	**263.76**	**886.21**
As at April 1, 2025	21.84	74.59	515.20	10.82	263.76	886.21
Additions during the year	3.47	10.85	43.77	0.55	167.30	225.95
Deductions during the year	-	-	-	-	-	-
As at March 31, 2026	**25.31**	**85.44**	**558.97**	**11.37**	**431.07**	**1,112.15**
Accumulated Depreciation						
As at April 1, 2023	**0.43**	**0.94**	**5.39**	**-**	**2.67**	**9.44**
Charge for the period	5.19	8.80	65.89	-	22.80	102.67
Depreciation Adjustment during the year	-	-	-	-	-	-
As at March 31, 2024	**5.62**	**9.74**	**71.28**	**-**	**25.47**	**112.11**
As at April 1, 2024	5.62	9.74	71.28	-	25.47	112.11
Charge for the period	8.71	13.91	90.38	2.87	31.65	147.52
Depreciation Adjustment during the year	-	-	-	-	-	-
As at March 31, 2025	**14.32**	**23.65**	**161.66**	**2.87**	**57.12**	**259.63**
As at April 1, 2025	14.32	23.65	161.66	2.87	57.12	259.63
Additions during the year	5.54	16.39	95.13	3.20	44.39	164.65
Deductions during the year	-	-	-	-	-	-
As at March 31, 2026	**19.86**	**40.04**	**256.78**	**6.07**	**101.52**	**424.28**
Net Block						
As at March 31, 2024	**7.72**	**25.00**	**191.25**	**-**	**106.20**	**330.16**
As at March 31, 2025	**7.51**	**50.93**	**353.55**	**7.95**	**206.64**	**626.58**
As at March 31, 2026	**5.45**	**45.39**	**302.19**	**5.29**	**329.55**	**687.87**

9. INTANGIBLE ASSET

(₹ in Lakhs)

Particulars	Software	Trade Mark	TOTAL
Gross Carrying Value			
As at April 1, 2023	24.09	0.51	24.60
Additions during the year	11.36		11.36
Deductions during the year			-
As at March 31, 2024	**35.45**	**0.51**	**35.96**
As at April 1, 2024	35.45	0.51	35.96
Additions during the year	9.01		9.01
Deductions during the year	-	-	-
As at March 31, 2025	**44.45**	**0.51**	**44.96**
As at April 1, 2025	44.45	0.51	44.96
Additions during the year	2.26		2.26
Deductions during the year			-
As at March 31, 2026	**46.72**	**0.51**	**47.23**
Accumulated Depreciation			

As at April 1, 2023	0.12	0.06	0.18
Charge for the period	5.41	0.10	5.51
Depreciation Adjustment during the year			-
As at March 31, 2024	**5.53**	**0.16**	**5.69**
As at April 1, 2024	5.53	0.16	5.69
Charge for the period	7.30	0.10	7.40
Depreciation Adjustment during the year			-
As at March 31, 2025	**12.83**	**0.25**	**13.08**
As at April 1, 2025	12.83	0.25	13.08
Additions during the year	6.48	0.05	6.52
Deductions during the year			-
As at March 31, 2026	**19.30**	**0.30**	**19.61**
Net Block			
As at March 31, 2024	**29.92**	**0.35**	**30.27**
As at March 31, 2025	**31.62**	**0.26**	**31.88**
As at March 31, 2026	**27.41**	**0.21**	**27.62**

10. CAPITAL WORK-IN-PROGRRESS

(₹ in Lakhs)

Particulars	AS AT 31-03-2026	AS AT 31-03-2025	AS AT 31-03-2024
Opening Balance	99.86	73.53	-
Less: Transferred from Capital WIP	99.86	73.53	-
Add: Work in Progress	1.05	99.86	73.53
TOTAL	**1.05**	**99.86**	**73.53**

Sr. No.	Particulars (Amount in Lakhs)	Addition in CWIP as on 31-03-2026				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	Project in progress	1.05	-	-	-	1.05
(ii)	Project temporarily suspended	-	-	-	-	-
Total		1.05	-	-	-	1.05

Sr. No.	Particulars (Amount in Lakhs)	Addition in CWIP as on 31-03-2025				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	Project in progress	99.86	-			**99.86**
(ii)	Project temporarirly suspended	-	-	-	-	**-**
Total		**99.86**	**-**	**-**	**-**	**99.86**

Sr. No.	Particulars (Amount in Lakhs)	Addition in CWIP as on 31-03-2024				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	Project in progress	73.53	-	-	-	**73.53**
(ii)	Project temporarirly suspended	-	-	-	-	**-**
Total		**73.53**	**-**	**-**	**-**	**73.53**

11. NON- CURRENT INVESTMENTS

(₹ in Lakhs)

Particulars	AS AT 31-03-2026	AS AT 31-03-2025	AS AT 31-03-2024
ICICI FD A/c No. 138913011349	104.65	-	-
TOTAL	**104.65**	**-**	**-**

12. DEFERRED TAX ASSETS

(₹ in Lakhs)

Particulars	AS AT 31-03-2026	AS AT 31-03-2025	AS AT 31-03-2024
DEFERRED TAX ASSETS	21.42	7.47	-
Add: During the Year (DTA)	15.58	13.95	7.47
TOTAL	**37.00**	**21.42**	**7.47**

13. OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

Particulars	AS AT 31-03-2026	AS AT 31-03-2025	AS AT 31-03-2024
Security Deposits			
(Unsecured and Considered Good)			
Deposits	463.50	460.68	401.13
Other Non-Current Assets			
- Deferred Expenditure	12.91	21.34	28.45
TOTAL	**476.41**	**482.02**	**429.59**

14. INVENTORIES

(₹ in Lakhs)

Particulars	AS AT 31-03-2026	AS AT 31-03-2025	AS AT 31-03-2024
Food and Beverage including packing material	33.98	28.86	16.21
TOTAL	**33.98**	**28.86**	**16.21**

15. TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	AS AT 31-03-2026	AS AT 31-03-2025	AS AT 31-03-2024
Unsecured and Considered Good			
- Within Six Months - From Related Parties			
- From Others	184.12	374.54	4.67
- Exceeding Six Months - From Related Parties			
- From Others	2.88	4.11	0.64
TOTAL	**187.00**	**378.65**	**5.31**

(₹ in Lakhs)

Sr. No.	Particulars (Amount in Lakhs)	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	As on 31/03/2026 More than 3 years	Total
(i)	Undisputed Trade receivables-considered good	184.12	2.87	0.02	-	-	**187.00**
(ii)	Undisputed Trade Receivables-considered doubtful	-	-	-	-	-	**-**
(iv)	Disputed Trade Receivables-considered good	-	-	-	-	-	**-**
(vi)	Disputed Trade Receivables-considered doubtful	-	-	-	-	-	**-**
Total		**184.12**	**2.87**	**0.02**	**-**	**-**	**187.00**

(₹ in Lakhs)

Sr. No.	Particulars (Amount in Lakhs)	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	As on 31/03/2025 More than 3 years	Total
(i)	Undisputed Trade receivables – considered good	375.17	3.48	0.01	-	-	**378.65**
(ii)	Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iv)	Disputed Trade Receivables– considered good	-	-	-	-	-	-
(vi)	Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Total		**375.17**	**3.48**	**0.01**	-	-	**378.65**

(₹ in Lakhs)

Sr. No.	Particulars (Amount in Lakhs)	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	As on 31/03/2024 More than 3 years	Total
(i)	Undisputed Trade receivables – considered good	4.67	0.01	0.00	-	0.63	**5.31**
(ii)	Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iv)	Disputed Trade Receivables– considered good	-	-	-	-	-	-
(vi)	Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Total		**4.67**	**0.01**	**0.00**	-	**0.63**	**5.31**

16. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars		AS AT 31-03-2026	AS AT 31-03-2025	AS AT 31-03-2024
a)	Cash in Hand	32.43	29.25	4.80
b)	Balance with Schedule Banks in Current Accounts			
- Bank Balance		106.40	488.28	20.66
TOTAL		**138.83**	**517.53**	**25.45**

17. SHORT TERM LOANS AND ADVANCES

(₹ in Lakhs)

Particulars	AS AT 31-03-2026	AS AT 31-03-2025	AS AT 31-03-2024
- Balances with Revenue Authorities	214.35	139.56	114.31
- Advance to Suppliers	60.75	52.80	87.56
- Others	2.29	3.91	1.79
TOTAL	**277.39**	**196.26**	**203.66**

18. OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	AS AT 31-03-2026	AS AT 31-03-2025	AS AT 31-03-2024
Deferred Expenditure	14.14	19.85	26.88
Others	11.57	11.53	28.07

Movie Rights	880.40	880.40	645.40
Pre-Operative Expense	43.35	17.18	-
TOTAL	**949.46**	**928.97**	**700.34**

19. REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	AS AT 31-03-2026	AS AT 31-03-2025	AS AT 31-03-2024
Sale of Box Office Tickets	1,373.48	1,077.26	532.98
Sale of Food and Beverages	440.88	450.65	259.81
Convenience Fees	22.09	20.09	10.77
Advertising Service Income	669.45	613.38	40.10
Event Management Charges	46.50	43.75	-
Rent Income	4.62	5.00	3.24
Consultancy Income	-	55.00	0.25
TOTAL	**2,557.02**	**2,265.13**	**847.14**

20. OTHER INCOME

(₹ in Lakhs)

Particulars	For the year ended 31-03-2026	For the year ended 31-03-2025	For the year ended 31-03-2024
Round off	0.30	0.00	-
Discount Received	0.01	0.27	0.03
Interest on IT Refund	-	0.14	0.01
Interest on FD	5.16	-	-
Interest on Deposits	0.60	0.63	0.63
TOTAL	**6.08**	**1.04**	**0.67**

21. PURCHASE OF FOOD AND BEVERAGES

(₹ in Lakhs)

Particulars	For the year ended 31-03-2026	For the year ended 31-03-2025	For the year ended 31-03-2024
Cinema Food Restaurant	146.37	127.34	79.72
TOTAL	**146.37**	**127.34**	**79.72**

22. CHANGES IN INVENTORIES

(₹ in Lakhs)

Particulars		For the year ended 31-03-2026	For the year ended 31-03-2025	For the year ended 31-03-2024
A.	**Opening Stock**			
-	Food and Beverages	25.56	16.21	12.38
-	**TOTAL A**	**25.56**	**16.21**	**12.38**
B.	**Closing Stock**			
-	Food and Beverages	33.99	25.56	16.21
-	**TOTAL B**	**33.99**	**25.56**	**16.21**
INCREASE/(DECREASE) IN STOCK TOTAL (A-B)		**(8.43)**	**(9.35)**	**(3.83)**

23. EMPLOYEE BENEFITS EXPENSES

(₹ in Lakhs)

Particulars	For the year ended 31-03-2026	For the year ended 31-03-2025	For the year ended 31-03-2024
Salaries, Wages and Bonus	202.90	239.62	121.50

Manpower Services	182.37	99.09	12.97
Service Fees	5.47	2.97	0.39
PF Employer Contribution	5.31	4.87	1.90
Staff Welfare Expense	0.74	2.78	2.15
Provision for Gratuity fund	2.66	2.61	1.21
Actuarial (gain)/loss	(1.54)	(0.15)	(0.18)
TOTAL	**397.92**	**351.79**	**139.94**

24. FINANCE COST

(₹ in Lakhs)

Particulars	For the year ended 31-03-2026	For the year ended 31-03-2025	For the year ended 31-03-2024
Interest Expense			
Kotak Bank Loan Interest	51.58	3.72	-
ICICI Bank Loan Interest	7.42	-	-
Interest in Unsecured Loans	-	-	17.15
Interest on PT	-	0.00	0.01
Interest on TDS	0.00	0.00	-
Interest on Income Tax	3.70	-	-
Finance Charges			
Bank Charges	2.91	0.91	0.66
Loan Process Fees	0.50	10.14	-
TOTAL	**66.10**	**14.77**	**17.82**

25. DEPRECIATION AND AMORTIZATION EXPENSE

(₹ in Lakhs)

Particulars	For the year ended 31-03-2026	For the year ended 31-03-2025	For the year ended 31-03-2024
Depreciation Tangible Assets	164.65	147.52	102.67
Amortisation Intangible Assets	6.52	7.40	5.51
TOTAL	**171.18**	**154.92**	**108.17**

26. OTHER EXPENSES

(₹ in Lakhs)

Particulars	For the year ended 31-03-2026	For the year ended 31-03-2025	For the year ended 31-03-2024
Service Cost Expenses			
Other Operational Cost			
Revenue Share of Box office Sale	486.73	421.19	225.00
Lamp Exp @ 18%	32.95	8.29	-
Electricity Expenses	167.88	146.74	48.31
Rent	299.31	226.98	75.04
3D Glass	0.21	2.08	0.95
Administrative and General Expenses			
Computer and Printer Exp	0.35	0.21	-
Printing Stationery	3.19	3.66	1.13
Rent Rates And taxes			
EDC Machine Rent	0.90	0.22	-
GST Expense	3.45	3.50	3.48
Professional Tax	0.09	0.03	0.03
Property Tax	0.28	0.31	-
Show Tax	1.74	1.51	0.20

Auditors Remuneration			
-Statutory Audit	0.75	0.45	0.30
-Tax Audit	0.50	0.30	0.20
AMC Epenses	9.46	2.97	-
Legal and Professional Charges	39.77	37.64	7.01
Insurance Expenses	3.50	1.25	1.01
General Expenses	10.84	12.58	6.46
Internet Expenses	2.50	2.22	1.47
ROC Expenses	0.04	0.09	0.19
Website maintenance expense	-	0.04	0.04
Travelling Expense	23.60	28.29	16.43
Repair & Maintenance	11.58	16.66	3.77
Security Expense	28.53	24.30	14.95
Housekeeping Expense	57.32	51.17	34.52
Mobile and Telephone expenses	0.23	0.32	0.13
Software Expense	2.28	4.97	0.55
Diesel for Generator Expense	5.33	10.38	2.14
VPF Exp.	0.20	56.70	-
Courier Expenses	0.81	1.61	0.14
Discount	0.27	-	-
RTA Expense	0.52	-	-
Society CAM Charges	15.65	16.50	-
Water Charges	-	1.24	-
Training Expense	-	0.89	1.47
CSR Expense	2.00	-	-
Selling Distribution Expenses			
Advertising Promotional Expenses	10.96	11.18	8.83
Picture Booking Commission	11.08	9.16	4.82
Food Booking Commission	1.99	1.24	0.46
Marketing Expense	11.79	4.69	-
Sales Promotion Exp.	1.24	11.05	7.00
	1,249.82	**1,122.62**	**466.05**

27. TAX EXPENSE

(₹ in Lakhs)

Particulars	For the year ended 31-03-2026	For the year ended 31-03-2025	For the year ended 31-03-2024
Current Tax	-	0.04	-
Deferred Tax	(15.58)	(13.95)	(12.63)

28. EARNNGS PER EQUITY SHARE

(₹ in Lakhs)

Particulars	For the year ended 31-03-2026	For the year ended 31-03-2025	For the year ended 31-03-2024
Basic			
Basic EPS Before Extra Ordinary Item	5,557.15	5,179.92	525.70
Diluted			
Diluted EPS Before Extra Ordinary Item	5,557.15	5,179.92	525.70
Number of Shares Used in Computing EPS			
Basic	10,000.00	10,000	10,000
Diluted	10,000.00	10,000	10,000

Other Statutory information

i) The title deeds of immovable properties (other than the properties where the company is lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
ii) The Company has not revalued its Property, Plant and Equipment (including, right to use the asset) or intangible asset or both during the year.
iii) The Company does not have any intangible assets under development as at the reporting date. Accordingly, ageing and completion schedules are not applicable.
iv) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
v) The Company has not defaulted in payment to banks or financial institutions and the Company has not be declared as wilful defaulter by any bank or any financial institutions.
vi) The Company does not have any transactions with strike off companies.
vii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
viii) Utilisation of Borrowed funds
The Company has not advanced or loaned or invested 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 on behalf of the Ultimate Beneficiaries.

ix) 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 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 Funding Party (Ultimate Beneficiaries) or

b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

x) The Company does not have any transaction not recorded in the books of accounts that has ben surrendered or disclosed as income during the year / period in the tax assessments under the Income tax act, 1961.

xi) The Company has not traded or invested in Crypto currency or Virtual Currency during the year/ period.

xii) The Company has Capital Work-in-Progress as at the reporting date. Accordingly, CWIP ageing and completion schedules have been prepared and disclosed in accordance with the applicable accounting standards.

(₹ in Lakhs)

Capital WIP (2025-26)	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Furniture & Fittings	1.05	-	-	-	1.05

(₹ in Lakhs)

Capital WIP (2024-25)	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Furniture & Fittings	29.09	-	-	-	29.09
Plant & Machinery	70.77	-	-	-	70.77

(₹ in Lakhs)

Capital WIP (2023-24)	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Plant & Machinery	73.52	-	-	-	73.52

xiii) The company does not have any subsidiary for compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

xiv) The Company has not entered into any scheme of arrangement in terms of sections 230 to 237 of the Companies Act, 2013, which has an accounting impact on current or previous financial year.

Particulars	31-Mar-26
(a) Gross amount required to be spent by the Company during the period	3.25
(b) Amount spent during the period:	

i) Construction / acquisition of any asset	-
ii) On purposes other than (i) above	2.00
(c) Shortfall/(Excess) at the end of the period	1.25
(d) Total of previous years shortfall/(excess)	-
(e) Reason for shortfall	Will be expended by end of March 31,2027
(f) Nature of CSR activities	NA
(g) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	NA
(h) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the period.	Provision created during the period to the extent liable to spend.

Note: Company is not liable to CSR provisions for the year ended 31st March 2025, 31st March 2024

STATEMENT OF RELATED PARTY TRANSACTION

List of Related Parties as per AS – 18

- Name and Designation of the key management personnel are as under:

Sr. No.	Name of the Person	Designation
1	Ankit Roongta	Non - Executive Director (w.e.f. 25/11/2024)
2	Ankur Roongta	Chairman and Non - Executive Director (w.e.f. 27/11/2018)
3	Sanjay Pareek	Non - Executive Director (w.e.f. 05/10/2020)
4	Ravindra Amritlal Parakh	CFO (Appointed w.e.f. 16/01/2026)
5	Vibha Kandelwal	CS (Appointed w.e.f. 02/07/2026)
6	Kashyap Satish Pandya	Independent Director (Appointed w.e.f. 13.02.2026)
7	Anu Ashish Amodia	Independent Director (Appointed w.e.f. 13.02.2026)
8	Sanjay Kumar	CEO

- Name of the relatives and name of the enterprises having same key management personnel and or their relatives as the reporting enterprises with whom the Company has entered into transactions during the reporting period are as under:

Sr. No.	Name of the Person/ Enterprise	Relation
1	Anil Roongta	Director's Relative
2	Shree Krishna Corporation	Director's Significant Influence
3	Roongta Industrial Estate LLP	Director's Significant Influence
4	Skytower Enterprises LLP	Director's Significant Influence
5	Yashvi Infracon LLP	Director's Significant Influence

C) Transactions during the year

(i)Transactions with Director and KMP

(₹ in Lakhs)

Sr. No.	Particulars	31.03.2026	31.03.2025	31.03.2024
1	**Ankur Roongta**			
	Loan Taken	408.42	1,130.00	809.10
	Loan Repaid	795.50	1,580.70	84.50
2	**Anil Roongta**	-	-	-
	Loan Taken	72.50	1,284.02	5.00
	Loan Repaid	371.00	839.00	12.50
3	**Ankit Roongta**	-	-	-
	Loan Taken	25.00	351.50	15.00
	Loan Repaid	532.50	76.15	45.50
4	**Sanjay Kumar**			
	Remuneration	29.34	29.82	13.80
5	**Ravindra Amritlal Parakh**			
	Remuneration	2.52		

(ii)Transaction with Relatives of KMP and Enterprises in which KMP/Relatives of KMP can exercise significant influence

(₹ in Lakhs)

Sr. No.	Particulars	31.03.2026	31.03.2025	31.03.2024
1	**Shree Krishna Corporation**	-	-	-
	Rent paid	48.00	48.00	37.87
2	**Roongta Industrial Estate LLP**	-	-	-
	Advertising Service Income	71.20	106.80	-
3	**Yashvi Infracon LLP**	-	-	-
	Advertising Service Income	60.00	90.00	-
4	**Skytower Enterprises LLP**	-	-	-
	Advertising Service Income	-	51.00	-

5	**RMIX Concrete LLP**	-	-	-
	Advertising Service Income	-	44.50	-

D) Balances as on date

(i) Balances with Director and KMP

(₹ in Lakhs)

Sr. No.	Particulars	31.03.2026	31.03.2025	31.03.2024
1	**Ankur Roongta**			
	Loan from Director	68.82	455.90	906.60
2	**Anil Roongta**			
	Loan from Director Relative	721.16	1,019.66	574.64
3	**Ankit Roongta**			
	Loan from Director	75.23	582.73	307.38
4	**Sanjay Kumar**			
	Remuneration Payable	2.37	3.06	0.69
5	**Ravindra Amritlal Parakh**			
	Remuneration Payable	1.20		

(ii) Balances with Relatives of KMP and Enterprises in which KMP/Relatives of KMP can exercise significant influence

(₹ in Lakhs)

Sr. No.	Particulars	31.03.2026	31.03.2025	31.03.2024
1	**Roongta Industrial Estate LLP**			
	Advertising Service Income Receivable	-	123.88	-
2	**Yashvi Infracon LLP**			
	Advertising Service Income Receivable	-	104.40	-
3	**Skytower Enterprises LLP**			
	Advertising Service Income Receivable	-	59.16	-

EMPLOYEE BENEFITS:

The Company has adopted the Accounting Standard AS 15 on Employee Benefits as per an actuarial valuation carried out by an independent actuary. The disclosures as envisaged under the standard are as under-:

Table Showing Changes in Present Value of Obligations:

(₹ in Lakhs)

Particulars	Year Ended 31st March 2026	Year Ended 31st March 2025	Year Ended 31st March 2024
Present value of the obligation at the beginning of the period	3.72	1.27	0.23
Interest cost	0.29	0.10	0.02
Current service cost	2.37	2.51	1.20
Benefits paid (if any)	-	-	-
Actuarial (gain)/loss	**(1.54)**	**(0.15)**	**(0.18)**
Present value of the obligation at the end of the period	**4.84**	**3.72**	**1.27**

Actuarial assumptions provided by the company and employed for the calculations are tabulated:

Discount rate	7.25 % per annum	7.75 % per annum
Salary Growth Rate	5.00 % per annum	5.00 % per annum
Mortality	IALM 2012-14	IALM 2012-14
Expected rate of return	0	0
Attrition / Withdrawal Rate (per Annum)	10.00% p.a.	10.00% p.a.

Benefits valued:

Normal Retirement Age	60 Years	60 Years
Salary	Last drawn qualifying salary	Last drawn qualifying salary
Vesting Period	5 Years of service	5 Years of service
Benefits on Normal Retirement	15/26 * Salary * Past Service (yr).	15/26 * Salary * Past Service (yr).
Benefit on early exit due to death and disability	As above except that no vesting conditions apply	As above except that no vesting conditions apply
Limit	2000000	2000000

RESTATED STATEMENT OF OTHER FINANCIAL RATIOS

Sr. No.	Ratio	Numerator	Denominator	31-Mar-26	31-Mar-25	31-Mar-24
1	Current Ratio (No of Times)	Current assets	Current liabilities	1.07	0.83	0.50
2	Debt Equity Ratio (No of Times)	Debt	Shareholder's Equity	1.65	6.04	-27.05
3	Debt Service Coverage Ratio (No of Times)	Earnings available for debt	Debt Service	10.20	359.45	-
4	Return On Equity Ratio (%)	Net Profits after taxes	Shareholder's Equity	55.15%	114.63%	-79.50%
5	Inventory Turnover Ratio (No of Times)	Cost of goods sold	Average Inventory	56.82	70.66	5.31
6	Trade Receivable Turnover Ratio (No. of times)	Turnover	Average Trade Receivable	9.04	11.80	195.11
7	Trade Payable Turnover Ratio (No. of Times)	Total Purchases	Average Trade Payables	1.16	1.68	1.02
8	Net Capital Turnover Ratio (No of Times)	Net Sales	Average Working Capital	-16.01	-2.26	-0.53
9	Net Profit Ratio (%)	Net Profit	Revenue	21.68%	22.86%	6.32%
10	Return On Capital Employed (%)	Earning before interest and taxes	Capital Employed	42.27%	61.56%	-89.05%
11	Return On Investment (%)	Income from investment	Cost of investment	4.93%	NA	NA

Sr. No.	Ratio	31-Mar-26	31-Mar-25	Variance	Reason for Variance > 25%
1	Current Ratio (No of Times)	1.07	0.83	28.49%	Improvement in the current ratio is mainly due to an increase in current assets and/or reduction in current liabilities during the year
2	Debt Equity Ratio (No of Times)	1.65	6.04	-72.63%	Decrease in total debt during the year and improvement in the net worth position resulted in a significant reduction in the Debt Equity Ratio.
3	Debt Service Coverage Ratio (No of Times)	10.20	359.45	-97.16%	The significant decrease in DSCR is mainly due to an increase in interest and debt servicing obligations
4	Return On Equity Ratio (%)	55.15%	114.63%	-51.89%	Decrease in ROE is mainly due to a change in profitability in relation to the average shareholders' equity during the year. Increase in the equity base, coupled with relatively lower profit, resulted in lower ROE.
5	Inventory Turnover Ratio (No of Times)	56.82	70.66	-19.58%	NA
6	Trade Receivable Turnover	9.04	11.80	-23.37%	NA

	Ratio (No. of times)				
7	Trade Payable Turnover Ratio (No. of Times)	1.16	1.68	-30.69%	Decrease in the ratio is mainly due to an increase in the average trade payable balance compared with the corresponding increase in purchases/operating expenses, resulting in a relatively longer payment cycle.
8	Net Capital Turnover Ratio (No of Times)	-16.01	-2.26	606.87%	The ratio has changed significantly due to a change in the net working capital position during the year. The movement is primarily attributable to changes in current assets and current liabilities.
9	Net Profit Ratio (%)	21.68%	22.86%	-5.15%	NA
10	Return On Capital Employed (%)	42.27%	61.56%	-31.33%	Decrease in ROCE is mainly due to lower operating profitability in relation to the capital employed during the year.
11	Return On Investment (%)	4.93%	NA	4.93%	New Fixed deposit has been taken

Sr. No.	Ratio	31-Mar-25	31-Mar-24	Variance	Reason for Variance > 25%
1	Current Ratio (No of Times)	0.83	0.50	64.75%	Significant improvement in the current ratio is mainly due to an increase in current assets and/or reduction in current liabilities during the year
2	Debt Equity Ratio (No of Times)	6.04	-27.05	-122.33%	The significant change in the ratio is primarily due to infusion of funds by the Group/USL and changes in the overall debt and net worth position during the year
3	Debt Service Coverage Ratio (No of Times)	359.45	-	-	NA
4	Return On Equity Ratio (%)	114.63%	-79.50%	-244.20%	The significant movement in ROE is mainly attributable to the change in profitability during the year along with changes in the shareholders' equity base.
5	Inventory Turnover Ratio (No of Times)	70.66	5.31	1230.70%	The significant increase is primarily due to the commencement of new cinema operations, resulting in higher sales/revenue in relation to the average inventory maintained during the year.
6	Trade Receivable Turnover Ratio (No. of times)	11.80	195.11	-93.95%	The decrease is mainly due to an increase in the average trade receivable balance in relation to revenue during the year.
7	Trade Payable Turnover Ratio (No. of Times)	1.68	1.02	64.28%	The increase is mainly attributable to an increase in purchases and operating expenses in relation to the average trade payable balance during the year.
8	Net Capital Turnover Ratio (No of Times)	-2.26	-0.53	327.33%	The significant movement is mainly due to a decrease in the net working capital position during the year.

9	Net Profit Ratio (%)	22.86%	6.32%	261.67%	The significant improvement is primarily due to an increase in profitability during the year, supported by commencement of new cinema operations and improvement in overall revenue generation.
10	Return On Capital Employed (%)	61.56%	-89.05%	-169.13%	The significant change in ROCE is mainly due to changes in operating profitability and the capital employed during the year. The commencement/ramp-up phase of new cinema operations also impacted the return generated on the capital employed.
11	Return On Investment (%)	NA	NA		NA

RESTATED STATEMENT OF CAPITALISATION

(₹ in Lakhs)

Particulars	Pre Issue 31-03-2026	Post Issue*
Debt		
Short Term Debt	1,243.73	*
Long Term Debt	421.72	*
Total Debt	**1,665.45**	*****
Shareholders' Fund (Equity)		
Share Capital	1.00	*
Reserves & Surplus	1,006.58	*
Less: Miscellaneous Expenses not w/off	-	*
Total Shareholders' Fund (Equity)	**1,007.58**	*****
Long Term Debt/Equity	0.42	*
Total Debt/Equity	1.65	*

* The corresponding post issue figures are not determinable at this stage.

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and includes instalment of term loans repayable within 12 months if any.

2. Long term Debts represent debts other than Short term Debts as defined above but excludes instalment of term loans repayable within 12 months if any grouped under short term borrowing.

3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2026.

RESTATED STATEMENT OF MANDATORY ACCOUNTING RATIOS

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations, as derived from the Restated Consolidated Financial Information, are given below:

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Net Worth (A)	1,007.58	451.86	(66.13)
Restated Profit after tax	555.71	517.99	52.57
Less: Prior Period Item	-	-	-
Adjusted Profit after Tax (B)	555.71	517.99	52.57
Number of Equity shares (Face Value Rs 10) outstanding as at year end (C)	10,000.00	10,000.00	10,000.00
Current Assets (E)	1,586.67	2,050.28	950.97
Current Liabilities (F)	1,487.15	2,469.24	1,886.85
Face Value per Share	10.00	10.00	10.00
Restated Basic and Diluted Earning Per Share (Rs.) (B/C)	5,557.15	5,179.92	525.70
Return on Net worth (%) (B/A)	55.15%	114.63%	-79.50%
Net asset value per share (A/C) (Face Value of Rs. 10 Each) Based on actual number of shares at year end	10,075.79	4,518.65	(661.27)
Current Ratio (E/F)	1.07	0.83	0.50
Restated Earnings Before Interest Tax Depreciation and Amortisation and Other Income (EBITDA)	771.34	672.73	165.27

Notes:

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 year /period.
   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 year / period for diluted EPS
   c) Return on net worth (%): Net profit after tax (as restated) / Net worth at the end of the year /period.
   d) Net assets value per share: Net Worth at the end of the year / Total number of equity shares outstanding at the end of the year/period
   e) EBITDA has been calculated as Profit before Tax + Depreciation + Interest Expenses - Other Income
2. Ratios mentioned above for the period ended March 31, 2026 are not annualised.
3. Net worth for ratios mentioned is equals to Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).
4. The figures disclosed above are based on the restated consolidated financial statements.
5. The above statement should be read with the significant accounting policies and notes to restated consolidated statement of assets and liabilities, restated statement of profit or loss and restated statement of cash flows appearing in Annexures I, II, III and IV.

RESTATED STATEMENT OF TAX SHELTER

(₹ in Lakhs)

Particulars		Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
A	Profit before taxes as restated	540.14	504.08	39.94
B	Tax Rate Applicable %	26.00%	26.00%	26.00%
	Adjustments:			
C	**Permanent Differences**			
	Expenses disallowed Under Section 36 of the IT Act 1961	-	-	-
	Expenses disallowed Under Section 37 of the IT Act 1961	-	-	-
	Expenses disallowed Under Section 40 of the IT Act 1961	-	-	
	Standard Deduction allowed under under HP of IT Act	-	-	-
	Total Permanent Differences	**-**	**-**	**-**
D	**Timing Difference**			
	Difference between tax depreciation and book depreciation	-	-	-
	Expenses Disallowed/allowed Under Section 43 B	-	-	
	Total Timing Differences	**-**	**-**	**-**
E	Net Adjustment (E) = (C+D)	-	-	-
F	**Total Income (F) = (A+E)**	**540.14**	**504.08**	**39.94**
G	Brought forward losses			
H	Carry forward of losses			
I	Deduction 80JJAA			
J	**Total Taxable Income (I) = (F+G+H+I)**	**540.14**	**504.08**	**39.94**
	a. Income Chargeable to Tax at Normal Rates	540.14	504.08	39.94
	b. Income Chargeable to Tax at Special Rates	-	-	-
K	Book Profit as per MAT *	538.33448	496.91906	Opted for 115JB
L	MAT Rate (%)	16.69%	16.69%	
M	Tax liability as per MAT (M) = (K*L)	89.86	82.95	NA
N	Tax Paid Under (Normal/MAT) in Income Tax Return Filed by Company	MAT	MAT	Normal
O	Tax Payable for the period/ year	89.86	82.95	-
P	Tax expense recognised	-	0.04	-

* MAT refers to Minimum Alternative Tax as referred to in section 115 JB of the Income Tax Act,1961

Notes:

1. The aforesaid statement of tax shelters has been prepared as per the restated statement of profits and losses of the Company.

The permanent/timing differences have been computed considering the acknowledged copies of the income tax returns/Provisional computation of total income of respective years/periods as stated above.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION 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 year ended March 31,2026, March 31,2025 and March 31, 2024. You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Draft Red Herring Prospectus. You should also read the section entitled *"Risk Factors"* beginning on page 16 of this Draft Red Herring Prospectus, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and, is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year ("Fiscal Year") are to the twelve-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 Roongta Entertainment Limited, our Company. Unless otherwise indicated, financial information included herein are based on our *"Restated Financial Statements*" for the financial years 2025-26 ,2024-25, and 2023-24 are included on page 156 of this Draft Red Herring Prospectus.

BUSINESS OVERVIEW

Our Company was originally incorporated as "Roongta Entertainment Private Limited", under the provisions of the Companies Act, 2013, pursuant to a certificate of incorporation dated November 27, 2018 issued by the Registrar of Companies, Central Registration Centre. Subsequently, pursuant to a Special Resolution in the Extra-Ordinary General Meeting held on November 25, 2024 our Company was converted into Public Limited Company and a Fresh Certificate of Incorporation consequent to conversion to public company was issued in the name of "Roongta Entertainment Limited" on February 28, 2025 by the Registrar of Companies, Central Registration Centre.

The Company's primary sources of revenue comprise income from film exhibition, sale of food and beverages, advertising, virtual print fee ("VPF") income, convenience fees earned from online ticket booking platforms, revenue from events and promotional activities, advertisement revenue-sharing arrangements, and other ancillary services carried out at its cinema theatres.

For more details, please refer chapter titled "Business Overview" on page 95 of this Draft Red Herring Prospectus.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR:

After the date of last financial statements disclosed in this Draft Red Herring Prospectus, there is no any significant development occurred in the Company except stated below:

- Pursuant to the approval of the shareholders at the EGM held on April 27,2026, the Company allotted the issue of bonus equity shares on June 17, 2026 in the ratio of 450:1 to the existing fully paid-up Equity Share held by the eligible shareholders

KEY FACTORS AFFECTING THE RESULTS OF OPERATION:

Our Company's future results of operations could be affected potentially by the following factors:

1. Changes in fiscal, economic or political conditions in India and the regions in which we operate.
2. Availability and performance of film content for exhibition across our theatres.
3. Fluctuations in revenue from food and beverage operations at our theatres.
4. Ability to sustain advertising and virtual print fee income.
5. Escalation in lease rentals payable for our leased theatre premises.
6. Terms of our revenue-sharing arrangements with film distributors and content providers.
7. Our ability to retain key managerial personnel, employees and manpower service providers.
8. Availability and cost of power and utilities required for theatre operations.
9. Competition from national, regional and single-screen theatre operators and from alternate modes of content consumption (OTT platforms).

10. Changes in laws, regulations and taxation policies applicable to the cinema exhibition industry.

OUR SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer Significant Accounting Policies, "Annexure IV" beginning under Chapter titled "Restated Financial Information" beginning on page no. 156 of the Draft Red Herring Prospectus.

RESULTS OF KEY OPERATIONS

The Financial Figures of the Consolidated key operations of The Company.

(₹ In lakhs)

Particulars	For the year ended on		
	March 31, 2026	**March 31, 2025**	**March 31, 2024**
Income from continuing operations			
Revenue from operations			
Sale of Box Office Tickets	1,373.48	1,077.26	532.98
Sale of Food and Beverages	440.88	450.65	259.81
Other Operating Revenues	742.66	737.22	54.36
Total Revenue from operations	**2,557.02**	**2,265.12**	**847.15**
% of total income	99.76	99.95	99.92
% of growth	12.89	167.38	-
Other Income	6.08	1.04	0.67
% of total income	0.24	0.05	0.08
Total Income	**2,563.10**	**2,266.16**	**847.81**
% Increase/(Decrease)	13.10	167.29	-
Expenses			
Purchase of Food and Beverages	137.94	117.98	75.89
% of Revenue from operations	5.39	5.21	8.96
Employee benefits expense	397.92	351.79	139.94
% Increase/(Decrease)	13.11	151.39	-
Finance Costs	66.10	14.77	17.82
% Increase/(Decrease)	347.47	(17.11)	-
Other expenses	1,249.82	1,122.62	466.05
% Increase/(Decrease)	11.33	140.88	-
Depreciation and amortisation expenses	171.18	154.92	108.17
% Increase/(Decrease)	10.50	43.21	-
Total Expenses	**2,022.96**	**1,762.09**	**807.87**
% to Total Income	78.93	77.76	95.29
EBIDTA	771.34	672.73	165.27
% to Total Income	30.09	29.69	19.49
Restated profit before tax from continuing operations	**540.14**	**504.08**	**39.94**
Exceptional Item			
Total tax expense	(15.58)	(13.91)	(12.63)
Restated profit after tax from continuing operations (A)	**555.71**	**517.99**	**52.57**
% to Total Income	21.68	22.86	6.20
% Increase/(Decrease)	7.28	885.27	-

COMPARISON OF FY 2025-26 WITH FY 2024-25

Income from Operations

Revenue from operations increased by 12.89% to ₹2,557.02 lakhs in FY 2025-26, from ₹2,265.12 lakhs in FY 2024-25. This comprises sale of services (box office collections), sale of food and beverages, and other operating revenue.
The growth was driven primarily by sale of box office tickets, which increased by 27.50% to ₹1,373.48 lakhs from ₹1,077.26 lakhs, reflecting higher occupancy across our properties. Other operating revenue increased marginally by 0.74% to ₹742.66 lakhs from ₹737.22 lakhs. This was partially offset by sale of food and beverages, which declined by 2.17% to ₹440.88 lakhs from ₹450.65 lakhs. In FY 2025-26 we are operating 15 screen in Five cities Viz. Surat, Adipur, Muzaffanagar, Ghaziabad and Hyderabad as against 13 screens in Four Cities in FY 2024-25.

Other Income

Other income increased from ₹1.04 lakhs in FY 2024-25 to ₹6.08 lakhs in FY 2025-26, mainly attributable to interest earned on fixed deposits, which was created during FY 2025-26.

Expenditure:

Purchase of Food and Beverages

Purchase of Food and Beverages (net of change in inventories) increased from ₹117.98 lakhs in FY 2024-25 to ₹137.94 lakhs in FY 2025-26. As a percentage of revenue from operations, this cost increased marginally from 5.21% to 5.39%. The food and beverages cost to the sale of food and beverages income is 31.29 % in FY 2025-26 against the 26.18 % in FY 2024-25.

Employee Benefits Expenses

Employee benefits expense increased by 13.11% from ₹351.79 lakhs to ₹397.92 lakhs, primarily on account of annual increments of the manpower engaged to support operations at our properties, broadly in line with the growth in revenue from operations.

Finance Costs

Finance costs increased by 347.47% to ₹66.10 lakhs in FY 2025-26, as compared to ₹14.77 lakhs in FY 2024-25. This increase was primarily on account of the full-year impact of interest on the term loan and working capital/overdraft facility availed from Kotak Mahindra Bank in January 2025. As these facilities were availed only in the last quarter of FY 2024-25, finance costs for that year reflected interest for a partial period of approximately three months, whereas FY 2025-26 reflects interest for the entire financial year, resulting in the disproportionate year-on-year increase.

Other Expenses

Other expenses increased by 11.33% from ₹1,122.62 lakhs in FY 2024-25 to ₹1,249.82 lakhs in FY 2025-26, primarily due to: (i) revenue share paid to distributors on box office collections, which increased from ₹421.19 lakhs to ₹486.73 lakhs in line with higher box office revenue; (ii) Rent increased from ₹226.98 lakhs to ₹299.31 lakhs primarily because the Company's lease agreements provide for rent to be paid on a fixed plus variable basis, with the variable component being calculated as a percentage of total revenue; and (iii) electricity expenses, which increased from ₹146.74 lakhs to ₹167.88 lakhs.

Depreciation and Amortization Expenses:

Depreciation and amortisation expense increased by 10.50% from ₹154.92 lakhs to ₹171.18 lakhs, consistent with capital expenditure incurred on tangible assets during the year and the preceding year.

EBIDTA:

EBIDTA margin improved marginally from 29.69% in Fiscal 2025 to 30.09% in Fiscal 2026, primarily in line with the growth in revenue from operations by 12.89%.

Profit after Tax (PAT)

Profit after tax increased by 7.28% in line with the growth in revenue from operations and stood at ₹555.71 lakhs in Fiscal 2026 as compared to ₹517.99 lakhs in Fiscal 2025. However, PAT margin to the revenue declined from 22.86% to 21.68%, primarily due to a 66.10% increase in finance costs.

COMPARISON OF FY 2024-25 WITH FY 2023-24

Income from Operations

Total revenue from operations increased significantly by 167.38% from ₹847.15 lakhs in FY 2023-24 to ₹2,265.12 lakhs in FY 2024-25. This growth was driven principally by the commencement of operations of new cinema properties during the year, resulting in a full-year contribution to box office collections (sale of box office tickets increasing from ₹532.98 lakhs to ₹1,077.26 lakhs), food and beverage sales (increasing from ₹259.81 lakhs to ₹450.65 lakhs) and other operating revenue (increasing from ₹54.36 lakhs to ₹737.22 lakhs), with advertisement revenue increasing from ₹40.09 lakhs to ₹613.38 lakhs as new screens were commercialised for advertising. In FY 2024-25 we are operating 13 screens in Four cities Viz. Surat, Adipur, Muzaffanagar and Ghaziabad as against 10 screens in three cities Four Cities Viz. Surat, Adipur, Muzaffanagar in FY 2023-24.

Other Income

Other income increased from ₹0.67 lakhs to ₹1.04 lakhs, in line with the scale of operations.

Expenditure:

Purchase of Food and Beverages

Purchase of Food and Beverages (net of change in inventories) increased from ₹75.89 lakhs to ₹117.98 lakhs, broadly in line with the growth in food and beverage sales from ₹259.81 lakhs to ₹450.65 lakhs. The food and beverages cost to the sale of food and beverages income is 26.18 % in FY 2024-25 against the 29.20 % in FY 2023-24.

Employee Benefits Expenses

Employee benefits expense increased by 151.39% from ₹139.94 lakhs to ₹351.79 lakhs, primarily on account of manpower engaged for new properties commencing operations during the year.

Finance Cost:

Finance costs declined by 17.11% from ₹17.82 lakhs in Fiscal 2024 to ₹14.77 lakhs in Fiscal 2025, primarily due to the reduction in unsecured loans, resulting in lower interest expense. Other borrowings were availed only in January 2025 and, therefore, had a limited impact on finance costs during the year 2025.

Other Expenses:

Other expenses increased by 140.88% from ₹466.05 lakhs to ₹1,122.62 lakhs, primarily due to the scale-up in operations and the commencement of operations at new properties. The increase was mainly attributable to higher revenue share paid on box office collections, which increased from ₹225.00 lakhs to ₹421.19 lakhs. Significant increase in rent expenses from ₹75.04 lakhs to ₹226.98 lakhs and electricity charges from ₹48.31 lakhs to ₹146.74 lakhs, primarily on account of the commencement of operations at new properties and the corresponding increase in operational activity.

Depreciation and Amortisation Expenses:

Depreciation and amortisation expense increased by 43.21% from ₹108.17 lakhs to ₹154.92 lakhs, on account of capital expenditure incurred on tangible assets for new properties commissioned during the year.

EBIDTA:

EBIDTA increased significantly from ₹165.27 lakhs to ₹672.73 lakhs, and EBIDTA margin (as a percentage of revenue from operations) improved from 19.49% to 29.69%, reflecting the enhanced operating profitability of newly commissioned properties.

Profit after Tax (PAT):

Profit after tax increased by 885.27% from ₹52.57 lakhs to ₹517.99 lakhs, primarily due to the addition of properties with higher profitability and the commencement of operations at new cinema properties, which contributed to the overall profitability.

BALANCE SHEET ITEMS

Particulars	For the year ended on		
	31st March 2026	31st March 2025	31st March 2024
Long term Borrowings			
Term Loan	421.72	387.26	-
Total	**421.72**	**387.26**	**-**
Short term Borrowings			
Bank Overdraft/Cash Credit from banks	304.35	244.87	-
Current Maturity of Long-Term Debt	74.17	38.18	-
Unsecured Loan- from directors and relatives	865.21	2,058.29	1,788.62
Total	**1,243.73**	**2,341.34**	**1,788.62**
Trade Receivables			
Undisputed-good			
Less Than 6 Months	184.12	375.17	4.67
6 months to 1 year	2.87	3.48	0.01
1-2 years	0.02	0.01	0.00
2-3 years		-	-
More than 3 years			0.63
Total	**187.00**	**378.65**	**5.31**
Trade Payables			
Micro, Small & Medium Enterprise			
Less than 1 year	8.84	1.36	2.25
Not due	-	45.45	15.94
Others			
Less than 1 year	165.42	28.63	56.25
1 to 2 years	0.24	2.11	-
Total	**174.50**	**77.55**	**74.44**
Inventory			
Food and Beverage including packing material	33.99	28.86	16.21
Total	**33.99**	**28.86**	**16.21**
Loans and Advances			
Balances with Revenue Authorities	214.35	139.56	114.31
Advance to Suppliers	60.75	52.80	87.56
others	2.29	3.91	1.79
Total	**277.39**	**196.26**	**203.66**

Short term Borrowings
Short-term borrowings of the Company primarily include working capital facilities in the form of overdraft limits availed from banks and current maturities of long-term borrowings repayable within one year.

Trade Receivables:
Trade receivables decreased from ₹378.65 lakhs as at March 31, 2025 to ₹187.00 lakhs as at March 31, 2026, reflecting improved collections. Trade receivables are considered good and predominantly represent undisputed receivables outstanding for less than six months. There are no material bad debts in the periods under review.

Trade Payables
The majority of Trade Payables are for less than one year.

Inventory
The inventory includes only Food and Beverage including packing material.

Loans and Advances Given
The majority of the loans and advances include Balance with revenue authorities and advances to suppliers.

CASH FLOW

(₹ In lakhs)

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
Net cash flow from Operating Activities	978.83	45.38	(323.76)
Net cash flow from Investing Activities	(228.28)	(478.51)	(118.69)
Net Cash Flow Financing Activities	(1,129.25)	925.20	464.73

Operating Activities

Net cash generated from operating activities increased sharply to ₹978.83 lakhs in FY 2025-26 from ₹45.38 lakhs in FY 2024-25, as compared to net cash used of ₹323.76 lakhs in FY 2023-24, primarily driven by growth in profit before tax and favourable working capital movements, including a reduction in trade receivables and an increase in trade payables during FY 2025-26. The negative operating cash flow in FY 2023-24 was primarily on account of an increase in trade receivables and other current assets that outpaced the profit earned during the initial phase of new properties.

Investing Activities

Net cash used in investing activities was ₹228.28 lakhs in FY 2025-26, in FY 2024-25 was ₹478.51 lakhs and in FY 2023-24 was ₹118.69 lakhs, reflecting reduction in capital expenditure on new properties in FY 2025-26 following the significant capex incurred in FY 2024-25 to commission new cinema screens.

Financing Activities

Net cash used in financing activities was ₹1,129.25 lakhs in FY 2025-26, as against net cash generated of ₹925.20 lakhs in FY 2024-25 and ₹464.73 lakhs generated in FY 2023-24. The outflow in FY 2025-26 was primarily on account of repayment of unsecured loans from directors and relatives of directors and interest paid, while the inflows in the two preceding years were primarily on account of unsecured loans availed from director's relatives and borrowings from Banks to fund capital expenditure and working capital requirements during the expansion phase.

Information required as per Item 11 (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:

1. **Unusual or infrequent events or transactions**

   To our knowledge there have been no unusual or infrequent events or transactions that have taken place during the last three years

2. **Significant economic changes that materially affected or are likely to affect income from continuing operations.**

   Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in 'Factors Affecting our Results of Operations' and the uncertainties described in the section entitled "Risk Factors" beginning on page no 16 of this Draft Red Herring Prospectus. To our knowledge, except as we have described in this Draft Red Herring Prospectus, there are no known factors which we expect to bring about significant economic changes.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under Section titled "*Risk Factors*" beginning on page 16 in this Draft Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. **Expected future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known**

Other than as disclosed under "Risk Factors" beginning on page 16, there are, in our opinion, no known trends or uncertainties that have had, or are expected to have, a material adverse impact on our revenue or income from continuing operations.

5. **Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Increases in revenues are by and large linked to increases in volume of business.

6. Total turnover of each major industry segment in which the issuer company operated.

Our Company operates in the cinema exhibition industry. Relevant industry data, to the extent available, is set out in "Industry Overview" beginning on page 88 of this Draft Red Herring Prospectus.

7. Status of any publicly announced new products or business segment.

Our Company has not announced any new services or business segment.

8. The extent to which business is seasonal.

Our business is not seasonal.

9. Any significant dependence on a single or few suppliers or customers.

Our Company is not materially dependent on any single customer or supplier.

10. Competitive conditions.

Competitive conditions are as described under the Chapters titled *"Industry Overview"* and *"Business Overview"* beginning on pages 88 and 95, respectively of this Draft Red Herring Prospectus.

FINANCIAL INDEBTEDNESS

For details of the borrowing powers of our Board, see "Our Management- Borrowing Powers" on page no. 139 of the Draft Red Herring Prospectus. The details of the indebtedness of our Company as on March 31, 2026 are provided below:

1. SECURED LOANS

(₹ in Lakhs)

Name of Lender	Original Date of Sanction	Credit Facility	Sanctioned Amount	Outstanding Amount as on March 31, 2026	Interest Rate (%) p.a.	Tenure	Prepayment and repayment charges	Primary and Collateral Security and Guarantee
Kotak Mahindra Bank Limited	January 27, 2025 Renewed on March 16, 2026	Term Loan	723.00	Term loan: 495.89	Term loan: Repo rate +2.75 % Over draft: Repo rate +2.95 % Short term loan: 8.05% Fixed	Term loan: 73 Months	For Micro & Small (MSE) Borrowers: -Nil charges on fixed rate loans up to 50 lakhs (Original Sanctioned Limit) -Nil charges on Floating loan - 2% of Amount being prepaid for non-revolving and 2% of Sanctioned limits for Revolving facilities (plus taxes as applicable) for Fixed rate loans above INR 50 lakh (Original sanctioned amount) For Others: 2% of Amount being prepaid for non-revolving and 2% of Sanctioned limits for Revolving facilities (plus taxes as applicable	First and exclusive hypothecation charge on all existing and future receivables / current assets/ movable assets and movable fixed assets of the company. **Personal Guarantee given by:** Ankit Anil Roongta Ankur Satyanarayan Roongta Anil Satyanaray Roongta **Corporate Guarantee** Damodar Enterprises LLP
		Working Capital Limit I: Over draft-250.00 II. Short term loan-(200.00)	250.00	Over draft & Short-term loan: 210.19		Working Capital Limit I: Over draft-12 months II. Short term loan-90 days		
Total			**973.00**	**706.08**				

Penalty Charges:

- Delay or default in payment or amount drawn beyond overdraft limit: 8% p.a. (to be charged for actual no. of days) on overdue amount + Applicable charges
- Delay/ Non-Creation of Security in favor of the Bank by the Borrower/Security Provider: For Exposures below Rs. 100 crs
  The Bank shall levy Penal charges at Rs. 5.50 per day per lac of exposure + applicable taxes for any delay beyond the original due date ("ODD") as per sanction terms upto 180 days from the ODD.
  Beyond 180 days delay, penal charges at Rs. 11 per day per lac of exposure + applicable taxes until the security is created to the satisfaction of the Bank.
- Delay or Non submission of property: upto 10 Cr exposure- Rs. 5000 per month + Applicable charges
- Delay in submission of documents under deferral: Rs. 2500 per month + applicable charges
- Non-closure of account with other bank: Rs. 5000 per month + applicable taxes
- Commitment charges for non-utilization of limits: If average utilization of facility limits for a quarter is below stipulated threshold as per Sanction Letter, Commitment charges of Rs. 5.50 per day per lac applicable taxes or proportionately on unutilized limits.
- Charges for Breach of Other Material Terms and Conditions (i.e. breach of any Event of Default conditions ("EOD") as mentioned in any loan/facility agreement or Sanction Letter or any other agreement or breach of any Specific Conditions mentioned in the Sanction Letter) and not covered specifically in this Schedule: Rs 5.50 per day per lac of exposure + applicable charges In addition bank can recall the limits and demand repayment of all the facilities of borrowers.
- Change in the security: Rs. 25,000 + applicable taxes per instance per borrower
- Documentation charges: For new limits/enhancement/ modification (plus applicable charges) Digital execution: Rs 5000/- & Rs. 2500 for every renewal, physical execution: Rs. 10,000/-.
- Extension of timeline for security creation: Rs. 10,000 + applicable taxes
- Renewal extension request: Rs. 5000 + applicable taxes per instance
- Dishonor of cheque per instance: Rs. 750 per instance
- Stamp duty and incidental charges: As per actual incurred

Name of Lender	Original Date of Sanction	Credit Facility	Sanctioned Amount	Outstanding Amount as on March 31, 2026	Interest Rate (%) p.a.	Tenure	Delay/ repayment charges	Primary Security
ICICI Bank Limited	June 27, 2025	Overdraft Facility	95.00	94.16	0.50 % over the interest rate stated above the for the FD	Tenure of the underlying instruments shall not exceed the earliest expiry date of the FD	2% p.a. on the overdue amount	Secured against Fixed Deposit.

Penal charge: 2% p.a. on the excess drawn amount

Unsecured loan

Sr.no	Name of Lander	Outstanding Amount as on March 31, 2026	Rate of Interest (%)	Repayment Terms
1.	Anil Roongta	721.16	Interest free	On Demand
2.	Ankit Roongta	75.23	Interest free	On Demand
3.	Ankur Roongta	68.82	Interest free	On Demand

OTHER FINANCIAL INFORMATION

The details of accounting ratios derived from Restated Consolidated Financial Information required to be disclosed under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are set forth below:

Particulars	As at /for the year ended March 31, 2026	As at /for the year ended March 31, 2025	As at /for the year ended March 31, 2024
Net Worth	1,007.58	451.86	(66.13)
Basic earnings per share (in ₹)	5,557.15	5,179.92	525.70
Diluted earnings per share (in ₹)	5,557.15	5,179.92	525.70
Return on Net Worth (%)	55.15%	114.63%	-79.50%
Net asset value per Equity Share (in ₹)	10,075.79	4,518.65	(661.27)
EBITDA	771.34	672.73	165.27

The ratios have been computed as under:

1) Earnings per Equity Share = Profit attributable to owners of our Company for the year / Weighted average number of equity shares outstanding during the year.

2) Basic and diluted earnings per equity share: Basic and diluted earnings per equity share are computed in accordance with Accounting Standard 20 notified under the Indian GAAP read with the requirements of SEBI ICDR Regulations.

3) Return on Net Worth (%) = Restated profit/(loss) attributable to the owners of the Company divided by total equity attributable to equity shareholders of the Company (excluding non-controlling interests).

4) Net Asset Value per Equity Share = Net Worth at the end of the year / Weighted number of equities shares outstanding at the end of the year.

5) EBITDA is calculated as restated profit for the year plus tax expense plus finance costs plus depreciation and amortization expense less other income.

For further information in relation to our other accounting ratios, see "***Restated Financial Statement***", on page 156 .

SECTION VII – LEGAL AND OTHER REGULATORY INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by statutory and regulatory authorities; (iii) tax proceedings - claims related to direct and indirect taxes in a consolidated manner; and (iv) material civil litigation or arbitration proceeding which are determined to be 'material' as per a policy adopted by our Board ("Materiality Policy"), in each case involving our Company, Promoters or Directors (collectively, the "Relevant Parties"). Further, there are no disciplinary actions including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five Financial Years including any outstanding action.

Except as stated in this section, there are no: (i) criminal proceedings and (ii) actions by statutory or regulatory authorities, involving our Key Managerial Personnel's ("KMP's") and Senior Management.

For the purpose of (iv) above, Our Board, in its meeting held on September 25, 2026 determined that outstanding legal proceedings involving the Company, its Directors, Promoters and Group Company will be considered as material litigation ("Material Litigation") based on lower of the threshold criteria mentioned below:

(i) As per the policy of materiality defined by the board of directors of the issuer where the aggregate amount involved in such individual litigation exceeds 5% of profit after tax of the Company, as per the last audited financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.

Or

(ii) Litigation where the value or expected impact in terms of value, exceeds the lower of the following:

(a) two percent of turnover, as per the latest annual restated financial statements of the issuer being Rs.51.14 lakhs; or
(b) two percent of net worth, as per the latest annual restated financial statements of the issuer, except in case the arithmetic value of the net worth is negative being Rs. 20.15 lakhs; or
(c) five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated financial statements of the issuer being Rs.18.77 lakhs.

It is clarified that for the purposes of the above, pre-litigation notices received/ sent by the Relevant Parties from third parties (excluding those notices issued by statutory/regulatory/tax authorities or notices threatening criminal action) shall, unless otherwise decided by our Board, have not and shall not, be considered as material litigation until such time that the Relevant Parties, as the case may be, are impleaded as a party in proceedings before any judicial / arbitral forum.

All terms defined in a particular litigation disclosure pertain to that litigation only. Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

I. LITIGATIONS INVOLVING OUR COMPANY

A. Criminal litigations involving our Company

Criminal litigation against our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal litigations against our Company.

Criminal litigations initiated by our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal litigations initiated by our Company.

B. Civil litigations involving our Company

Civil litigations against our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding civil litigations against our Company.

Civil litigations initiated by our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding civil litigations initiated by our Company.

C. Actions by Statutory or Regulatory Authorities against our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions initiated by Statutory or Regulatory Authorities against our Company.

II. LITIGATIONS INVOLVING OUR PROMOTERS

A. Criminal litigations involving our Promoters

Criminal litigation against our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal litigations against our Promoters.

Criminal litigations initiated by our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal litigations initiated by our Promoters.

B. Civil litigations involving our Promoters

Civil litigations against our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding civil litigations against our Promoters except as stated below:

Special Civil Suit No. 236 of 2019 filed before the Learned Civil Court, Surat
Filed against: Mr. Ankit Anil Roongta and Mr. Ankur Anil Roongta

Godavari ben Morarbhai Patel and Mukesh Thakorebhai Patel have filed Special Civil Suit No. 236 of 2019 before the Learned Civil Court, Surat against 34 defendants, including Mr. Ankit Anil Roongta and Mr. Ankur Anil Roongta, who have been impleaded as Defendant No. 33 and Defendant No. 34, respectively. The suit relates to the property bearing Block No. 62 situated at Village Bhimrad, Surat. The Plaintiffs have sought, inter alia, a declaration that they are joint owners of the said property and have claimed that they are entitled to a $1/8^{th}$ share therein. The Plaintiffs have further alleged that certain sale deeds in respect of the said property were executed without their knowledge with the purported intention of denying their rights and interest in the property. The suit is presently at the stage of recording of the Plaintiffs' evidence. The next date of hearing is October 22, 2026.

Civil litigations initiated by our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding civil litigations initiated by our Promoters.

C. Actions by Statutory or Regulatory authorities against our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions initiated by Statutory or Regulatory authorities against our Promoters.

III. LITIGATIONS INVOLVING OUR DIRECTORS

A. Criminal litigations involving our directors

Criminal litigations against our directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal litigations against our directors.

Criminal litigations initiated by our directors
As on the date of this Draft Red Herring Prospectus there are no outstanding criminal litigations initiated by our directors.

B. Civil litigations involving our directors.

Civil litigations against our directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding civil litigations against our directors except as stated as above under Point II (B).

Civil litigations initiated by our directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding civil litigations initiated by our directors except as stated below:

- **Special Civil Application No. 26614 of 2022 &**
- **Special Civil Application No. 210 of 2023**

Mr. Ankit Anil Kumar Roongta, one of the Directors of our Company and partner in Roongta Industrial Park, has filed Special Civil Application No. 26614 of 2022 before the Hon'ble High Court of Gujarat against the Gujarat Revenue Tribunal ("GRT") and others, inter alia, seeking setting aside of the order passed by the GRT on the ground that the said order was passed without jurisdiction. The genesis of filing of both the petitions is the auction of the trust land in which Roongta Industrial Park was the successful bidder. The challenge in both the petitions is also the same and therefore the High Court has tagged both the matters so that they can be heard together.

The proceedings arise in connection with the Sir Jamshedji Jeejeebhoy Surat Temple and Alahibag Fund ("Trust"), which had filed an application before the Charity Commissioner seeking permission for sale of the Trust property. Certain persons had raised objections to the proposed sale, which were rejected by the Charity Commissioner. The said Trust property was thereafter offered for sale by way of auction, in which Roongta Industrial Park participated and was declared as the successful bidder. Roongta Industrial Park thereafter filed an application before the Charity Commissioner seeking extension of time for depositing the amount payable in respect of the auctioned property.

The proceedings before the GRT arose in connection with the sale of property of trust with the permission of charity commissioner under the Gujarat Public Trusts Act, 1950. The present Special Civil Application has been filed, inter alia, challenging the jurisdiction of the GRT to condone the delay in an appeal filed in connection with proceedings under Section 36(3) of the Gujarat Public Trusts Act, 1950. The contention of the Petitioner is that the Gujarat Public Trusts Act, 1950 specifically recognises condonation of delay in Section 75 of the said Act in respect of appeals relating to matters falling under Chapter XI of the Act and that such provision would not apply to proceedings under Section 36(3) of the Act. Accordingly, the Petitioner has challenged the order passed by the GRT on the ground that the GRT did not have jurisdiction to condone such delay. The said petition is presently listed on the notice and adjourned board before the Hon'ble High Court of Gujarat. The next date of hearing is October 19, 2026.

C. Actions by Statutory or Regulatory Authorities against our Directors.

As on the date of this Draft Red Herring Prospectus there are no outstanding actions initiated by Statutory or Regulatory Authorities against our Directors.

IV. LITIGATION INVOLVING OUR KEY MANAGERIAL PERSONNEL (OTHER THAN PROMOTERS AND DIRECTORS)

A. Criminal litigations involving our Key Managerial Personnel

Criminal litigations against our Key Managerial Personnel

As on the date of this Draft Red Herring Prospectus there are no outstanding criminal litigations against our Key Managerial Personnel.

Criminal litigations initiated by our Key Managerial Personnel

As on the date of this Draft Red Herring Prospectus there are no outstanding criminal litigations initiated by our Key Managerial Personnel.

B. Actions by Statutory or Regulatory Authorities against our Key Managerial Personnel

As on the date of this Draft Red Herring Prospectus there are no outstanding actions initiated by Statutory or Regulatory Authorities against our Key Managerial Personnel.

V. LITIGATION INVOLVING OUR SENIOR MANAGEMENT

A. Criminal litigations involving our Senior Management

Criminal litigations against our Senior Management

As on the date of this Draft Red Herring Prospectus there are no outstanding criminal litigations against our Senior Management.

Criminal litigations initiated by our Senior Management

As on the date of this Draft Red Herring Prospectus there are no outstanding criminal litigations initiated by our Senior Management.

B. Actions by Statutory or Regulatory Authorities against our Senior Management

As on the date of this Draft Red Herring Prospectus there are no outstanding actions initiated by Statutory or Regulatory Authorities against our Senior Management.

VI. Tax proceedings

Except as disclosed below, there are no proceedings related to direct and indirect taxes involving our Company, Promoters and Directors (other than promoters):

(₹ in lakhs)

Particulars	Number of cases	Total amount involved
Our Company		
Direct Tax	2	51.62
Our Promoters		
Direct tax	1	**0.08**
Total	**2**	**51.70**

Indirect Tax proceedings related to our Company –Nil

VII. Dues to creditors

Our Board, in its meeting held on September 25, 2026 has considered and adopted the Materiality Policy. In terms of the Materiality Policy, creditors of our Company on consolidated basis, to whom an amount exceeding 5 % of our total outstanding dues (trade payables) as on the date of the latest Restated Financial Statements was outstanding, were considered 'material' creditors.

As per the latest Restated Financial Statements, our total trade payables as on March 31, 2026 was Rs. 174.50 lakhs and accordingly, creditors to whom outstanding dues exceed Rs. 8.73 lakhs have been considered as 'material' creditors for the purposes of disclosure in this Draft Red Herring Prospectus.

Based on this criteria, details of outstanding dues owed as on March 31, 2026 by our Company on consolidated basis are set out below:

(₹in Lakhs)

SR No	Types of creditors	Amount involved
1.	Micro, small and medium enterprises	18.34
2.	Material Creditors	104.53
3.	Other Creditors	51.63
	Total	**174.50**

*Certified by HTKS & Co., Chartered Accountant dated September 27, 2026 bearing UDIN : 26055043BMNJUI12134.

VIII. Disclosures Pertaining To Wilful Defaulters

Neither our Company, Group Companies, our Promoters nor our directors are or have been classified as a wilful defaulter or fraudulent borrower by a bank or financial institution or a consortium thereof in accordance with the guidelines on wilful defaulters issued by RBI.

IX. Material Development since the last audited accounts

There have not arisen, since the date of the last financial statements disclosed in this Draft 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 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 No 193 of this Draft Red Herring Prospectus.

GOVERNMENT AND OTHER STATUTORY APPROVALS

In view of the licenses, permissions, approvals, no-objections, certifications, registrations, (collectively "Approvals") from the Government of India and various statutory, regulatory, governmental authorities listed below, our Company have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business activities (as applicable on date of this Draft Red Herring Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business. It must be distinctly understood that in granting these Approvals, the Government of India and other authority do not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing business activities. For further details in connection with the regulatory and legal framework within which we operate, please refer *"Key Industrials Regulations and Policies"* on page 120 of this Draft Red Herring Prospectus.

Following statement sets out the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business.

(A) Approvals for the Issue

Corporate Approvals

1. The Board of Directors has, pursuant to a resolution passed at its meeting held on September 21, 2026, authorized the Issue subject to the approval of the shareholders of the Company under Section 62(1)(c) of the Companies Act, 2013 and approvals by such other authorities as may be necessary.

2. The Shareholders of the Company have, pursuant to a resolution dated September 21, 2026, passed in the EGM respectively under Section 62(1)(c) of the Companies Act, 2013 authorised the Issue.

In-principal approval from the Stock Exchange

3. The Company has obtained in-principal listing approval from the National Stock Exchange of India dated [●].

Agreements with CDSL and NSDL

4. The Company has entered into an agreement dated November 25, 2025 with the Central Depository Services (India) Limited (CDSL") and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.

5. Similarly, the Company has also entered into an agreement dated April 25, 2025 with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.

6. The Company's International Securities Identification Number ("ISIN") is INE1WXA01014.

(B) Registration under the Companies Act, 2013:

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs.	U74940GJ2018PTC105312 vide Certificate of Incorporation dated November 27, 2018.	Companies Act, 2013	Certificate of Incorporation	Valid, till Cancelled

2.	Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs.	U74940GJ2018PLC105312 vide Certificate of Incorporation dated February 28, 2025.	Companies Act, 2013	Certificate of Incorporation	Valid, till Cancelled

(C) Registration under various Acts/Rules relating to Income Tax, Goods and Service Tax:

Sr. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Income Tax Department- (PAN)	AAJCR2655J	Income Tax Act, 1961	Permanent Account Number	Valid, till Cancelled
2.	Income Tax Department - (TAN)	SRTR09428G	Income Tax Act, 1961	Tax Deduction Account Number	Valid, till Cancelled
3.	Gujarat Goods and Services Tax Act, 2017	24AAJCR2655J1Z6	Goods and Services Tax Act, 2017	Goods and Services Tax- Surat & Adipur	Valid, till Cancelled
4.	Centre Goods and Services Tax Act, 2017	24AAJCR2655J2Z5	Goods and Services Tax Act, 2017	Goods and Services Tax- Input Service Distributor	Valid, till Cancelled
5.	Uttar Pradesh Goods and Services Tax Act, 2017	09AAJCR2655J1ZY	Goods and Services Tax Act, 2017	Goods and Services Tax- Muzaffarnagar and Ghaziabad - Uttar Pradesh	Valid, till Cancelled
6.	Telangana Goods and Services Tax Act, 2017	36AAJCR2655J1Z1	Goods and Services Tax Act, 2017	Goods and Services Tax- Hyderabad Telangana	Valid, till Cancelled
7.	Jharkhand Goods and Services Tax Act, 2017	20AAJCR2655J1ZE	Goods and Services Tax Act, 2017	Goods and Services Tax- Ranchi, Jharkhand	Valid, till Cancelled
8.	Haryana Goods and Services Tax Act, 2017	06AAJCR2655J1Z4	Goods and Services Tax Act, 2017	Goods and Services Tax- Gurugram, Haryana	Valid, till Cancelled

(D) Registration and Approvals under Statutory and Regulatory Act(s):

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Ministry of Micro, Small and Medium Enterprises, Government of India	UDYAM-GJ-22-0161979	Entrepreneurs Memorandum for Setting up Micro, Small or Medium enterprise.	Udyog Registration Certificate	Valid, till cancelled

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature of Approvals	Validity
2.	Employees Provident Fund Organisation*	10001207527SRT	Employees Provident Fund And Miscellaneous Provisions Act, 1952	Employee Provident Fund Code	Valid, till Cancelled
3.	For Surat Employee's State Insurance Corporation	39000766840001201	Employees State Insurance Act, 1948	Registration with ESI Authority	Valid, till Cancelled
4.	For Muzaffarnagar Employee's State Insurance Corporation	21390766840011201	Employees State Insurance Act, 1948	Registration with ESI Authority	Valid, till Cancelled
5.	For Hyderabad Employee's State Insurance Corporation	52390766840011201	Employees State Insurance Act, 1948	Registration with ESI Authority	Valid, till Cancelled
6.	For Ghaziabad Employee's State Insurance Corporation	6739076680011201	Employees State Insurance Act, 1948	Registration with ESI Authority	Valid, till Cancelled
7.	For Ranchi Employee's State Insurance Corporation	60390766840011201	Employees State Insurance Act, 1948	Registration with ESI Authority	Valid, till Cancelled
* Application for conversion of these registration in the name of Public Limited is filed.					

(E) Intellectual property related approvals

Trademark:

As on the date of this Draft Red Herring Prospectus, our Company has the following registered trademark:

Sr. No.	Particulars	Applicable Laws	Trademark number	Class	Validity
1.	WHO AM I ?	The Trade Marks Act,1999	4574842**	41	10 years w.e.f. July 18, 2020
2.	WHO AM I ?	The Trade Marks Act,1999	4574843**	38	10 years w.e.f. July 18, 2020
3.	ROONGTA	The Trade Marks Act,1999	4575303**	41	10 years w.e.f. July 18, 2020

4.	ROONGTA	The Trade Marks Act,1999	4575304**	38	10 years w.e.f. July 18, 2020
5.	ROONGTA ENTERTAINMENT	The Trade Marks Act,1999	5520744**	38	10 years w.e.f. July 07, 2022
6.	ROONGTA ENTERTAINMENT	The Trade Marks Act,1999	5520745**	41	10 years w.e.f. July 07, 2022
7.	R ROONGTA CINEMAS	The Trade Marks Act,1999	5571776**	41	10 years w.e.f. August 17, 2022

**Application for conversion of these registrations in the name of Public Limited is yet to be filed.

(F) Cinema Licenses and Other Permissions

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature of Approvals	Validity
For SURAT					
1.	Additional District Magistrate, Surat*	Video License No.: 847/23	The Bombay Cinemas (Regulation) Act, 1953	License to run Cinema theatre at, Surat.	Valid Upto January 31, 2027
2.	Assistant Electrical Inspector	No. AEI/SRT/Cinema/2921/2025	Gujarat Cinema Rules, 2014	License for Electrical installation	Valid upto December 31, 2026
3.	Surat Municipal Corporation.	FSC Safety Certificate Renewal (FSCR) No. FSCA/O/CFOSMC/2023/00031366/R1	Gujarat Fire Prevention and Life Safety Measure Act 2013	Fire safety certificate for Roongta Cinemas for Screen - 1	Valid utpo January 27, 2028
4.	Surat Municipal Corporation.	FSC Safety Certificate Renewal (FSCR) No. FSCA/O/CFOSMC/2023/00031385/R1	Gujarat Fire Prevention and Life Safety Measure Act 2013	Fire safety certificate for Roongta Cinemas for Screen - 2	Valid utpo January 27, 2028
5.	Surat Municipal Corporation.	FSC Safety Certificate Renewal (FSCR) No. FSCA/O/CFOSMC/2023/00031405/R1	Gujarat Fire Prevention and Life Safety Measure Act 2013	Fire safety certificate for Roongta Cinemas for Screen - 3	Valid utpo January 27, 2028
6.	Surat Municipal Corporation.	FSC Safety Certificate Renewal (FSCR) No. FSCA/O/CFOSMC/2023/00031413/R1	Gujarat Fire Prevention and Life Safety Measure Act 2013	Fire safety certificate for Roongta Cinemas for Screen - 4	Valid utpo January 27, 2028
7.	Food Safety and Standard Authority of India	License No: 10723031000152	Food Safety and Standards Act, 2006	State License for Food Services	Valid Upto February 12, 2028

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature of Approvals	Validity
8.	Medical officer of Health Department, Surat Municipal Corporation	No. PHD/PI/359	Gujarat Cinema Rules, 2014	Safe Drinking Water and Sanitary Condition	December 31, 2026
9.	Office of the Controller, Legal Metrology, Gujarat State.	Certificate No. 3835584/SUR/2025 /01	Legal Metrology Act, 2009	Certification of Non-Automatic Weighing Instrument - Electronic Class-III – for 20 KG	Valid Upto December 21, 2026
10.	Shops & Establishments, Surat Municipal Corporation.	Registration No.: RC/AZ/T/BHART HANA(VESU)/646 79	Gujarat Shops & Establishments (Regulation of Employment and Condition of Service) Act, 2019	Registration Certificate issued as Establishment under the Shops and Establishment Rules	Valid, till Cancelled
11.	Surat Municipal Corporation.	PEC03SW0003687 4	Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976	Profession Tax department –EC	Valid, till cancelled
* Application for conversion of these registrations in the name of Public Limited is yet to be filed.					
For GHAZIABAD					
1.	Jilla Magistrate, Ghaziabad, Uttar Pradesh. *	License No.: ET/03/2024-25/3007	The Uttar Pradesh Cinemas (Regulation) Act, 1955	Roongta Cinemas AUDI-I, II floor, Shopprix Mall, Ghaziabad, Uttar Pradesh.	Valid up to March 31, 2027
2.	Jilla Magistrate, Ghaziabad, Uttar Pradesh. *	License No.: ET/03/2024-25/3008	The Uttar Pradesh Cinemas (Regulation) Act, 1955	Roongta Cinemas AUDI-II, II floor, Shopprix Mall, Ghaziabad, Uttar Pradesh.	Valid up to March 31, 2027
3.	Jilla Magistrate, Ghaziabad, Uttar Pradesh. *	License No.: ET/03/2024-25/3009	The Uttar Pradesh Cinemas (Regulation) Act, 1955	Roongta Cinemas AUDI-III, II floor, Shopprix Mall, Ghaziabad, Uttar Pradesh.	Valid up to March 31, 2027
4.	Assistant Inspector Electrical Safety, Ghaziabad	2893 VSN (G Zone) / Cinema Inspection – 2026-27	The Uttar Pradesh Cinematograph Rules, 1951	Annual Electrical Inspection Certificate / Electrical Safety Certificate	Valid for Financial year 2026-27
5.	Chief Fire Officer, Ghaziabad, Uttar Pradesh.	UID No. UPFS/2025/182728 /GZB/ Ghaziabad/10037/C FO	The Uttar Pradesh Fire and Emergency Services Act, 2022	Approval from Fire Department for Shopprix Mall, Ghaziabad, Uttar Pradesh.	Valid up to December 30, 2030
6.	Food Safety and Standard Authority of India	License No: 1272 4052000332	Food Safety and Standards Act, 2006	State License for Ghaziabad, Uttar Pradesh.	Valid Upto April 25, 2029

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature of Approvals	Validity
7.	Office of the Controller, Legal Metrology, Gaziababd, Uttar Pradesh	Certificate No. 250209013WMV0150	Legal Metrology Act, 2009	Certification of Non-Automatic Weighing Instrument - Electronic Class-III – for 20 KG, 10 KG and 5 KG. For Gaziababd, Uttar Pradesh	Valid Upto December 16, 2026 And December 16, 2027
8.	Additional Labour Commissioner, Gaziababd, Uttar Pradesh.	Registration No. UPSA09734197	The Uttar Pradesh Dookan aur Vanijya Adhishthan Adhiniyam, 1962	Registration as Commercial Establishment under the Shops and Establishment Rules.	Valid, till Cancelled
9.	City Health Officer, Ghaziabad Nagar Nigam	48/Swa/2026-27	The Uttar Pradesh Cinemas (Regulation) Act, 1955	Health/Cleanliness NOC	Valid for Financial year 2026-27
For HYDERABAD					
1.	Commissioner of Police, Hyderabad city, Licensing Authority	No. HCP/A/A3/0090/2024-2025	Telangana Cinemas (Regulation) Act, 1955 & Andhra Pradesh Cinemas (Regulation) Rules, 1970 – Rules 11-A & 11-B	Licence for Cinematograph Exhibitors (Screen 1)	Valid upto July 29, 2030
2.	Commissioner of Police, Hyderabad city, Licensing Authority	No. HCP/A/A3/0090/2024-2025	Telangana Cinemas (Regulation) Act, 1955 & Andhra Pradesh Cinemas (Regulation) Rules, 1970 – Rules 11-A & 11-B	Licence for Cinematograph Exhibitors (Screen 2)	Valid upto July 29, 2030
3.	Telangana State Film Chamber of Commerce	Certificate No. 405	Telangana Cinema (Regulation) Rules, 1970	No Objection Certificate for issue/renewal of Form-B License	Valid upto September 11, 2027
4.	The Deputy Electrical Inspector-Hyderabad	Certificate No. Cinema-HYD-HYD-O27	Telangana Cinema (Regulation) Rules, 1970	Certificate of Suitability of the Enclosures, The Cinematography Apparatus and Electrical Installations and Equipments	Valid upto December 31, 2029

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature of Approvals	Validity
5.	The Deputy Electrical Inspector-Hyderabad	Certificate No. Cinema-HYD-HYD-O28	Telangana Cinema (Regulation) Rules, 1970	Certificate of Suitability of the Enclosures, The Cinematography Apparatus and Electrical Installations and Equipments	Valid upto December 31, 2029
6.	Director General of Fire, Disaster Response, Emergency & Civil Defence Department Telangana, Hyderabad	Provisional NOC Ack/RC No.170540002018 dt.14/06/2019	The Telangana Fire Service ACT, 1999	No Objection Certificate issued by Telangana Fire, Disaster Response, Emergency & Civil Defence Department for Multi Storeyed Building of NOVUM, Beside Chenatha Bhavan, TS no 36 to 39, Ward no 47, Block A, Nampally, Hyderabad	Valid for 1-year w.e.f. September 10, 2025*
7.	Food Safety and Standard Authority of India	License Number: 13625011000360	Food Safety and Standards Act, 2006	State License for Hyderabad, Telangana	Valid Upto March 24, 2028
8.	Office of the Controller, Legal Metrology, Hyderabad#	Certificate No.-R202601000781788	Legal Metrology Act, 2009	Certification of Non-Automatic Weighing Instrument Mechanical - Electronic/ digital belonging to ordinary and medium accuracy Class-III & IV – for 20 KG and 50 KG	Valid upto January 23, 2027
9.	ACL, Labour Department, Government of Telangana	SEA/HYD/ACL/A4 /1194147/2025	Telangana Shops & Establishments Act, 1988	Registration under the Telangana Shops & Establishments Act, 1988	Valid Upto December 31, 2026
10.	The Chief Medical officer of Health, Greater Hyderabad Municipal Corporation, Hyderabad	No. /Health/CMOH/GHMC/2025/1171	Telangana Cinema (Regulation) Rules, 1970	NOC for automated multilevel car parking facility with theater (2 Screens) along with retail space	Valid, till Cancelled or modified
11.	Government of Telangana	No. HCP/A/A3/0050/2025	Hyderabad and Secunderabad (Amusement) Rules 1995	License for sale of tickets	December 31, 2026

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature of Approvals	Validity
12.	Government of Telangana.	PT36AAJCR2655J 1Z1	Telangana Tax on Profession Trade, Calling and Employment Act, 1987	Commercial Taxes Department	Valid, till Cancelled
* The Builder has applied for renewal of the Fire NOC. #Application for conversion of these registrations in the name of Public Limited is yet to be filed.					
For ADIPUR					
1.	Additional District Magistrate, Kachchh-Bhuj*	License No.: CINRN/2023/00068	Gujarat Cinemas (Regulation) Act, 2004	License to run Cinema at behind Post Office, Kachchh.	Valid, till Cancelled
2.	Assistant Electrical Inspector, Bhuj Kachchh*	License No.: AE/BHJ/CINEMA/ 2026/24	Gujarat Cinema Rules, 2014	License for Electrical installation	Valid upto December 31, 2026
3.	Rajkot RFO*	FSC Safety Certificate Renewal (FSCR) No. FSCA/O/RFORAJ/ 2024/00044519/R2	Gujarat Fire Prevention and Life Safety Measure Act 2013, 2014, 2023 And their amendments	Fire safety certificate for SANDIP ENTERPRISE, CINEMA VINAY	Valid upto June 16, 2028
4.	Food Safety and Standard Authority of India	License No: 10724013000034	Food Safety and Standards Act, 2006	State License for Adipur, Kutch.	Valid Upto February 01, 2028
5.	Office of the Controller, Legal Metrology, Gujarat State	Certificate No. 3870538/KUT/2025 /01	Legal Metrology Act, 2009	Certification of Non-Automatic Weighing Instrument - Electronic Class-III – for 100 KG and 20 KG.	Valid Upto December 30, 2026
6.	Gandhidham Municipal Corporation	PEC No. PEN113009563	Gujarat State Tax on Professional, Traders, Callings and Employment Act, 1976	Profession Tax department –EC	Valid, till cancelled
7.	Chief District Health Officer*	No. Ji.P. 6/Arogya/Tech/Hea lth/N.R.H.M./2025	Gujarat Cinema Rules, 2014	Health Department-NOC	Valid Upto December 31, 2026
*Certain certificates required for our operations are held in the name of Vinay Cine Complex (the "**Developer**"), and we have obtained a no-objection certificate from the Developer on its letterhead authorizing us to use such certificates for our business. Note: Application for Shop and Establishment for Adipur has been made by Issuer.					
For MUZAFFARNAGAR					

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Jilla Magistrate, Muzaffarnagar*	License No.: ET/07/2024-25/2876	The Uttar Pradesh Cinemas (Regulation) Act, 1955	ASJ Developers Screen No 1, Grand Multiplex, ASJ Grand Plaza Mall, Bhopa Road, Muzaffarnagar.	Valid up to March 31, 2027
2.	Jilla Magistrate, Muzaffarnagar*	License No.: ET/07/2024-25/2428	The Uttar Pradesh Cinemas (Regulation) Act, 1955	ASJ Developers Screen No 2, Grand Multiplex, ASJ Grand Plaza Mall, Bhopa Road, Muzaffarnagar.	Valid up to March 31, 2027
3.	Jilla Magistrate, Muzaffarnagar*	License No.: ET/07/2024-25/2426	The Uttar Pradesh Cinemas (Regulation) Act, 1955	ASJ Developers Screen No 3, Grand Multiplex, ASJ Grand Plaza Mall, Bhopa Road, Muzaffarnagar.	Valid up to March 31, 2027
4.	Assistant Inspector Electrical Safety, Ghaziabad*	1473(i) VSN (M nagar Zone) / Cinema Inspection – 2025-26	The Uttar Pradesh Cinematograph Rules, 1951	Electrical Safety, ASJ Developers, Grand Multiplex, ASJ Grand Plaza Mall, Bhopa Road, Muzaffarnagar	Valid up to March 31, 2027
5.	Chief Fire Officer, Muzaffarnagar*	UPFS/2025/151065 /MZN/MUZAFFA RNAGAR/1235/JD	UP Fire Prevention and Emergency Services Act, 2022	Fire & Life Safety Certificate	Valid up to April 03, 2028
6.	Food Safety and Standard Authority of India	License No: 12723065000415	Food Safety and Standards Act, 2006	State License for Muzaffarnagar	Valid Upto December 12, 2027
7.	Government of Uttar Pradesh, Office of the Controller, Legal Metrology,	Certificate No. 250102004IMV123 3	Legal Metrology Act, 2009	Certification of Non-Automatic Weighing Instrument - Electronic Class-III – for 100 KG	Valid Upto December 19, 2026
8.	Additional/ Deputy Labour Commissioner Saharanpur, UP	Registration No. UPSA2710762	The Uttar Pradesh Dookan aur Vanijya Adhishthan Adhiniyam, 1962	Registration as Commercial Establishment under the Shops and Establishment Rules.	Valid, till Cancelled
9.	Office of the Chief Medical Officer Muzaffarnagar	M.C.A. / Chhavigrah Nirikshan / 2026 – 262	The Uttar Pradesh Cinemas (Regulation) Act, 1955	Health/Cleanliness NOC	Valid for Financial year 2026-27
*Certain certificates required for our operations are held in the name of ASJ Developers (the "Developer"), and we have obtained a no-objection certificate from the Developer on its letterhead authorizing us to use such certificates for our business.					
For RANCHI*					

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Senior Electrical Inspector Ranchi	INS26060613534	Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010	Electrical Safety	NA
2.	Fire Services Headquarters, Jharkhand, Ranchi	5183/Tech./2026	Jharkhand Fire Services Act, 2024	Fire NOC	Valid till July 07, 2027
3.	Food Safety and Standard Authority of India	Application no. 20260811108947907	Food Safety and Standards Act, 2006	State License for Ranchi	NA
*We have submitted an application dated 01/05/2026 to the District Collector, Ranchi, Jharkhand, requesting a site inspection and grant of permission, so that we may proceed to apply for the licenses required to operate the cinema.					

(G) The Details of Domain Registered by Our Company Are: -

Sr. No.	Domain Name and ID	Registrant Name	Creation Date	Registry Expiry Date
1.	rcinemas.in	GoDaddy	July 27, 2022	July 09, 2027

FINANCIAL INFORMATION OF OUR GROUP COMPANIES

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Companies, our Company has considered those companies as our Group companies with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and other Companies as considered material by our Board. Further, pursuant to a resolution of our Board dated September 25, 2026 for the purpose of disclosure in relation to Group Companies in connection with the Issue, a company shall be considered material and disclosed as Group company if any such company is an Associate Company of our Company or our Company is an *Associate Company* of such Company.

There is no company which is considered material by the Board of Directors of our Company to be identified as Group Company.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE OFFER

The Issue has been authorised by a resolution of the Board of Directors passed at their meeting held on September 21, 2026, subject to the approval of shareholders of our Company through a special resolution to be passed pursuant to Section 62(1)(c) of the Companies Act, 2013.

The shareholders of our Company have authorised the Issue by a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of our Company held on September 21,2026.

We have received In- Principal Approval from National Stock Exchange of India (hereinafter referred to as NSE) vide their letter dated [●] to use the name of NSE in the Prospectus for listing of our Equity Shares on EMERGE Platform of National stock exchange of India Limited (NSE Emerge). NSE is the Designated Stock Exchange.

Prohibition by SEBI or other Governmental Authorities:

We confirm that there is no prohibition on our Company, our Promoters, our Promoter Group, our director's, or the person(s) in control of our Company from accessing or operating in the Capital Markets or debarment from buying, selling or dealing in securities under any order or direction passed by the Board (SEBI) or any securities market regulator in any other jurisdiction or any other authority/ court.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

Neither of our Promoters, Promoter Group, Directors or the person(s) in control of our Company, has ever been part of Promoters, Promoter Group, Directors or the person(s) in control of any other Company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other regulatory or governmental authority.

There has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter *"Outstanding Litigations and Material Developments"* beginning on page no. 203. of this Draft Red Herring Prospectus.

PROHIBITION BY SEBI

Our Company, Promoters, Promoter Group, Directors, person(s) in control of the promoter or issuer are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Draft Red Herring Prospectus.

CONFIRMATION

1. Our Company, Promoters and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of the Draft Red Herring Prospectus.

2. Our directors are not in any manner associated with the securities market and no action has been taken by the SEBI against any of the Directors or any entity with which our directors are associated as promoters or directors in past (5 five) years.

DECLARATION AS WILFUL DEFAULTERS & FUGITIVE ECONOMIC OFFENDER

Neither our Company, our Promoter, our directors, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as a willful defaulter or a fugitive economic offender by the RBI or other government authorities. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter "Outstanding Litigations and Material Development" beginning on page no. 203 of this Draft Red Herring Prospectus.

ELIGIBILITY FOR THE ISSUE

Our company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018; and this Issue is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations, 2018.

Our company is eligible for the Issue in accordance with 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 more than ten crore rupees and upto twenty five crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Platform", in this case being the NSE EMERGE). Our Company also complies with eligibility conditions laid by EMERGE Platform of National stock exchange of India Limited for listing of Equity Shares.

We confirm that:

1. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, the Book Running Lead Manager shall ensure that the issuer shall file copy of the prospectus with SEBI along with Due Diligence certificate including additional confirmations as required at the time of filing the Prospectus to SEBI.

2. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, 2018, this issue has been hundred percent underwritten and that the Book Running Lead Manager to the Issue has underwritten at least 15% of the Total Issue Size. For further details pertaining to said underwriting please see "General Information" on page no. 48 of this Draft Red Herring Prospectus.

3. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to two hundred, otherwise, the entire application money will be unblocked forthwith. If such money is not unblocked within two working days from the date our Company becomes liable to unblock it, then our Company and every officer in default shall, on and from expiry of two days, be liable to unblock such application money with interest as prescribed under the SEBI Regulations, the Companies Act, 2013 and applicable laws.

4. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we shall enter into an agreement with the Book Running Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this issue. For further details of the arrangement of market making please see "General Information" on page 48 of this Draft Red Herring Prospectus Complied with.

5. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid-up. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialised form.

6. There are no other agreements/ arrangements and clauses / covenants in the agreements entered into by our Company, 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 Draft Red Herring Prospectus.

7. There are no findings/observations of any of the inspections by SEBI or any other regulators which are material, and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision.

8. There are no material clauses of our Articles of Association that have been left out from disclosures having bearing on the Issue or this Draft 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.

i. the Issuer has been incorporated under the Companies Act 2013;

ii. That the post issue paid up capital shall not be more than INR 25 crore as on date of listing.

iii. That the Issuer satisfies the exchange's criteria of track record of 3 years.

iv. That the issuer has operating profit (earnings before interest, depreciation and tax) of INR 1 Crore from operations for at least any 2 out of 3 financial years preceding the application, as given below:

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
Profit Before Tax	540.14	504.08	39.94
Add: Depreciation	171.18	154.92	108.17
Add: interest	66.10	14.77	17.82
Operating profit (earnings before interest, depreciation, and tax) from operations	**777.42**	**673.77**	**165.94**

v. The net-worth as per the restated financial of the issuer as on March 31, 2026 is ₹ **1,007.58 Lakhs**.

vi. The company has the positive Free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application, calculated as under:

(₹ in Lakhs)

Particulars		March 31, 2026	March 31, 2025	March 31, 2024
Cash flow from operations	A	978.83	45.38	(323.76)
Purchase of Fixed Assets	B	119.32	479.28	129.40
Proceeds from issuance of Capital	C	-	-	-
Net Borrowings	D	(1,063.15)	939.98	482.55
Interest(1-t)	E	66.10	14.77	17.82
FCFE(A-B+C+D-E)		**(279.82)**	**491.30**	**21.64**

Notes:

A. Cash flow from operations is calculated as cash generated from operating activities less income tax paid, as per restated financial statements

B. Purchase of Fixed Assets is calculated as purchase of property, plant, and equipment (PPE) (including capital work in progress (CWIP)) (–) sale proceeds of PPE and CWIP (if any) (+) Capital Advances (if any).

C. Net Borrowings is calculated as proceeds from long-term borrowings and compulsory convertible debentures (-) repayments of long-term borrowings (+) proceeds from short-term borrowings (-) repayments of short-term borrowings

D. Interest expense (net of tax) is calculated as interest expense on total (i.e., long term as well as short term) borrowings (x) (1 – effective tax rate). Effective tax rate is calculated as [1 - (profit after tax/ profit before tax)].

vii. Offer for sale (OFS) by selling shareholders in SME IPO shall not exceed 20% of the total issue size and selling shareholders cannot sell more than 50% of their holding- Not applicable

viii. Our Company has not been referred to erstwhile NCLT / Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against our Company and Promoting Companies.

ix. Our Company has not received any winding up petition admitted by a NCLT/ Court.

x. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our Company

xi. Neither BRLM nor the Company involved in the IPO should have instances of any of their IPO draft offer document filed with the Exchange being returned in the past 6 months from the date of application.

xii. SME issues shall not be permitted, where objects of the issue consist of repayment of loan from Promoter, Promoter Group or any related party, from the issue proceeds, whether directly or indirectly – Not Applicable.

xiii. 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), Group Companies, Companies, promoted by the Promoters/ Promoting Companies of our Company.

xiv. There is no default in payment of interest and/or principal to the debenture/ bond/ fixed deposit holders, banks, FIs by our Company, Promoters/ Promoting Company(ies), Group Companies, Companies promoted by the Promoters/ Promoting Company(ies) during the past three years.

xv. There are no litigations record against our Company, Promoters/ Promoting Company(ies), Group Companies, Companies Promoted by the Promoters/ Promoting Company(ies), except as disclosed in this Draft Red Herring Prospectus under chapter titled as "Outstanding litigations and Material Developments" of this Draft Red Herring Prospectus.

xvi. There are no criminal cases/ investigation/ offences filed against the directors of our Company involving serious crimes like murder, rape, forgery, economic offences.

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.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- The Draft Red Herring Prospectus has been filed with NSE EMERGE Platform and our Company has made an application to NSE EMERGE Platform for listing of its Equity Shares on the NSE EMERGE Platform. NSE is the Designated Stock Exchange.
- Our Company has entered into an agreement dated April 25,2025 with NSDL and agreement dated November 25, 2025 with CDSL for dematerialization of its Equity Shares already issued and proposed to be issued.
- The entire pre-Issue share capital of our Company is fully paid-up and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- The Equity Shares held by the Promoters are dematerialized.
- There is no change of promoter of the issuer or there are no new promoter(s) of the issuer who have acquired more than fifty per cent of the shareholding of the issuer, in the preceding one year from date of filing application to NSE for listing on EMERGE Platform of National stock exchange of India Limited.
- There is no offer for sale by selling shareholders.
- The Objects of our Company does not consist of repayment of loan taken from promoter, promoter group or any related party, from the issue proceeds, directly or indirectly.

As per Regulation 230 (2) of the SEBI ICDR Regulations, our Company has ensured that:

- The amount for general corporate purposes, as mentioned in objects of the issue in the Draft Red Herring Prospectus does not exceed fifteen per cent of the amount being raised by our Company or ₹10 crores, whichever is less.

SEBI DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT OFFER DOCUMENT/ OFFER DOCUMENT 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 OFFER DOCUMENT/ OFFER DOCUMENT. THE LEAD MERCHANT BANKER, INTERACTIVE FINANCIAL SERVICES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. 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 THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER INTERACTIVE FINANCIAL SERVICES LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 29, 2026 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOUSER REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT OFFER DOCUMENT/OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/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 OFFER DOCUMENT/OFFER DOCUMENT.

ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, AHMEDABAD, IN TERMS OF SECTION 26, 30, 32 AND SECTION 33 OF THE COMPANIES ACT, 2013.

Disclaimer Clause of the EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED:

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter [●] permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

CAUTION- DISCLAIMER FROM OUR COMPANY, OUR DIRECTORS AND THE BOOK RUNNING LEAD MANAGER

Our Company, our Directors, and the BRLM accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the 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.rcinemas.in or any website of any affiliate of our Company, any of the Group Companies, would be doing so at his or her own risk.

The BRLM accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement entered into between the Underwriter, and our Company. All information shall be made available by our Company and the BRLM to the public and investors at large including our website: www.rcinemas.in and www.ifinservices.in would be doing so at their own risk 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 Bidding centers or elsewhere.

None among our Company, or any member of the Syndicate is liable for any failure in uploading the Applications due to faults in any software/ hardware system or otherwise; the blocking of Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or noncompliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

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, 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 Draft Red Herring Prospectus does not, however, constitute an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the 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 Ahmedabad 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 Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of 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 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 Regulations 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.

LISTING

The Equity Shares offered through the Draft Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National stock exchange of India Limited ("NSE EMERGE"). NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. Application will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares being Issued.

If the permission to deal in the Equity Shares is not granted by NSE, our Company will forthwith repay, without interest, all monies received from the Applicants in pursuance of the Draft Red Herring Prospectus will be liable to reimburse our Company for such repayment of monies, on its behalf. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law.

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 of Companies Act, 2013"

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 Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Chief Executive Officer, Statutory and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Issue, the Book Running Lead Manager to the Issue, Underwriter, Registrar to the Issue, Market Makers and Banker's to Issue & Sponsor Bank to act in their respective capacities have been be obtained.

Above consents will be filed along with a copy of the 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 filing of the Prospectus for registration with the RoC. **– NOTED FOR COMPLIANCE**

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. H T K S & Co; Chartered Accountants. Statutory and Peer Review Auditors, of the Company have agreed to provide their written consent to the inclusion of their report, Restated financial statements dated September 25, 2026 and statement of Tax Benefits dated September 27,2026, which may be available to the Company and its shareholders, included in this Draft Red Herring Prospectus in the form and context in which they appear therein and such consent and reports have not been withdrawn up to the time of delivery of the Prospectus with RoC.

Further, such consents and reports have not been withdrawn up to the time of filing of this Draft Red Herring Prospectus. **– NOTED FOR COMPLIANCE**

EXPERT OPINION

Except for Peer Review Auditors' reports on the restated financial statements and Statement of Tax Benefits issued dated September 25, 2026 and September 27, 2026 respectively by M/s. H T K S & Co, Chartered Accountants, written consent dated September 26, 2026 from the Practicing Company Secretary, namely CS. Ranjit Binod Kejriwal, Practicing Company Secretary, and written consent dated September 26, 2026, M/s. Mauleen Marfatia (Bar Council No. G/1585/2008) to include their name in this Draft Red Herring Prospectus, as an "expert" as defined under section 2(38) and section 26(5) of the Companies Act, 2013. we have not obtained any other expert opinions.

PREVIOUS PUBLIC OR RIGHTS ISSUE

Company has not made any Public or Right issue during last five years.

COMMISSION OR BROKERAGE

We have not made any public issue in last five years. Hence, no sums have been paid or payable as Commission or Brokerage.

COMMISSION PAYABLE TO SCSBS

The brokerage and selling commission payable to SCSBs for the ASBA Application Forms procured by them would be at par as payable to brokers for the Application forms procured by them. However, in case, where ASBA

Application Form are being procured by Syndicate Members / sub syndicate, then selling commission would be payable to Syndicate Members / sub syndicate and for processing of such ASBA Application Form, SCSBs would be given a prescribe fee of ₹10/- per ASBA Application Form processed by them.

CAPITAL ISSUE DURING THE LAST THREE YEARS

Our Company and Group Companies/Entities have not made any capital issue during the last three years.

PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH

For detailed description please refer to section titled ***"Capital Structure"*** beginning on page no. 59 of this Draft Red Herring Prospectus.

OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Draft Red Herring Prospectus.

PARTLY PAID-UP SHARES

As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

OUTSTANDING CONVERTIBLE INSTRUMENTS

Our Company does not have any outstanding convertible instruments as on the date of filing this Draft Red Herring Prospectus

PERFORMANCE VIS-À-VIS OBJECTS;

Except as stated in the chapter titled *"Capital Structure"* beginning on page no. 59 of this Draft Red Herring Prospectus, we have not made any previous rights and / or public issues during the last 5 years and are an "Unlisted Issuer" in terms of SEBI (ICDR) Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

None of our Group Companies and Promoter Group Companies have their equity shares listed on any stock exchange.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

For details regarding the price information and track record of the past issue handled by Interactive Financial Services Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI, and the website of Book Running Lead Manager at https://ifinservices.in/.

Disclosure of Price Information of Past Issues Handled by Interactive Financial Services 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]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
MAIN BOARD IPO								
1.	SRM Contractors Limited*	130.20	210	April 03, 2024	215.25	-5.17% (+0.59%)	-15.00% (+7.61%)	+25.86% (+15.05%)

2.	Anlon Healthcare Limited*	121.03	91	November 03, 2025	92.00	+40.66% (+0.73%)	+82.10% (+5.91%)	+22.69% (+0.61%)
3.	Shree Ram Twistex Limited	110.24	104	March 02, 2026	70.00	-59.60% (-8.85%)	-59.28% (-7.44%)	-63.46% (-3.71%)
SME IPO								
1.	HP Telecom India Limited (NSE Emerge)	34.23	108	February 28, 2025	115.05	+13.52% (+4.71%)	+67.13% (+11.88%)	+64.81% (+11.69%)
2.	Valencia India Limited (BSE SME)	48.95	110	July 03, 2025	88.00	-66.19% (-3.17%)	-74.67% (-3.57%)	-80.53% (1.75%)
3.	Abril Paper Tech Limited (BSE SME)	13.42	61	September 09, 2025	48.80	-29.10% (1.34%)	-28.23% (5.45%)	-43.85% (-1.98%)
4.	Aptus Pharma Limited (BSE SME)	13.02	70	September 30, 2025	80.80	97.57% (5.89%)	142.64% (5.49%)	+398.79% (-10.37%)
5.	Shlokka Dyes Ltd (BSE SME)	57.78	91	October 17, 2025	90.00	-23.84% (1.19%)	-65.43 (-0.68)	-71.82% (-6.96%)
6.	Shreeji Global FMCG Limited (NSE EMERGE)	85.00	125	November 12, 2025	100.00	-13.08% (0.09%)	-5.76 (-0.03)	- 0.24% (-7.96%)
7.	Aritas Vinyl Ltd (BSE SME)	37.52	47	January 01, 2026	47.00	-69.55 (2.15%)	-65.96% (-3.71%)	-72.36% (-4.99%)
8.	Harikanta Overseas Ltd (BSE SME)	24.30	91	June 02, 2026	79.75	-13.19% (+3.04%)	-26.92% (3.09%)	NA
9.	Teja Engineering Industries Limited (NSE Emerge)	37.36	220	July 07, 2026	418.00	199.91% (+0.93%)	NA	NA
10.	Gulf LLoyds (India) Limited (BSE SME)	18.19	100	July 27, 2026	100.00	-61.48% (+1.07%)	NA	NA

Sources: All share price data is from www.nseIndia.com and www.bseIndia.in
*Designated stock Exchange of SRM Contractors Limited and Anlon Healthcare Limited is National Stock Exchange of Limited.
** Designated Stock Exchange of Shreeram Twistex Limited is BSE Limited

Note:
1. The BSE Sensex is considered as the Benchmark Index
2. Prices on BSE are considered for all of the above calculations
3. NA where the periods are not completed
4. NIFTY50 has considered as the benchmark index of NSE

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Book Running Lead Manager. Hence, disclosures pertaining to recent 10 issues handled by the Book Running Lead Manager are provided.

SUMMARY STATEMENT OF DISCLOSURE

Track Record of past issues handled by INTERACTIVE FINANCIAL SERVICES LIMITED:

Financial Year	Total no. of IPOs	Total Funds raised (₹ in cr.)	Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as on 180th calendar day from listing date		
			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%
2022-23	6	231.17	2	2	NA	1	NA	1	3	1	NA	1	NA	1
2023-24	7	173.87	1	2	3	NA	NA	1	2	1	3	1	NA	NA
2024-25	9	378.49	NA	2	2	4	NA	1	1	NA	1	3	3	1
2025-26	8	486.96	3	1	2	1	1	NA	4	1	1	1	NA	1
2026-27	3	79.85	1	NA	1	1	NA	NA	NA	NA	NA	NA	NA	NA

For details regarding track record of the Book Running Lead Manager to the Offer as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Book Running Lead Manager at: www.ifinservices.in.

STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an Initial Public Issue of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

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, application number, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process and UPI 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), as the case may be, where the Application Form was submitted by the ASBA Applicants, giving full details such as name, address of the applicant, application number, 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) or Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Applicants.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

The Company has appointed Registrar to the Issue, to handle the investor grievances in co-ordination with our Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily. The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA applicants or UPI Payment Mechanism Applicants. Our Company, the Book Running Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any

acts of SCSBs / Sponsor Bank including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in.

Our Company has constituted a Stakeholders Relationship Committee of the Board to handle the investor grievances. For further details, please refer the chapter titled *"Our Management"* on page no. 139 of Draft Red Herring Prospectus.

Our Company has also appointed Vibha Khandelwal as the Company Secretary and Compliance Officer of our Company, for this Issue he may be contacted in case of any pre-issue or post-issue related problems at the following address:

Vibha Khandelwal
Company Secretary and Compliance Officer
Roongta Entertainment Limited
Address: 4th Floor, Roongta Shopping Center, VIP Road, Surat, Gujarat – 395007, India
Tel No: +91 6358304280
Website: www.rcinemas.in
E-mail: accounts.surat@rcinemas.in

SECTION VIII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Allotted pursuant to this Issue shall be subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, SEBI (LODR) Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of this Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus, the Draft Abridged Prospectus, Abridged Prospectus, Application Form, any Revision Form, the CAN / Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents / certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange(s), the RBI, RoC and / or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchange(s), the RoC and / or any other authorities while granting its approval for the Issue.

Please note that, in terms of 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 have to compulsorily apply through the ASBA Process and further in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular 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 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 (together, the "UPI Circular") in relation to clarifications on streamlining the process of public issue of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. Currently, for application by II(s) through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and II(s) submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+6 days until March 31, 2020 ("UPI Phase II"). Further SEBI through its circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 has decided to continue with the Phase II of the UPI ASBA till further notice. However, due to the outbreak of COVID19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, vide SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days (i.e., the time duration from public issue closure to listing to be 3 Working Days) has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 ("UPI Phase III"). Accordingly, the Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, 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 read with 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 and SEBI Circular no. SEBI/HO/CFD/P/CIR/2022/75 dated May 30, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances.

Further, vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application for Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled "Main Provisions of the Articles of Association of our Company" beginning on page no. 279 of this Draft Red Herring Prospectus.

Authority for the Present Issue

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on September 21, 2026 and approved by the shareholders of our Company vide a special resolution at the Extra Ordinary General Meeting held on September 21, 2026 pursuant to section 62(1)(c) of the Companies Act.

Allotment of Equity Shares in Dematerialized Form

As per the provisions of the Depositories Act, 1996 and in terms of Section 29(1) of the Companies Act, 2013, the Equity Shares shall be allotted only 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. As per the existing SEBI ICDR Regulations, 2018, the trading of the Equity Shares shall only be in dematerialized form for all investors. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

In this context, two agreements have been signed by our Company with the respective Depositories and the Registrar to the Issue before filing the Draft Red Herring Prospectus:

- Tripartite agreement dated November 25, 2025 among CDSL, our Company and the Registrar to the Issue; and
- Tripartite agreement dated April 25, 2025 among NSDL, our Company and the Registrar to the Issue

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. Applicants will not have the option of getting Allotment of the Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

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 any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and approved by 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 and our Articles of Association. Further, Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled "Dividend Policy" and "Main Provisions of Article of Association" beginning on page no. 155 and 279 respectively of this Draft Red Herring Prospectus.

Face Value, Issue Price, Floor Price and Price Band

The face value of the Equity Shares is ₹10 each 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 and will be advertised, at least two working days prior to the Bid/ Issue Opening Date, in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and Gujarati edition of [●], a regional newspaper each with wide circulation where the registered office of the Company is situated and shall be made available to the Stock Exchange for the purpose of uploading on its website. 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 is determined by our Company in consultation with the Book Running Lead Manager and is justified under the section titled "Basis for Issue Price" beginning on page no. 78 of the Draft Red Herring Prospectus. At any given point of time there shall be only one (1) denomination of Equity Shares of our Company, subject to applicable law.

Compliance with SEBI (ICDR) Regulations, 2018

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 and 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 and other preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled "Main Provisions of Articles of Association" beginning on page no. 279 of the Draft Red Herring Prospectus.

Minimum Application Value; Market Lot and Trading Lot

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE") from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Share 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.

In accordance with Regulation 267(2) of the SEBI (ICDR) Regulations 2018 the minimum application size in terms of number of specified securities shall not be less than 2 lots Per application: Provided that the minimum application size shall be above ₹2 lakhs.

Further, in accordance with SEBI ICDR (Amendment) Regulations, 2025, the minimum application size in terms of number of specified securities shall not be less than ₹2 lakhs.

Minimum Number of Allottees

In accordance with Regulation 268 (1) of SEBI (ICDR) Regulations, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025, the minimum number of allottees in this Offer shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and the monies collected shall be refunded within two working days of closure of Issue. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Ahmedabad.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, 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. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction 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.

Joint Holders

Where 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.

Nomination Facility to Investor

In accordance with Section 72 (1) & 72 (2) 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 Applicants, 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 (3) 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 accordance to Section 72 (4) of the Companies Act, 2013, 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/transfer/alienation 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 Agents of our Company.

In accordance with Articles of Association of the Company, 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:

(a) to register himself or herself as the holder of the Equity Shares; or
(b) 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 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 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.

Period of Operation of Subscription List of Public Offer

Events	**Indicative Dates**
Bid/Issue Opening Date [1]	[●][1]
Bid/Issue Closing Date[2]	[●][2]
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	[●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account (T+2)	[●]
Credit of Equity Shares to Demat accounts of Allottees (T+2)	[●]
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	[●]

- *In terms of Regulation 265 of ICDR Regulations, the issue shall be open after at least three (3) working days from the date of filing the Prospectus with the Registrar of Companies.*
- *In terms of Regulation 266(3) of ICDR Regulations, in case of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Issue Period disclosed in*

the Prospectus, for a minimum period of three (3) working days, subject to the provisions of sub-regulation 266(1).

In terms of the UPI Circulars, in relation to the Issue, the Book Running Lead Manager will submit reports 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. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two (2) working days from the Offer Closing Date, the Issuer shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two (2) working days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.
In case of

I. any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked;
II. any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock;
III. any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock;
IV. any delay in unblocking of non-allotted/ partially allotted Application, exceeding two working days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue BRLM shall be liable for compensating the Applicant at a uniform rate of ₹100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the 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 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any further notification from the SEBI after filing of this Draft Red Herring Prospectus may result in changes in the timelines.

Submission of Application Forms:

Issue period (except the Issue Closing Date)	
Submission and Revision of Application Form	Only between 10.00 a.m. and 5.00 p.m. IST
Issue Closing Date	
Submission and Revision of Application Form	Only between 10.00 a.m. and 3.00 p.m. IST

On the Issue Closing Date, for uploading the Application Forms:

1. 4.00 p.m. IST in case of application by QIBs and Non – Institutional Investors and
2. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Individual Investors (who applies for minimum application size) which may be extended up to such time as deemed fit by the Stock Exchanges after taking into account the total number of applications received up to the closure of timings and reported by BRLMs to the Stock Exchanges.

Due to limitation of time available for uploading the application forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 03:00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing

Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such 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 Application Forms due to faults in any software/hardware system or otherwise.

It is clarified that applications not uploaded on the electronic bidding system or in respect of which the full application Amount is not blocked by SCSBs or under the UPI Mechanism, as the case may be, would be rejected.

In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the (Issue) period disclosed in the prospectus, for a minimum period of three (3) working days, subject to the Issue Period not exceeding ten (10) working days.

In accordance with SEBI (ICDR) Regulations, 2018, 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. Individual Applicants (who applies for minimum application size) can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Individual Investor 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 Application Form, for a particular Applicant, the details as per the file received from National Stock Exchange of India Limited ("NSE") may be taken as the final data for the purpose of Allotment.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten as per Regulation 260(1) of SEBI ICDR Regulations.

If the issuer does not receive the subscription of hundred per cent (100%) of the offer through Red Herring Prospectus on the date of closure of the issue including devolvement of underwriters, if any, or if the subscription level falls below hundred per cent (100%) after the closure of issue on account of withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchange for the securities so offered under the Red Herring Prospectus, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond two working days after the issuer becomes liable to pay the amount, the issuer and every director of the issuer who are officers in default, shall pay interest at the rate of fifteen per cent per annum (15% p.a.).

The minimum number of allottees in this Issue shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked as per SEBI ICDR Regulations and SEBI Circulars.

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 ("NSE EMERGE").

Withdrawal of the Issue

Our Company in consultation with the Book Running Lead Manager, 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 and Price band advertisements were published, within two 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 or the Sponsor Bank to unblock the bank accounts of the ASBA Bidders within one working day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity

Shares are proposed to be listed. If the Issue is withdrawn after the designated Date, amounts that have been credited to the public Issue Account shall be transferred to the Refund Account.

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, and (ii) the final RoC approval of the Prospectus after it is registered with the RoC. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue, our Company shall file a fresh Draft Red Herring Prospectus.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Issue Equity Shares and Promoters' minimum contribution in the Issue as detailed in the chapter "Capital Structure" beginning on page no. 59 of the Draft 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. For details, please refer to the section titled "Main Provisions of the Articles of Association" beginning on page no. 279 of the Draft Red Herring Prospectus.

Migration To Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018 read with SEBI ICDR (Amendment) Regulations, 2025 to the extent applicable, our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

As per Regulation 280(2) of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025, Where the post-issue paid up capital of the Company listed on a NSE EMERGE is likely to increase beyond twenty-five crore rupees by virtue of any further issue of capital by the Company by way of rights issue, preferential issue, bonus issue, etc. the Company shall migrate its equity shares listed on NSE EMERGE to the Main Board and seek listing of the equity shares proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of equity shares laid down by the Main Board:

Provided that no further issue of capital shall be made unless –

A. the shareholders have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;
B. the Company has obtained an in-principle approval from the Main Board for listing of its entire specified securities on it.

Provided further that where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond ₹25 crores, the Company may undertake further issuance of capital without migration from SME exchange to the main board, subject to the undertaking to comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to companies listed on the main board of the stock exchange(s)."

If the Paid-up Capital of the company is more than ₹10 crores but below ₹25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

As per NSE Circular dated April 24, 2025 our Company may migrate its securities from EMERGE Platform of NSE Limited to main board platform of the NSE Limited:

Sr. No.	Details	Unified Eligibility Criteria
1.	**Paid up Capital & Market Capitalisation**	Paid-up equity capital is not less than INR 10 crores and Average capitalisation shall not be less than INR 100 crores. 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 for 3 months preceding the application date) and the post issue number of equity shares.
2.	**Revenue from Operation & EBIDTA**	The revenue from operations should be greater than INR 100 Cr in th last financial year. and Should have positive operating profit from operations for at least 2 out 3 financial years.
3.	**Listing period**	Should have been listed on EMERGE platform of the Exchange for at least 3 years.
4.	**Public Shareholders**	The total number of public shareholders should be at least 500 on the date of application
5.	**Promoter & Promoter Group Holding**	Promoter and Promoter Group shall be holding at least 20% of the Company at the time of making application. Further, as on date of application for migration the holding of Promoter's should not be less than 50% of shares held by them on the date of listing.
6.	**Other Listing conditions**	• No proceedings have been admitted under Insolvency and Bankruptcy Code against Applicant company and promoting company. • The company has not received any winding up petition admitted by NCLT/IBC. • The net worth of the company should be at least 75 crores. • No Material regulatory action in the past 3 years like suspension of trading against the applicant Company and Promoter by any Exchange. • No debarment of Company/Promoter, subsidiary Company by SEBI. • No Disqualification/Debarment of director of the Company by any regulatory authority. • The applicant company has no pending investor complaints in SCORES. • Cooling period of two months from the date the security has come out of the trade-to trade category or any other surveillance action, by other exchanges where the security has been actively listed. • No Default in respect of payment of interest and /or principal to the debenture/bond/fixed deposit holders by the applicant, promoter/ Subsidiary Company.

Market Making

The shares offered though this issue is proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE"), wherein the Book Running Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE") for a minimum period of three years from the date of listing of shares offered though this Draft Red Herring Prospectus.

For further details of the agreement entered into between the company, the Book Running Lead Manager and the Market Maker please refer "**Following is a summary of the key details pertaining to the Market Making arrangement"** in the chapter title "General Information" beginning on page no. 48 of the Draft Red Herring Prospectus.

New Financial Instruments

As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Issue.

Application by Eligible NRIs, FIIs registered with SEBI, VCFs registered with SEBI and QFIs

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs 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 Offer without the prior approval of the RBI, so long as the price of the equity shares to be offered 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.

As per the extant policy of the Government of India, OCBs cannot participate in this Issue

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, FIIs 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.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our Company's post issue paid-up capital is more than ten crore rupees and up to twenty-five crore rupees. Our Company shall issue equity shares to the public and propose to list the same on the National Stock Exchange of India Limited (NSE Emerge). For further details regarding the salient features and terms of this issue, please refer to chapter titled "Terms of the Issue" and "Issue Procedure" beginning on page 230 and 244 respectively of this Draft Red Herring Prospectus.

Initial Public Offer of upto 18,00,000 Equity Shares of Face Value of ₹ 10/- each fully paid (The "Equity Shares") for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per equity share) aggregating to ₹ [●] lacs ("the Offer") by the issuer Company.

The Offer comprises a reservation of upto [●] Equity Shares of ₹ 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Offer to Public of upto [●] Equity Shares of ₹ 10 each ("the Net Offer"). The Offer and the Net Offer will constitute [●] % and [●] %, respectively of the post Offer paid-up equity share capital of the Company. The Offer is being made through the Book-Building Process.

Particulars of the Offer [(1)]	**Market Maker Reservation Portion**	**QIBs**	**Non-Institutional Investors/Bidders**	**Individual Investors/Bidders (who applies for minimum application size)**
Number of Equity Shares available for allocation	Upto [●] Equity Shares	Not more than [●] Equity Shares.	Not less than [●] Equity Shares available for allocation or offer less allocation to QIB Bidders and Individual Bidders	Not less than [●] Equity Shares available for allocation or offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for allocation	[●] of the Offer Size	Not more than 50% of the Net Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will 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 15% of the Net Issue Subject to the following: (a) one third of the portion available to noninstitutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; (b) two third of the portion available to noninstitutional investors shall be reserved for applicants with application size of more than ₹10 lakhs, provided that the unsubscribed portion in either the subcategories mentioned	Not less than 35% of the Offer less allocation to QIBs and Non -Institutional Bidders will be available for allocation.

			above could be allocated to applicants in the other sub-category of Non-Institutional Bidders.	
Basis of Allotment [(2)]	Firm Allotment	Proportionate as follows: (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.	Allotment to each Non- Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non- Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis. the [●] Equity Shares shall be allotted in multiples of [●] Equity Shares. For details, see "Issue Procedure" beginning on page 244 of this Draft Red Herring Prospectus.	Proportionate basis subject to Minimum allotment of [●] Equity Shares. For details, see Issue Procedure beginning on page 244 of this Draft Red Herring Prospectus.
Mode of Allotment	Compulsorily in dematerialized form.			
Minimum Bid Size	[●] Equity Shares in multiple of [●] Equity shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000 and more than 2 Lots.	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000 and more than 2 Lots.	[●] Equity Shares in multiples of [●] Equity Shares. Which shall be for two lots per application and application size shall be above ₹ 2,00,000
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer (excluding the QIB portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount shall be for two lots. Accordingly, the minimum application size shall be above ₹ 2,00,000
Trading Lot	[●] Equity Shares, However, the Market Maker may accept odd lots if any in the market as	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof

	required under the SEBI (ICDR) Regulations, 2018.			
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 Bidding	Only through the ASBA process.	Only through the ASBA process.	Only through the ASBA process	Through ASBA Process, Through Banks or by using UPI ID for payment

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

1) *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.*

2) *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.*

3) *The SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025, permits the offer of securities to the public through the Book Building Process, which states that not less than 35% of the Net Offer shall be available for allocation to Individual Investors who applies for minimum application size. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹ 10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Subject to the availability of Equity Shares in the Non – Institutional investors category, the allotment to each Non-Institutional Investors shall not be less than the minimum application size in Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI (ICDR) (Amendment) Regulations, 2025. Not more than 50% of the Net Offer shall be allotted to QIBs, subject to valid Bids being received at or above the Offer Price.*

   SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR (Amendment) Regulations, 2025 dated March 03, 2025 effective from the date of their publication in official gazette, has prescribed the allocation to each Individual Investors which shall not be less than minimum application size applied by such individual investors and allotment to Non- Institutional Investors shall be more than two lots, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

For further details, please refer chapter titled *"Issue Procedure"* beginning on page 244 of this Draft Red Herring Prospectus.

The Bids by FPIs with certain structures as described under "Issue Procedure" on page 244 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right 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 two widely circulated national newspapers *(one each in English and Hindi)* and one in regional newspaper.

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 & price band 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 approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) filing of the Red Herring Prospectus/ Prospectus with ROC.

Issue Program

Event	Indicative Dates
Bid/Issue Opening Date [1]	[●][1]
Bid/Issue Closing Date[2]	[●][2]
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	[●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account (T+2)	[●]
Credit of Equity Shares to Demat accounts of Allottees (T+2)	[●]
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	[●]

The above time table is indicative and does not constitute any obligation on our Company. 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 EMERGE NSE is taken within Three Working Days from the Offer Closing Date, the timetable may change due to various factors, such as extension of the Offer Period by our Company 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.

Note:

1.Our Company, in consultation with the Book Running Lead Manager, 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.

Applications 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 Application Centers mentioned in the Bid-Cum Application Form.

Standardization of cut-off time for uploading of applications on the Bid/ Issue Closing Date:

a) A standard cut-off time of 3.00 P.M. for acceptance of applications.
b) A standard cut-off time of 4.00 P.M. for uploading of applications received from other than individual applicants.
c) A standard cut-off time of 5.00 P.M. for uploading of applications received from only individual applicants, which may be extended up to such time as deemed fit by National Stock Exchange Limited (NSE Emerge) after

taking into account the total number of applications received up to the closure of timings and reported by Book Running Lead Manager to National Stock Exchange Limited (NSE Emerge) within half an hour of such closure.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form vis-à-vis the data contained in the physical Bid-Cum Application form, for a particular applicant, the details as per physical Bid-Cum application form of that Applicant 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 bank holidays).

ISSUE PROCEDURE

All Bidders should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015,the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the "General Information Document") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of Stock Exchange, the Company and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment Instructions for ASBA Applicants; (v) issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Issue; (vi) price discovery and allocation; (vii) general instructions (limited to instructions for completing the Application Form); (viii) designated date; (ix) disposal of applications; (x) submission of Application Form; (xi) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xii) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

Further, SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR Regulations 267(2), our Company shall ensure that the minimum application size shall be two lots per application: "Provided that the minimum application size shall be above ₹ 2 lakhs."

As per regulation 267(3), the issuer shall invite applications in multiples of the lot size and as per regulation 267(4) the minimum sum payable on application per specified security shall at least be twenty-five per cent. of the issue price.

SEBI through 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 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. From December 01, 2023, the UPI Mechanism for II(s) applying through Designated Intermediaries was made effective along-with the existing process existing timeline of T+3 days.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40. The list of Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE") to act as intermediaries for submitting Application Forms are provided on www.nseindia.com. For details on their designated branches for submitting Application Forms, please see the above-mentioned website of Platform of National Stock Exchange of India Limited ("NSE EMERGE").

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers 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 Such Individual Investors (II(s)), who applies for minimum application size into the UPI mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager.

Book Building Issue Procedure

This Offer 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 [●] %of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"). Further, 5.00% 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 Offer Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than [●] % of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than [●] % of the Net Offer 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 Offer Price. All Bidders, are required to participate in the Offer by mandatorily utilising 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 244 of this Draft Red Herring Prospectus.

Further, SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR Regulations 267(2), our Company shall ensure that the minimum application size shall be two lots per application: "Provided that the minimum application size shall be above ₹ 2 lakhs."

As per regulation 267(3), the issuer shall invite applications in multiples of the lot size and as per regulation 267(4) the minimum sum payable on application per specified security shall at least be twenty-five per cent. of 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 dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Eligible Employees Bidding in the Employee Reservation Portion Bidding 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 the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Availability of Draft Red Herring Prospectus and Bid cum Application Forms

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE, at least one day prior to the Bid/Offer Opening Date.

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour of Bid cum Application Form

Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)**	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)**	Blue*

*Excluding electronic Application Form.
**Application Forms will also be available on the website of the NSE (www.nseindia.com).

Designated Intermediaries (other than SCSBs) after accepting Bid cum Application Form submitted by II(s) (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 the 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.

Submission and Acceptance of Application Form

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, 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.	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)

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 application form, in physical or electronic mode, respectively.

Designated Intermediaries shall submit Application Forms to SCSBs only
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 exchanges(s) and may by 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 without use of UPI for payment:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the 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 application form, respective intermediary shall capture and upload the relevant bid details, including UPI ID, in the electronic bidding system of stock exchange(s). Stock Exchange shall share bid 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(s) 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.

Who can Bid?

In addition to the category of Applicants set forth under General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs other than Category III Foreign Portfolio Investor;
- Category III Foreign Portfolio Investors, which are Foreign Corporate or Foreign Individuals only under the Non-Institutional Investors (NIIs) category;
- Mutual Funds registered with SEBI;
- VCFs registered with SEBI;
- FVCIs registered with SEBI;
- Multilateral and Bilateral Development Financial Institutions;
- State Industrial Development Corporations;
- Insurance companies registered with Insurance Regulatory and Development Authority;
- Provident Funds with a minimum corpus of ₹250 million and who are authorised under their constitution to hold and invest in equity shares;
- Pension Funds with a minimum corpus of ₹250 million and who are authorised under their constitution to hold and invest in equity shares;
- National Investment Fund set up by resolution no. F.NO.2/3/2005-DDII dated November 23, 2005 of the GoI, published in the Gazette of India;
- Insurance funds set up and managed by the army, navy or air force of the Union of India and by the Department of Posts, India;
- Nominated Investor and Market Maker;
- Scientific and/or Industrial Research Organisations authorised in India to invest in the Equity Shares;
- Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and polices applicable to them.

Applications not to be made by:

1. Minors (except under guardianship)
2. Partnership firms or their nominees
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.

Participation by associates/affiliates of Book Running Lead Manager

The Book Running Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Book Running Lead Manager may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Category where the allotment is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLM, shall be treated equally for the purpose of allocation to be made on a proportionate basis

METHOD OF BIDDING PROCESS

Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Offer and the same shall be advertised in all editions of the English national newspaper [●], all editions of Gujarati national newspaper [●] and the registered office of our company is situated in Surat, Gujarat, therefore, Gujarati edition of regional newspaper, each with wide circulation at least two working days prior to the Bid/Offer opening date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid/Offer 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 of the English national newspaper [●], all editions of Hindi national newspaper [●] and regional newspaper [●] where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
b) During the Bid/Issue Period, Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
c) 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.
d) 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"
e) The BRLM/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.
f) 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.
g) 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.
h) 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.
i) 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

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/Offer 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 is in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval if, 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. Individual Investors (II(s)), 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. Individual Investors (II(s)), who Bid at cut-off price agree that they shall purchase the equity shares at any price within that Price Band. Individual Investors 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 Offer 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 Offer, either in the QIB category or in the Non-Institutional Investor 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 to the Issue

1. Our Company shall allot the specified securities in dematerialised form only. Investors opting for allotment in dematerialised form may get the specified securities rematerialized subsequent to allotment.
2. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.
3. A single application from any investor shall not exceed the investment limit / minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines.

Information for the Bidders

a. Our Company and the BRLM shall declare the Offer Opening Date and Offer Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
b. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Offer Opening Date.
c. Copies of the Bid cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the BRLM, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Bid cum Application forms will also be available on the websites of the Stock Exchange.
d. Any Bidder who would like to obtain the Red Herring Prospectus and/or the Bid cum Application Form can obtain the same from our Registered Office.
e. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
f. 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.
g. 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 Individual Investors who applies for minimum application size 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.

h. 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.

i. 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 Offer will be made into the accounts of such Bidders.

j. 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 HUF

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Bids by Mutual Funds

Application made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made. In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one (1) scheme of the mutual fund will not be treated as multiple Applications, provided, that the Applications clearly indicate the scheme concerned for which the Application has been made.
With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be attached with the Application Form. Failing this, our Company reserves the right to reject their Application in whole or in part, in either case, without assigning any reason thereof.

No mutual fund scheme shall invest more than 10% of its net asset value in the equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights

Bids by Indian Public including eligible NRIs applying on non-repatriation

Application must be made only in the names of Individuals, Limited Companies or Statutory Corporations/Institutions and not in the names of Minors, Foreign Nationals, Non Residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a Company), An Applicant in the Net Public Category cannot make an application for that number of equity shares exceeding the number of equity shares offered to the public.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to

block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form.

Eligible NRIs applying on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Eligible NRIs applying on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Pursuant to the provisions of the FEMA regulations, investments by NRIs under the Portfolio Investment Scheme ("PIS") is subject to certain limits, i.e., 10% of the paid-up equity share capital of the company. Such limit for NRI investment under the PIS route can be increased by passing a board resolution, followed by a special resolution by the shareholders, subject to prior intimation to the RBI. Our Company has not passed any resolution to increase this limit and hence investments by NRIs under the PIS will be subject to a limit of 10% of the paid-up equity capital of the company.

Bids by FPIs including FII's

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the 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. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as an FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI 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.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total Paid-up Equity Share Capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the Paid-up Equity Share Capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a Special Resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total Paid-up Equity Share Capital of our Company, respectively.

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 22 of the SEBI FPI Regulations, an FPI, other than Category III Foreign Portfolio Investor and unregulated broad based funds, which are classified as Category II Foreign Portfolio Investor by virtue of their investment manager being appropriately regulated, may issue 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 an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no

further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

Bids by SEBI registered VCFs, AIFs and FVCIs

SEBI VCF Regulations and SEBI FVCI Regulations inter alia prescribe the investment restrictions on the VCFs and FVCIs registered with SEBI. Further, SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

Accordingly, the holding by any individual VCF registered with SEBI in one (1) venture capital undertaking should not exceed 25 % of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds, in the aggregate, in certain specified instruments, which includes subscription to an Initial Public Offering.

Category I and II AIFs cannot invest more than 25% of their corpus in one (1) Investee Company. A category III AIF cannot invest more than 10% of their investible funds in one (1) Investee Company. A venture capital fund registered as a category I AIF, as defined in SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an Initial Public Offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under SEBI AIF Regulations shall continue to be regulated by SEBI VCF Regulations 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 SEBI AIF Regulations.

Further, according to SEBI ICDR Regulations, the shareholding of VCFs and category I AIFs or FVCI held in a company prior to making an Initial Public Offering would be exempt from lock-in requirements provided that such equity shares held are locked in for a period of at least one (1) year from the date of purchase by such VCF or category I AIFs or FVCI.

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.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency. There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Bids by provident funds / pension funds

In case of Applications made by provident funds / pension funds, subject to applicable laws, with minimum corpus of ₹2,500 Lakhs, a certified copy of certificate from a Chartered Accountant certifying the corpus of the provident fund / pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject their application, without assigning any reason thereof.

Bids by Limited Liability Partnerships

In case of Applications 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 Application Form. Failing which, the Company in consultation with the BRLM, reserves the right to reject any application, without assigning any reason thereof.

Bids by Banking Companies

In case of Application made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application by a banking company, without assigning any reason therefor.

The investment limit for Banking Companies in Non-Financial Services Companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less.

Further, the aggregate investment by a Banking Company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A Banking Company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which Banking Companies are permitted to engage under the Banking Regulation Act.

Bids by Insurance Companies

In case of Application made by Insurance Companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject their application without assigning any reason thereof.

Insurance Companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time including the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("IRDA Investment Regulations").

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of SEBI circulars 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 ASBA applications.

Bids by Systemically Important Non-Banking Financial Companies

In case of Application made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Bids under Power of Attorney

In case of Application made pursuant to a power of attorney or by Limited Companies, Corporate Bodies, Registered Societies, FIIs, FPIs, Mutual Funds, Eligible QFIs, 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, Provident Funds with a minimum corpus of ₹2,500 Lakhs and pension funds with a minimum corpus of ₹2,500 Lakhs (in each case, subject to applicable law and in accordance with their respective constitutional documents), 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, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject their application in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- With respect to Applications by FIIs and Mutual Funds, a certified copy of their SEBI Registration Certificate must be lodged along with the Application Form.
- With respect to Applications by Insurance Companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the Certificate of Registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Application Form.
- With respect to Applications made by provident funds with a minimum corpus of ₹2500 Lakhs (subject to applicable law) and Pension Funds with a minimum corpus of ₹2500 Lakhs, a certified copy of a certificate from a Chartered Accountant certifying the corpus of the Provident Fund / Pension Fund must be lodged along with the Application Form.
- With respect to Applications 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 Application Form.

- Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company and the Book Running Lead Manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Bid cum Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Bid cum Application Form instead of those obtained from the Depositories.

Bids by OCBs

In accordance with RBI regulations, OCBs cannot participate in this Issue.

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.

Maximum and Minimum Application Size

1. For Individual Investors (IIs), **who applies for minimum application size**

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 Applicant exceed ₹2,00,000. In case of revision of Applications, Such Individual Investors who applies for minimum application size have to ensure that the Application Price exceed ₹2,00,000.

2. For Other than Individual Investors (Non-Institutional Investors and QIBs)

The Application must be for a minimum of such number of Equity Shares in multiple of [•] Equity Shares such that the bid size exceeds 2 Lots. 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 Applicant and Non-Institutional Investor cannot withdraw its Application after the issue closing date and is required to pay 100% Bid amount upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application not less than 2 lots per application provided that the minimum application size shall be above ₹2,00,000 for being considered for allocation in the Non-Institutional Portion.

3. Minimum Bid Lot: [•] Equity shares

Applicants 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 Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. 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 Draft 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.

ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS

ASBA Process

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants 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 the Draft Red Herring Prospectus. ASBA Applicants 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.

Lists of banks that have been notified by SEBI to act as SCSB (Self-Certified Syndicate Banks) for the ASBA Process are provided on "http://www.sebi.gov.in". For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

Resident Individual Investors shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("ASBA Account") is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Book Running Lead Manager.

ASBA Applicants are required to submit their applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Bid cum Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Bid cum Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

PROCESS FLOW FOR APPLICATIONS IN PUBLIC ISSUE SUBMITTED BY INDIVIDUAL INVESTORS (II(s)), WHO APPLIES FOR MINIMUM APPLICATION SIZE

In addition to application to be submitted to SCSB, with whom the bank account to be blocked, is maintained, an Individual Investors would also have the option to submit Bid cum Application Form with any of the intermediary and use his/her bank account linked UPI ID for the purpose of blocking of funds with effect from January 01, 2019.

The detailed process in this regard is as detailed hereunder:

Application and validation process

a. submission of the application with the intermediary, the II(s) would be required to have / create a UPI ID, with a maximum length of 45 characters including the handle (Example: InvestorID@bankname).
b. II(s) will fill in the Application details in the Bid cum Application Form along with his/her bank account linked UPI ID and submit the application with any of the intermediary.
c. The intermediary upon receipt of form will upload the Application details along with UPI ID in the stock exchange bidding platform.
d. Once the Application has been entered in the bidding platform, the exchange will undertake validation of the PAN and Demat Account details of II(s) with the depository.
e. Depository will validate the aforesaid Application details on a real time basis and send response to stock exchange which would be shared by stock exchange with intermediary through its platform, for corrections, if any.

f. SMS from exchange to II(s) for applying: Once the Application details are uploaded on the stock exchange platform, the stock exchange shall send an SMS to the II(s) regarding submission of his/her application, daily at the end of day basis, during bidding period. For the last day of applying, the SMS may be sent out the next working day.

The Block Process

a. Post undertaking validation with depository, the stock exchange will, on a continuous basis, electronically share the Application details along with II(s) UPI ID, with the Sponsor Bank appointed by the issuer.
b. The Sponsor Bank will initiate a mandate request on the II(s) i.e. request the II(s) to authorize blocking of funds equivalent to Application Amount and subsequent debit of funds in case of allotment. For all pending UPI Mandate Requests, the Sponsor Bank will initiate requests for blocking of funds in the ASBA Accounts of relevant investors 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, II(s) using the UPI Mechanism need to accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests after the Cut-Off Time will lapse.
c. The request raised by the Sponsor Bank, would be electronically received by the II(s) as an SMS / intimation on his/her mobile no. / Mobile app, associated with UPI ID linked bank account.
d. The II(s)would be able to view the amount to be blocked as per his/her Application in such intimation. The II(s) would also be able to view an attachment wherein the IPO Application details submitted by II(s) will be visible. After reviewing the details properly, II(s) would be required to proceed to authorize the mandate. Such mandate raised by sponsor bank would be a onetime mandate for each application in the IPO.
e. Upon successful validation of block request by the II(s), as above, the said information would be electronically received by the II(s)' bank, where the funds, equivalent to Application Amount, would get blocked in II(s) account. Intimation regarding confirmation of such block of funds in II(s) account would also be received by the II(s).
f. The information containing status of block request (e.g. – accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with stock exchange. The block request status would also be displayed on stock exchange platform for information of the intermediary.
g. The information received from Sponsor Bank, would be shared by stock exchange with RTA in the form of a file for the purpose of reconciliation
h. II(s) would continue to have the option to modify or withdraw the Application till the closure of the Issue period. For each such modification of Application, II(s) will submit a revised Application and shall receive a mandate request from sponsor bank to be validated as per the process indicated above.
Post closure of the Offer, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by II(s) using UPI ID.

HOW TO APPLY?

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors, who applies for minimum application size, 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.

Mode of Payment

Upon submission of a Bid cum Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Bid cum Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Bid cum Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Bid cum Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Individual Investors who applies for minimum application size

   The Application must be for a minimum of [●] Equity Shares so as to ensure that the Application Amount payable by the Applicant exceed ₹ 2,00,000.

2. For Other Applicants (Non-Institutional Applicants and QIBs)

The Application must be for a minimum of [●] Equity Shares so as to ensure that the Application Amount exceeds ₹2,00,000 and in multiples of Equity Shares thereafter.

A person shall not make an application in the net Issue category for a number of specified securities that exceeds the total number of securities offered to the public. Further, the maximum application by non-institutional investors shall not exceed total number of specified securities offered in the issue less total number of specified securities offered in the issue to qualified institutional buyers.

Further, 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 Applicant 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 Applicants, 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.

Applicants are advised to ensure that any single Bid cum Application Form 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 the Prospectus.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

Furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

Terms of Payment

The entire Offer 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 Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

Payment Mechanism

The Applicants shall specify the bank account number in their Bid cum Application Form and the SCSBs shall block an amount equivalent to the Bid amount (Issue price) in the bank account specified in the Application Form. The SCSB shall keep the Bid amount in the relevant bank account blocked until withdrawal/rejection of the Application or receipt of instructions from the Registrar to unblock the Bid amount. However, Non- Individual 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 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 Bid amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Bid amount to the Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the Bid by the ASBA Bidder, as the case may be.

PROCEDURE FOR UNIFIED PAYMENT INTERFACE (UPI)

In accordance to the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, to stream line the process of public issue of Equity Shares and convertibles, Phase II shall become effective from July 01, 2019, thereafter for applications by Individual Investors who applies for minimum application size through intermediaries, where the existing process of investor submitting Bid cum Application Form with any intermediaries along with bank account details and movement of such application forms from intermediaries to Self-Certified Syndicate Banks (SCSBs) for blocking of funds, will be discontinued. For such applications only the UPI mechanism would be permissible mode.

Who can apply through UPI Mode

Only Individual Investors who applies for minimum application size are allowed to use UPI for the payment in public issues. Qualified Institutional Buyers and High-Net worth Investors shall continue to apply as per the existing process.

Applications through UPI in IPOs (Public Issue) can be made only through the SCSBs / mobile applications whose name appears on the SEBI website: www.sebi.gov.in**.**

Blocking of Funds:

a) Investors shall create UPI ID
b) Investors shall submit their IPO applications through intermediaries and the investors shall enter UPI ID in the application form
c) Thereafter, intermediary shall upload the Bid details and UPI ID in the electronic bidding system of the Stock Exchange
d) Stock Exchange shall validate the bid details on the real time basis with depository's records and shall bring the inconsistencies to the notice of intermediaries for rectification and re-submission

e) Stock Exchange shall share the details including UPI ID with Sponsor Bank, to enable the Sponsor Bank to initiate the request for the blocking of funds
f) Thereafter the investor shall receive notification and shall confirm the request by entering valid UPI PIN and upon such acceptance of request, funds would get blocked and intimation shall be given to the investor regarding blocking of funds

Unblocking of Funds:

a) After the issue close day, the RTA on the basis of bidding and blocking received from stock exchange undertake a reconciliation and shall prepare Basis of Allotment
b) Upon approval of such basis, instructions would be sent to the Sponsor Bank to initiate process for credit of funds in the public issue escrow account and unblocking of excess funds
c) Based on authorization given by the investor using UPI PIN at the time of blocking of funds, equivalent to the allotment, would be debited from investors account and excess funds, if any, would be unblocked.

Further, Individual Investors (IIs) would continue to have an option to modify or withdraw the bid till the closure of the issue period. For each such modification of application, II(s) shall submit a revised application and shall receive a mandate request from the Sponsor Bank to be validated as per the process indicated above. Hence, applications made through UPI ID for payment the same shall be revised by using UPI ID only.

Rejection grounds under UPI Payment Mechanism

An investor making application using any of channels under UPI Payments Mechanism, shall use only his/her own bank account or only his/her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for the purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

List of Banks providing UPI facility

An Investor shall ensure that when applying in the IPO using UPI facility, the name of his Bank shall appear in the list of SCSBs as displayed on the SEBI website.

A list of SCSBs and mobile application which are live for applying in public issues using UPI mechanism is provided on the SEBI Website at the following path:
Home >> Intermediaries/Market Infrastructure Institutions >> Recognised Intermediaries >> Self Certified Syndicate Banks eligible as Issuer Banks for UPI or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40.

Investors whose Bank is not live on UPI as on the date of the aforesaid circular, may use the other alternate channels available to them viz. submission of Bid cum Application Form with SCSBs or using the facility of linked online trading, demat and bank account (Channel I or II at para 5.1 SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018).

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

Electronic Registration of Applications

1. The Designated Intermediary will register the Applications using the on-line facilities of the Stock Exchanges. There will be at least one on-line connectivity facility in each city, where a stock exchange is located in India and where Applications are being accepted. The Book Running Lead Manager, our Company and the Registrar are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary or (iv) Applications accepted and uploaded without blocking funds.
2. The Designated Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary and (iv) Applications accepted and uploaded without blocking funds. It shall be presumed that for Applications uploaded by the Designated Intermediary, the full Application Amount has been blocked.
3. In case of apparent data entry error either by the Designated Intermediary in entering the Bid cum Application Form number in their respective schedules other things remaining unchanged, the Bid cum Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to Stock Exchange(s).
4. The Designated Intermediary will undertake modification of selected fields in the Application details already uploaded within before 1:00 p.m. of the next working day from the Issue closing date.
5. The Stock Exchanges will offer an electronic facility for registering Applications for the Issue. This facility will be available with the Designated Intermediary and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Designated Intermediary 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 on-line facilities on a regular basis. On the Issue closing date, the Designated Intermediary shall upload the Applications till such time as may be permitted by the Stock Exchanges. This information will be available with the Book Running Lead Manager on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation.
6. At the time of registering each Application submitted by an Applicant, Designated Intermediary shall enter the following details of the investor in the on-line system, as applicable:

1. Name of the Applicant;
2. IPO Name;
3. Bid cum Application Form number;
4. Investor Category;
5. PAN (of First Applicant, if more than one Applicant);
6. DP ID of the demat account of the Applicant;
7. Client Identification Number of the demat account of the Applicant;
8. UPI ID (IIs applying through UPI Mechanism);
9. Numbers of Equity Shares Applied for;
10. Location of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained;
11. Bank Account Number; and
12. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic Bid cum Application Form number which shall be system generated.

7. The Designated 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 application form, in physical or electronic mode, respectively. The registration of the Application by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/allotted either by our Company.
8. Such acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.
9. In case of QIB Applicants, the Book Running Lead Manager has the right to accept the Application or reject it. However, the rejection should be made at the time of receiving the Application and only after assigning a reason for such rejection in writing. In case of Non-Institutional Applicants and Individual Investors who applies for minimum application size, Applications would be rejected on the technical grounds.
10. 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 Promoter, 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 Draft Red Herring Prospectus; nor does it warrant that the equity shares will be listed or will continue to be listed on the Stock Exchanges.

11. Only Applications that are uploaded on the online IPO system of the Stock Exchanges shall be considered for Allocation/Allotment. The Designated Intermediary will be given time till 1:00 p.m. on the next working day after the Issue closing date to verify the PAN, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar will receive this data from the Stock Exchanges and will validate the electronic Application details with 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.

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/Offer 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 centres during the Bid/Offer Period.

Withdrawal of Bids

II(s) can withdraw their Bids until Bid/Offer closing date. In case an II(s) wishes to withdraw the Bid during the Bid/Offer 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.

The Registrar to the Offer 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.

Signing of Underwriting Agreement

The issue is 100% Underwritten. For further details please refer to Section titled "General Information" on page no. 48 of this Draft Red Herring Prospectus.

Filing of the Offer Document with the ROC

For filing details, please refer Chapter titled "General Information" beginning on page no. 48 of this Draft Red Herring Prospectus.

Pre-Issue and Price Band Advertisement

Subject to Section 30 of the Companies Act, 2013, the Company shall, after filing the Red Herring Prospectus with the ROC, publish a pre-Issue and Price Band advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where registered office of the Company is situated.

Price Discovery &Allocation of Equity shares

a. Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Offer Price.

b. The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer 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.

c. Under-subscription in any category (except QIB Category) is allowed to be met with spillover 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.

d. In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.

e. In case if the Individual Investors who applies for minimum application size category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

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 Offer.
3. The Book Running Lead Manager or the Registrar to the Offer will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.
4. 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 Offer closing date. The Issuer also ensures the 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 Offer Account to Public Offer Account of the issuer.

Issuance of Confirmation Allocation Note ("CAN") And Allotment in the Offer

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

Designated Date and Allotment

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

The Company will offer and dispatch Letters of Allotment / Unblock or Letters of Regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 2 working days of the Bid/Offer 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

a) Equity Shares will be issued and Allotment shall be made only in the dematerialised form to the Allottees.
b) Allottees will have the option to re-materialise the Equity Shares so allotted as per the provisions of the Companies Act, 2013 and the Depositories Act.
c)

General Instructions

Applicants are requested to note the additional instructions provided below.

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Application Form;
4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
5. Ensure that your Application Form, bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Collection Centre within the prescribed time;
6. Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
7. If the first applicant is not the ASBA account holder (or the UPI- linked bank account holder as the case may be), ensure that the Bid cum Application Form is signed by the ASBA account holder (or the UPI- linked bank account holder as the case may be). Ensure that you have mentioned the correct bank account number and UPI ID in the Application Form;
8. QIBs, Non-Institutional Bidders and such Individual Investors who applies for minimum application size should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, II(s) may submit their bid by using UPI mechanism for payment;
9. 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 should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
10. Ensure that you request for and receive a stamped acknowledgement of your application;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by II(s) using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Instruct your respective banks to not release the funds blocked in the ASBA Account under the ASBA process. Individual Investors who applies for minimum application size using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to Application Amount and subsequent debit of funds in case of allotment, in a timely manner;
13. Submit revised Applications to the same Designated Intermediary, as applicable, through whom the original Application was placed and obtain a revised TRS;
14. Except for Applications (i) on behalf of the central or state governments and the officials appointed by the courts, who, in terms of SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market and (ii) Applications by persons resident in the state of Sikkim, who, in terms of SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants 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 Applicants 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. Ensure that the Demographic Details are updated, true and correct in all respects;
16. Ensure that the signature of the First Bidder in case of Joint Bids, is included in the Bid cum Application Forms;
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 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 application, the Bid cum Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
19. Ensure that the category and sub-category under which the Application is being submitted is clearly specified in the Application Form;
20. Ensure that in case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
21. If you are resident outside India, ensure that Applications by you are in compliance with applicable foreign and Indian laws;
22. Applicants should note that in case the DP ID, the Client ID, UPI ID (where applicable) and the PAN mentioned in the Bid cum Application Form and entered into the online IPO system of the Stock Exchange

by the relevant Designated Intermediary, match with the DP ID, Client ID (where applicable) and PAN available in the Depository database otherwise liable to be rejected; Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;

23. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Bid cum Application Form and the Prospectus;
24. Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Bid cum Application Form at the time of submission of the Application;
25. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than Individual Investors who applies for minimum application size Bidding using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. Further, Individual Investors who applies for minimum application size using the UPI Mechanism must also mention their UPI ID and shall use only his/her own bank account which is linked to his/her UPI ID;
26. Individual Investors who applies for minimum application size Bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the Application Amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
27. Individual Investors who applies for minimum application size Bidding using the UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. Individual Investors who applies for minimum application size shall ensure that the name of the app and the UPI handle which is used for making the application appears on the list displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

Don'ts:

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a Price different from the Price mentioned herein or in the Application Form;
3. Do not pay the Application Amount in cash, cheque, by money order or by postal order or by stock invest or any mode other than stated herein;
4. Do not send Application / ASBA Forms by post, instead submit the same to the Designated Intermediary only;
5. Do not submit the Application Forms with the Banker(s) to the Issue (assuming that such bank is not an SCSB), our Company, the BRLM or the Registrar to the Issue (assuming that the Registrar to the Issue is not one of the RTAs) or any non-SCSB bank;
6. Do not apply on a Bid cum Application Form that does not have the stamp of the Designated Intermediary;
7. If you are an Individual Investors who applies for minimum application size, do not apply for less than ₹2,00,000;
8. Do not fill up the Bid cum Application Form such that the Equity Shares applied for exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
9. Do not submit the General Index Register number instead of the PAN;
10. As an ASBA Applicant, do not submit the Application without ensuring that funds equivalent to the entire Application Amount are available to be blocked in the relevant ASBA Account and as in the case of Individual Investors who applies for minimum application size using the UPI Mechanism shall ensure that funds equivalent to the entire Application Amount are available in the UPI linked bank account where funds for making the bids are available;
11. As an ASBA Applicant, do not instruct your respective banks to release the funds blocked in the ASBA Account;
12. Do not submit incorrect details of the DP ID, Client ID and PAN 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 Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
14. If you are a QIB, do not submit your application after 3:00 p.m. on the Issue closing date for QIBs;
15. If you are a Non-Institutional Applicant or Individual Investors who applies for minimum application size, do not submit your application after 3:00 pm on the Issue closing date;

16. Do not submit an application in case you are not eligible to acquire equity shares under applicable law or your relevant constitutional documents or otherwise;
17. Do not submit an application 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 Depositories);
18. If you are a QIB or a Non-Institutional Applicant, do not withdraw your application or lower the size of your application (in terms of quantity of the Equity Shares or the Application Amount) at any stage;
19. Do not submit more than five (5) ASBA Forms per ASBA Account;
20. Do not submit ASBA Forms at a location other than the Specified Locations or to the brokers other than the Registered Brokers at a location other than the Broker Centres;
21. Do not submit ASBA Forms to a Designated Intermediary at a Collection Centre unless the SCSB where the ASBA Account is maintained, as specified in the ASBA Form, has named at least one (1) branch in the relevant Collection Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in).The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with; and
22. Do not submit a Bid cum Application Form with third party UPI ID or using a third-party bank account (in case of Bids submitted by Individual Investors who applies for minimum application size using the UPI Mechanism).

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Instructions for completing the 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 Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the Bid cum Application Form submitted. Bid cum Application Form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit 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 websites of Stock Exchange.

Applicant's Depository Account and Bank Details

Please note that, providing bank account details 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.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicant's bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch / credit of refunds to Applicants at the Applicants' sole risk and neither the Book Running Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Bid cum Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant 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.

Payment by Stock Invest

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Other Instructions

Joint Bids in the case of Individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Bid cum Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Bids

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same. In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

I. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/husband's name to determine if they are multiple applications.

II. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/beneficiary ID. In case of applications with common DP ID/beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.

III. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made. In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of know your client norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the Book Running Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple Applications is given below:

- All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII subaccounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
- For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

Permanent Account Number or PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

Our Company / Registrar to the Issue, Book Running Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Applicant.

Investor Grievance

In case of any pre-Offer or post-Offer related problems regarding demat credit / refund orders / unblocking etc. the Investors can contact the Compliance Officer of our Company.

Nomination Facility to Bidders

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

Submission of Bids

a. During the Bid/Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
b. In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid amount based on the Cap Price less Discount (if applicable).
c. For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the DRHP.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the Book Running Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Individual Investors who applies for minimum application size, the Company has a right to reject Applications based on technical grounds. It should be noted that II(s) using third party bank account for the payment in the public issue using UPI facility or using third party UPI ID linked bank account are liable to be rejected.

Grounds for Technical Rejections

Applicants are requested to note that Application may be rejected on the following additional technical grounds.

a. Amount blocked does not tally with the amount payable for the Equity Shares applied for;
b. In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
c. Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
d. PAN not mentioned in the Bid cum Application Form;
e. Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
f. GIR number furnished instead of PAN;
g. Bid for lower number of Equity Shares than specified for that category of investors;
h. Bids at Cut-off Price by NIIs and QIBs;
i. Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the DRHP;
j. The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
k. Bids for lower number of Equity Shares than the minimum specified for that category of investors;

l. Category not ticked;
m. Multiple Bids as defined in the DRHP;
n. In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
o. Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
p. Signature of sole Bidder is missing;
q. Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue opening date advertisement and the DRHP and as per the instructions in the DRHP and the Bid cum Application Forms;
r. In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
s. Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
t. Bid by OCBs;
u. Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
v. Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
w. Bids not uploaded on the terminals of the Stock Exchange;
x. Where no confirmation is received from SCSB for blocking of funds;
y. Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
z. Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
aa. Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
bb. Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
    a. Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
    b. Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section of 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 Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer 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 Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the DRHP.

Disposal of Applications 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 within 4 (four) days from Offer 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 3 (Three) days of the Offer closing date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2(two) working days of the Offer 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.

Impersonation

Attention of the Applicant 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."

Section 447 of Companies Act, 2013 deals with 'Fraud' and prescribed a punishment of "imprisonment for a term which shall not be less than 6 (six) months but which may extend to 10 (ten) 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 3 (three) times the amount involved in the fraud".

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchange, along with the Book Running Lead Manager and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

AT PAR FACILITY

Letters of Allotment or refund orders or instructions to Self-Certified Syndicate Banks in Application Supported by Blocked Amount process. The issuer shall ensure that "at par" facility is provided for encashment of refund orders for applications other than Application Supported by Blocked Amount process.

Grounds for Refund

Non-Receipt of Listing Permission

An Issuer makes an Application to the Stock Exchange(s) for permission to deal in and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Draft Red Herring Prospectus. The designated Stock Exchange may be as disclosed in the Draft Red Herring Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Prospectus.

In the event that the listing of the Equity Shares does not occur in the manner described in this Draft Red Herring Prospectus, the Book Running Lead Manager and Registrar to the Issue shall intimate Public Issue Bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from Book Running Lead Manager and the Registrar for further payment to the beneficiary Applicants.

If such money is not repaid within two working days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of forth days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Prospectus.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue 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 money has to be returned within such period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of underwriters within Sixty days from the date of closure of the Issue, the Issuer shall Forthwith refund the entire subscription amount received. If there is a delay beyond two working days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 73 of the Companies act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013).

Minimum Number of Allottees

The Issuer may ensure that the number of Allottees to whom Equity Shares may be allotted may not be less than 200 failing which the entire application monies may be refunded forthwith.

Mode of Refunds

a) In case of ASBA Bids: Within 4 (four) working days of the Bid/Offer closing date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bid, for any excess amount blocked on Application, for any ASBA Bids withdrawn, rejected or unsuccessful or in the event of withdrawal or failure of the Offer.

b) In the case of Applicant from Eligible NRIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/ or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

c) In case of Investors: Within four working days of the Bid/Offer closing date, the Registrar to the Offer may dispatch the refund orders for all amounts payable to unsuccessful Investors. In case of Investors, the Registrar to the Offer may obtain from the depositories, the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Investors in their Investor Application Forms for refunds. Accordingly, Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Investors' sole risk and neither the Issuer, the Registrar to the Offer, the Escrow Collection Banks, may be liable to compensate the Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

Mode of making refunds for Applicants other than ASBA Applicants

The payment of refund, if any, may be done through various modes as mentioned below:

I. **NECS** - Payment of refund may be done through NECS for Applicants having an account at any of the centres specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder as obtained from the Depository;

II. **NEFT** - Payment of refund may be undertaken through NEFT wherever the branch of the Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Applicants through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

III. **Direct Credit** - Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;

IV. **RTGS** - Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the bidder, DP ID and beneficiary account number provided by them in the Bid cum Application Form, the Registrar to the Offer will obtain from the Depository the demographic details including address, Applicants account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details would be used for giving refunds. Hence, Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch / credit of refunds to Applicants at their sole risk and neither the BRLM or the Registrar to the Offer or the Escrow Collection Banks nor the Company shall have any responsibility and undertake any liability for the same; and

V. Please note that refunds, on account of our Company not receiving the minimum subscription of 90% of the Offer, shall be credited only to the bank account from which the Applicant Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres etc. Applicants may refer to Draft Red Herring Prospectus.

INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer shall make the Allotment within the period prescribed by SEBI. The Issuer shall pay interest at the rate of 15% per annum if Allotment is not made and refund instructions have not been given to the clearing system in the disclosed manner/instructions for unblocking of funds in the ASBA Account are not dispatched within such times as maybe specified by SEBI. However, applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

Completion of Formalities for listing & Commencement of Trading

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 3 working days of the Issue closing date. The Registrar to the Issue may give instruction for credit of Equity Shares to the beneficiary account with DPs, and dispatch the allotment Advise within 2 two working days of the Issue closing date.

BASIS OF ALLOTMENT

a. For Individual Bidders

Bids received from such Individual Investors who applies for minimum application size at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Individual Investors will be made at the Offer Price.

The Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Individual Investors who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate

demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to such Individual Investors to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer 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 Offer 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 Offer Price.

The Offer size less Allotment to QIBs and Individual Investors shall be available for Allotment to Non-Institutional Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer 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 Offer 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.

c. For QIBs

For the Basis of Allotment to, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP/Prospectus. Bids received from QIBs Bidding in the QIB Category at or above the Offer 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 Offer Price. Allotment may be undertaken in the following manner:

a) In the first instance allocation to Mutual Funds for 5% of the QIB Portion shall be determined as follows:
- In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5% of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Offer Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

b) In the second instance Allotment to all QIBs shall be determined as follows:
- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Offer Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for 95% of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid 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 5% 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.

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 applied for).
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 be made 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 Shares worked 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 Offer specified under the Capital Structure mentioned in this Draft Red Herring Prospectus.

Individual Investors means an investor who applies for shares of value exceeds ₹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 NSE.

The Allotment of Equity Shares to Bidders other than Individual investors may be on proportionate basis. No Individual Investors applicant will be allotted less than the minimum application Lot subject to availability of Equity Shares in II(s) Category and the remaining available Equity Shares, if any will be allotted on a proportionate basis. The Company is required to receive a minimum subscription of 90% of the Issue.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer 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.

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.

Flow of Events from the closure of bidding period (T DAY) till Allotment:

- On T Day, Registrar 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 and Syndicate ASBA process with the electronic bid details.
- Registrar identifies cases with mismatch of account number as per Bid file / Final Certificate 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.
- Registrar prepares the list of final rejections and circulates the rejections list with BRLM / Company for their review/comments.
- Post rejection, the Registrar submits the basis of allotment with the Stock Exchange.
- The Stock Exchange, post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The Registrar uploads the drawal numbers in their system and generates the final list of allotees as per process mentioned below:

Process for generating list of allotees:

- Instruction is given by Registrar 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 Stock Exchange 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 Registrar 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.

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 Offer with effect from January 01, 2013. The list of Broker Centre is available on the websites of NSE 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 Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Offer with effect front January 01, 2016. The List of ETA and DPs centers for collecting the application shall be disclosed is available on the websites of NSE 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 Offer 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 Offer.

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 Offer, 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.

Undertaking by our Company

Our Company undertakes the following:

1. that the complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;
2. that all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 3 (Three) working days of closure of the Issue;
3. that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
4. that the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non-resident Indians shall be completed within specified time;
5. that no further issue of Equity Shares shall be made till the Equity Shares offered through the Draft Red Herring Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.;

6. that Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received;
7. that if our Company does not proceed with the Issue after the Issue closing date, the reason thereof shall be given as a public notice which will be issued by our Company within two (2) days of the Issue closing date. The public notice shall be issued in the same newspapers where the pre-Issue and price band advertisements were published. Stock Exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
8. The Equity Shares proposed to be issued by it in the Issue shall be allotted and credited to the successful applicants within the specified time in accordance with the instruction of the Registrar to the Issue;
9. If the Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within the time prescribed under applicable law from the Issue closing date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Applicants at the rate of 15% per annum for the delayed period;
10. That if our Company withdraws the Issue after the Issue closing date, our Company shall be required to file a fresh Draft Red Herring Prospectus with Stock Exchange/ RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issue;
11. That the Promoters' contribution in full, if required, shall be brought in advance before the Issue opens for subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on Applicants in accordance with applicable provisions under SEBI ICDR Regulations;
12. That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
13. That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of Allotment; and
14. That it shall comply with such disclosure and account norms specified by SEBI from time to time.

Utilization of Issue Proceeds

Our Board certifies that:

1. All monies received out of the 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;
2. Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;
3. Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested;
4. Our Company shall comply with the requirements of section SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 177 of the Company's Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue respectively;
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

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 Applicant, Bid cum Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted 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.

Vibha Khandelwal **Roongta Entertainment Limited** **Address:** 4th Floor, Roongta Shopping Center, VIP Road, Surat-395007, Gujarat, India **Tel. No.:** +91 6358304280 **Website:** www.rcinemas.in **e-Mail:** accounts.surat@rcinemas.in	**Bigshare Services Private Limited** **Address:** Pinnacle Business Park, Office no S6-2, 6th floor, Mahakali Caves Road, next to Ahura Centre, Andheri East, Mumbai, Maharashtra- 400093 **Tel No.:** +91 22-6263 8200 **Fax:** + 91 22 6263 8299 **Website:** www.bigshareonline.com

	e-Mail: ipo@bigshareonline.com **Investor Grievance Email:** investor@bigshareonline.com **Contact Person:** Mr. Asif Sayyed **SEBI Reg. No.:** INR000001385

Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

a) a tripartite agreement dated November 25, 2025 with CDSL, our Company and Registrar to the Issue;
b) a tripartite agreement dated April 25,2025 with NSDL, our Company and Registrar to the Issue;
c) The Company's shares bear an ISIN No: INE1WXA01014.
d) An applicant applying for Equity Shares in demat form must have at least one beneficiary account with 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 Bid cum Application Form or Revision Form.
- Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- Names in the Bid cum 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 Bid cum 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 Bid cum Application Form vis-à-vis those with their Depository Participant.
- It may be noted that 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 trading of the Equity Shares of our Company would be only in dematerialized form.

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 DIPP, has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), effective from October 15, 2020, which 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 2020 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 and Master Direction – Foreign Investment in India (updated upto March 08, 2019). 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 and Master Direction. 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.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2020 has to be obtained.

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.

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 2020 and amendments from time to time thereupon, 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, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017 as amended from time to time. 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.

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% and 24% 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.

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 recognized 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 as amended from time to time. The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% 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% 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 warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2020, 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.

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 Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION IX – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

OF ROONGTA ENTERTAINMENT LIMITED

Title of Article	Article Number	Content
INTERPRETATION	**I**	1. The Regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall not apply to the Company except in so far as they are embodied in the following Articles, which shall be the regulations for the Management of the Company 2. In these regulations - (i). "the Act" means the Companies Act, 2013, (ii). "the seal" means the common seal of the company. 3. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company. 4. The company is a "Public Company" within the meaning of Section 2 (71) of the Companies Act, 2013 and accordingly: - (i).is not a private company; (ii).as a minimum paid-up share capital as may be prescribed Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles.
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. However, the aforesaid time limit may be extended by the board of director by a resolution thereto. (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.

		# Adoption of New Set of Article of Association due to Conversion from Private Limited Company into Public Limited Company vide Extraordinary General Meeting Dated 25th November, 2024. 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 an amount not exceeding 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 rules 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. (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 to 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. However in case any class of shareholder(s), if 100% shares are held by a single person or member, quorum shall be of one person. 6. 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 shares ranking pari passu therewith. 7. 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:** 8. (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 be 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 dividends payable and bonuses declared from time to time in respect of such shares. (iii). 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— c) unless a sum in respect of which the lien exists is presently payable; or d) 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. 9. (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. 10. (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 May be retained by the company to be treated as capital reserve. **Calls on shares** 11. (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 15 days 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 or a condition of allotment for payment of call may be revoked or postponed or altered at the discretion of the Board. 12. A call shall be deemed to have been made at the time when the resolution of the Board or any committee thereof authorising the call was passed and may be required to be paid by installments. 13. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof 14. (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. 15. (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. 16. 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** 17. (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. 18. 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.

19. 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.

20. 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

21.
(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 sole holder, shall be the only persons recognised 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.

22.
(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.

23.
(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.

		24. 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 been complied with. 25. **NOT APPLICABLE** **Forfeiture of shares** 26. 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. 27. 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. 28. 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. 29. (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. 30. (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. 31. (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. 32. The provisions of these regulations as to forfeiture shall apply in the case of non-payment 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** 33. 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. 34. 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, reclassify the shares in different classes or 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. 35. 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.

36. 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

37.

(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, or such member(s) as may be decided by members by way of special resolution.

(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.

38.

(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** 39. 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** 40. All general meetings other than annual general meeting shall be called extraordinary general meeting. 41. (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** 42. (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. 43. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company. 44. 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. 45. 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. 46. **NOT APPLICABLE** **Adjournment of meeting** 47. (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**

		48. 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. 49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once. 50. (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. 51. 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. 52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. 53. 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. 54. (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** 55. 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. 56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105. 57. 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

58. The following are the first directors cum subscribers:
    1. ANIL ROONGTA (DIN: 00690743) - DIRECTOR
    2. ANKUR ROONGTA (DIN: 03588591) - DIRECTOR
    3. ANKIT ROONGTA (DIN: 02979222) - DIRECTOR

59.

(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.

60. The Board may pay all expenses incurred in getting up and registering the company.

61. 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.

62. 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.

63. 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 or record his attendance in any other manner.

64.

(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

65.

(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.

66.

(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.

		67. 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. 68. (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. 69. (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. 70. (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. 71. (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. 72. 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. 73. 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. 74. **NOT APPLICABLE** **Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer** 75. 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; provided that chairperson of the company may be appointed as the MD or CEO of the company. (ii). A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. 76. 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** 77. (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 one director or such other person as the Board may appoint for the purpose; and that director or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence. **Dividends and Reserve** 78. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. 79. 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. 80. (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. 81. (i). Subject to the rights of persons, if any, entitled to shares with special rights asto 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. 82. 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. 83. (i). Any dividend, interest or other monies payable in cash in respect of shares may be 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. 84. 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. 85. 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. 86. No dividend shall bear interest against the company. **Accounts** 87. (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** 88. 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** 89. 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, Irrespective of outcome thereof.

		Others 90. General Authority If the Companies Act, 2013 or any rules framed thereunder requires any specific permission in the article of association for carrying out the mentioned activity by the board, general meeting or the company, than it will be deemed that the same is authorised by this articles, unless and until specifically prohibited by the articles. 91. Dematerialisation of Securities (i). Definitions For the purpose of this Article: 'Beneficial Owner' means a person or persons whose name is recorded as such with a depository; 'SEBI' means the Securities and Exchange Board of India; 'Depository' means a company formed and registered under the Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act,1992, and 'Security' means such security as may be specified by SEBI from time to time. (ii). Dematerialisation of securities Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act,1996 and the rules framed there under, if any. (iii). Options for investors Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person, who is the beneficial owner of the securities, can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security. (iv). Securities in depositories to be in fungible form All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners. (v). Rights of depositories and beneficial owners: a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner. b) Save as otherwise provided in (a) above, the depository, as the registered owner of the securities, shall not have any voting rights or any other rights in respect of the securities held by it. c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a

		member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository. (vi). Service of documents Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs. (vii). Transfer of securities Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository. (viii). Allotment of securities dealt with in a depository Notwithstanding anything in the Act or these Articles, where securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities. (ix). Distinctive numbers of securities held in a depository Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository. (x). Register and Index of Beneficial owners The Register and Index of Beneficial Owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security Holders for the purposes of these Articles. (xi). Company to recognise the rights of registered holders as also the beneficial owners in the records of the depository. Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the beneficial owner of the shares in records of the depository as the absolute owner there of as regards receipt of dividends or bonus or services of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise any Benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.

SECTION X – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered into or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus. which are or may be deemed material will be attached to the copy of the Prospectus which will be delivered to the RoC for filing. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at 4th Floor, Roongta Shopping Center, VIP Road, Surat-395007, Gujarat, India, between 10:00 a.m. and 5:00 p.m. (IST) on all Working Days from the date of this Draft Red Herring Prospectus until the Issue Closing Date. The copies of the contracts and documents for inspection referred to hereunder will be uploaded on the website of our Company at www.rcinemas.in and will be available for inspection from date of the Draft Red Herring Prospectus until the Bid/ Offer Closing Date (except for such agreements executed after the Bid/ Offer Closing Date).

Any of the contracts or documents mentioned in this Draft 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 and other applicable law.

A. Material contracts for the Issue

1. Issue Agreement dated September 24, 2026 between our Company and the Book Running Lead Manager.
2. Registrar Agreement dated September 24, 2026 between our Company and Registrar to the Issue.
3. Underwriting Agreement dated September 24, 2026 amongst our Company, the Underwriter and the Book Running Lead Manager.
4. Market Making Agreement dated September 24, 2026 amongst our Company, Market Maker and the Book Running Lead Manager.
5. Bankers to the Issue Agreement dated [●] amongst our Company, selling shareholder, the Book Running Lead Manager, Banker (s) to the Issue and the Registrar to the Issue.
6. Tripartite agreement November 25, 2025 amongst our Company, Central Depository Services (India) Limited and Registrar to the Issue.
7. Tripartite agreement dated April 25, 2025 amongst our Company, National Securities Depository Limited and Registrar to the Issue.

B. Material documents for the Issue

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated September 21, 2026 in relation to the Issue and other related matters.
3. Shareholders' resolution dated September 21, 2026 in relation to the Issue and other related matters.
4. Consents of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Chief Executive Officer, Statutory and Peer Review Auditor, Book Running Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Underwriters to the Issue, Bankers to our Company, Banker to our Issue and Market Maker to include their names in this Draft Red Herring Prospectus and to acting their respective capacities.
5. Peer Review Auditors Report dated September 25, 2026 on Restated Financial Statements of our Company for the Financial Years ended on March 31, 2026, March 31, 2025 and March 31, 2024.
6. The Report dated September 27, 2026 from the Statutory and Peer Review Auditor of our Company, confirming the Statement of Tax Benefits available to our Company and its Shareholders as disclosed in this Draft Red Herring Prospectus.
7. Audit Committees Resolution dated September 27, 2026 approving the KPI and Certificate from the Statutory and Peer Review Auditor of the Company, Chartered Accountants dated September 27, 2026 with respect to the KPIs disclosed in this Draft Red Herring Prospectus.
8. Site visit report dated September 21, 2026 issued by Book Running Lead Manager.
9. Board Resolution dated September 29, 2026, [●] & [●] for approval of this Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus respectively.

10. Board Resolution dated September 29, 2026 & [●] for approval of this Draft Abridged Prospectus and Prospectus respectively.
11. Copy of Approval dated [●] from the NSE EMERGE to use their name in the Prospectus for listing of Equity Shares.
12. Due diligence certificate on Draft Red Herring Prospectus from Book Running Lead Manager dated September 29, 2026 addressing NSE and Due diligence certificate on Prospectus from Book Running Lead Manager dated [●] addressing NSE & SEBI.

Any of the contracts or documents mentioned in this Draft 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 Equity Shareholders, subject to compliance with applicable law.

SECTION XI – DECLARATION

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

Signed by the Directors of the Company:

Name	Designation	Signature
Ankur Roongta	Chairman & Director	Sd/-
Ankit Roongta	Director	Sd/-
Sanjay Pareek	Director	Sd/-
Anu Amodia	Independent Director	Sd/-
Bhavik Bajaj	Additional Independent Director	Sd/-

Signed by:

Name	Designation	Signature
Sanjay Kumar	Chief Executive Officer	Sd/-
Ravindra Parakh	Chief Financial Officer	Sd/-
Vibha Khandelwal	Company Secretary and Compliance Officer	Sd/-

Place: Surat
Date: September 29, 2026