PROSPECTUS
100% Fixed Price Issue
Please read Section 26 and 32 of the Companies Act, 2013
Dated 16th August, 2016

SPICY ENTERTAINMENT AND MEDIA LIMITED

(CIN- U22219WB2012PLC188312)

Our Company was originally incorporated as "Lahoti Entertainment & Media Limited" in Kolkata, West Bengal as a Public Limited Company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated 15th November, 2012 bearing Registration Number: 188312 issued by the Registrar of Companies, Kolkata, West Bengal and having Certificate for Commencement of Business dated 11th December, 2012. Subsequently, the name of Our Company was changed to "Spicy Entertainment and Media Limited" and a fresh Certificate of Incorporation dated 7th November, 2014 issued by the Registrar of Companies, Kolkata, West Bengal. The Corporation Identification Number of our Company is U22219WB2012PLC188312. For further details of incorporation, change of name and registered office of our Company, please refer to chapter titled "General Information" and "Our History and Corporate Structure" beginning on page 35 and 120 respectively of this Prospectus.

Registered Office: 4, Fairlie Place, HMP House, 4th Floor, Room No – 408, Kolkata – 700 001, West Bengal
Tel: +91-33-40088181 / +91 8820500005 / +91 8820400004
Email: info@spicyy.in; **Website:** www.spicyy.in
Company Secretary & Compliance Officer: Ms. Diprani Thakur

PROMOTERS OF OUR COMPANY: M/S. PINK LADY MERCHANDISE LLP & MR. ANINDYA BIKAS DATTA

THE ISSUE

PUBLIC ISSUE OF 48,20,000 EQUITY SHARES OF RS. 10 EACH ("EQUITY SHARES") OF SPICY ENTERTAINMENT AND MEDIA LIMITED ("SEML" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. 10 PER SHARE (THE "ISSUE PRICE"), AGGREGATING TO RS. 482.00 LACS ("THE ISSUE"), OF WHICH, 2,60,000 EQUITY SHARES OF RS. 10 EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKERS TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e. ISSUE OF 45,60,000 EQUITY SHARES OF RS. 10 EACH IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 29.19% AND 27.62%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH AND THE ISSUE PRICE OF RS. 10/- I.E. AT PAR OF THE FACE VALUE OF THE EQUITY SHARES.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process 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 the chapter titled "Issue Procedure" beginning on page 200 of this Prospectus. A copy will be delivered for registration to the Registrar of companies as required under Section 26 of the Companies Act, 2013.

All potential investors may participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process 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 the chapter titled "Issue Procedure" beginning on page 200 of this Prospectus. In case of delay, if any in refund, our Company shall pay interest on the application money at the rate of 15% per annum for the period of delay. Qualified Institutional Buyers and Non-Institutional Investors shall compulsorily participate in the Issue through ASBA process. A Copy will be delivered for registration to the Registrar as required under Section 26 of the Companies Act, 2013.

THE ISSUE IS BEING MADE IN ACCORDANCE WITH CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENT) REGULATIONS, 2009 AS AMENDED FROM TIME TO TIME. For further details please refer to Section titled "Issue structure " beginning on Page 197 of this Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for our Equity Shares of the Company. The face value of the Equity Shares is Rs. 10 and the issue price of Rs. 10 per Equity Share i.e. at par of face value. The issue price (as determined by our Company in consultation with the Lead Manager and as stated in the chapter titled on "Basis for Issue Price" beginning on page 77 of this 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 the Company or regarding the price at which the equity shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this 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 offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Prospectus. **Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 13 of this Prospectus.**

ISSUER'S ABSOLUTE RESPONSIBILITY

The Company having made all reasonable inquiries, accepts responsibility for and confirms that this 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 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 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 of our Company offered through this Prospectus are proposed to be listed on the SME Platform of BSE Limited **("BSE SME").** In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, we are not required to obtain an in-principal listing approval for the shares being offered in this issue. However, our Company has received an approval letter dated 20th May, 2016 from BSE for using its name in this offer document for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, SME Platform of the BSE shall be the designated Stock Exchange.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
FIRST OVERSEAS CAPITAL LIMITED 1-2 Bhupen Chambers, Ground Floor, Dalal Street, Mumbai-400-001 **Tel No.** +91 22 4050 9999 **Fax No.** +91 22 4050 9900 **Email id:** rushabh@focl.in **Investor Grievance Email:** investorcomplaints@focl.in **Website:** www.focl.in **SEBI Registration No:** INM000003671 **Contact person:** Mr. Rushabh Shorff	**MAHESHWARI DATAMATICS PRIVATE LIMITED** 6, Mangoe Lane, 2nd Floor, Kolkata-700-001 **Tel No.** +91 33 2243 5029 /2248 2248 **Fax No.** +91 33 2248 4787 **Email id:** mdpldc@yahoo.com **Website:** www.mdpl.in **SEBI Registration No:** INR000000353 **Contact person:** Mr. S Rajagopal

ISSUE PROGRAMME

ISSUE OPENS ON: 1st September, 2016	**ISSUE CLOSES ON: 7th September, 2016**

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

In this Prospectus, unless the context otherwise requires, the terms and abbreviations stated hereunder shall have the meanings as assigned therewith.

DEFINITIONS:

TERMS	DESCRIPTION
"Our Company", "the Company", "SEML", "Spicy" "we", "us" or "the Issuer"	Spicy Entertainment and Media Limited, a Public Limited Company incorporated under the Companies Act, 1956
"you", "your" or "yours"	Prospective investors in this Issue

CONVENTIONAL/GENERAL TERMS:

TERMS	DESCRIPTION
AOA/Articles/ Articles of Association	Articles of Association of Spicy Entertainment and Media Limited
Banker to the Issue	HDFC Bank Limited
Board of Directors / Board/Director(s)	The Board of Directors of Spicy Entertainment and Media Limited
BSE	BSE Limited
BSE-SME	The SME platform of BSE Limited for listing of Equity Shares offered under Chapter X-B of the SEBI (ICDR) Regulations
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 and / or Provisions of the Companies Act, 1956
Depositories Act	The Depositories Act, 1996 as amended from time to time
CIN	Corporate Identification Number
DIN	Directors Identification Number
Depositories	NSDL and CDSL
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended from time to time.
Director(s)	Director(s) of Spicy Entertainment & Media Limited, unless otherwise specified
Equity Shares / Shares	Equity Shares of our Company of face value of Rs. 10.00 each unless otherwise specified in the context thereof
EPS	Earnings Per Share
GIR Number	General Index Registry Number
GoI/ Government	Government of India
Statutory Auditor / Auditor	M/s A K Meharia & Associates, Chartered Accountants, the Statutory Auditors of our Company.
Promoters	Promoters of The Company Being M/s. Pink Lady Merchandise LLP & Mr. Anindya Bikas Datta
Promoter Group Companies /Group Companies / Group Enterprises	Unless the context otherwise specifies, refers to those entities mentioned in the section titled "Our Promoter Group / Group Companies / Entities" on page 141 of this Prospectus.
Peer Review Auditors	M/s. A K Meharia & Associates, Chartered Accountants, Statutory and Peer Review Auditors of our Company.
HUF	Hindu Undivided Family
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial Public Offerings

TERMS	DESCRIPTION
Key Managerial Personnel / Key Managerial Employees	The officers vested with executive powers and the officers at the level immediately below the Board of Directors as described in the section titled "Our Management" on page 125 of this Prospectus.
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of Spicy Entertainment and Media Limited
Non Resident	A person resident outside India, as defined under FEMA
Non-Resident Indian/ NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulations
NSE	National Stock Exchange Of India Limited (NSE)
Overseas Corporate Body / OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000. **OCBs are not allowed to invest in this Issue.**
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Registered office of our Company	4, Fairlie Place, HMP House, 4th Floor, Room No -408, Kolkata – 700 001, West Bengal, India.
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI Regulation/ SEBI (ICDR) Regulations	The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME Platform of BSE/Stock Exchange	The SME platform of BSE Limited for listing of Equity Shares offered under Chapter X-B of the SEBI (ICDR) Regulations
SWOT	Analysis of strengths, weaknesses, opportunities and threats
RoC	Registrar of Companies, Kolkata, West Bengal

ISSUE RELATED TERMS:

TERMS	DESCRIPTION
Allot/ Allotment/ Allotted	Unless the context otherwise requires, issue / allotment of Equity Shares pursuant to the Issue to successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges.
Allottee	An applicant to whom the Equity Shares are being / have been issued /allotted.
Applicant	Any prospective investor (including an ASBA Applicant) who makes an application pursuant to the terms of the Prospectus and the Application Form.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Application Form / ASBA Application	The form in terms of which the Applicant shall make an application to subscribe to the Equity Shares of our Company.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by all Applicants to make application authorizing a SCSB to block the application amount in the ASBA Account maintained with such SCSB.
ASBA Account	Account maintained by an ASBA Bidder with a SCSB which will be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicant.

TERMS	DESCRIPTION
Bankers to the Company	Such banks which are disclosed as bankers to our Company in the chapter titled ***"General Information"*** on page 36 of this Prospectus
Basis of Allotment	The basis on which the Equity Shares will be allotted as described in the section titled ***"Issue Procedure - Basis of Allotment***" beginning on page 211 of this Prospectus.
Broker Centres	Broker Centres notified by the Stock Exchanges, where the Applicants 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 BSE
BSE	BSE Limited.
Business Day	Monday to Friday (except public holidays)
CAN or Confirmation of Allocation Note	Confirmation of Allocation Note The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Ms. Diprani Thakur
Controlling Branches of SCSBs	Such branches of the SCSBs which co-ordinate Applications under this Issue made by the Applicants with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on http://www.sebi.gov.in
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996.
Depository Participant/DP	A depository participant as defined under the Depositories Act.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on http://www.sebi.gov.in
Designated Date	The date on which funds are transferred from the ASBA Accounts to the Public Issue Account in terms of the Prospectus.
Draft Prospectus	This Draft Prospectus dated 2nd March, 2016 issued in accordance with Section 26 & 32 of the Companies Act, 2013.
Eligible NRI	NRIs from such jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Prospectus constitutes an invitation to subscribe for the Equity Shares on the basis of the terms thereof.
Banker to Issue Agreement	Agreement entered into on 15th July, 2016 amongst our Company, Lead Manager, the Registrar, the Banker to the Issue for collection of the Application Amounts and for remitting refunds (if any) of the amounts collected to the Applicants (excluding the ASBA Applicants) on the terms and condition thereof.
Bankers to the Issue	The bank(s), which are clearing members and are registered with SEBI as Banker (s) to the Issue at which the Public Issue Account for the Issue will be opened, in this case being HDFC Bank Limited
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form
Issue Closing Date	7TH SEPTEMBER, 2016
Issue Opening Date	1ST SEPTEMBER, 2016
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their Applications.
Issue Price	The price at which Equity Shares will be issued and allotted by our Company

TERMS	DESCRIPTION
	being Rs. 10/- per Equity Share
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter title "Objects of the Issue" page no. 70 of this Prospectus
Issue/Offer	Public Issue of 48,20,000 Equity Shares of face value Rs. 10 each of Spicy Entertainment and Media Limited for cash at a price of Rs. 10 per Equity Share (the "Issue Price") aggregating up to Rs. 482.00 Lacs.
LM / Lead Manager	The Lead Manager for the Issue being First Overseas Capital Limited.
Market Maker	Market Maker appointed by our Company from time to time, in this case being Naysaa Securities Limited who 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 any other period as may be notified by SEBI from time to time.
Market Making Agreement	The Market Making Agreement dated 27th February, 2016 between our Company and Market Maker.
Market Maker Reservation Portion	The reserved portion of 2,60,000 Equity Shares of Rs. 10 each at an Issue Price of Rs. 10 each to be subscribed by Market Maker.
MOU/ Issue Agreement	The Memorandum of Understanding dated 27th February, 2016 between our Company and Lead Manager
Mutual Fund(s)	Mutual fund(s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 45,60,000 Equity Shares of face value Rs. 10 each of Spicy Entertainment & Media Limited for cash at a price of Rs. 10 per Equity Share (the "Issue Price") aggregating up to Rs. 456.00 Lacs.
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or RIBs and who have applied for Equity Shares for an amount of more than Rs. 2,00,000 (but not including NRIs other than Eligible NRIs).
Other Investors	Investors other than Retail Individual Investors. These include individual applicants other than retail 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 in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013.
Public Issue Account	The Bank Account opened with the Banker(s) to this Issue to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Qualified Institutional Buyers or QIBs	A Mutual Fund, Venture Capital Fund and Foreign Venture Capital investor registered with the Board, a foreign institutional investor and sub-account (other than a subaccount which is a foreign corporate or foreign individual), registered with the Board; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of Rs. 25.00 Crore; a pension fund with minimum corpus of Rs. 25.00 Crore rupees; National Investment Fund set up by resolution No. F. No. 2/3/2005 - DDII dated November 23, 2005 of the

TERMS	DESCRIPTION
	Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India.
Registered Broker	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of either BSE or NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on http://www.bseindia.com/members/MembershipDirectory.aspx & http://www.nseindia.com/membership/dynaContent/find_a_broker.htm
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 as amended
Registrar/ Registrar to this Issue/RTI	Registrar to the Issue being Maheshwari Datamatics Private Limited.
Reserved Category / Categories	Categories of persons eligible for making application under reservation portion.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors/RIIs	Individual Bidders (including HUFs in the name of Karta and Eligible NRIs) who have applied for an amount less than or equal to Rs. 2,00,000 in this Issue.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes the agreement to be entered into between our Company and the Stock Exchange in relation to listing of Equity Shares on such Stock Exchange.
Self-Certified Syndicate Bank or SCSB	A Bank which is registered with SEBI under SEBI (Bankers to an Issue) Regulations, 1994 and offers services of ASBA including blocking of bank account, a list of which is available on http://www.sebi.gov.in/pmd/scsb.pdf
SME Exchange	SME Platform of the BSE Limited i.e. BSE-SME
Stock Exchange	BSE Limited (BSE Platform)
Underwriters	The Lead Manager and the Market Maker who have underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the SEBI (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement dated 27th February, 2016 entered into amongst the Underwriters and our Company.
Working Days	Working days shall be all trading days of stock exchanges excluding Sundays and bank holidays

COMPANY/INDUSTRY RELATED TERMS/TECHNICAL TERMS:

TERMS	DESCRIPTION
2D	Two dimensional
3D	Three dimensional
Bollywood	Terminology for Hindi Film Industry
D-Cinema	Digital Cinema
E-Cinema	A commonly used term to describe various technologies used to digitally deliver movie content other than through D-Cinema.
Motion Pictures	Audiovisual works consisting of a series of related images which when shown in succession, impart an impression of motion
Pre-Production	Preparation for the shoot, in which cast and crew are hired, locations are selected, and sets are built
Post-Production	The film is edited, sound effects, music and any computer effects are added, and the film is completed
Script	The dialog and instructions for a performance work
VHS	Video Home System

ABBREVIATIONS:

ABBREVIATION	FULL FORM
ACS	Associate Company Secretary
A/C	Account
AGM	Annual General Meeting
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
A.Y.	Assessment Year
AOA	Articles of Association
ASBA	Application Supported by Blocked Amount
B.Com	Bachelor of Commerce
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
B.Sc.	Bachelor of Science
B. Tech.	Bachelor of Technology
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CB	Controlling Branch
CC	Cash Credit
CENVAT	Central Value Added Tax
C. A.	Chartered Accountant
CIN	Corporate Identification Number
CST	Central Sales Tax
CAIIB	Certified Associate of the Indian Institute of Bankers
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
C.S.	Company Secretary
DGFT	Directorate General of Foreign Trade
DIN	Director Identification Number
DIPP	Department of Industrial Policy & Promotion
DP	Depository Participant
DP ID	Depository Participant‘s Identification Number
DNB	Diplomat of National Board
ECS	Electronic Clearing System
EBIDTA	Earnings before Interest, Depreciation, Tax and Amortisation
EGM / EOGM	Extra Ordinary General Meeting of the shareholders
EPFA	The Employees‘ Provident Funds and Miscellaneous Provisions Act,1952
EPS	Earnings per Equity Share
ESOP	Employee Stock Option Plan
ESIC	Employee‘s State Insurance Corporation
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time and the regulations issued there under.
FII	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time
FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act,1992

ABBREVIATION	FULL FORM
FIs	Financial Institutions.
FIPB	Foreign Investment Promotion Board, Department of Economic Affairs, Ministry of Finance, Government of India
FY / Fiscal	The period of twelve (12) months ended on March 31 of that particular year
FV	Face Value
FVCI	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GoI/ Government	Government of India
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
i.e.	That is
IFRS	International Financial Reporting Standards
IRDA	Insurance Regulatory and Development Authority
Indian GAAP	Generally Accepted Accounting Principles in India
I. T. Act	The Income Tax Act, 1961, as amended.
IT Authorities	Income Tax Authorities
I. T. Rules	The Income Tax Rules, 1962, as amended, except as stated otherwise
INR / Rs./ Rupees	Indian Rupees, the legal currency of the Republic of India
IPO	Initial Public Offer
KMP	Key Managerial Personnel
LM	Lead Manager
MICR	Magnetic Ink Character Recognition
Mn	Million
MNC	Multi National Company
MOA	Memorandum of Association
MOF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
MBA	Master's in Business Administration
N.A.	Not Applicable
NAV	Net Asset Value
No.	Number
NR	Non Resident
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NECS	National Electronic Clearing System
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NRE Account	Non-Resident (External) Account
NRO Account	Non-Resident (Ordinary) Account
NI Act	Negotiable Instruments Act, 1881
OCB	Overseas Corporate Bodies
p.a	Per annum
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
Pvt	Private
P/E Ratio	Price/Earnings Ratio
QIB	Qualified Institutional Buyer

ABBREVIATION	FULL FORM
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RoC/Registrar of Companies	The Registrar of Companies, Kolkata, West Bengal
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement Indian Rupees, the official currency of the Republic of India
SARFAESI	The Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts Regulations Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI (Venture Capital) Regulations	Regulations Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time
Sec.	Section
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME	Small And Medium Enterprises
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
USD/ $/ US$	The United States Dollar, the legal currency of the United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
USD/US$/ $	United States Dollar, the official currency of the Unites States of America
VAT	Value added tax
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India
w.e.f	With effect from
YoY	Year on Year

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references in this Prospectus to "India" are to the Republic of India. All references in this Prospectus to the "U.S.", "USA" or "United States" are to the United States of America.

In this this Prospectus, the terms "we", "us", "our", "the Company", "SEML "our Company", "Spicy Entertainment and Media Limited", "Spicy" or "Spicy Entertainment", unless the context otherwise indicates or implies, refers to Spicy Entertainment and Media Limited. In this Prospectus, unless the context otherwise requires and the word "Lac / Lakh" means "one hundred thousand", the word "million (mn)" means "Ten Lac / Lakh", the word "Crore" means "ten million" and the word "billion (bn)" means "one hundred crore". In this Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

FINANCIAL DATA

Unless stated otherwise, the financial data in this Prospectus is derived from our financial statements prepared and restated for the financial year ended 2013, 2014 and 2015 and 2016 in accordance with Indian GAAP, Accounting Standards, the Companies Act, as stated in the reports of our Peer Auditors and SEBI (ICDR) Regulations, 2009 included under Section titled "Financial Information of our Company" beginning on page 147 of this Prospectus. In this Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points. Our Company has no subsidiaries. Accordingly, financial information relating to us is presented on a Standalone basis. Our fiscal year commences on April 1 of every year and ends on March 31st of every next year.

There are significant differences between Indian GAAP, US GAAP and IFRS. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein and we urge you to consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the Indian GAAP financial statements included in this 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 this Prospectus should accordingly be limited.

CURRENCY OF FINANCIAL PRESENTATION AND EXCHANGE RATES

All references to "Rupees" or "Rs." or "INR" are to Indian Rupees, the official currency of the Republic of India. All references to "$", "US$", "USD", "U.S.$" or "U.S. Dollar(s)" are to United States Dollars, if any, the official currency of the United States of America. This Prospectus contains translations of certain U.S. Dollar and other currency amounts into Indian Rupees (and certain Indian Rupee amounts into U.S. Dollars and other currency amounts). These have been presented solely to comply with the requirements of the SEBI Regulations. These translations should not be construed as a representation that such Indian Rupee or U.S. Dollar or other amounts could have been, or could be, converted into Indian Rupees, at any particular rate, or at all.

In this Prospectus, throughout all figures have been expressed in Lacs, except as otherwise stated. The word "Lacs", "Lac", "Lakhs" or "Lakh" means "One Hundred Thousand".

Any percentage amounts, as set forth in "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operation" and elsewhere in this Prospectus, unless otherwise indicated, have been calculated based on our restated financial statement prepared in accordance with Indian GAAP.

INDUSTRY & MARKET DATA

Unless stated otherwise, industry and market data and forecast used throughout this Prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Although, we believe industry and market data used in this Prospectus is reliable, it has not been independently verified by us or the LM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. 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 market and industry sources.

FORWARD LOOKING STATEMENTS

Our Company has included statements in this Prospectus, that contain words or phrases such as "will", "aim", "will likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "project", "shall", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will continue", "will pursue" and similar expressions or variations of such expressions that are "forward-looking statements". However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding our Company objectives, plans or goals, expected financial condition and results of operations, business plans and prospects are also forward-looking statements.

These forward-looking statements include statements as to business strategy, revenue and profitability, planned projects and other matters discussed in this Prospectus regarding matters that are not historical fact. These forward-looking statements contained in this Prospectus (whether made by us or any third party) involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Further the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the entertainment industry in India and overseas in which we have our businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Other important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

1. General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
2. Changes in laws and regulations relating to the Sectors in which we operate;
3. Realization of Contingent Liabilities;
4. Occurrence of Environmental Problems & Uninsured Losses;
5. Increased competition in industries / sector in which we operate;
6. Factors affecting the industry in which we operate;
7. Our ability to meet our capital expenditure requirements
8. Our ability to successfully implement our growth strategy and expansion plans and to successfully launch and implement various projects and business plans for which funds are being raised through this Issue;
9. Fluctuations in operating costs;
10. Our ability to attract and retain qualified personnel;
11. Our failure to keep pace with rapid changes in technology;
12. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices.
13. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
14. Any adverse outcome in the legal proceedings in which we/our group companies are involved;
15. Other factors beyond our control;
16. Our ability to manage risks that arise from these factors;
17. Changes in Government policies and Regulatory actions that apply to or affect our business;
18. Conflicts of interest with affiliated companies, the promoter group and other related parties; and
19. The performance of the financial markets in India and globally.

For further discussion of factors that could cause our actual results to differ, see the Section titled "Risk Factors ", “Our Business” & "Management‘s Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 13, 105 & 163 respectively of this Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

Neither our Company, our Directors, our Officers, Lead Manager and Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company, and the Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Issue.

SECTION II

RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. In making an investment decision prospective investors must rely on their own examination of our Company and the terms of this offer including the merits and risks involved.

Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this section are not the only risks and uncertainties we currently face. Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business.

If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. Additionally, our business operations could also be affected by additional factors that are not presently known to us or that we currently consider as immaterial to our operations.

Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. To obtain a complete understanding, you should read this section in conjunction with the chapters titled "Our Business" beginning on page 105, "Industry Overview" beginning on page 89 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 163 respectively, of this Prospectus as well as other financial information contained herein.

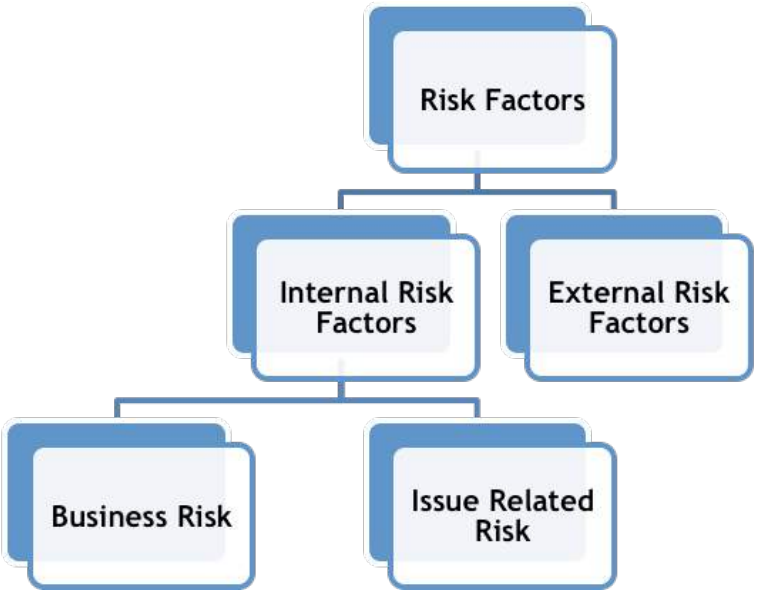
The following factors have been considered for determining the materiality of Risk Factors:

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

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our financial statements under Indian GAAP, as restated in this Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein.

For capitalized terms used but not defined in this chapter, refer to the chapter titled "Definitions and Abbreviations" beginning on page 1 of this Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

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



INTERNAL RISK FACTORS:

A: Business Risk / Company Specific Risk

1. **The registered office of our Company is not owned by us.**

   We operate from our registered office situated at 4, Fairlie Place, HMP House, 4th Floor, Room No – 408, Kolkata – 700 001, West Bengal, which is a rented premises. Any discontinuance of rent agreement / facility will lead us to locate any other premises. Our inability to identify the new premises may adversely affect the operations, finances and profitability of our Company.

2. **We are dependent on our management team for success whose loss could seriously impair the ability to continue to manage and expand business efficiently.**

   Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. Further, the loss of any of the senior management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to implement new projects and expand our business.

3. **We have reported negative cash flows.**

   The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth:

(Rs. In Lacs)

Particulars	31.03.16	31.03.15	31.03.14	31.03.13
Net Cash Flow from Operating Activities	4.45	(1,149.64)	3.84	1.21

Particulars	31.03.16	31.03.15	31.03.14	31.03.13
Net Cash Flow from Investing Activities	(11.86)	(9.95)	-	(0.54)
Net Cash Flow from Financing Activities	-	1,164.13	-	5.00
Net Increase / (Decrease) in Cash & Cash Equivalents	**(7.41)**	**4.54**	**3.84**	**5.67**

4. **If we are unable to effectively implement our business and growth strategies, our results of operations may be adversely affected. Our success will depend, in large part, on our ability to effectively implement our business and growth strategies.**

   We cannot assure you that we will be able to execute our strategies in a timely manner or within budget estimates or that we will meet the expectations of targeted customers. We believe that our business and growth strategies will place significant demands on our management and other resources and will require us to develop and improve operational, financial and other internal controls. Any inability to manage our business and growth strategies could adversely affect our business, financial condition and results of operations.

   As part of our growth strategy, we propose to continue focus on film / television management, event management and artist management. While developing these verticals, we may encounter cost overruns or delays in implementation due to, among other causes, receipt of government approvals, and availability of artists or delivery of equipment by suppliers. The occurrence of any of these risks could adversely affect our business, financial condition, and results of operations.

5. **The valuations of companies in the media/entertainment industry are perceived to be high, which may not be sustained in the future and may also not be reflective of future valuations in the industry and there is no standard valuation methodology.**

   We are engaged in the business of film/television management, event management and artist management. The valuations in the media/entertainment industry have been varying substantially in the recent past and hence current valuation may not be reflective of future valuations in the industry. There is no standard valuation methodology in this sector and the valuations in the media/entertainment industry may not be sustained in future and current valuations may not be reflective of future valuations for the industry.

6. **The entertainment industry is subject to shifts in tastes and preferences of audiences.**

   The entertainment industry is prone to unforeseen shifts in tastes and preferences of audiences, which could have an impact on the operations of our Company. Our success will depend on our ability to understand the business environment and adapt/change our business strategy accordingly.

7. **We have entered into certain related party transactions and may continue to do so.**

   We have entered into related party transactions with our Management and Directors. While we believe that all such transactions have been conducted on the arms length basis, however it is difficult to ascertain whether more favorable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we will enter into related party transactions in the future. For details of these transactions, please refer to section titled "Related Party Transactions" at page 145 of the Prospectus.

8. **Our Company does not have any long term supply contracts with our customers, which may adversely affect our results of operations.**

   Our Company does not have any long term commitments with our customers for our existing business services. Major selling is done through verbal and orders through email hence there is no assurance that our Company will continue to service our existing customers and if we would not be able to service our customers, which could have an adverse effect on our Company's operations and profitability.

9. **We are dependent on third-party media houses and production houses to source the contents, which we trade and distribute. Denial of supply of contents to us at acceptable terms will adversely affect our activities and subsequently our reputation and results of operations.**

   We are engaged in the business of trading and marketing of media and entertainment contents and we largely depend upon the producers and media houses to source these contents. Any denial or escalation in prices of these contents would adversely affect the operations and consequently affect our results of operations.

10. **Our event management operations require us to obtain various local approvals and failure to obtain them in a timely manner may adversely affect our business operations**

    Our event management operations require us to obtain from time to time, certain approvals, licenses and permits for conducting an event in a particular city. We will be applying for these approvals as and when we host or manage the event which requires obtaining these approvals relating to our business. We cannot assure you that we will be able to obtain approvals in respect of any application made by us in the future. This could materially and adversely affect our business, financial condition and results of operations.

11. **Our trademarks are not registered under the Trade Marks Act our ability to use the trademarks may be impaired.**

    Our company's business may be affected due to our inability to protect our existing and future intellectual property rights. Our Company has made application for registration of logo and trademark as specificed on page 114 of this Prospectus. We cannot guarantee that all the pending application will be decided in the favor of the Company. Hence, we do not enjoy the statutory protections accorded to a trademark registered in India and cannot prohibit the use of such logo by anybody by means of statutory protection.. If our trademarks are not registered it can allow any person to use a deceptively similar mark and market its product which could be similar to the products offered by us. Such infringement will hamper our business as prospective clients may go to such user of mark and our revenues may decrease.

12. **The success of our event management and entertainment operations depend on our artists and technicians and their loss or unavailability could adversely affect our business.**

    Event management and its success largely depend upon creativity and individual skills of few people like the artists and other technicians, which are not readily replaceable. Thus the entire success of our operations depends upon the creativity of these few peoples. Unavailability of these artists and technicians could also delay our projects. Further in case of any dispute with or loss of any of these people for any reason may adversely effect the completion of the project, which in turn could materially adversely affect results of our operations.

13. **Public Image of Lead Artists working in films produced / events managed by Our Company may affect the success of film and event.**

    Since the lead artists are usually public figures, their image in public is very crucial to their popularity. Any dent to their public image for any reason whatsoever may impact the performance of the film and event.

14. **Our ability to acquire desired programming and artistic talent might be adversely affected by competition and costs.**

    The success of our operations would depend largely upon the quality of our content. Retention and enhancement of our viewer ship would depend upon our ability to acquire popular contents and in the production of popular films at a reasonable price. We may face competition in acquiring rights of popular films and from entertainment companies in the film industry for arrangements with popular artists, technicians, directors, producers and writers for our in-house production of films. Inability to obtain / produce high quality programming content, high cost associated with competition may adversely affect our financials and business condition.

15. **The company has not yet entered in to any agreement with the artists, directors, studios and nor yet placed any order to hire pre as well post production equipment.**

    According to standards of the media and entertainment industry by and large agreements or contracts are being placed only after the finalization of production schedule based upon the availability of dates and approvals for shooting and we can place order for hiring of requisite equipment only after the finalization of casting, location of shooting etc.

16. **Our operations are geographically located in one area and any localized social unrest, natural calamities, etc. could have material adverse effect on business and financial operations.**

    Our operations are mainly based in Kolkata. As a result, any localized social unrest, natural disaster or breakdown of services and utilities in and around Kolkata could have material adverse effect on our business, financial position and results of operations.

17. **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 the Audit Committee.**

    As per SEBI (ICDR) Regulations, 2009 appointment of monitoring agency is required only for Issue size above Rs. 50,000 Lacs. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the BSE Limited and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

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

    The proposed expansion, as detailed in the section titled "*Objects of the Issue*" is to be entirely 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 the expansion process within the given time frame, or within the costs as originally estimated by us. Any time overrun or cost overrun may adversely affect our growth plans and profitability.

19. **The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in the chapter titles "Objects of the Issue".**

    The fund requirement and deployment, as mentioned in the "Objects of the Issue" on page 70 of the Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter "Objects of the Issue" is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter "Objects of the Issue" will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

20. **We have not identified any alternate source of financing 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 or any shortfall in the Issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled "Objects of the Issue" on page no. 70 of the Prospectus.

21. **Our Company has not taken any insurance cover at present. Hence we will not be able to protect us from all losses and may adversely affect our financial condition.**

    Our Company has not taken any insurance cover at present. Hence we don't have any coverage to cover any damage or loss suffered by us. To the extent that we suffer loss or damage that is not covered by insurance our results of operations or cash flow may be affected.

B: Risk related to this Issue and our Equity Shares

22. **Our ability to pay dividends will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditure and other factors.**

    Our Company has not yet paid any dividends. For further details please refer to chapter titled "Dividend Policy" on page 146 of the Prospectus. The amount of our future dividend payments, if any, will depend upon our future earnings, financial conditions, cash flows, working capital requirements, capital expenditures and other factors. There can be no assurance that we shall have distributable funds or that we will declare dividends. We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all.

23. **Any future issue of Equity Shares may dilute your shareholding and sales of our Equity Shares by our Promoter or other major shareholders may adversely affect the trading price of the Equity Shares.**

    Any future equity issues by us, including in a primary offering, may lead to the dilution of investors' shareholdings in us. Any future equity issuances by us or sales of its Equity Shares by the Promoter may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

24. There is no guarantee that the Equity Shares issued pursuant to this Issue will be listed on the BSE-SME in a timely manner.

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, we are not required to obtain any in-principle approval for listing of shares issued. We have only applied to BSE-SME to use its name as the Stock Exchange in this offer document for listing our shares on the BSE-SME. 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 delay in listing the Equity Shares on the BSE-SME. Any delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

EXTERNAL RISK FACTORS

25. Natural calamities and force majeure events may have an adverse impact on our business.

Natural disasters may cause significant interruption to our operations, and damage to the environment that could have a material adverse impact on us. The extent and severity of these natural disasters determines their impact on the Indian economy. Prolonged spells of deficient or abnormal rainfall and other natural calamities could have an adverse impact on the Indian economy, which could adversely affect our business and results of operations.

26. We have not prepared, and currently do not intend to prepare, our financial statements in accordance with the International Financial Reporting Standards ("IFRS"). Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for convergence with IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 (the "IFRS Convergence Note"). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 35 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined. Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP or our adoption of converged Indian Accounting Standards may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period and in the corresponding (restated) period in the comparative Fiscal/period.

27. Political instability or changes in the Government could adversely affect economic conditions in India generally and our business in particular.

Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company's business could cause its results of operations to suffer. Any significant change in India's economic policies could disrupt business and economic conditions in India generally and the Company's business in particular.

28. Financial instability in Indian financial markets could adversely affect our company's results of operations and financial condition.

In this globalized world, the Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, say in the United States of

America, Europe, China or other emerging economies, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil. Any prolonged financial crisis may have an adverse impact on the Indian economy, thereby resulting in a material and adverse effect on our Company's business, operations, financial condition, profitability and price of its Shares. Stock exchanges in India have in the past experienced substantial fluctuations in the prices of listed securities.

29. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.

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

30. 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, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

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

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

32. 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 effect on our business, financial condition and results of operations.

Taxes and other levies imposed by the Central or State Governments in India that affect our industry include sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or

temporary basis from time to time. Imposition of any other taxes by the Central and the State Governments may adversely affect our results of operations.

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

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

34. Natural calamities could have a negative impact on the Indian economy and cause Our Company's business to suffer.

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

35. You may be subject to Indian taxes arising out of capital gains on sale of Equity Shares.

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months is not subject to capital gains tax in India if securities transaction tax ("STT") is paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realized on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax. Any change in tax provisions may significantly impact your return on investments.

PROMINENT NOTES:

1) **SIZE OF THE ISSUE:**

Public Issue of 48,20,000 Equity Shares of Rs. 10/- each (the "Equity Shares") for cash at a price of Rs. 10/- per Equity Share aggregating to Rs. 482.00 Lacs ("the Issue") by Spicy Entertainment & Media Limited ("Spicy" or the "Company", or the "Issuer"). Out of the Issue, 2,60,000 Equity Shares of Rs. 10 each at a price of Rs. 10/- each per Equity Share aggregating to Rs. 26.00 Lacs, which will be reserved for subscription by Market Makers to the issue (the "market maker reservation portion") and Net Issue to the Public of 45,60,000 Equity Shares of Rs. 10 each at a price of Rs. 10/- each per Equity Share aggregating to Rs. 456.00 Lacs (hereinafter referred to as the "Net Issue"). The Issue and the Net Issue will constitute 29.19% and 27.62%, respectively, of the post issue paid up Equity Share capital of the Company.

2) The average cost of acquisition of Equity Shares by the Promoters:

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
M/s. Pink Lady Merchandise LLP	42,45,000	10.00
Mr. Anindya Bikas Datta	5000	10.00

**The average cost of acquisition of our Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance or transfer, the Equity Shares, including the issue of bonus shares to them. The average cost of acquisition of our Equity Shares by our Promoters has been reduced due to the issuance of bonus shares to them, if any. For more information, please refer to the section titled "Capital Structure" on page 44.*

3) Our Net worth as on 31st March, 2016 is Rs. 1195.95 Lacs as per Restated Financial Statements.

4) The Book - Value per share as on 31st March, 2016 is Rs. 10.23 as per Restated Financial Statements.

5) The name of Our Company was changed to "Spicy Entertainment and Media Limited" and a fresh Certificate of Incorporation dated 7th November, 2014 issued by the Registrar of Companies, Kolkata, West Bengal.

6) Investors may please note that in the event of over subscription, allotment shall be made on proportionate basis in consultation with the BSE, the Designated Stock Exchange. For more information, please refer to *"Basis of Allotment"* on page 211 of the Prospectus. The Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner as set out therein.

7) Investors are advised to refer to the paragraph on *"Basis for Issue Price"* on page 77 of this Prospectus before making an investment in this Issue.

8) No part of the Net Proceeds of Issue will be paid by the Company to the Promoters, members of the Promoter Group, Directors or key management personnel of the Company.

9) Investors may contact the Lead Manager or the Compliance Officer for any complaint/clarifications/information pertaining to the Issue. For contact details of the Lead Manager and the Compliance Officer, refer the front cover page.

10) Other than as stated in the section titled *"Capital Structure"* beginning on page 44 of this Prospectus, our Company has not issued any Equity Shares for consideration other than cash.

11) Except as mentioned in the sections titled *"Capital Structure"* beginning on page 44 of this Prospectus, we have not issued any Equity Shares in the last twelve months.

12) Except as disclosed in the sections titled *"Our Promoters"* or *"Our Management"* beginning on pages 137 and 125 respectively of this Prospectus, none of our Promoters, our Directors and our Key Managerial Employees have any interest in our Company except to the extent of remuneration and reimbursement of expenses and to the extent of the Equity Shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as directors, member, partner and/or trustee and to the extent of the benefits arising out of such shareholding.

13) Any clarification or information relating to the Issue shall be made available by the LM and our Company to the investors at large and no selective or additional information would be available for a section of investors in any manner whatsoever. Investors may contact the LM for any complaints pertaining to the Issue. Investors are free to contact the LM for any clarification or information relating to the Issue who will be obliged to provide the same to the investor.

14) For transactions in Equity Shares of our Company by the Promoter Group and Directors of our Company in the last six (6) months, please refer to paragraph under the section titled *"Capital Structure"* on page 44 of this Prospectus.

15) There are no contingent liabilities as on 31st March, 2016.

16) For details of any hypothecation, mortgage or other encumbrances on the movable and immovable properties of our Company please refer to the section titled *"Financial Information"* on page 147 of this Prospectus.

17) Except as disclosed in the section titled *"Our Promoter Group / Group Companies / Entities"* on page 141, none of our Group Companies have business interest in our Company.

18) For interest of Promoters/Directors, please refer to the section titled *"Our Promoters"* beginning on page 137 of this Prospectus.

19) The details of transactions with the Group Companies/ Group Enterprises and other related party transactions are disclosed as Annexure 14 of restated financial statement under the section titled "*Financial Information*" on page 161 of the Prospectus.

SECTION III: INTRODUCTION

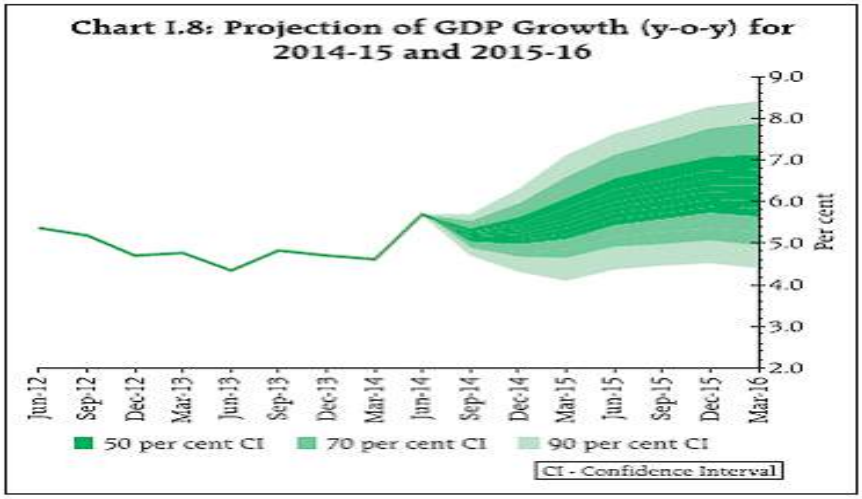
SUMMARY

This is only the summary and does not contain all information that you shall consider before investing in Equity Shares. You should read the entire Prospectus, including the information on "Risk Factors" and related notes on page 13 of this Prospectus before deciding to invest in Equity Shares.

INDUSTRY OVERVIEW

Overview of the Indian Economy

The Indian economy is ranked fourth in the world, on purchasing power parity basis, after United States, China and Japan (Source: https://www.cia.gov/library/publications/the-world factbook/geos/in.html). For the fiscal year 2015, the forecast for real GDP growth rate in India is estimated to achieve a marginally higher rate of 7.5% than last year (7.3%). by the National Council of Applied Economic Research ("NCAER") in their 'Quarterly Review of the Economy' on September 30, 2014. (Source: NCAER's Quarterly Review of the Indian Economy, Quarter 1, 2015-16).



Growth in the Indian economy had been shifting down from 9.6 per cent in Q4 of 2010-11. It troughed around 4.4 per cent for three quarters from Q3 of 2012-13 to Q1 of 2013-14. Since then there are signs of growth bottoming out with marginal improvement recorded during Q2 and Q3 of 2013-14 to 4.8 and 4.7 per cent respectively. However, this improvement has been feeble and clear signs of recovery are yet to emerge, even as the economy seems to be gearing for a modest recovery during 2014-15.

OVERVIEW OF MEDIA AND ENTERTAINMENT INDUSTRY IN INDIA

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenues.

The industry has been largely driven by increasing digitisation and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people.

Market Dynamics

The Indian media & Entertainment sector is expected to reach US$ 100 billion by 2025, from its estimated size of US$ 17.85 billion in 2015, due to its large capacity to consume new products and businesses.

In 2015, the overall Media and Entertainment industry grew 11.7 per cent over 2014. The largest segment, India's television industry, is expected to maintain its strong growth momentum led by subscription revenues, representing a year-on-year growth of about 13.2 per cent to reach Rs. 60,000 crore (US$ 9 billion) in 2015.

Significantly, with the increased penetration of smartphones and expansion of 3G/4G network in India, the country is likely to see around nine billion mobile application (apps) downloads during 2015, which is five times more than 1.56 billion in 2012. This uptick in app-downloads is also expected to increase the revenue from paid apps to an estimated over US$ 241.16 million as against US$ 144.7 million in 2014.

Industry estimates reveal that video games industry grew at a record 22.4 per cent in 2014 over 2013; wherein its net worth rose to US$ 392 million. The Indian animation industry was valued at US$ 748 million in 2014 and is forecasted to grow at 15-20 per cent per annum.

The Foreign Direct Investment (FDI) inflows in the information and broadcasting (I&B) sector (including print media) in the period April 2000 – September 2015 stood at US$ 4.28 billion, as per data released by Department of Industrial Policy and Promotion (DIPP).

Third largest TV market

- ✓ With 168 million television households in 2014, India stood as the third largest television market with USD 7.9 billion revenue in 2014.

One of the largest broadcasting markets

India has one of the largest broadcasting industries in the world with approximately 800 satellite television channels, 242 FM channels and more than 100 operational community radio networks:

- ✓ The Information and Broadcasting (I&B) Ministry has already completed the second phase of digitisation, which involved digitizing 10 million cable TV houses in 38 cities by April1, 2013 while MIB has extended the deadline for Phase III & IV to December 2015 December 2016 respectively.
- ✓ Total of 242 FM channels (21 from the Phase – Iand 221 from Phase – II) are operational. The Union Finance Minister expects private FM services to expand to 294 additional cities and about 839 new FM channels to be auctioned in 2013-14

Rising number of subscribers

- ✓ Total subscriber base for Indian television industry is expected to increase to 187 million by 2019 from 106 million in 2010.
- ✓ DTH subscriber base is estimated to grow from 40.0 million in 2014 to 72 million by 2017 and 76.6 million by 2020

Fast growing animation industry

- ✓ The Indian animation and VFX industry was worth USD744 million in 2014 and is expected to grow at a CAGR of 16.4 per cent to reach USD 1.6 billion by 2019

Exceptional growth in film industry

- ✓ The Indian film industry film in expected to grow to USD 3.4 billion by 2019

ADVANTAGE INDIA

2014

- ✓ Market Size: USD 17.0 billion

Robust demand

- ✓ Rising incomes and evolving lifestyles have led to higher demand for aspirational products and services

- ✓ Higher penetration and a rapidly growing young population coupled with increased usage of 3G, 4G and portable devices would augment demand

Attractive opportunities

- ✓ Industry is set to expand at a CAGR of 14.0 per cent over 2014–19, one of the highest rates globally
- ✓ Television and AGV segments expected to lead industry growth; opportunities in digital technologies as well

Increasing investments

- ✓ Higher FDI inflows
- ✓ Increasing M&A activity
- ✓ More big-ticket deals such as Walt Disney-UTV, Sony-ETV and Zee-Star
- ✓ Entry of big players across all segment of industry

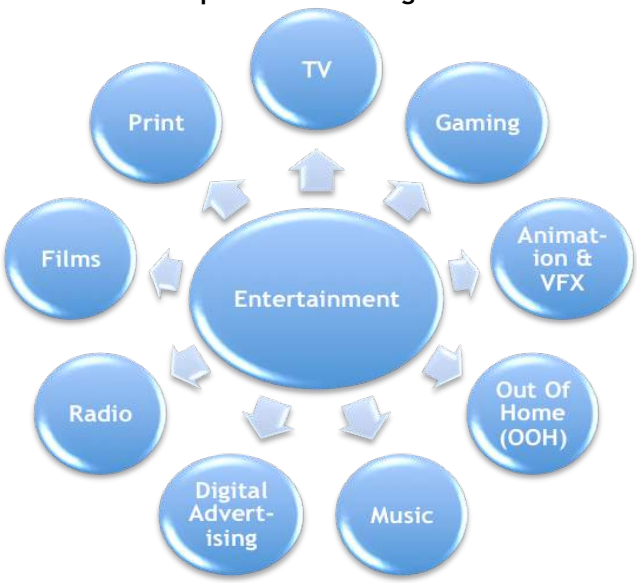
Policy support

- ✓ Policy sops, increasing FDI limits
- ✓ Measures such as digitisation of cable distribution to improve profitability and ease of institutional finance
- ✓ Increasing liberalisation and tariff relaxation
- ✓ In 2011, Indian Government passed the "The Cable Television Networks (Regulation) Amendment Act, 2011 for digitisation of cable television networks by 2015

2019E

- ✓ Market Size: USD 32.7 billion

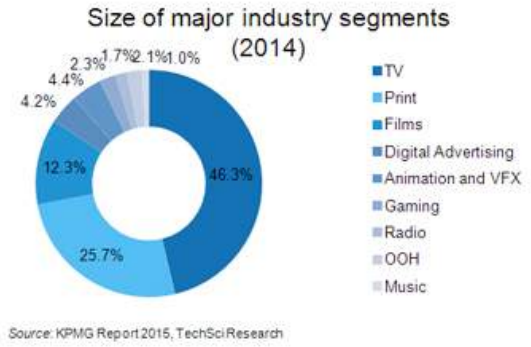
The Entertainment Sector is Split into Nine Segments

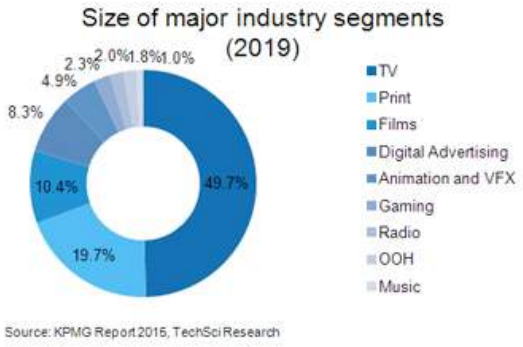


Segments of Indian Entertainment Industry:

- ✓ The entertainment industry continues to be dominated by the television segment, accounting for 46.3 per cent of market share in terms of revenues, which is expected to grow further to 49.7 per cent by 2019.

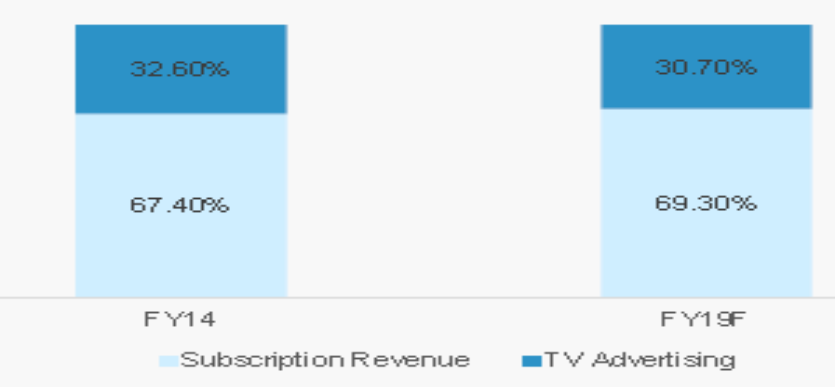
- ✓ Television, print and films together accounted for 84.3 per cent of market share in 2014.
- ✓ Television is going to capture more market share in coming years and expected to contribute half of the total market by 2019.
- ✓ Print media would be the second largest sector and Out of Home (OOH), Radio and Gaming is expected to contribute 2.0 per cent each to the entire industry by 2019.





Television, one of the largest and fastest growing segment:

- ✓ With a growth rate of 15.8 per cent in 2011, Indian television industry stood second when compared with BRIC and other major developed economies.
- ✓ In 2014, the television industry in India derived the major share of its revenue from advertising segment (32.6per cent) and the rest from subscription (67 per cent).
- ✓ Nonetheless, the share of subscription in the overall revenue of the TV segment is expected to increase to 69.3 per cent by 2019.



Radio, Animation & VFX, Gaming and Digital Advertising on High Growth Phase:

- ✓ Radio, animation & VFX, gaming and digital advertising are also emerging as fast growing segments.
- ✓ During 2014-2019, these segments are expected to increase at a CAGR of:
  - o Digital advertising (30.28 per cent)
  - o Gaming (14.38 per cent)
  - o Radio (18.20 per cent)
  - o Animation (16.40 per cent)
- ✓ With increasing use of internet and other digital resources, Digital Advertising is expected to grow at the fastest rate among peers like print media, radio and outdoor advertising.

BUSINESS OVERVIEW

Our Company was originally incorporated as "Lahoti Entertainment & Media Limited" in Kolkata, West Bengal as a Public Limited Company under the provisions of the Companies Act, 1956. Subsequently, the name of Our Company was changed to "Spicy Entertainment and Media Limited" and a fresh Certificate of Incorporation dated 7th November, 2014 issued by the Registrar of Companies, West Bengal, Kolkata.

We are a media and entertainment company with specific focus on event management. We are also engaged in the business of distribution of films.

We also provide event management services to leading Indian insurance companies for their customer awareness programs, brand promotional activities, sign board management, marketing campaigns amongst others.

Our Company's initial focus was on the entertainment industry, which was hitherto dominated by a few players. Despite stringent barriers to entry, Spicy managed to wedge its foot in the door. Our Company efforts are continually rewarded by way of commendations and recommendations from satisfied clients.

We offer fully customized solutions that give shape to our clients' special preferences, their needs and vision for the program.

We offer the most comprehensive range of solutions for corporate as well as private event management and media production needs. We plan and stage events to suit the specific needs of our clients. We are a one-stop-shop for all event management and media production requirements.

Spicy is an efficiently run self-sufficient organization with its own facilities, equipment and connections with talented, inspired and loyal writers, directors, production, post-production and marketing personnel who are responsible for guiding every Spicy production from ideation to telecast, in a cost-effective yet quality conscious manner.

We design and develop optimal solutions that maximize our clients. We deliver value in terms of Quality and Cost. We excel in customer service and support and intend to increase our visibility through use of digital channel as well as social media platforms to provide more services.

Further, we have also plans to venture into production of Bengali feature films. We aim in getting real concept to the audience. Our strategy is designed to address predictability, scalability and sustainability, ultimately resulting in profitability.

OUR SERVICES

Our major services include:

- Fashion Shows
- Game Shows
- Stage Shows, Concerts and Live Events
- Birthday Party Organizers
- Celebrity/Artist Management
- Conference/Seminar Organisers
- Corporate Event Organisers
- Brand Launch / Promotion activities
- Party/ Wedding Organisers
- Decorations, Mascots, Magic Shows etc.

BUSINESS STRATEGY:

Our vision is to emerge as a leading entertainment house and event management company that balances various platforms in a dynamically changing media environment, by establishing a sustainable connection with audiences and with our content library and its successful exploitation to ensure that it can be monetized through diversified platforms on a worldwide basis. Our strategy is designed to address predictability, scalability and sustainability, ultimately resulting in profitability. We intend to pursue the following strategies in order to consolidate our position and grow further:

- **Launch of online talent hunt portal i.e.** www.muzic4india.com

This is a unique concept, which is being launched first time in India. This would be showcased as online talent hunt competition for upcoming musician and singers. Participants can send us their recordings and we will upload the same on our portal. We shall conduct voting poll on PAN India basis over social media platforms. We would sponsor the winner by launching an album of the winner. Muzic4India is a first-of-its-kind, regional singing competition specifically for budding singers in the Eastern Region of India. This fresh music compsing & singing competition aim to attract over 2000 acts as we invite registration from all across the eastern region of India in search for the "Banglar New Talent".

- **Launch of acting traing portal and institute i.e.** www.viofa.in

We have registered a portal in the name of www.viofa.in. We plan to develop Viofa (Vignesh Institute of Film & Arts) as acting school for talented individuals, who wish to pursue their careers as actors, dancers, writers, models & as singer or music composer in the entertainment industry.
The professional courses at Viofa will provide training in acting, screenwriting. The classes at VIOFA will be conducted by well renowned & competent faculty members who impart training through practical, theory classes, games, exercises, workshops etc.

- **Online Bengali News Portal i.e.** www.newsekhon.com

Almost every vertical of news is gradually shifting towards online/digital, which seems logical given the current paradigm shift in news consumption pattern. Hence, we have registered a portal in the name of www.newsekhon.com, which host latest news in Bengali language with a specific focus of news from entertainment sector. We plan to continuously develop niche set of contents which will appeal to people and also attract to advertisers.

- **Scaling up Our content library driven by return on Investment**

Our aim is to acquire, manage and deliver the best possible content that has the ability to exploit over various existing and emerging distribution platforms. Based on our view of entertainment consumption patterns and driven by return on investment, our strategy is to focus on acquiring additional content as follows:

Perpetual Rights:

Our aim is, to own the complete intellectual property rights in a film by acquiring perpetual rights, as well as, to monetize them over a maximum number of distribution platforms. We believe that this will contribute to the long-term sustainability of our business model. Our experience suggests that the monetization value of the rights keeps pace with average media inflation. As these rights keep revolving after every cycle, typically five years, the management believes that they will contribute to a stable and predictable revenue and profit stream.

Television broadcast rights and New Media Rights including Music based rights:

Over the last few years' television has emerged as a key monetization medium for films. Accordingly, our strategy is to further strengthen our competitive advantage by building on and augmenting our Aggregation

Rights for television broadcast and further leveraging our portfolio approach. Based on our view of entertainment consumption patterns emerging over the next few years, we intend to expand further into new media specific content including expanding our presence in the music business to enhance our scale in this segment. The diverse additions to our Content Library, each year, is the result of a planned content acquisition strategy and is based on agreements that we have entered into with various production houses.

- **Venture in to production of films**

We intend to expand our area of operations by venturing in to production of films particularly Bengali feature films, which will enhance our position as a production house with continuous innovation in process and better understanding of the viewership trend. In view of the rapid changing preferences in entertainment space domestically and internationally, we intend to build up capability of conceptualizing and producing films catering to every entertainment need for film viewers.

- **Increasing our service portfolio**

We are constantly striving to expand our service offering and we are always on the lookout for complementary services that will add to our solution bouquet. This also helps in keeping our portfolio balanced and helps spread our risk. We would seek service lines, which have better scope for value addition and therefore offer us higher than average margins.

- **To achieve inorganic growth through strategic acquisitions & investments**

We intend to build end to end capabilities in Media and Entertainment Services business. We look to achieve this through organic as well as inorganic growth. By way of inorganic growth, we may identify companies with complementary entertainment skills along with significant customer base across geographies where we do not have significant presence.

- **Setting up Studio**

Going further, we plan to set up a sound recording studio with state of art infrastructure and modern equipments, which we plan to use the same for in-house purpose as well as it will be rented for recording of songs, music, dialogue dubbing etc. This will create a new line of revenue and push up the bottom-line of our Company.

SWOT:

Strengths

- Sound track record of successful events
- Strong managerial capability
- Cordial relations across entertainment industry
- Sound structured national network facilitates and the boom of ME industry
- Lower response time with efficient and effective service
- Operational excellence
- Pool of contents

Weaknesses

- Revenue and profitability is directly linked to the exploitation and growth of our content.
- Rapid Technological changes
- Failure of any event may lead to negative publicity

Opportunities

- Rapid urbanization
- Bengali Film Industry on rise
- Digitization and New Media– New Avenues
- Growing awareness among viewers/customers about new technologies.
- New phase of low budget movies/TV shows etc.
- Increase in no. of channels and Multiplexes.

Threats

- Government & regulatory norms
- Fleeting Consumer expectations
- Decreasing Cycle time
- Increasing cost of rights for movies and songs
- Fragmentation
- There are no entry barriers in our industry, which puts us to the threat of competition from new entrants.
- Any change or shift of focus of Government policies may adversely impact our financials

SUMMARY OF FINANCIAL DATA

STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(Rs. In Lacs)

Particulars	31.03.16	31.03.15	31.03.14	31.03.13
Equity & Liabilities				
Shareholders' Funds				
Share Capital	1,169.13	1,169.13	5.00	5.00
Reserve & Surplus	26.82	4.97	2.85	0.44
Total (A)	**1,195.95**	**1,174.10**	**7.85**	**5.44**
Non Current Liabilities				
Share Application Money	-	-	-	-
Long Term Borrowings	-	-	-	-
Deferred Tax Liabilities (Net)	-	-	-	-
Other Long Term Liabilities	-	-	-	-
Total (B)	**-**	**-**	**-**	**-**
Current Liabilities				
Short Term Borrowings	-	-	-	-
Trade Payables	-	-	-	-
Other Current Liabilities	46.26	19.30	153.60	21.60
Short Term Provisions	16.04	2.03	1.08	0.20
Total (C)	**62.30**	**21.32**	**154.68**	**21.80**
Total (D=A+B+C)	**1,258.25**	**1,195.42**	**162.53**	**27.24**
Assets				
Fixed Assets:				
Tangible Assets	5.96			
Intagible Assets	-	-	-	-
Deferred Tax Asset (Net)	3.44	-	-	-
Long Term Loans & Advances	-	-	-	-
Non Current Investments	**-**	**-**	**-**	**-**
Other Non Current Assets	-	10.27	0.32	0.43
Total (E)	**9.40**	**10.27**	**0.32**	**0.43**
Current Assets				
Current Investments	-	-	-	-
Inventories	0.45	-	0.20	0.45
Trade Receivables	9.18	-	-	-
Cash & Bank Balances	6.63	14.05	9.50	5.67
Short Term Loans & Advances	1232.59	1,171.10	152.50	20.69
Other Current Assets	-	-	-	-
Total (F)	**1,248.85**	**1,185.15**	**162.21**	**26.81**
Total (G=E+F)	**1,258.25**	**1,195.42**	**162.53**	**27.24**

STATEMENT OF PROFIT AND LOSS, AS RESTATED

(Rs. In Lacs)

Particulars	31.03.16	31.03.15	31.03.14	31.03.13
Income				
Revenue from Operations	178.01	2.98	6.21	2.20
Other Income	68.82	13.69	9.90	
Total	**246.83**	**16.67**	**16.11**	**2.20**
Expenditure				
Purchases	0.75	-	1.50	1.00
Operational Expenses	18.26	-	-	-
Change in inventories of Finished Goods, Stock-in-Trade & Scrap	(0.45)	0.20	0.25	(0.45)
Employees Costs	131.50	8.31	3.85	-
Administrative and Other Expenses	48.16	5.10	6.91	0.90
Total	**198.22**	**13.61**	**12.52**	**1.45**
Profit before Depreciation, Interest and Tax	**48.61**	**3.06**	**3.60**	**0.75**
Depreciation & Amortizations	16.18	-	0.11	0.11
Profit before Interest & Tax	**32.43**	**3.06**	**3.49**	**0.64**
Interest & Finance Charges	-	-	-	-
Exceptional Items	-	-	-	-
Net Profit before Tax	**32.43**	**3.06**	**3.49**	**0.64**
Less: Provision for Taxes:				
Current Tax	14.01	0.95	1.08	0.20
Deferred Tax	3.44	-	-	-
Net Profit After Tax & Before Extraordinary Items	**21.86**	**2.11**	**2.41**	**0.44**
Extra Ordinary Items				
Net Profit	**21.86**	**2.11**	**2.41**	**0.44**

Spicy Entertainment & Media Limited

STATEMENT OF CASH FLOW, AS RESTATED

(Rs. In Lacs)

Particulars	31.03.16	31.03.15	31.03.14	31.03.13
CASH FLOW FROM OPERATING ACTIVITIES				
Net profit before taxes	32.43	3.06	3.49	0.64
Adjustment for:				
Add: Depreciation & Amortization	16.18	-	0.11	0.11
Add: Interest & Finance Charges	-	-	-	-
Operating Profit before Working capital changes	**48.61**	**3.06**	**3.60**	**0.75**
Adjustments for:				
Decrease (Increase) in Trade & Other Receivables	(9.18)	-	-	-
Decrease (Increase) in Short Term Loans & Advances	(61.49)	(1,016.22)	(131.81)	(20.69)
Decrease (Increase) in Inventories	(0.45)	0.20	0.25	(0.45)
Decrease (Increase) in Other Current Assets	-	-	-	-
Increase (Decrease) in Trade Payables	-	-	-	-
Increase (Decrease) in Other Current Liabilities	26.96	(134.30)	132.00	21.60
Net Changes in Working Capital	**(44.16)**	**(1,150.33)**	**0.44**	**0.46**
Cash Generated from Operations	4.45	(1,147.27)	4.03	1.21
Less Taxes	-	2.37	0.20	-
Net Cash Flow from Operating Activities (A)	**4.45**	**(1,149.64)**	**3.84**	**1.21**
CASH FLOW FROM INVESTING ACTIVITIES				
Sale /(Purchase) of Fixed Assets	(7.88)	-	-	-
Decrease (Increase) in Investments	-	-	-	-
Decrease (Increase) in Other Non Current Assets	(3.98)	(9.95)	-	(0.54)
Net Cash Flow from Investing Activities (B)	**(11.86)**	**(9.95)**	**-**	**(0.54)**
CASH FLOW FROM FINANCING ACTIVITIES				
Issue of share capital and Proceeds / (Refund) from Share Application Money	-	1,164.13	-	5.00
Interest & Finance Charges	-	-	-	-
Increase / (Repayment) of Long Term Borrowings	-	-	-	-
Increase / (Repayment) of Short Term Borrowings	-	-	-	-
Decrease (Increase) in Long Term Loans & Advances	-	-	-	-
Net Cash Flow from Financing Activities (C)	**-**	**1,164.13**	**-**	**5.00**
Net Increase / (Decrease) in Cash & Cash Equivalents	**(7.41)**	**4.54**	**3.84**	**5.67**
Cash and cash equivalents at the beginning of the year / Period	**14.05**	**9.50**	**5.67**	**-**
Cash and cash equivalents at the end of the year/ Period	**6.63**	**14.05**	**9.50**	**5.67**

ISSUE DETAILS IN BRIEF

PRESENT ISSUE IN TERMS OF THE PROSPECTUS

Equity Shares Offered: Fresh Issue of Equity Shares by our Company	Issue of 48,20,000 Equity Shares of Rs. 10 each at a price of Rs. 10 per Equity Share aggregating Rs. 482.00 Lacs.
Of Which:	
Issue Reserved for the Market Makers	2,60,000 Equity Shares of Rs. 10 each at a price of Rs. 10 per Equity Share aggregating Rs. 26.00 Lacs.
Net Issue to the Public*	45,60,000 Equity Shares of Rs. 10 each at a price of Rs. 10 per Equity Share aggregating Rs.456.00 Lacs.
Equity Shares outstanding prior to the Issue	1,16,91,250 Equity Shares of face value of Rs. 10 each
Equity Shares outstanding after the Issue	1,65,11,250 Equity Shares of face value of Rs. 10 each
Objects of the Issue	Please refer section titled *"Objects of the Issue"* on page 70 of this Prospectus.

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to *"Issue Structure"* on page 197 of this Prospectus.

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on 1st February, 2016 and by the shareholders of our Company vide a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the EGM held on 25th February, 2016.

*As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue the allocation' is the net offer to the public category shall be made as follows:

a) Minimum fifty percent to retail individual investors; and

b) Remaining to:

i. Individual applicants other than retail individual investors; and
i. Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

GENERAL INFORMATION

SPICY ENTERTAINMENT AND MEDIA LIMITED

Our Company was originally incorporated as "Lahoti Entertainment & Media Limited" in Kolkata, West Bengal as a Public Limited Company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated 15th November, 2012 bearing Registration Number: 188312 issued by the Registrar of Companies, Kolkata, West Bengal and having Certificate for Commencement of Business dated 11th December, 2012. Subsequently, the name of Our Company was Change to "Spicy Entertainment & Media Limited" and a fresh Certificate of Incorporation dated 7th November, 2014 issued by the Registrar of Companies, Kolkata, West Bengal. The Corporate Identification Number of our Company is U22219WB2012PLC188312.

REGISTERED OFFICE:
4, Fairlie Place, HMP House,
4th Floor, Room No -408,
Kolkata – 700 001, West Bengal
Tel: +91-33-40088181 / +91 8820500005 / +91 8820400004
Email: info@spicyy.in
Website: www.spicyy.in

COMPANY REGISTRATION NUMBER: 188312

CORPORATE IDENTIFICATION NUMBER: U22219WB2012PLC188312

REGISTRAR OF COMPANIES:

Registrar of Companies, Kolkata, West Bengal
Nizam Palace, 2nd MSO Building,
2nd Floor, 234/4, A.J.C.B Road,
Kolkata – 700 020
Tel: +91-33-2287 7390
Fax: +91-33-22903795
Email: roc.kolkata@mca.gov.in
Website: www.mca.gov.in

DESIGNATED STOCK EXCHANGE:

SME PLATFORM OF BSE
P.J. Towers, Dalal Street,
Mumbai, Maharashtra, 400 001

For details in relation to the changes to the name of our Company, please refer to the section titled "Our *History and Certain Other Corporate Matters*" beginning on page 120 of this Prospectus.

BOARD OF DIRECTORS:

Our Board of Directors comprise of the following members:

NAME	DESIGNATION	DIN	ADDRESS
Mr. Anindya Bikas Datta	Managing Director	07274171	Vasundhara Apt Flat -1C, 131, Nazrul Pally Garia, Mahamaya Tala, Kolkata -700 084, West Bengal
Mr. Abhishek Das	Executive Non Independent Director	07083079	13A Bhabanath Sen Street, Kolkata – 700 004, West Bengal
Ms. Debosmita Ghosh Dastidar	Independent Director	07027547	Block-3B 1 Kirti Apartment, 97, Chandi Ghosh Road, Regent Park, Regent Part S.O, Kolkata - 700 040, West Bengal
Mr. Anil Kumar Sajjankumar Sharma	Independent Director	07047852	15, Ghasoliya Ka Mohalla, Ward 13 Laxman Garh, Sikar - 321 607, Rajasthan
Mr. Konthoujam Sumeet Singha	Independent Director	07359768	Village Chaprow, Po Lakhipur, Cachar, Silchar, Assam-788 103

For further details of Directors of our Company, please refer to section titled "*Our Management*" on page 125 of this Prospectus.

COMPANY SECRETARY & COMPLIANCE OFFICER:

Ms. Diprani Thakur
4, Fairlie Place, HMP House,
4th Floor, Room No -408,
Kolkata – 700 001, West Bengal
Tel: +91-33-40088181
Email: info@spicyy.in
Website www.spicyy.in

Note: *Investors may contact our Company Secretary and Compliance Officer and / or the Registrar to the Issue and/ or the Lead Manager, in case of any pre-issue or post-issue related problems, such as non – receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.*

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSBs to whom the Application was submitted (at ASBA Locations), giving full details such as name, address of applicant, number, number of Equity Shares applied for, Amount blocked, ASBA Account number and the Designated Branch of relevant SCSBs to whom the Application was submitted (at ASBA Location) where the ASBA Application Form was submitted by the ASBA Applicants.

CHIEF FINANCIAL OFFICER:

Mr. Nitesh Agrawal
4, Fairlie Place, HMP House,
4th Floor, Room No -408,
Kolkata – 700 001, West Bengal
Tel: +91-33-40088181

Email: info@spicyy.in
Website: www.spicyy.in

STATUTORY AUDITORS:

M/s. A K Meharia & Associates
Chartered Accountants
2, Garstin Place, 5th Floor,
Room NO-8, Kolkata-700001,
Tel: +91-9831546721
E-mail: akmeharia@gmail.com
Membership No. 066806
Firm Registration No.-324666E
Contact Person: Mr. Prem Suman

PEER REVIEW AUDITORS:

M/s. A K Meharia & Associates
Chartered Accountants
2, Garstin Place, 5th Floor,
Room NO-8, Kolkata-700001,
Tel: +91-9831546721
E-mail: akmeharia@gmail.com
Membership No. 066806
Firm Registration No.-324666E
Contact Person: Mr. Prem Suman

LEAD MANAGER:

FIRST OVERSEAS CAPITAL LIMITED
1-2 Bhupen Chambers, Ground Floor,
Dalal Street, Mumbai-400-001
Tel No. +91 22 4050 9999
Fax No. +91 22 4050 9900
Email id: rushabh@focl.in
Investor Grievance Email: investorcomplaints@focl.in
Website: www.focl.in
SEBI Registration No: INM000003671
Contact person: Mr. Rushabh Shorff

ADVISORS TO THE ISSUE

NAVIGANT CORPORATE ADVISORS LIMITED
423, A Wing, Bonanza,
Sahar Plaza Complex,
J B Nagar, Andheri Kurla Road,
Andheri East,
Mumbai-400 059
Tel No. +91 22 6560 5550
E-mail ID: navigant@navigantcorp.com
Investor Grievance Email: info@navigantcorp.com
Website:www.navigantcorp.com
SEBI Registration No: INM000012243
Contact person: Mr. Sarthak Vijlani

LEGAL ADVISORS TO THE ISSUE:

SUNIL SHUKLA
4, Shanti Sadan,
Opp. Haweli Poddar Road,
Malad (E), Mumbai – 400 097

REGISTRAR TO THE ISSUE:

MAHESHWARI DATAMATICS PRIVATE LIMITED
6, Mangoe Lane, 2nd Floor,
Kolkata-700-001
Tel No. +91 33 2243 5029 /2248 2248
Fax No. +91 33 2248 4787
Email id: mdpldc@yahoo.com
Website: www.mdpl.in
SEBI Registration No: INR000000353
Contact person: Mr. S Rajagopal

BANKER TO THE ISSUE:

HDFC BANK LIMITED
I Think Techno Campus
Level 0-3, Next to Kanjur Marg Railway Station
Kanjur Marg (E), Mumbai – 400 042
Attn: Uday Dixit
Email: uday.dixit@hdfcbank.com
Contact No.: +91-22 3075 2927
Fax No.: +91-22 2579 9801

SELF CERTIFIED SYNDICATE BANKS:

The list of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (“**ASBA**”) Process are provided on http://www.sebi.gov.in/pmd/scsb.pdf. For details on designated branches of SCSBs collecting the ASBA Application Form, please refer to the above-mentioned SEBI link.

CREDIT RATING:

As the Issue is of Equity shares, credit rating is not required.

DEBENTURE TRUSTEES:

As this issue is not a debenture issue, the appointment of debenture trustees is not required.

IPO GRADING:

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

BROKERS TO THE ISSUE:

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

APPRAISAL AND MONITORING AGENCY:

As per Regulation 16(1) of the SEBI (ICDR) Regulations, 2009 the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 50,000 Lacs. Since the Issue size is only of Rs. 482.00 Lacs, our Company has not appointed any monitoring agency for this Issue. However, as per Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to be entered into with BSE upon listing of the Equity Shares and the Corporate Governance requirements, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

DETAILS OF THE APPRAISING AUTHORITY;

The objects of the Issue and deployment of funds are not appraised by any independent agency/ bank/ financial institution.

INTER-SE ALLOCATION OF RESPONSIBILITIES;

Since First Overseas Capital Limited is the sole Lead Manager to this Issue, a statement of inter se allocation responsibilities among Lead Manager's is not required.

EXPERT OPINION:

Except the report of the Statutory Auditor of our Company on the financial statements and statement of tax benefits included in this Prospectus, our Company has not obtained any other expert opinion.

UNDERWRITING AGREEMENT:

Underwriting

The Company and the Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The Issue is 27.39% underwritten by the Lead Manager- First Overseas Capital Limited & 72.61% underwritten by Naysaa Securities Limited in the capacity of Underwriters to the issue.

Pursuant to the terms of the Underwriting Agreements dated 27th February, 2016 entered into by us with Underwriters–First Overseas Capital Limited & Naysaa Securities Limited, the obligations of the Underwriters are subject to certain conditions specified therein. In the opinion of our Board of Directors the resources of the above mentioned Underwriters are sufficient to enable them to discharge their underwriting obligation in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers.

Name and Address of the Underwriter	Number of Equity Shares Underwritten	Amount Underwritten (Rupees In Lacs)	% of Total Issue Size Underwritten
FIRST OVERSEAS CAPITAL LIMITED 1-2 Bhupen Chambers, Ground Floor, Dalal Street, Mumbai-400-001 **Tel No.** +91 22 4050 9999 **Fax No.** +91 22 4050 9900 **Email id:** rushabh@focl.in **Investor Grievance Email:** investorcomplaints@focl.in **Website:** www.focl.in **SEBI Registration No:** INM000003671 **Contact person:** Mr. Rushabh Shorff	13,20,000	132.00	27.39

Name and Address of the Underwriter	Number of Equity Shares Underwritten	Amount Underwritten (Rupees In Lacs)	% of Total Issue Size Underwritten
NAYSAA SECURITIES LIMITED 102/104, Shivam Chambers, S.V. Road, Goregaon (W), Mumbai – 400062 **Tel:** +91-22-26760404 **Fax:** +91-22-26760202 **Email:** naysaa@naysaasecurities.com **Website:** www.naysaasecurities.com	35,00,000	350.00	72.61
TOTAL	**48,20,000**	**482.00**	**100.00**

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE:

Our Company has entered into an agreement dated 27th February, 2016 with the Lead Manager and Market Maker to fulfill the obligations of Market Making.

Name	**NAYSAA SECURITIES LIMITED**
Correspondence Address:	102/104, Shivam Chambers, S.V. Road, Goregaon (W), Mumbai – 400062
Tel No.:	+91-22-26760404 / +91-22-26760202
Fax No.:	+91-22-2677 1819
Email:	naysaa@naysaasecurities.com
Website:	www.naysaasecurities.com
Contact Person:	Mr. Vikram Lodha
SEBI Registration No.:	INB011412534
BSE Clearing No.	6309

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the BSE, 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 time 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 minimum depth of the quote shall be Rs. 1,00,000. However, the investors with holdings of value less than Rs. 1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

3. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.

4. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.

5. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on SME Platform of BSE and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.

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

7. The Market Maker(s) shall have the right to terminate said arrangement by giving a three months notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

   In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further our Company and the 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 particulars point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

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

9. **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 Rs. 250.00 crores, the applicable price bands for the first day shall be:

   - 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.
   - 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.
   - 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 BSE SME Exchange/ Platform.

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

10. **Punitive Action in case of default by Market Makers:** BSE SME 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 security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in

case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

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.

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

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

12. 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

The Share Capital of the Company as at the date of this Prospectus, before and after the Issue, is set forth below.

(Rs. in Lacs, except share data)

Sr. No	Particulars	Aggregate value at face value	Aggregate value at Issue Price
A.	**Authorized Share Capital**		
	1,70,00,000 Equity Shares of face value of Rs.10 each	1700.00	-
B.	**Issued, Subscribed and Paid-up Equity Share Capital before the Issue**		
	1,16,91,250 Equity Shares of face value of Rs. 10 each	1169.12	-
C.	**Present Issue in terms of the Prospectus**		
	Issue of 48,20,000 Equity Shares of Rs. 10 each at a price of Rs. 10 per Equity Share.	482.00	482.00
	Which comprises		
	Reserved for Market Maker 2,60,000 Equity Shares of Rs. 10 each at a price of Rs. 10 per Equity Share.	26.00	26.00
	Net Issue to the Public 45,60,000 Equity Shares of Rs. 10 each at a price of Rs. 10 per Equity Share.	456.00	456.00
	Of which		
	22,80,000 Equity Shares of Rs.10 each at a price of Rs.10 per Equity Share will be available for allocation for Investors of up to Rs. 2.00 Lacs	228.00	228.00
	22,80,000 Equity Shares of Rs.10 each at a price of Rs. 10 per Equity Share will be available for allocation for Investors of above Rs. 2.00 Lacs	228.00	228.00
D.	**Equity capital after the Issue**		
	1,65,11,250 Equity Shares of Rs. 10 each	1651.125	-
E.	**Securities Premium Account** Before the Issue After the Issue	- -	

**This Issue has been authorized by the Board of Directors pursuant to a board resolution dated 1st February, 2016 and by the shareholders of our Company pursuant to a special resolution dated 25th February, 2016 passed at the EGM of shareholders under section 62 (1)(c) of the Companies Act, 2013.*

Our Company has no outstanding convertible instruments as on the date of this Prospectus.

Classes of Shares

The Company has only one class of share capital i.e. Equity Shares Rs.10 each only.

CHANGES IN THE AUTHORIZED SHARE CAPITAL OF OUR COMPANY:

Sr. No.	Particulars of Change		Date of Shareholders' Meeting	Meeting AGM/EGM
	From	To		
1	-	1,00,000 Equity Shares of Rs. 10 each	-	Incorporation
2	1,00,000 Equity Shares of Rs. 10 each	50,00,000 Equity Shares of Rs. 10 each	2nd August, 2014	EGM
3	50,00,000 Equity Shares of Rs. 10 each	1,20,00,000 Equity Shares of Rs. 10 each	5th September, 2014	AGM
4	1,20,00,000 Equity Shares of Rs. 10 each	1,70,00,000 Equity Shares of Rs. 10 each	30th September, 2015	AGM

NOTES FORMING PART OF CAPITAL STRUCTURE

1. **Equity Share Capital history of our Company**

Date of/ issue allotment of Shares	No. of Equity Shares Issued	Face value (Rs)	Issue price (Rs.)	Nature of Consideration	Nature of allotment (Bonus, swap etc.)	Cumulative no. of Equity Shares	Cumulative paid-up share capital (Rs.)	Cumulative share premium (Rs.)
Incorporation	50,000	10	10	Cash	Subscription to MOA (A)	50,000	5,00,000	NIL
17/09/2014	59,56,250	10	10	Cash	Further Allotment (B)	60,06,250	6,0062,500	NIL
16/12/2014	16,85,000	10	10	Cash	Further Allotment (C)	76,91,250	7,69,12,500	NIL
03/03/2015	40,00,000	10	10	Cash	Further Allotment (D)	1,16,91,250	11,69,12,500	NIL

(A) Initial Subscribers to Memorandum of Associtaions subscribed 50000 Equity Shares of face value of Rs. 10 each as per the details given below:-

Sr. No.	Name of Allottees	No. of Shares Allotted
1	Shyam Sundar Lahoti	5000
2	Kamala Devi Lahoti	5000
3	Vimal Kumar Lahoti	5000
4	Ritu Lahoti	5000
5	Amit Kumar Lahoti	5000
6	Anita Lahoti	5000
7	Lahoti India Limited	20000
	Total	**50000**

(B) Further Allotment of 5956250 Equity Shares of face value of Rs. 10 each as per the details given below:-

Sr. No.	Name of Allottees	No. of Shares Allotted
1	Mukesh Kumar Khemuka	85000
2	Rakesh Kumar Khemuka	85000
3	Rachana Khemuka	85000
4	Sweta Khemka	85000
5	Usha Jain	50000

Sr. No.	Name of Allottees	No. of Shares Allotted
6	Bhushan Kumar Jain	50000
7	Yogesh Bindal	50000
8	Sashi Jain	50000
9	Vikas Bindal	50000
10	Ajay Ramnarayan Singh	125000
11	Asha Ajay Singh	125000
12	Sanjay Ramnarayan Singh	125000
13	Rekha Sanjay Singh	125000
14	Vinaya Babu Ramesh	150000
15	Roma Kirorimal Kundnani	125000
16	Kirorimal D. Kundnani	125000
17	Jairaj Mohandas Mohinani	125000
18	Ayush Mehta	75000
19	Rahul Nitin Shah HUF	50000
20	Nitin Babulal Shah HUF	50000
21	Dimple Kumari Jain	25000
22	Goriputra Metal Limited	240000
23	Arlm Chemicals (P) Ltd	150000
24	Kamlesh Bhagwandas Bathija	250000
25	Nirdesh Trading (P) Ltd	600000
26	Arun Kumar Soni	31250
27	Rampravesh Gupta	31250
28	Ram Sunder Gupta	31250
29	Madan Mohan Khemka	115000
30	Urmila Jain	50000
31	Rajni Goel	125000
32	Sanjeev Goel	125000
33	Ratneshchand Mahavirprasad Jain	125000
34	Reena Jain	125000
35	Kamlesh Bhagwandas Bathija HUF	125000
36	Richa Kamlesh Bathija	125000
37	Gopal Tahalram Lalwani	125000
38	Manoj Tahalram Lalwani	125000
39	Jagdish Prasad Agarwal	37500
40	Kapil Agarwal	250000
41	Kanika Agarwal	37500
42	Shruti Agarwal	37500
43	Denil Sudesh Shah HUF	10000
44	Fenil Sudesh Shah HUF	10000
45	Geeta Sudesh Shah	10000
46	Sudesh K Shah HUF	10000
47	Manjubai	25000
48	Deepak Kumar Mittal	70000
49	Bijeta Devi Mittal	70000
50	Ramesh Jain	25000
51	Zigzag Vanijya (P) Ltd	600000
52	Sandalwood Commercial (P) Ltd	400000
53	Rishab Mehta – HUF	50000
	Total	**5956250**

(C) Further Allotment of 1685000 Equity Shares of face value of Rs. 10 each as per the details given below:-

Sr. No.	Name of Allottees	No. of Shares Allotted
1	Aarti	12500
2	Ajay Lunia	25000
3	Amitkumar S Shah	25000
4	Amul Agarwal	10000
5	Ankit Agarwal	10000
6	Anoop Vijaykumar Shroff	25000
7	Anoop VK Shroff HUF	25000
8	Anuradha Kottapalli	12500
9	Archana	12500
10	Ashok Kumar Goenka	25000
11	Ashok Kumar Goenka & Others (HUF)	25000
12	Bandana Maskara	25000
13	Banwari Lal Goenka	25000
14	Banwari Lal Goenka & Sons (HUF)	25000
15	Devender Kumar	12500
16	Devender Kumar HUF	10000
17	Disha Agarwal	10000
18	Divya Gupta	10000
19	Harbans Singh Bagga	37500
20	Jaya Maskara	25000
21	Jayanta Nath	50000
22	Jayaprada Kothapally	12500
23	Kothapalli Bhasker Rameshkumar	10000
24	Kothapally Vasavi	12500
25	Krishni Devi Goenka	25000
26	Lalitha Shroff	25000
27	Mahendar Singh Jain	50000
28	Manjuben Shokinkumar Shah	25000
29	Milit Agarwal	10000
30	Minal Shroff	25000
31	Monika Lunia	25000
32	Nakul Goenka	25000
33	Namrata Goenka	25000
34	Navkaran Singh Bagga	37500
35	Neelam Agarwal	10000
36	Neha Goenka	25000
37	Nikhil Goenka	25000
38	Nupur Khandelwal	25000
39	Parmeshwar Lal Goenka	25000
40	Pranav Gupta	10000
41	Praveen Gupta	10000
42	Praveen Gupta HUF	10000
43	Purushottam Agarwal	10000
44	Purushottam Agarwal HUF	10000
45	Rachana Jain	25000
46	Rajender Kumar Kotapally	10000
47	Rajesh Goenka	25000
48	Rajesh Goenka & Others (HUF)	25000
49	Rajesh Maskara	25000

Sr. No.	Name of Allottees	No. of Shares Allotted
50	Rakesh Maskara	25000
51	Ravi Kumar Kotapally	10000
52	Ritu Goenka	25000
53	Sampatdevi	25000
54	Samvit Gupta	10000
55	Sandeep Gupta	10000
56	Sandeep Gupta HUF	10000
57	Sandhya Gupta	10000
58	Sanjay Lunia	25000
59	Savita Gupta	10000
60	Shokinkumar Mithalal Shah	25000
61	Shah Shokinkumar Mithalal HUF	25000
62	Shruti Goenka	25000
63	Siddharth Agarwal	10000
64	Sirish Kumar Kottapally	10000
65	Snehlata Lunia	37500
66	Sunil Kumar Agarwal	10000
67	Sunil Kumar Agarwal HUF	10000
68	Sunita Agarwal	10000
69	Swati Kedia	25000
70	Sweety Saukinkumar Shah	25000
71	Sweta Lunia	25000
72	Tajinder Kaur Bagga	37500
73	Umesh Kumar Agarwal	12500
74	Umesh Kumar HUF	10000
75	Usha Rani Kothapally	12500
76	Varsha Goenka	25000
77	Vijaya Kumar Shroff	25000
78	Vijayakumar Shroff HUF	25000
79	Vinod Lunia	25000
80	Naveen Soni	25000
81	Nirmala Soni	25000
82	Shanti Soni	25000
83	Shiv Pyari Soni	25000
	Total	**1685000**

(D) Further Allotment of 4000000 Equity Shares of face value of Rs. 10 each as per the details given below:-

Sr. No.	Name of Allottees	No. of Shares Allotted
1	Pink Lady Merchandise LLP	3000000
2	Speedfast Residency Pvt Ltd	1000000
	Total	**4000000**

2. We have not issued any Equity Shares for consideration other than cash.

3. We have not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act, 1956 or Sections 230- 233 of the Companies Act, 2013.

4. Details of Allotment made in the last two years preceding the date of Prospectus:

Date of Allotment	No. of Equity Shares	Face value per Share (Rs.)	Issue Price per Share (Rs.)	Consideration	Nature of Issue
03/03/2015	4000000	10	10	Cash	Further Allotment
16/12/2014	1685000	10	10	Cash	Further Allotment
17/09/2014	5956250	10	10	Cash	Further Allotment

5. We have not issued any shares at price below issue price within last one year from the date of this Prospectus.

6. Shareholding of our Promoters:

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

1. M/S. PINK LADY MERCHANDISE LLP									
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	Source of Fund	Pledge	Pre-issue shareholding %	Post-issue shareholding %
23/09/2014	Cash	20000	10	10	Transfer	Own fund	NO		
03/03/2015	Cash	3000000	10	10	Allotment	Borrowed	NO		
06/10/2015	Cash	450000	10	10	Transfer	Own fund	NO		
07/10/2015	Cash	400000	10	10	Transfer	Own fund	NO		
08/10/2015	Cash	200000	10	10	Transfer	Own fund	NO		
09/10/2015	Cash	150000	10	10	Transfer	Own fund	NO		
13/10/2015	Cash	25000	10	10	Transfer	Own fund	NO		
Total		**4245000**						**36.31**	**25.71**

2.MR. ANINDYA BIKAS DATTA									
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	Source of Fund	Pledge	Pre-issue shareholding %	Post-issue shareholding %
07.01.2015	Cash	5000	10	10	Transfer	Own fund	NO		
Total		**5000**						**0.04**	**0.03**

Details of Promoters' contribution locked in for three years:

Pursuant to Regulation 32 and 36 of SEBI (ICDR) Regulations aggregate of 20% of the post-Issue capital held by our Promoters shall be considered as promoters' contribution (**"Promoters Contribution"**) and locked-in for a period of three years from the date of Allotment. The lock-in of the Promoters Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute 20% of the post-Issue Equity Share capital of our Company as Promoters Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution from the date of filing of this Prospectus until the commencement of the lock-in period specified above.

Name of Promoter	No. of shares locked in	Date of Allotment/ Acquisition/Transfer	Issue Price / Purchase Price /Transfer Price(Rs. per share)	% of Pre-Issue Paid up Equity capital	% of Post Issue Paid up Equity capital
M/s. Pink Lady Merchandise LLP	20000	23/09/2014	10		
	30,00,000	03/03/2015	10		
	3,78,650	06/10/2015	10		
TOTAL	**33,98,650**			**29.07**	**20.58**

We further confirm that the minimum Promoter Contribution of 20% which is subject to lock-in for three years does not consist of:

• Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources.

• Equity Shares acquired by the Promoters during the preceding one year, at a price lower than the price at which Equity Shares are being offered to public in the Issue.

• Private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.

• The Equity Shares held by the Promoters and offered for minimum 20% Promoters' Contribution are not subject to any pledge.

• Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.

• Equity shares issued to our Promoters on conversion of partnership firms into limited companies.

Specific written consent has been obtained from the Promoters for inclusion of the Equity Shares for ensuring lock-in of three years to the extent of minimum 20% of post -Issue paid-up Equity Share Capital from the date of allotment in the proposed public Issue. Promoters' Contribution does not consist of any private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.

The minimum Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoters under the SEBI (ICDR) Regulations, 2009. The Promoters' Contribution constituting 20% of the post-Issue capital shall be locked-in for a period of three years from the date of Allotment of the Equity Shares in the Issue.

All Equity Shares, which are to be locked-in, are eligible for computation of Promoters' Contribution, in accordance with the SEBI (ICDR) Regulations, 2009. Accordingly we confirm that the Equity Shares proposed to be included as part of the Promoters' Contribution:

a) have not been subject to pledge or any other form of encumbrance; or

b) have not been acquired, during preceding three years, for consideration other than cash and revaluation of assets or capitalization of intangible assets is not involved in such transaction;

c) is not resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the Issuer or from bonus issue against Equity Shares which are ineligible for minimum Promoters' Contribution;

d) have not been acquired by the Promoters during the period of one year immediately preceding the date of filing of this Prospectus at a price lower than the Issue Price.

Other requirements in respect of lock-in:

- In terms of Regulation 39 of the SEBI ICDR Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.

- In terms of Regulation 40 of the SEBI ICDR Regulations, 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 36 or 37 of the SEBI ICDR Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

- Further in terms of Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters may be transferred to and amongst the Promoter Group or to new promoters or persons in control of the Issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

7. **Details of share capital locked in for one year:**

In addition to 20% of the post-Issue shareholding of our Company held by the Promoters (locked in for three years as specified above), in accordance with regulation 36 of SEBI (ICDR) Regulations, 2009, the entire pre-Issue share capital of our Company (including the Equity Shares held by our Promoters) shall be locked in for a period of one year from the date of Allotment in this Issue.

The Equity Shares held by persons other than our Promoters and locked-in for a period of one year from the date of Allotment, in accordance with regulation 37 of SEBI (ICDR) Regulations, 2009, in the Issue may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in the hands of transferees for the remaining period and compliance with the Takeover Code.

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8. **Shareholding Pattern of our Company:**

The following tables present the shareholding pattern of Our Company:

Table 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 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)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class X	Class Y	Total								
(A)	Promoter and Promoter Group	2	42,50,000	-	-	42,50,000	36.35	-	-	-	-	-	36.35	-	-	-	-	4250000
(B)	Public	367	74,41,250	-	-	74,41,250	63.65	-	-	-	-	-	63.65	-	-	-	-	6929750
(C-)	Non Promoter Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

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 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)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class X	Class Y	Total								
(C-1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C-2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**369**	**1,16,91,250**	**-**	**-**	**1,16,91,250**	**100**	-	-	-	-	-	**100**	-	-	-	-	**11179750**

Table II - Statement showing Shareholding Pattern of the Promoter and Promoter Group

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
(1)	**Indian**																		
(a)	**Individual / Hindu Undivided Family**																		
	Mr. Anindya Bikas Datta		1	5000	-	-	5000	0.04	-	-	-	-	-	0.04	-	-	-	-	5000
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c.)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
(d)	Any Other (Corporate / LLP)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Pink Lady Merchandise LLP		1	42,45,000	-	-	42,45,000	36.31	-	-	-	-	-	36.31	-	-	-	-	4245000
	Sub Total (A-1)		**2**	**42,50,000**	**-**	**-**	**42,50,000**	**36.35**	**-**	**-**	**-**	**-**	**-**	**36.35**	**-**	**-**	**-**	**-**	**4250000**
(2)	**Foreign**																		
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c.)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (A-2)	-	**-**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		**2**	**42,50,000**	**-**	**-**	**42,50,000**	**36.35**	**-**	**-**	**-**	**-**	**-**	**36.35**	**-**	**-**	**-**	**-**	**42,50,000**

Table III - Statement showing Shareholding Pattern of the Public shareholder

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
(1)	**Institutions**																		
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c.)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Any Other (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Central Government/ State Government(s)/ President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(3)	**Non-institutions**																		
(a)	i. Individual shareholders	-	284	22,24,650	-	-	22,24,650	19.03	-	-	-	-	-	19.03	-	-	-	-	1980650

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
	holding nominal share capital up to Rs. 2 lacs.																		
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lacs																		
	Kamlesh Bhagwandas Bathija		1	2,50,000	-	-	2,50,000	2.14	-	-	-	-	-	2.14	-	-	-	-	250000
	VINAY Babu Dr .		1	1,50,000	-	-	1,50,000	1.28	-	-	-	-	-	1.28	-	-	-	-	150000
	Reena Jain		1	1,25,000	-	-	1,25,000	1.07	-	-	-	-	-	1.07	-	-	-	-	125000
	Ratnesh Chand Mahavir Prasad Jain		1	1,25,000	-	-	1,25,000	1.07	-	-	-	-	-	1.07	-	-	-	-	125000

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
	Kamlesh Bhagwandas Bathija		1	1,25,000	-	-	1,25,000	1.07	-	-	-	-	-	1.07	-	-	-	-	125000
	Richa Kamlesh Bathija		1	1,25,000	-	-	1,25,000	1.07	-	-	-	-	-	1.07	-	-	-	-	125000
	Manoj Tahalram Lalwani		1	1,25,000	-	-	1,25,000	1.07	-	-	-	-	-	1.07	-	-	-	-	125000
	Gopal Tahalram Lalwani		1	1,25,000	-	-	1,25,000	1.07	-	-	-	-	-	1.07	-	-	-	-	125000
	Kirori Daryanomal Kundnani		1	1,25,000	-	-	1,25,000	1.07	-	-	-	-	-	1.07	-	-	-	-	125000
	Roma Kirori Kundnani		1	1,25,000	-	-	1,25,000	1.07	-	-	-	-	-	1.07	-	-	-	-	125000
	Jairaj Mohandas Mohinani		1	1,25,000	-	-	1,25,000	1.07	-	-	-	-	-	1.07	-	-	-	-	125000
	Asha Ajay Singh		1	1,25,000	-	-	1,25,000	1.07	-	-	-	-	-	1.07	-	-	-	-	125000
	Rekha Sanjay		1	1,25,000	-	-	1,25,000	1.07	-	-	-	-	-	1.07	-	-	-	-	125000

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
	Singh																		
	Ajay Ramnarayan Singh		1	1,25,000	-	-	1,25,000	1.07	-	-	-	-	-	1.07	-	-	-	-	125000
	Sanjay Ramnarayan Singh		1	1,25,000	-	-	1,25,000	1.07	-	-	-	-	-	1.07	-	-	-	-	125000
	Less than 1 %		59	23,66,250	-	-	23,66,250	20.24	-	-	-	-	-	20.24	-	-	-	-	2151250
(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c.)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (Corporates / LLP):																		

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
	Avantika Advisory Services LLP		1	518500	-	-	518500	4.43	-	-	-	-	-	4.43	-	-	-	-	518500
	Supercon Realinfra Private Limited		1	150000	-	-	150000	1.28	-	-	-	-	-	1.28	-	-	-	-	150000
	Less than 1%		7	156850	-	-	156850	1.34	-	-	-	-	-	1.34	-	-	-	-	104350
	Sub-Total (B)(3)		**367**	**74,41,250**	**-**	**-**	**74,41,250**	**63.65**	**-**	**-**	**-**	**-**	**-**	**63.65**	**-**	**-**	**-**	**-**	**6929750**
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	-	**367**	**74,41,250**	**-**	**-**	**74,41,250**	**63.65**	**-**	**-**	**-**	**-**	**-**	**63.65**	**-**	**-**	**-**	**-**	**6929750**

Table IV - Statement showing Shareholding Pattern of the Non Promoter- Non Public shareholder

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of share holder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
(1)	Custodian/DR Holder																		
(a)	Name of DR Holder (if available)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub total (C)(1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of share holder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
	Regulations, 2014)																		
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

9. The average cost of acquisition of or subscription to Equity Shares by our Promoters is set forth in the table below:

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
M/s. Pink Lady Merchandise LLP	42,45,000	10.00
Mr. Anindya Bikas Datta	5000	10.00

10. None of our Directors or Key Managerial Personnel hold Equity Shares in our Company, other than as follows:

Name of the Shareholders	No. of Equity Shares	Pre-Issue percentage Shareholding
Mr. Anindya Bikas Datta	5,000	0.04

11. **Equity Shares held by top ten shareholders**

(a) Our top ten shareholders and the number of Equity Shares held by them as on date of this Draft Prospectus are as under:

Sr. No.	Name of the Shareholders	No. of Shares	% age of Pre-Issue Capital
1	Pink Lady Merchandise LLP	4245000	36.31
2	Avantika Advisory Services LLP	518500	4.43
3	Kamlesh Bhagwandas Bathija	250000	2.14
4	Dr. Vinaybabu Ramesh	150000	1.28
5	Supercon Realinfra Private Limited	150000	1.28
6	Reena Jain	125000	1.07
7	Ratnesh Chand Mahavir Prasad Jain	125000	1.07
8	Kamlesh Bhagwandas Bathija	125000	1.07
9	Richa Kamlesh Bathija	125000	1.07
10	Gopal Tahalram Lalwani	125000	1.07
10	Manoj Tahalram Lalwani	125000	1.07
10	Kirori Daryanomal Kundnani	125000	1.07
10	Roma Kirori Kundnani	125000	1.07
10	Jairaj Mohandas Mohinani	125000	1.07
10	Asha Ajay Singh	125000	1.07
10	Rekha Sanjay Singh	125000	1.07
10	Ajay Ramnarayan Singh	125000	1.07
10	Sanjay Ramnarayan Singh	125000	1.07

(b) Our top ten shareholders and the number of Equity Shares held by them ten days prior to the date of the Prospectus are as under:

Sr. No.	Name of the Shareholders	No. of Shares	% age of Pre-Issue Capital
1	Pink Lady Merchandise LLP	4245000	36.31

Sr. No.	Name of the Shareholders	No. of Shares	% age of Pre-Issue Capital
2	Avantika Advisory Services LLP	518500	4.43
3	Kamlesh Bhagwandas Bathija	250000	2.14
4	Dr. Vinaybabu Ramesh	150000	1.28
5	Supercon Realinfra Private Limited	150000	1.28
6	Reena Jain	125000	1.07
7	Ratnesh Chand Mahavir Prasad Jain	125000	1.07
8	Kamlesh Bhagwandas Bathija	125000	1.07
9	Richa Kamlesh Bathija	125000	1.07
10	Gopal Tahalram Lalwani	125000	1.07
10	Manoj Tahalram Lalwani	125000	1.07
10	Kirori Daryanomal Kundnani	125000	1.07
10	Roma Kirori Kundnani	125000	1.07
10	Jairaj Mohandas Mohinani	125000	1.07
10	Asha Ajay Singh	125000	1.07
10	Rekha Sanjay Singh	125000	1.07
10	Ajay Ramnarayan Singh	125000	1.07
10	Sanjay Ramnarayan Singh	125000	1.07

(c) Our top ten shareholders and the number of Equity Shares held by them two years prior to date of the Prospectus are as under:

Sr. No.	Name of the Shareholders	No. of Shares	% age of Pre-Issue Capital
1	Lahoti India Limited	20000	0.17
2	Shyam Sundar Lahoti	5000	0.04
3	Kamala Devi Lahoti	5000	0.04
4	Vimal Kumar Lahoti	5000	0.04
5	Amit Kumar Lahoti	5000	0.04
6	Anita Lahoti	5000	0.04
7	Ritu Lahoti	5000	0.04

12. There is no "Buyback", "Standby", or similar arrangement for the purchase of Equity Shares by our Company/Promoters/Directors/Lead Manager for purchase of Equity Shares offered through the Prospectus.

13. There have been no purchase or sell of Equity Shares by the Promoters, Promoter Group and the Directors during a period of six months preceding the date on which the Draft Prospectus / Prospectus is filed with BSE excepts as detailed below:

Date of Transfer	Nature of Transactions	No. of Equity Shares	Face value per Share (Rs.)	Transfer price (Rs.)
06.10.2015	Transfer by Yogesh Bindal (50000), Vikas Bindal (50000), Bushan Kumar Jain (50000), Shashi Jain (50000), Rajni Goel (125000), Sanjeev Goel	450000	10	10

Date of Transfer	Nature of Transactions	No. of Equity Shares	Face value per Share (Rs.)	Transfer price (Rs.)
	(125000) to Pink Lady Merchandise LLP			
07.10.2015	Transfer by Ashok Kumar Goenka (25000), Banwari Lal Goenka (25000), Neha Goenka (25000), Ashok Kumar Goenka (25000), Varsha Goenka (25000), Banwari Lal Goenka (25000), Nakul Goenka (25000), Namrata Goenka (25000), Parmeshwar Lal Goenka (25000), Rajesh Goenka (25000), Shruti Goenka (25000), Nikhil Goenka (25000), Nupur Khandelwal (25000), Rajesh Goenka (25000), Ritu Goenka (25000), Krishni Devi Goenka (25000) to Pink Lady Merchandise LLP	400000	10	10
08.10.2015	Transfer by Sanjay Lunia (25000), Snehlata Lunia (37500), Jaya Maskara (25000), Tajinder Kaur Bagga (37500), Navkaran Singh Bagga (37500), Harbans Singh Bagga (37500) to Pink Lady Merchandise LLP	200000	10	10
09.10.2015	Transfer by Anoop Vijay Kumar Shroff (25000), Anoop Vijay Kumar Shroff (25000), Minal Shroff (25000), Vijay Kumar Shroff (25000), Lalitha Shroff (25000), Vijay Kumar Shroff (25000) to Pink Lady Merchandise LLP	150000	10	10
13.10.2015	Transfer by Rachana Jain (2500), Rachana Jain (22500) to Pink Lady Merchandise LLP	25000	10	10

14. Our Company has not raised any bridge loans against the Draft proceeds of this Issue.

15. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed in paragraph on "Basis of Allotment" on page 211 of this Prospectus.

16. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off while finalizing the basis of allotment to the nearest integer during finalizing the allotment, subject to minimum allotment lot.

Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased to ensure that 20% of the post issue paid-up capital is locked-in.

17. As on date of filing of this Prospectus, the entire issued share capital of our Company is fully paid-up. The Equity Shares offered through this Public Issue will be fully paid up.

18. On the date of filing the 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.

19. Our Company has not issued any Equity Shares out of revaluation reserves and not issued any bonus shares out of capitalization of revaluation reserves.

20. Lead Manager to the Issue viz. First Overseas Capital Limited does not hold any Equity Shares of our Company.

21. Our Company has not revalued its assets since incorporation.

22. Our Company has not made any public issue since incorporation.

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

24. There will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from submission of this Prospectus until the Equity Shares to be issued pursuant to the Issue have been listed.

25. Except as disclosed in the Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six (6) months from the date of opening of the Issue, by way of spilt/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise. However, during such period or a later date, it may issue Equity Shares or securities linked to Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

26. At any given point of time, there shall be only one denomination for a class of Equity Shares of our Company.

27. Our Company does not have any ESOS/ESPS scheme for our employees and we do not intend to allot any shares to our employees under ESOS/ESPS scheme from the proposed Issue. As and when, options are granted to our employees under the ESOP scheme, our Company shall comply with the SEBI (Employee Stock Option Scheme and Employees Stock Purchase Plan) Guidelines 1999.

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

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

30. Our Company has 369 (Three Hundred Sixty Nine) members as on the date of filing of this Prospectus.

OBJECTS OF THE ISSUE

Our Company proposes to utilize the funds which are being raised towards funding the following objects and achieve the benefits of listing on the BSE-SME.

The objects of the Issue are as stated below:

1. Setting up a recording studio in Kolkata and infrastructure development
2. To produce regional feature film
3. General Corporate Purposes
4. To meet the expenses of the Issue

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum.

Our funding requirements are dependent on a number of factors, which may not be in the control of our management, changes in our financial condition and current commercial conditions. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

ISSUE PROCEEDS:

Particulars	Amount
Gross Proceeds of the Issue	482.00
Less: Issue Expenses	32.00
Net Proceeds of the Issue	**450.00**

For details on Issue Expenses, see "Other Regulatory and Statutory Disclosures " on page 178.

SCHEDULE OF IMPLEMENTATION AND USE OF NET PROCEEDS:

We intend to utilize the proceeds of the Issue, in the manner set forth below: -

(Rs. In Lacs)

No.	Particulars	Amount
I	Setting up a recording studio in Kolkata and infrastructure development	150.00
II	To produce regional feature film	200.00
III	General Corporate Expenses	100.00
	TOTAL	**450.00**

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set out below. As on the date of this Prospectus, our Company has not deployed any funds towards the Objects of the Issue.

Sr. No.	Particulars	Total Estimated Cost	Amount Deployed as on 29th February, 2016	Balance Amount Estimated to be deployed in Fiscal 2017
1	Setting up a recording studio in Kolkata & infrastructure development	150.00	-	150.00
2	To produce regional feature film	200.00	-	200.00
3	General Corporate Expenses	100.00	-	100.00
	TOTAL	**450.00**	**-**	**450.00**

We propose to meet the entire requirement of funds for the Objects from the Net Proceeds of the Issue. Accordingly, Regulation 4(2) (g) and Paragraph 2(VII) (C) (1) of Part A of Schedule VIII of the SEBI ICDR Regulations (which require firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue or through existing identifiable internal accruals) has been complied with.

In the event of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals and any additional equity and/or debt arrangements. In the event that the actual utilization towards any of the Objects of the Fresh Issue is lower than the proposed deployment, such balance will be used for future growth opportunities including funding existing objects, if required, and general corporate purposes. In the event that the estimated utilization out of the Net Proceeds in a fiscal year is not completely met, such amounts shall be utilized in the next fiscal. Moreover, our fund 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 other independent agency. We may be required to revise our estimated expenditure, fund allocation and deployment schedule, owing to factors such as general or local economic and business conditions, escalation in costs, increased competition, changes in design or configuration of the project, changes in regulations or delays in obtaining regulatory approvals, other preoperative expenses and other external factors, which may not be within the control of our management. For associated risks see “Risk Factors” on page 13.

In the event of a shortfall in raising the requisite capital from the proceeds of the Issue, towards meeting the Objects of the Issue, the extent of the shortfall will be met by internal accruals and/or from fresh debt.

Any amount, deployed by our Company out of internal accruals towards the aforementioned objects during the period between the date of filing of the Prospectus and the date of receipt of Issue Proceeds shall be recouped by our Company from the Issue Proceeds of the Issue. In case of delays in raising funds from the Issue, our company may deploy certain amounts towards any of the above mentioned Objects through a combination of Internal Accruals or Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

DETAILS OF THE OBJECTS

I. SETTING UP RECORDING STUDIO IN KOLKATA AND INFRASTRUCTURE DEVELOPMENT:

We would like to set up a recording studio, which we plan to acquire the same on lease basis in Kasba, Kolkata measuring approximate 1700 Square feets. We propose to equip the studio with state of art infrastructure facilities which would be commensurate with the standards prevalent in the industry. We plan to use the studio for in-house purpose as well as it will be rented for recording of songs, music, dialogue dubbing etc. This will create a new line of revenue and push up the bottom-line of our Company.

We propose proposes to utilize Rs. 150 Lacs from the Net Proceeds for setting up studio as detailed below:-.

Sr. No.	Particulars	Amount
I	Security Deposit of Premises	15.00
II	Furnishing of Studio and class/ training rooms and Air Conditioners and Other Equipments	35.00
III	LED, Musical Instrument and Sound Recording Equipment	90.00
IV	Plasma, Projectors and Televisions	10.00
TOTAL		**150.00**

II. TO PRODUCE REGIONAL FEATURE FILM:

We plan to use up to Rs. 200.00 lacs of the Net Proceeds to fund our film project that we intend to release in fiscal 2017. This release will aid our growth plans and will help us strengthen our presence in the Bengali film industry. Further we would like to aggregate our content through entering into assignment, co-productions arrangements with other film producers or co-producers. At initial stage we plan to commence with small budget films in order to keep the downside low in case the films not doing well. During the process of our distribution operations, we have been able to establish good relations with artists, directors, technicians etc. which we can leverage for our films.

The total cost for producing films for which funds are proposed to be raised through Public Issue is estimated as follows:

Name of Films	Estimated Cost (Rs. Lacs)
Unnamed	200.00

Estimated expenditure details for production of films (under production) are as given below:

(Rs. In Lacs)

Particulars	Cost
Music Department (Including Music Directors, Lyricist, Musician and Studio)	10.00
Acquisition of Film rights	15.00
Artists (Including entire casting of the movie)	60.00
Technical Department (Including various departments such as Camera, Artist,	10.00

Particulars	Cost
Sound, Editing, Recording and Technological Department	
Equipments and Shoot Expenses (Including Action Department, Location Charges, Set Construction, Equipment Rentals, Special Effects, Purchasing of Equipments)	25.00
Laboratory Expenses and Raw Stocks (Including Laboratory charges and Raw Stocks like Picture Negative and Positive, Sound Negative, Inters etc)	15.00
Cost of Production (Including Story, Screenplay, Dialogue, Director, Executive Producer and Production Designer, Direction Department, Dance Department and Production Department)	30.00
Dressing Department (Including Make-up and Hair Dressing, Costumes, Designers, Dress man, Jewelers)	5.00
Post Production (Including Editing Post Production, Publicity and Press)	10.00
Boarding and Lodging (Including Travel and Transport, Food and Beverages, Hotel)	10.00
Miscellaneous (Including office and general expenses, Insurance and Contingency)	10.00
Total	**200.00**

III. GENERAL CORPORATE PURPOSES:

The Net Proceeds will first be utilized towards the Objects set out above, as well as meeting the Issue-related expenses. Subject to this, our Company intends to deploy any balance left out of the Net Proceeds of Rs. 100.00 Lacs towards general corporate purposes and the business requirements of our Company, as approved by our management, from time to time. We confirm that utilization for general corporate purposes will not exceed 25% of the Net Proceeds of the Issue, in compliance with the SEBI ICDR Regulations.

Such general corporate purposes may include, but are not restricted to, the following:

- Strategic initiatives, including investments or acquisitions, from time to time;
- Brand building, promotional and outreach activities;
- Strengthening our infrastructure and systems and processes, in-house training initiatives, etc.;
- Repayment of present or future loans; and
- Ongoing general corporate purposes or exigencies, as approved by the Board, subject to compliance with applicable law.

The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time.

ISSUE RELATED EXPENSES:

The total expenses of the Offer are estimated to be approximately Rs. 32.00 Lacs. The expenses of this Issue include, among others, listing fees, underwriting and management fees, printing and distribution expenses, advertisement expenses and legal fees, if applicable. The estimated Issue expenses are as follows:

(Rs. In Lacs)

Particulars	Amount (Rs. in Lacs)	% of Total Issue Expenses	% of Total Issue Size
Issue management fees, Underwriting Fees selling commissions, brokerages,	15.00	46.88	3.11
Market Making Fees for three years	7.50	23.44	1.56
Payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	2.50	7.81	0.52
Printing & Stationery, Distribution, Postage, etc.	2.00	6.25	0.41
Advertisement & Marketing Expenses	2.00	6.25	0.41
Regulatory & other expenses	2.00	6.25	0.41
Miscellaneous Expenses	1.00	3.12	0.21
Total	**32.00**	**100.00**	**6.63**

Details of funds already deployed till date and sources of funds deployed

The funds deployed up to 29th February, 2016 pursuant to the object of this Issue as certified by the Auditors of our Company, viz. M/s. A K Meharia & Associates Chartered Accountants pursuant to their certificate dated 1st March, 2016 is given below:

(Rs. in Lacs)

Deployment of Funds	Amount
Issue Related Expenses	3.43
Total	**3.43**

(Rs. in Lacs)

Sources of Funds	Amount
Internal Accruals	3.43
Bank Finance	-
Total	**3.43**

BRIDGE FINANCING FACILITIES

We have currently not raised any bridge loans against the Proceeds of the Issue. However, depending on our requirement, we might consider raising bridge financing facilities, pending receipt of the Proceeds of the Issue.

APPRAISAL

None of the Objects have been appraised by any bank or financial institution or any other independent third party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

SHORTFALL OF FUNDS

In case of any shortfall in the proceeds to meet the objects mentioned above, our management may explore a range of options, including utilizing internal accruals or seeking debt or additional equity. In case of surplus funds either due to lower utilization than what is stated above or surplus Net Proceeds after meeting all the above mentioned objects, such surplus shall be utilised towards general corporate purposes. Alternatively, if surplus funds are unavailable or in the event of cost overruns, we expect that a shortfall will be met by way of such means available to our Company including internal accruals and/or appropriate debt or equity arrangements.

INTERIM USE OF FUNDS

Our management will have flexibility in interim deployment of the Net Proceeds. Pending utilization for the purposes described above, we undertake to temporarily deposit the funds from the Net Proceeds only in the scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, for the necessary duration. Such deposits will be approved by our management from time to time. Pending utilization of the Net Proceeds, our Company shall not use the funds for any investment in any equity or equity linked securities.

VARIATION IN OBJECTS

In accordance with Section 27 of the Companies Act 2013, our Company shall not vary the Objects of the Fresh Issue unless our Company is authorized to do so by way of a special resolution of its shareholders. In addition, the notice issued to the shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act 2013. Pursuant to the Companies Act 2013, our Promoters or controlling shareholders will be required to provide an exit opportunity to any shareholders who do not agree to such proposal to vary the Objects of the Fresh Issue at the fair market value of the Equity Shares as on the date of the resolution of our Board recommending such variation in the terms of the contracts or the objects referred to in the Prospectus, in accordance with such terms and conditions as may be specified on this behalf by the SEBI or otherwise under applicable law.

CONFIRMATION REGARDING PURCHASE OF SECOND-HAND EQUIPMENT AND MACHINERY

No second-hand equipment and machinery is proposed to be purchased by our Company from the Net Proceeds.

MONITORING OF UTILISATION OF FUNDS

Proposed size of the issue is Rs. 482.00 Lacs i.e. less than Rs. 50,000.00 Lacs. Therefore, in terms of Regulation 16(1) of the SEBI (ICDR) Regulations, appointment of a monitoring agency for the purposes of this Issue is not mandatory and hence no Monitoring Agency is being appointed for this Issue.

Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The Statutory Auditors of our Company will certify the statement.

OTHER CONFIRMATIONS:

No part of the Net Proceeds will be paid by the Company to the Promoters, members of the Promoter Group, Directors or key management personnel of the Company.

BASIC TERMS OF THE ISSUE

The Equity Shares, now being issued, are subject to the terms and conditions of this Prospectus, Application form, Confirmation of Allocation Note (CAN), the Memorandum and Articles of Association of our Company, the guidelines for listing of securities issued by the Government of India and SEBI (ICDR) Regulations, 2009, the Depositories Act, Stock Exchanges, RBI, ROC and/or other authorities as in force on the date of the Issue and to the extent applicable. In addition, the Equity Shares shall also be subject to such other conditions as may be incorporated in the Share Certificates, as per the SEBI (ICDR) Regulations, 2009 notifications and other regulations for the issue of capital and listing of securities laid down from time to time by the Government of India and/or other authorities and other documents that may be executed in respect of the Equity Shares.

This Issue has been authorized by the Board of Directors pursuant to a board resolution dated 1st February, 2016 and by the shareholders of our Company pursuant to a special resolution dated 25th February, 2016 passed at the EGM of shareholders under section 62 (1)(c) of the Companies Act, 2013.

Face Value	Each Equity Share shall have the face value of Rs.10/- each.
Issue Price	Each Equity Share is being issued at a price of Rs. 10/- each and is at par of the Face Value.
Market and Trading Lot	The Market lot and Trading lot for the Equity Share is 10,000 (Ten Thousand) and the multiple of 10,000 subject to a minimum allotment of 10,000 Equity Shares to the successful applicants.
Terms of Payment	100% of the Issue price of Rs. 10/- shall be payable on Application. For more details please refer to Issue Procedure on page 200 of this Prospectus.
Ranking of the Equity Shares	The Equity Shares shall be subject to the Memorandum and Articles of Association of our Company and shall rank pari passu in all respects including dividends with the existing Equity Shares of our Company.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level.

This Issue is 100% underwritten. 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 eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 40 of the Companies Act, 2013.

BASIS FOR ISSUE PRICE

The Issue Price of Rs. 10 per Equity Share has been determined by our Company, in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is Rs. 10 and Issue Price is Rs. 10 per Equity Share and is at par of the face value.

QUALITATIVE FACTORS

Some of the qualitative factors, which form the basis for computing the Issue Price, are:

Experienced and Strong Management Team

The management of our company is well experienced in the entertainment industry as well as within their respective specialized segments. Our Managing Director Mr. Anindya Bikas Datta is a film director and script writer with over 16 years of experience in entertainment industry plays the major role in the growth and development of our business. In addition to that our Director Mr. Abhishek Das, who is a music director by profession. Our management team includes a team of professionals who have business and industry knowledge and experience, having worked in entertainment and event management industry for many years. Our management team possesses an in-depth understanding of the media & entertainment sector, content and content exploitation, and is therefore well -positioned to focus on the continued expansion and strengthening of our pool of operations. Further, building on the existing team, our Company has inducted several experienced executives on contract to drive the business.

Strong long-standing relationships with talent within industry provide steady access to content and talent.

We believe that in various aspects of the entertainment industry in India, we have managed to create, maintain and build our goodwill with other industry participants and this has led to repeated business transactions with known names in the industry for acquisition of contents. We have aggregated content rights across various segments including comedy content, devotional content, music content and special interest content.

Established operations and proven track record.

We have established operations in media and entertainment operations and in the past we have been associated with esteemed projected which carves for over selves a niche in the industry.

Financial strength

Our Net Worth stands at Rs. 1,195.95 Lacs as on 31st March, 2016 without any debt portfolio.

QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the restated financial statements of the Company for Financial Year 2012-13 2013-14 and 2014-15 prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

1. Basic Earning Per Equity Share (EPS) (on Face value of Rs. 10 per share) as per Accounting Standard 20

Year	Earnings per Share (Rs.)	Weight
FY 2013-14	4.82	1
FY 2014-15	0.05	2
FY 2015-16	0.19	3
Weighted Average	**0.92**	

- EPS Calculations have been done in accordance with Accounting Standard 20-"Earning per Share" issued by the Institute of Chartered Accountants of India.

- Basic earnings per share are calculated by dividing the net profit after tax by the weighted average number of Equity Shares outstanding during the period. Weighted Average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year/period adjusted by the number of Equity Shares issued during year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

- For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares except where the results are anti-dilutive.

2. Price / Earnings Ratio (P/E) in relation to the Issue Price Rs. 10.00

a) Based on fiscal year as on 31st March, 2016; at EPS of Rs. 0.19 as per Restated Financial Statements, the P/E ratio is 52.63.
b) Based on weighted average EPS of Rs. 0.92 as per Restated Financial Statements, the P/E ratio is 10.93.
c) Industry PE*:

Particulars	Industry P/E
Highest	361.2
Lowest	8.8
Average	30.9

**We believe none of the listed companies in India are focused exclusively on the segment in which we operate. However for broad comparison Entertainment / Electronic Media Software has been disclosed.*

3. Return on Net Worth (RoNW)

Year	RONW (%)	Weight
FY 2013-14	32.01	1
FY 2014-15	0.18	2
FY 2015-16	1.83	3
Weighted Average	**6.31**	

Note: The RoNW has been computed by dividing net profit after tax as restated, by Net Worth as at the end of the year / period.

4. Minimum return on post Issue Net Worth to maintain the Pre-issue EPS for the year ended 31st March, 2016 is 1.87%.

5. Net Asset Value per Equity Share (NAV)

Sr. No.	Particulars	(Rs.)
a)	As on 31st March, 2016	10.23
b)	After Issue	10.16
c)	Issue Price	10.00

Note: Net Asset Value per Equity Share has been calculated as net worth divided by number of equity shares at the end of the year / period.

6. Peer Group Comparison of Accounting Ratios

We are engaged in distribution and trading of media contents and event management and we believe none of the listed companies in India are focused exclusively on the segment in which we operate and nor are of comparable size.

7. The face value of our shares is Rs.10/- per share and the Issue Price is of Rs. 10 per share that is 1.00 time of the face value.

8. The Company in consultation with the Lead Manager believes that the Issue Price of Rs. 10.00 per share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the risk factors and financials of the company including important profitability and return ratios, as set out in the Auditors' Report in the offer Document to have more informed view about the investment proposition.

STATEMENT OF TAX BENEFITS

To,
The Board of Directors,
Spicy Entertainment and Media Limited
4, Fairlie Place, HMP House,
4th Floor, Room No. - 408,
Kolkata – 700 001

Dear Sirs,

Sub: Statement of Possible Tax Benefits Available to the Company and its shareholders

We hereby report that the enclosed statement provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income tax Act, 1961 (Provisions of Finance Act, 2015), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed statement are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax-advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

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

i. Company or its shareholders will continue to obtain these benefits in future; or
ii. The conditions prescribed for availing the benefits has been/ would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

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

For M/s. A K Meharia & Associates
Chartered Accountants
Firm Registration No.- 324666E
Sd/-
Mr. Prem Suman
Partner
Membership No. - 066806

Place: Kolkata
Date: 25.02.2016

THE FOLLOWING KEY TAX BENEFITS ARE AVAILABLE TO SPICY ENTERTAINMENT AND MEDIA LIMITED AND THE SHAREHOLDERS UNDER THE CURRENT DIRECT TAX LAWS IN INDIA:

A) SPECIAL TAX BENEFITS AVAILABLE TO OUR COMPANY AND ITS SHAREHOLDERS

I. **Special Benefits available to the Company:** There are no special tax benefits available to the Company.

II. **Special Benefits available to the Shareholders of Company:** There are no special tax benefits available to the Equity

B) OTHER GENERAL TAX BENEFITS TO THE COMPANY AND ITS SHAREHOLDERS

The following tax benefits shall be available to the Company and its Shareholders under Direct tax law

Under the Income-Tax Act, 1961 ("the Act"):

I. Benefits available to the Company

1. **Depreciation:** As per the provisions of Section 32 of the Act, the Company is eligible to claim depreciation on tangible and specified intangible assets (held if any) as explained in the said section and the relevant Income Tax rules there under.

2. **Dividend Income :** Dividend income, if any, received by the Company from its investment in shares of another domestic Company will be exempt from tax under Section 10(34) read with Section 115-O of the Income Tax Act, 1961.

3. **Income from Mutual Funds / Units:** As per section 10(35) of the Act, the following income shall be exempt in the hands of the Company:
   - ✓ Income received in respect of the units of a Mutual Fund specified under clause (23D) of section 10; or
   - ✓ Income received in respect of units from the Administrator of the specified undertaking; or
   - ✓ Income received in respect of units from the specified company.

   However, this exemption does not apply to any income arising from transfer of units of the Administrator of the specified undertaking or of the specified company or of a mutual fund, as the case may be.
   For this purpose (i) —Administrator means the Administrator as referred to in section 2(a) of the Unit Trust of India (Transfer of Undertaking and Repeal) Act, 2002 and (ii) —Specified Company means a company as referred to in section 2(h) of the said Act.

4. **Income from Long Term Capital Gain:** As per section 10(38) of the Act, long term capital gains arising to the Company from the transfer of a long-term capital asset, being an equity share in a company or a unit of an equity oriented fund where such transaction is chargeable to securities transaction tax would not be liable to tax in the hands of the Company.
   For this purpose, — Equity Oriented Fund means a fund –

   a) Where the investible funds are invested by way of equity shares in domestic companies to the extent of more than sixty five percent of the total proceeds of such funds; and

   b) Which has been set up under a scheme of a Mutual Fund specified under section 10(23D) of the Act.

5. As per section 115JB, the Company will not be able to reduce the income to which the provisions of section 10(38) of the Act apply while calculating — book profits under the provisions of section 115JB of the Act and will be required to pay Minimum Alternative Tax as follows-

Book Profit	AY 2016-2017		
	Tax	Surcharge	Cess
If book profit is less than or equal to Rs. 1 Crore	18.5%	-	3%
If book profit is more than 1 crore but does not exceed Rs. 10 crore	18.5%	5%	3%
If book profit is more than Rs. 10 Crore	18.5%	10%	3%

6. Section 14A of the Act restricts claim for deduction of expenses incurred in relation to incomes which do not form part of the total income under the Act. Thus, any expenditure incurred to earn tax exempt income is not tax deductible.

7. As per the provisions of Section 112 of the Income Tax Act, 1961, long-term capital gains as computed above that are not exempt under Section 10(38) of the Income Tax Act, 1961 would be subject to tax at a rate of 20 percent (plus applicable surcharge plus education cess plus secondary and higher education cess). However, as per the provision to Section 112(1), if the tax on long-term capital gains resulting on transfer of listed securities or units, calculated at the rate of 20 percent with indexation benefit exceeds the tax on long-term capital gains computed at the rate of 10 percent without indexation benefit, then such gains are chargeable to tax at a concessional rate of 10 percent (plus applicable surcharge plus education cess plus secondary and higher education cess).

8. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a — long-term specified asset within a period of 6 months after the date of such transfer. If only a part of the capital gains is invested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. Provided, that the investment made in the long-term specified asset during any financial year does not exceed Fifty Lac rupees. Provided further that the investment made by an assessee in the long-term specified asset, from capital gains arising from transfer of one or more original assets, during the financial year in which the original asset or assets are transferred and in the subsequent financial year does not exceed fifty lacs rupees. However, if the assessee transfers or converts the long-term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money.

   A long term specified asset means any bond, redeemable after three years and issued on or after the 1st day of April 2006:
   a) by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or

   b) by the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, and notified by the Central Government in the Official Gazette for the purposes of this section.

9. As per section 111A of the Act, short-term capital gains arising to the Company from the sale of equity share or a unit of an equity oriented fund transacted through a recognized stock exchange in India, where such transaction is chargeable to securities transaction tax, will be taxable at the rate of 15% (plus applicable surcharge plus education cess plus secondary and higher education cess)

10. **Preliminary Expenses:** Under Section 35D of the Act, the company will be entitled to the deduction equal to 1/5th of the Preliminary expenditure of the nature specified in the said section, including expenditure incurred on present issue, such as Brokerage and other charges by way of amortization over a period of 5 successive years, subject to stipulated limits.

11. **Credit for Minimum Alternate Taxes ("MAT") :** Under Section 115JAA (2A) of the Income Tax Act, 1961, tax credit shall be allowed in respect of any tax paid (MAT) under Section 115JB of the Income Tax Act, 1961 for any Assessment Year commencing on or after April 1, 2006. Credit eligible for carry forward is the difference between MAT paid and the tax computed as per the normal provisions of the Income Tax Act, 1961. Such MAT credit shall not be available for set-off beyond 10 assessment years immediately succeeding the assessment year in which the MAT credit initially arose.

II. Benefits to the Resident Shareholders of the Company under the Income Tax Act, 1961:

1. As per section 10(34) of the Act, any income by way of dividends referred to in Section 115-O (i.e. dividends declared, distributed or paid on or after 1 April, 2003) received on the shares of the Company is exempt from tax in the hands of the shareholders.

2. Section 48 of the Act, which prescribes the mode of computation of capital gains, provides for deduction of cost of acquisition/improvement and expenses incurred in connection with the transfer of a capital asset, from the sale consideration to arrive at the amount of capital gains. However, in respect of long-term capital gains, it offers a benefit by permitting substitution of cost of acquisition / improvement with the indexed cost of acquisition / improvement, which adjusts the cost of acquisition / improvement by a cost inflation index as prescribed from time to time.

   Under Section 10(38) of the Income Tax Act, 1961, long-term capital gains arising to a shareholder on transfer of equity shares in the company would be exempt from tax where the sale transaction has been entered into on a recognized stock exchange of India and is liable to STT. However, the long-term capital gain of a shareholder being company shall be subject to income tax computation on book profit under section 115JB of the Income Tax, 1961.

3. Section 14A of the Act restricts claim for deduction of expenses incurred in relation to incomes which do not form part of the total income under the Act. Thus, any expenditure incurred to earn tax exempt income is not tax deductible.

4. As per section 112 of the Act, if the shares of the company are listed on a recognized stock exchange, taxable long-term capital gains, if any, on sale of the shares of the Company (in cases not covered under section 10(38) of the Act) would be charged to tax at the rate of 20% (plus applicable surcharge plus education cess plus secondary and higher education cess) after considering indexation benefits or at 10% (plus applicable surcharge plus education cess plus secondary and higher education cess) without indexation benefits, whichever is less.

5. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a — long-term specified asset within a period of 6 months after the date of such transfer. If only a part of the capital gains is invested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. Provided that the investment made in the long-term specified asset during any financial year does not exceed Fifty Lac rupees. Provided further that the investment made by an assessee in the long-term specified asset, from capital gains arising from transfer of one or more original assets, during the financial year in which the original asset or assets are transferred and in the subsequent financial year does not exceed fifty lacs rupees. However, if the assessee transfers or converts the long-term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money.

A long term specified asset means any bond, redeemable after three years and issued on or after the 1st day of April, 2006:

a) by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or

b) by the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, and notified by the Central Government in the Official Gazette for the purposes of this section.

6. Under Section 54F of the Income Tax Act, 1961 and subject to the conditions specified therein, long term capital gains (other than those exempt from tax under Section 10(38) of the Income Tax Act, 1961) arising to an Individual or a Hindu Undivided Family (HUF) on transfer of shares of the company will be exempt from capital gains tax subject to certain conditions, if the net consideration from transfer of such shares are used for purchase of residential house property within a period of 1 year before or 2 years after the date on which the transfer took place or for construction of a residential house property within a period of 3 years after the date of such transfer.

7. Under Section 111A of the Income Tax Act, 1961 and other relevant provisions of the Income Tax Act, 1961, short-term capital gains (i.e., if shares are held for a period not exceeding 12 months) arising on transfer of equity share in the company would be taxable at a rate of 15 percent (plus applicable surcharge plus education cess plus secondary and higher education cess) where such transaction of sale is entered on a recognized stock exchange in India and is liable to STT. Short-term capital gains arising from transfer of shares in a Company, other than those covered by Section 111A of the Income Tax Act, 1961, would be subject to tax as calculated under the normal provisions of the Income Tax Act, 1961.

8. As per section 36(1)(xv) of the Act, the securities transaction tax paid by the shareholder in respect of taxable securities transactions entered in the course of the business will be eligible for deduction from the income chargeable under the head — Profits and Gains of Business or Profession if income arising from taxable securities transaction is included in such income.

III. <u>Non-Resident Indians/Non-Resident Shareholders (Other than FIIs and Foreign Venture Capital Investors)</u>

1. Dividend income, if any, received by the Company from its investment in shares of another domestic company will be exempt from tax under Section 10(34) read with Section 115-O of the Income Tax Act, 1961. Income, if any, received on units of a Mutual Funds specified under Section 10(23D) of the Income Tax Act, 1961 will also be exempt from tax under Section 10(35) of the Income Tax Act, 1961, received on the shares of the Company is exempt from tax.

2. As per section 10(38) of the Act, long-term capital gains arising to the shareholders from the transfer of a long-term capital asset being an equity share in the Company, where such transaction is chargeable to securities transaction tax would not be liable to tax in the hands of the shareholder.

3. Section 14A of the Act restricts claim for deduction of expenses incurred in relation to incomes which do not form part of the total income under the Act. Thus, any expenditure incurred to earn tax exempt income is not tax deductible.

4. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a ―long -term specified asset‖ within a period of 6 months after the date of such transfer. If only a part of the capital gains is invested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. Provided that the investment made in the long-term specified asset during any

financial year does not exceed Fifty Lac rupees. Provided further that the investment made by an assessee in the long-term specified asset, from capital gains arising from transfer of one or more original assets, during the financial year in which the original asset or assets are transferred and in the subsequent financial year does not exceed fifty lacs rupees. However, if the assessee transfers or converts the long-term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money.

A long term specified asset means any bond, redeemable after three years and issued on or after the 1st day of April, 2006:

a) by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or

b) by the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, and notified by the Central Government in the Official Gazette for the purposes of this section.

5. Under Section 54F of the Income Tax Act, 1961 and subject to the conditions specified therein, long term capital gains (other than those exempt from tax under Section 10(38) of the Income Tax Act, 1961) arising to an individual or a Hindu Undivided Family (HUF) on transfer of shares of the Company will be exempt from capital gains tax subject to certain conditions, if the net consideration from transfer of such shares are used for purchase of residential house property within a period of 1 year before or 2 years after the date on which the transfer took place or for construction of a residential house property within a period of 3 years after the date of such transfer.

6. Under Section 111A of the Income Tax Act, 1961 and other relevant provisions of the Income Tax Act, 1961, short-term capital gains (i.e., if shares are held for a period not exceeding 12 months) arising on transfer of equity share in the Company would be taxable at a rate of 15 percent (plus applicable surcharge plus education cess plus secondary and higher education cess) where such transaction of sale is entered on a recognized stock exchange in India and is liable to STT. Short-term capital gains arising from transfer of shares in a company, other than those covered by Section 111A of the Income Tax Act, 1961, would be subject to tax as calculated under the normal provisions of the Income Tax Act, 1961.

7. Under section 115-C (e) of the Act, the Non-Resident Indian shareholder has an option to be governed by the provisions of Chapter XIIA of the Act viz. —Special Provisions Relating to Certain Incomes of Non –Residents which are as follows:

   i. As per provisions of section 115D read with section 115E of the Act, where shares in the Company are acquired or subscribed to in convertible foreign exchange by a Non-Resident Indian, capital gains arising to the nonresident on transfer of shares held for a period exceeding 12 months, shall (in cases not covered under section 10(38) of the Act) be concessionally taxed at the flat rate of 10% (plus applicable surcharge plus education cess plus secondary and higher education cess) (without indexation benefit but with protection against foreign exchange fluctuation).

   ii. As per section 115F of the Act, long-term capital gains (in cases not covered under section 10(38) of the Act) arising to a Non-Resident Indian from the transfer of shares of the company subscribed to in convertible foreign exchange shall be exempt from income tax, if the net consideration is reinvested in specified assets within six months from the date of transfer. If only part of the net consideration is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted into money within three years from the date of their acquisition.

iii. As per section 115G of the Act, Non-Resident Indians are not obliged to file a return of income under section 139(1) of the Act, if their only source of income is income from specified investments or long term capital gains earned on transfer of such investments or both, provided tax has been deducted at source from such income as per the provisions of Chapter XVII-B of the Act.

iv. As per section 115H of the Act, where the Non-Resident Indian becomes assessable as a resident in India, he may furnish a declaration in writing to the Assessing Officer, along with his return of income for the assessment year in which he is first assessable as a Resident, under section 139 of the Act to the effect that the provisions of the Chapter XII-A shall continue to apply to him in relation to such investment income derived from the specified assets for that year and subsequent assessment years until such assets are converted into money.

v. As per section 115-I of the Act, a Non-Resident Indian may elect not to be governed by the provision of Chapter XII-A for any assessment year by furnishing his return of income for that assessment year under section 139 of the Act, declaring therein that the provisions of Chapter XIIA shall not apply to him for that assessment year and accordingly his total income for that assessment year will be computed in accordance the other provisions of the Act.

8. The tax rates and consequent taxation mentioned above shall be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the non-resident has fiscal domicile. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the non-resident.

IV. <u>Foreign Institutional Investors (FIIs)</u>

1. Dividend income, if any, received by the Company from its investment in shares of another domestic company will be exempt from tax under Section 10(34) read with Section 115-O of the Income Tax Act, 1961. Income, if any, received on units of a Mutual Funds specified under Section 10(23D) of the Income Tax Act, 1961 will also be exempt from tax under Section 10(35) of the Income Tax Act, 1961 received on the shares of the Company is exempt from tax.

2. As per section 10(38) of the Act, long-term capital gains arising to the FIIs from the transfer of a long term capital asset being an equity share in the Company or a unit of equity oriented fund where such transaction is chargeable to securities transaction tax would not be liable to tax in the hands of the FIIs.

   As per section 115AD of the Act, FIIs will be taxed on the capital gains that are not exempt under the section 10(38) of the Act at the following rates:

Nature of Income	Rate of Tax
Long Term Capital Gain	10%
Short-Term Capital Gain (Referred to Section 111A)	15%
Short-Term Capital Gain (other than under section 111A)	30%

The above tax rates have to be increased by the applicable surcharge, education cess, and secondary and higher education cess.

3. In case of long-term capital gains, (in cases not covered under section 10(38) of the Act), the tax is levied on the capital gains computed without considering the cost indexation and without considering foreign exchange fluctuation.

4. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a — long-term specified asset within a period of 6 months after the date of such transfer. If only a part of the capital gains is invested,

the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. Provided that the investment made in the long-term specified asset during any financial year does not exceed Fifty Lac rupees. Provided further that the investment made by an assessee in the long-term specified asset, from capital gains arising from transfer of one or more original assets, during the financial year in which the original asset or assets are transferred and in the subsequent financial year does not exceed fifty lacs rupees. However, if the assessee transfers or converts the long-term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money.

A long term specified asset means any bond, redeemable after three years and issued on or after the 1st day of April 2006:

a) by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or

b) by the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, and notified by the Central Government in the Official Gazette for the purposes of this section.

5. The tax rates and consequent taxation mentioned above shall be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the FII has fiscal domicile. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the FII.

6. However, where the equity shares form a part of its stock-in-trade, any income realized in the disposition of such equity shares may be treated as business profits, taxable in accordance with the DTAA between India and the country of tax residence of the FII. The nature of the equity shares held by the FII is usually determined on the basis of the substantial nature of the transactions, the manner of maintaining books of account, the magnitude of purchases, sales and the ratio between purchases and sales and the holding etc. If the income realized from the disposition of equity shares is chargeable to tax in India as business income, FII's could claim, STT paid on purchase/sale of equity shares as allowable business expenditure. Business profits may be subject to applicable Tax Laws.

V. Venture Capital Companies/Funds:

Under Section 10(23FB) of the Income Tax Act, 1961, any income of Venture Capital company / funds (set up to raise funds for investment in venture capital undertaking notified in this behalf) registered with the Securities and Exchange Board of India would be exempt from income tax, subject to conditions specified therein. As per Section 115U of the Income Tax Act, 1961, any income derived by a person from his investment in venture capital companies / funds would be taxable in the hands of the person making an investment in the same manner as if it were the income received by such person had the investments been made directly in the venture capital undertaking.

VI. Mutual Funds

As per Section 10(23D) of the Act, any income of Mutual Funds registered under the Securities and Exchange Board of India Act, 1992 or Regulations made there under, Mutual Funds set up by public sector banks or public financial institutions and Mutual Funds authorized by the Reserve Bank of India would be exempt from income tax, subject to such conditions as the Central Government may by notification in the Official Gazette specify in this behalf.

Tax Treaty Benefits

An investor has an option to be governed by the provisions of the Income Tax Act, 1967 or the provisions of a Tax Treaty that India has entered into with another country of which the investor is a tax resident, whichever is more beneficial.

Benefits available under the Gift Tax Act: Gift tax is not leviable in respect of any gifts made on or after 1st October, 1998. Therefore, any gift of shares of the Company will not attract gift tax in the hands of the donor.

Notes:

1. The above Statement of Possible Direct Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of equity shares;

2. The above Statement of Possible Direct Tax Benefits sets out the possible tax benefits available to the Company and its shareholders under the current tax laws presently in force in India as amended from time to time. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws;

3. This Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue;

4. In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile; and

5. The stated benefits will be available only to the sole/first named holder in case the shares are held by joint shareholders.

SECTION IV

ABOUT OUR COMPANY

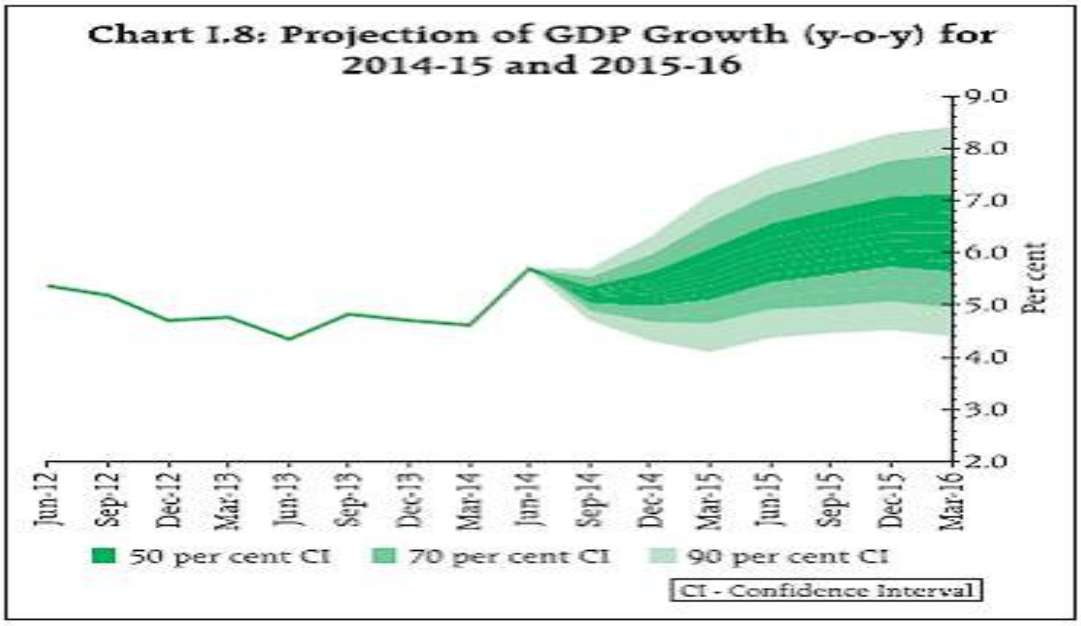
INDUSTRY OVERVIEW

*(The information in this chapter has been extracted from publicly available documents prepared by various sources etc. This data has not been prepared or independently verified by us or the Lead Manager or any of their or our respective affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled "**Risk Factors**" on page 13 of this Prospectus. Accordingly, investment decisions should not be based on such information)*

INDUSTRY OVERVIEW

Overview of the Indian Economy

The Indian economy is ranked fourth in the world, on purchasing power parity basis, after United States, China and Japan (Source: https://www.cia.gov/library/publications/the-world factbook/geos/in.html). For the fiscal year 2015, the forecast for real GDP growth rate in India is estimated to achieve a marginally higher rate of 7.5% than last year (7.3%). by the National Council of Applied Economic Research ("NCAER") in their 'Quarterly Review of the Economy' on September 30, 2014. (Source: NCAER's Quarterly Review of the Indian Economy, Quarter 1, 2015-16).



Growth in the Indian economy had been shifting down from 9.6 per cent in Q4 of 2010-11. It troughed around 4.4 per cent for three quarters from Q3 of 2012-13 to Q1 of 2013-14. Since then there are signs of growth bottoming out with marginal improvement recorded during Q2 and Q3 of 2013-14 to 4.8 and 4.7 per cent respectively. However, this improvement has been feeble and clear signs of recovery are yet to emerge, even as the economy seems to be gearing for a modest recovery during 2014-15.

OVERVIEW OF MEDIA AND ENTERTAINMENT INDUSTRY IN INDIA

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenues.

The industry has been largely driven by increasing digitisation and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people.

Market Dynamics

The Indian media & Entertainment sector is expected to reach US$ 100 billion by 2025, from its estimated size of US$ 17.85 billion in 2015, due to its large capacity to consume new products and businesses.

In 2015, the overall Media and Entertainment industry grew 11.7 per cent over 2014. The largest segment, India's television industry, is expected to maintain its strong growth momentum led by subscription revenues, representing a year-on-year growth of about 13.2 per cent to reach Rs. 60,000 crore (US$ 9 billion) in 2015.

Significantly, with the increased penetration of smartphones and expansion of 3G/4G network in India, the country is likely to see around nine billion mobile application (apps) downloads during 2015, which is five times more than 1.56 billion in 2012. This uptick in app-downloads is also expected to increase the revenue from paid apps to an estimated over US$ 241.16 million as against US$ 144.7 million in 2014.

Industry estimates reveal that video games industry grew at a record 22.4 per cent in 2014 over 2013; wherein its net worth rose to US$ 392 million. The Indian animation industry was valued at US$ 748 million in 2014 and is forecasted to grow at 15-20 per cent per annum.

The Foreign Direct Investment (FDI) inflows in the information and broadcasting (I&B) sector (including print media) in the period April 2000 – September 2015 stood at US$ 4.28 billion, as per data released by Department of Industrial Policy and Promotion (DIPP).
(Source: http://www.ibef.org/industry/media-entertainment-india.aspx)

Third largest TV market

- ✓ With 168 million television households in 2014, India stood as the third largest television market with USD 7.9 billion revenue in 2014.

One of the largest broadcasting markets

India has one of the largest broadcasting industries in the world with approximately 800 satellite television channels, 242 FM channels and more than 100 operational community radio networks:

- ✓ The Information and Broadcasting (I&B) Ministry has already completed the second phase of digitisation, which involved digitizing 10 million cable TV houses in 38 cities by April1, 2013 while MIB has extended the deadline for Phase III & IV to December 2015 December 2016 respectively.
- ✓ Total of 242 FM channels (21 from the Phase – Iand 221 from Phase – II) are operational. The Union Finance Minister expects private FM services to expand to 294 additional cities and about 839 new FM channels to be auctioned in 2013-14

Rising number of subscribers

- ✓ Total subscriber base for Indian television industry is expected to increase to 187 million by 2019 from 106 million in 2010.
- ✓ DTH subscriber base is estimated to grow from 40.0 million in 2014 to 72 million by 2017 and 76.6 million by 2020

Fast growing animation industry

- ✓ The Indian animation and VFX industry was worth USD744 million in 2014 and is expected to grow at a CAGR of 16.4 per cent to reach USD 1.6 billion by 2019

Exceptional growth in film industry

- ✓ The Indian film industry film in expected to grow to USD 3.4 billion by 2019

(Source: KPMG Report, 2015: NASSCOM, TechSci Research)

ADVANTAGE INDIA

2014

- ✓ Market Size: USD 17.0 billion

Robust demand

- ✓ Rising incomes and evolving lifestyles have led to higher demand for aspirational products and services
- ✓ Higher penetration and a rapidly growing young population coupled with increased usage of 3G, 4G and portable devices would augment demand

Attractive opportunities

- ✓ Industry is set to expand at a CAGR of 14.0 per cent over 2014–19, one of the highest rates globally
- ✓ Television and AGV segments expected to lead industry growth; opportunities in digital technologies as well

Increasing investments

- ✓ Higher FDI inflows
- ✓ Increasing M&A activity
- ✓ More big-ticket deals such as Walt Disney-UTV, Sony-ETV and Zee-Star
- ✓ Entry of big players across all segment of industry

Policy support

- ✓ Policy sops, increasing FDI limits
- ✓ Measures such as digitisation of cable distribution to improve profitability and ease of institutional finance
- ✓ Increasing liberalisation and tariff relaxation
- ✓ In 2011, Indian Government passed the "The Cable Television Networks (Regulation) Amendment Act, 2011 for digitisation of cable television networks by 2015

2019E

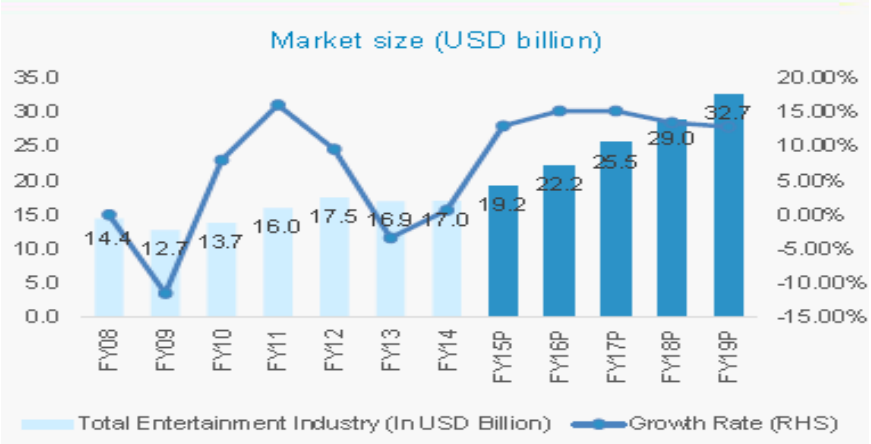
- ✓ Market Size: USD 32.7 billion

(Source: KPMG Report, 2015, TechSci Research)

The Indian Entertainment Industry is growing rapidly:

In 2014, the Indian Media & Entertainment (M&E) industry registered a growth of 0.65 per cent over 2013 and touched USD 17.0 billion. The industry is expected to grow at a CAGR of 13.98 per cent from 2014 – 2018 to reach USD 32.7 billion in 2019.

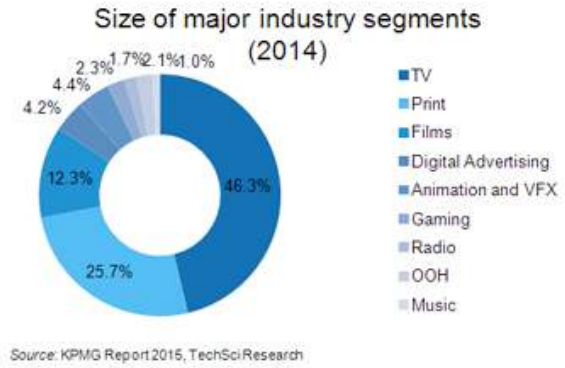
The next five years will see digital technologies increase their influence across the industry leading to a sea change in consumer behaviour across all segments.

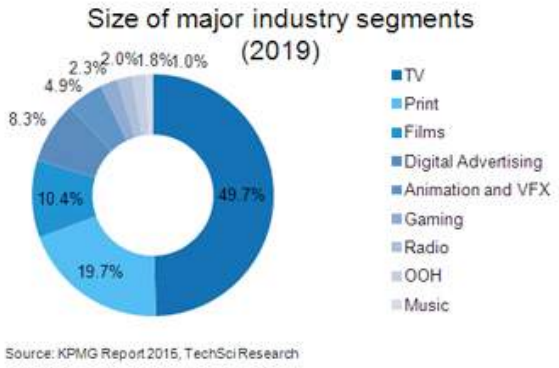


The Entertainment Sector is Split into Nine Segments

Segments of Indian Entertainment Industry:

- ✓ The entertainment industry continues to be dominated by the television segment, accounting for 46.3 per cent of market share in terms of revenues, which is expected to grow further to 49.7 per cent by 2019.
- ✓ Television, print and films together accounted for 84.3 per cent of market share in 2014.
- ✓ Television is going to capture more market share in coming years and expected to contribute half of the total market by 2019.
- ✓ Print media would be the second largest sector and Out of Home (OOH), Radio and Gaming is expected to contribute 2.0 per cent each to the entire industry by 2019.

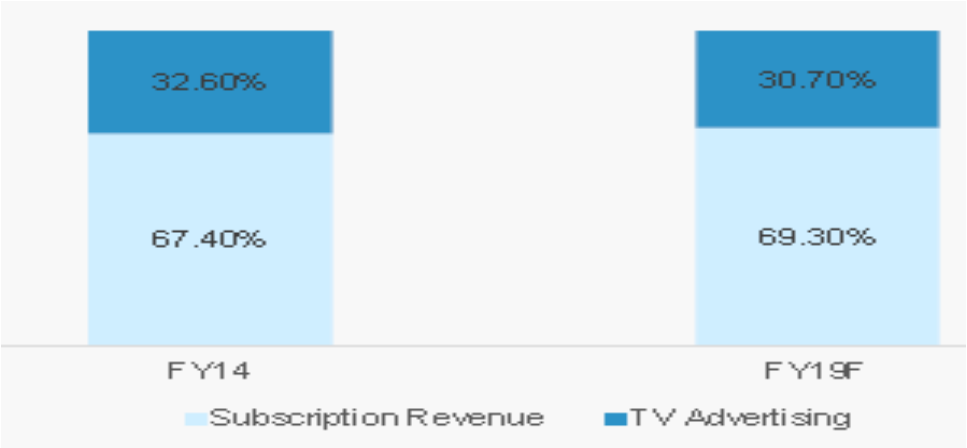




(Source: KPMG Report, 2015, TechSci Research)

Television, one of the largest and fastest growing segment:

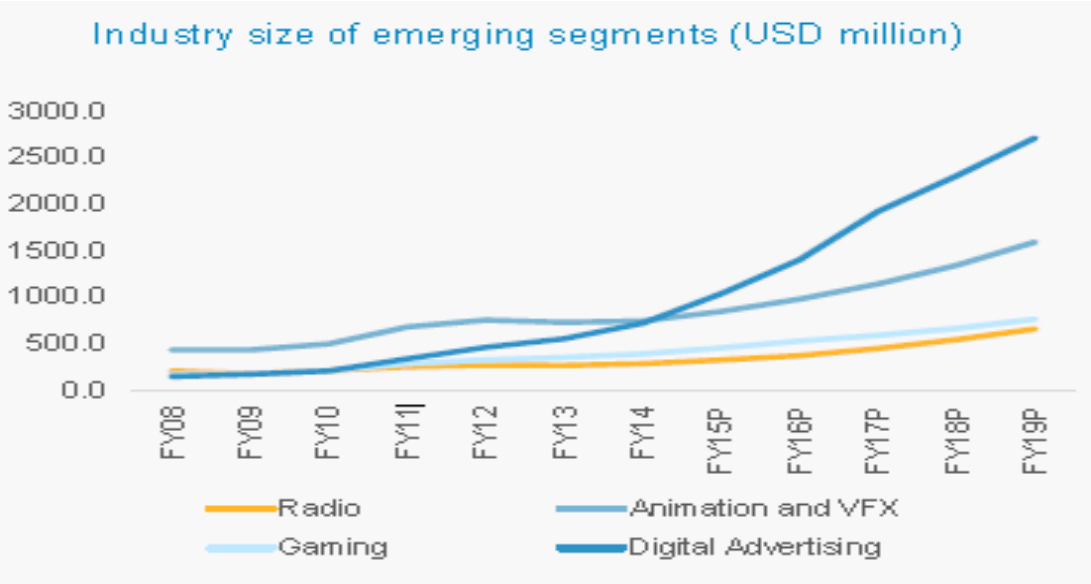
- ✓ With a growth rate of 15.8 per cent in 2011, Indian television industry stood second when compared with BRIC and other major developed economies.
- ✓ In 2014, the television industry in India derived the major share of its revenue from advertising segment (32.6per cent) and the rest from subscription (67 per cent).
- ✓ Nonetheless, the share of subscription in the overall revenue of the TV segment is expected to increase to 69.3 per cent by 2019.



(Source: KPMG Report, 2015 & 2014, TechSci Research)

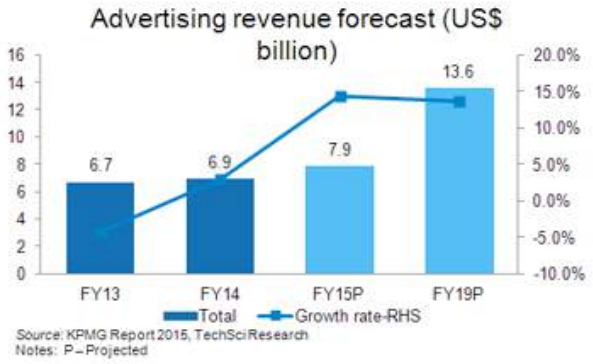
Radio, Animation & VFX, Gaming and Digital Advertising on High Growth Phase:

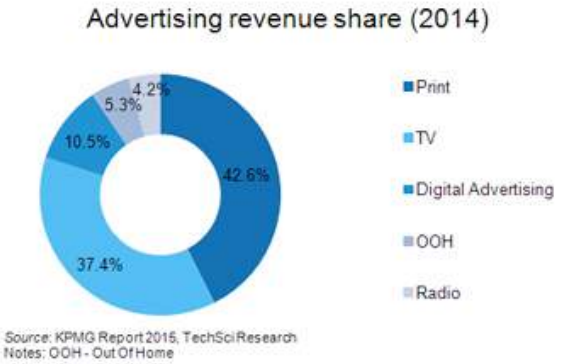
- ✓ Radio, animation & VFX, gaming and digital advertising are also emerging as fast growing segments.
- ✓ During 2014-2019, these segments are expected to increase at a CAGR of:
  - o Digital advertising (30.28 per cent)
  - o Gaming (14.38 per cent)
  - o Radio (18.20 per cent)
  - o Animation (16.40 per cent)
- ✓ With increasing use of internet and other digital resources, Digital Advertising is expected to grow at the fastest rate among peers like print media, radio and outdoor advertising.



ADVERTISING REVENUES

- ✓ Total spending on advertising across all media stood at USD6.9 billion in 2014 which is expected to touch USD 7.9 billion in FY15
- ✓ Print is the largest contributor, accounting for 42.6 per cent of the advertising share in 2014 and is projected to be 39.0 per cent in FY16
- ✓ Advertising revenue is expected to touch USD13.6 billion by 2019 at a CAGR of 12.60 per cent between 2013-19P
- ✓ Print media and television together contributed for more that 80 per cent of total revenue from advertising in 2014 which is expected to be more than 75 per cent in FY16.



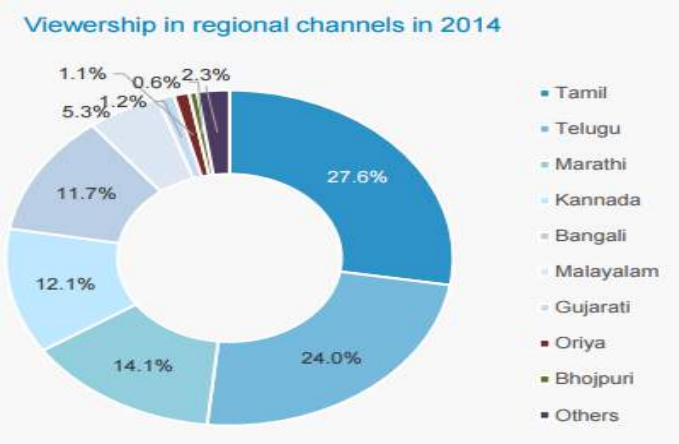


(Source: KPMG Report, 2015, TechSci Research)

REGIONAL ENTERTAINMENT

- ✓ Regional Entertainment channels comprising mostly of Viewership in regional channels in 2014 regional GECs (General Entertainment Channels), regional movies and regional music
- ✓ It accounted for 23.3 per cent of the total television
- ✓ In print media, the rise in literacy rates, significant population growth, the rise in incomes in smaller towns and the entry of big players in regional markets is likely to drive future expansion of circulation and readership across India

- ✓ Viewership in South India is dominant for regional entertainment as Tamil and Telugu together account for more than half of the total viewership. It is comparatively less for Oriya, Gujarati and Bhojpuri, which is equivalent to only 1 per cent each



(Source: KPMG Report, 2015, Economic Times, TechSci Research)

NOTABLE TRENDS IN THE ENTERTAINMENT INDUSTRY

Television:

- Television penetration in India was at about 61 per cent in 2014
- The government announced the digitisation of cable television in India in four phases, which would be completed by the end of December 2016 as the GoI has extended the time frame. Phase III is expected to complete by December, 2015 while Phase IV is expected to compete by December 2016.
- The Direct-To-Home (DTH) subscription is growing rapidly driven by content innovation and product offerings

Print:

- The print industry touched USD4.4 billion in 2014 and is expected to grow at a CAGR of 8.09 per cent between 2014-2019 to reach USD6.4 billion by 2019
- Increasing income levels and evolving lifestyles have led to robust growth in niche magazines segment
- Considering the huge potential in regional print markets, national advertisers are entering these markets to increase their advertising share.

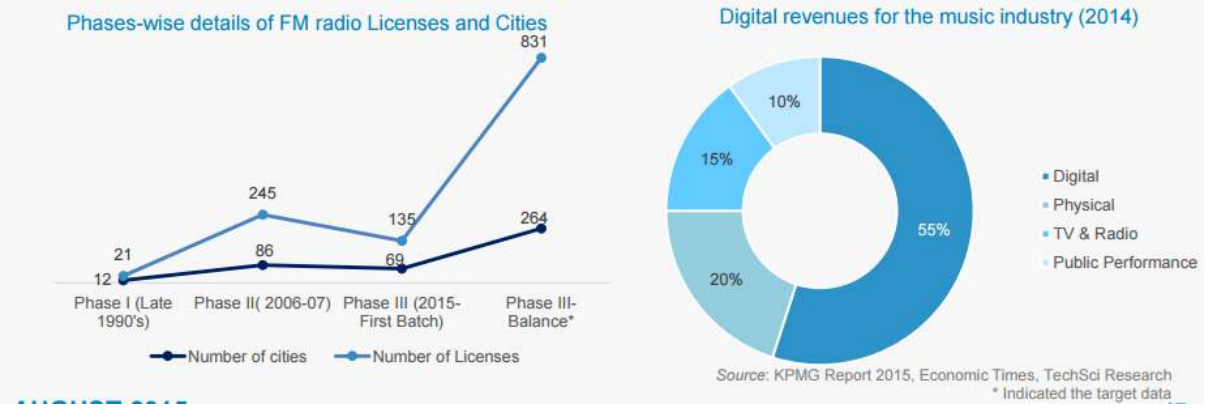
Film:

- The Indian film industry is largest producer of films globally with 400 production & corporate houses involved in film production
- The revenues earned by the Indian film industry for 2014 were USD2.1 billion and is expected to grow at a CAGR 10.15 per cent for 2014-2019
- Increasing share of Hollywood content in the Indian box office and 3D cinema is driving the growth of digital screens in the country
- In 2014, the film industry added 102 (approx.) screens led by the expansion of multiplexes in the different cities in India.

Music:

- The music industry is on fast paced growth with increasing international associations
- The Indian music industry is a consortium of 142 music companies

- Players are looking at new ways and mediums to monetise music, such as utilising social media to promote music
- Mobile phones, iPods and mp3 players – devices that enable music on-the-go – are becoming the primary means to access music
- Digital music on mobile continues to drive music industry revenue
- Digital revenues contribute 55 per cent of the music industry, and is expected to contribute close to 62 per cent by 2018



(Source: KPMG Report, 2015, Economic Times, TechSci Research)

STRATEGIES ADOPTED:

Viewership in regional entertainment-

- ✓ Regional entertainment is growing and therefore the suppliers are able to expand their forte in the products
- ✓ Zee Television, Star TV have their regional channels both for entertainment and news
- ✓ The South television industry is one of the oldest operational television sectors across the nation and is further growing due to the regional content

Marketing strategies-

- ✓ The manufacturing companies such as Videocon is offering combo deals such as LED/LCD sets with Videocon set-up boxes and dish services
- ✓ The Dish TV is also offering the set up boxes with many additional channels
- ✓ Increasing digitisation in the country is helping such companies to further add up to their revenues

Television: A common medium-

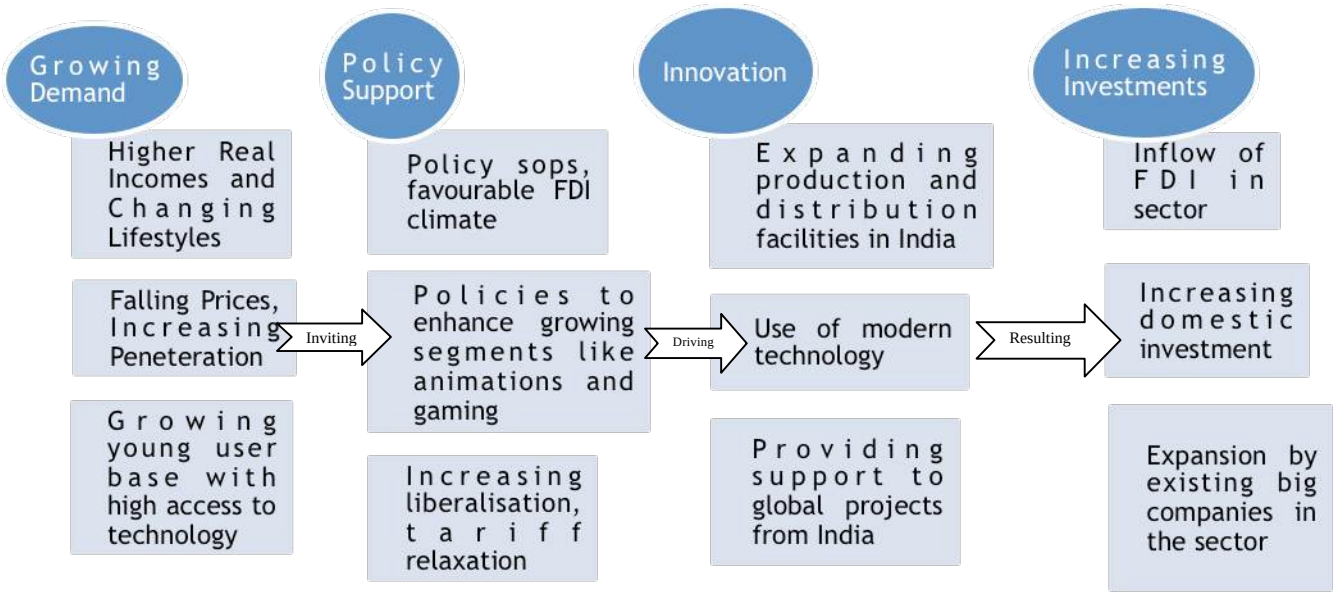
- ✓ As television industry is a dominant segment in the entertainment industry even the film makers promote their films at this platform so as to reach to the mass audiences for example the reality shows, TV advertisements, etc.
- ✓ Many film producers, actors, etc have shifted to the television industry so as to remain in the race and maintain their fan following
- ✓ TV programmes being used as a medium of promoting films or other entertainment events

Audience: the ultimate consumer

- ✓ Audience is the ultimate consumer in this industry and therefore films, advertisements, music and all the products of entertainment sector is based on the tastes & preferences of the audiences of the nation

(Source: TechSci Research)

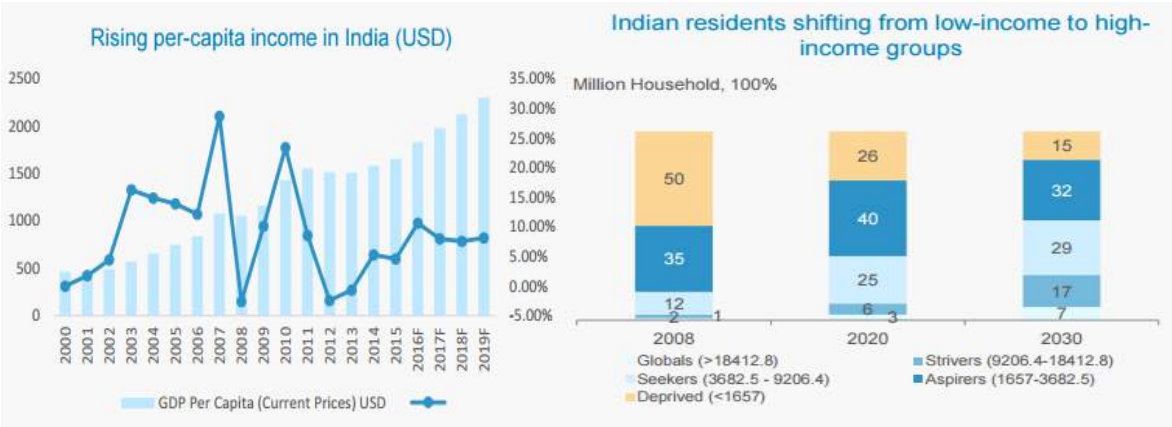
STRONG DEMAND AND POLICY SUPPORT DRIVING INVESTMENTS



(Source: TechSci Research)

MULTIPLE FACTORS WILL DRIVE GROWTH IN DEMAND

- ✓ Incomes have risen at a brisk pace in India and will continue rising given the country's strong economic growth prospects. Nominal per capita income have recorded a CAGR of 8.87 per cent over 2000–15
- ✓ Rising incomes, with its positive impact on the consumer base, will be the key growth driver for the entertainment industry (across the country)
- ✓ As the proportion of 'working age population' in total population increases, GDP is expected to grow higher
- ✓ Per capita income is expected to expand at a CAGR of 7.9 per cent for the period 2013-19



- ✓ Apart from the impact of rising incomes, widening of the consumer base will also be aided by expansion of the middle class, increasing urbanisation, and changing lifestyles
- ✓ The entertainment industry will also benefit from continued rise in the propensity to spend among individuals; empirical evidence points to the fact that decreasing dependency ratio leads to higher discretionary spending on entertainment.

(Source: IMF, world Bank, Central Statistics Office, TechSci Research, McKinsey Quarterly Report)

POLICY SUPPORT AIDING SECTOR GROWTH:

Television:

- Digitisation of the cable distribution sector to attract greater institutional funding, improve profitability and help players improve their value chain
- FDI limit is 74 per cent for DTH satellite, while for Cable network FDI limit is 49 per cent entitled by the government
- No restriction on foreign investment for up-linking and downlinking of TV channels other than news and current affairs

Film:

- Co-production treaties with various countries such as Italy, Brazil, UK and Germany to increase the export potential of the film industry
- Granted 'industry' status in 2001 for easy access to institutional finance • FDI upto 100 per cent through the automatic route has been granted by government
- Entertainment tax to be subsumed in the GST; this would create a uniform tax rate regime across all states and will also reduce the tax burden

Radio:

- FDI limit in radio is 26 per cent in 2015, while Telecom Regulatory Authority of India (TRAI) has proposed to increase the limit to 49 per cent.
- Private operators allowed to own multiple channels in a city, subject to a limit of 40 per cent of total channels in the city
- Private players allowed to carry news bulletins of All India Radio
- Further boost may be given to the radio sector by charging license fees on the basis of 'net income' so as to provide relief to loss making radio players

Print:

- FDI/NRI investment of upto 26 per cent in an Indian firm dealing with publication of newspaper and periodicals
- FDI/NRI investment of upto 26 per cent in publications of Indian editions of foreign magazine
- FDI/NRI investment of upto 100 per cent in publications of scientific and technical magazines/ specialty journals/ periodicals

Music:

- Parliamentary approval on the Copyright Act (Amendment) Bill, 2012, which strengthens the royalty claims of musicians, lyricists and others in the field
- Policies are adopted against digital piracy and file-sharing; steps have been taken to block illegal music websites
- Adoption of revenue sharing model by Copyright Board requiring FM radio companies to share 2.0 per cent of their net advertising revenues with music companies

Animation, Gaming and VFX (AGV):

- 100 per cent FDI allowed in the sector through automatic route provided it is in compliance with Reserve Bank of India guidelines
- The government has carved out a National Film Policy to tap the potential of the film sector mainly for the animation segment
- State-level initiative by governments to encourage animation industry. For example: Visual effects community in Bengaluru

(Source: PWC India Entertainment and Media Outlook 2011, KPMG Report, 2015, TechSci Research)

DIGITISATION – A GAME CHANGER:

- ✓ In December 2011, the Indian Government passed 'The Cable Television Networks (Regulation) Amendment Act' for Third phase of digitisation of cable television networks by 2015.
- ✓ The Information and Broadcasting (I&B) Ministry completed the second phase of digitisation, which involved digitising 16 million cable TV houses in 38 cities by April 1, 2013 and aims to complete the third phase of digitisation which includes all other urban areas (municipal corporations/ municipalities) by September 30, 2014. The rest of the country is likely to be covered by December 2014 under phase four of digitisation. The digital subscribers are expected to outdo the analog subscribers by 2013-14
- ✓ The cable operators under the digitisation regime are legally bound to transmit only digital signals, while the customer can access the subscribed channels through a set-top box
- ✓ The number of DTH subscribers in India is expected to increase from 48 million 2015 to 76 million by 2019
- ✓ USD 81.2 million has been allocated for launching a pan-India programme named 'Digital India' and a national rural internet and technology mission for services in villages and schools, training in IT skills and e-kranti for government service delivery and governance scheme

STATUS OF DIGITISATION

PHASE	Parliamentary approval for analogue shutdown	Digitisation including DTH	Gross billing
Phase I	June – 12	>90% (100% excluding Chennai)	Started in Delhi in January 2014; Mumbai & Kolkata expected to start in Feb-March 2014
Phase II	March – 13	>95%	Completed in March 13
Phase III	December – 15	~50%	Expected to complete by December 2015
Phase IV	December - 16	~25%	Expected to complete by December 2016

Advantages of Digitisation

- ✓ Higher consumer preference, which lacked in the former Conditional Access System (CAS)
- ✓ Consumers will be able to select content of their choice as well as indefinitely store and access digital content
- ✓ The digital platform in films also includes the 'video-on-demand' feature on television
- ✓ Higher transparency; subscriber declaration level is expected to increase to 100 per cent under post-digitisation regime as compared to 15–20 per cent as declared by Local Cable Operators (LCOs) to Multiple System Operators (MSOs)

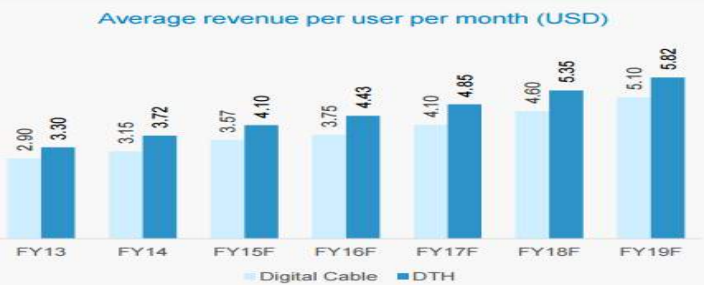
Stake-holder revenues share	Pre-digitisation	Post-digitisation
Consumer ARPU	100	100
Local Cable Operators (LCOs)	65-70	35-50
Distributor	5	0-5
Multiple System Operators (MSOs)	15-20	25-30
Broadcaster	10-15	30-35

(Source: Digital Dawn, KPMG Report, 2015, TechSci Research)

ARPU ON AN UPTREND POST - DIGITISATION

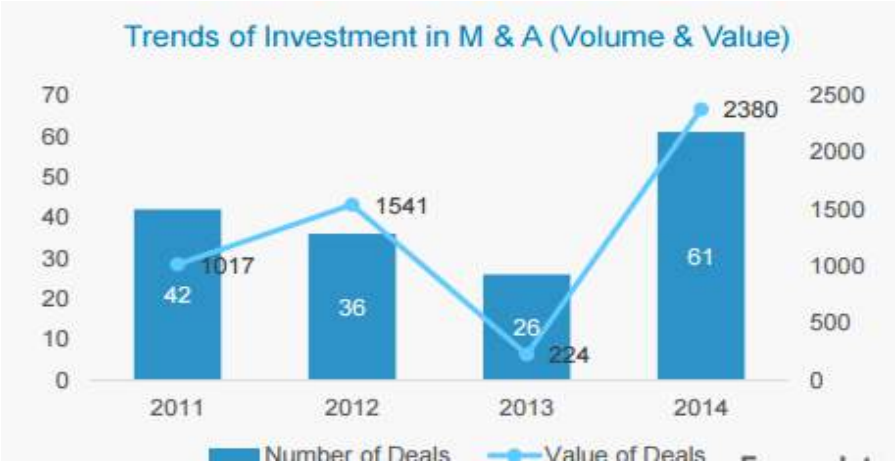
- ✓ Presence of analog cable and higher contribution has led to lower Average Revenue Per User (ARPU) level, which is around USD3.4 for a digital pay television
- ✓ However, with higher scope of introduction of new and niche channels with digitisation, ARPU levels are expected to increase in the coming years
- ✓ ARPU for DTH subscribers has seen an increase of around 12-15 per cent in 2014. The more promising trend is that DTH operators are able to increase collections from customers by providing additional services such as HD channels, premium channels and other value added services.

- ✓ HD adoption continues to drive ARPU growth for DTH players with the average ARPU of HD subscribers at ~1.5 to 2 times more the ARPU of non HD subscribers.
- ✓ Digital cable on the other hand, has not seen any significant ARPU increases as compared to the DTH ARPU. For digital cable, deployment of different channel packages will be the key driver to raise ARPUs



INCREASING INVESTMENTS IN THE SECTOR - KEY DEALS AND FDI INFLOWS:

- ✓ Consolidation will be the major route to grow inorganically for entertainment companies in order to expand their portfolios and enter into new regions
- ✓ A few big deals have come about, the most notable ones being Network 18 Media & Investments Limited, Eenadu TV and Sony-multi screen Media, with a combined investment of 666 million in 2012
- ✓ Dentsu acquired 80 per cent stake in Webchutney, a digital marketing company
- ✓ News Corp exited its non-core businesses in India by selling its investment in Star News (stake acquired by the ABP Group) and Hathway Cable & Datacom (stake acquired by Providence Equity Partners)
- ✓ In 2014, Radio City has been acquired by Jagran Prakashan Group. Further, inn the same year, ENIL acquired TV today group's Oye FM.



- ✓ Silver eagle's acquisition of a 33.5 per cent stake in Videocon D2H for an approximately USD 300 million
- ✓ The Carlyle Group investment USD 59 million in Newgen knowledge works
- ✓ Bessemer Venture Partners invested around USD38.5 million in Hungama Digital Media Entertainment Pvt. Ltd.
- ✓ SAIF partners invested USD25 million in Bigtree Entertainment Pvt. Ltd.
- ✓ Softbank capital invested around USD5 million in inMobi

Stake-Holder Revenues Share	Pre-Digitisation	Post-Digitisation
Consumer ARPU	100	100
Local Cable Operators (LCOs)	65-70	35-50
Distributor	5	0-5
Multiple System Operators (MSOs)	15-20	25-30
Broadcaster	10-15	30-35

- ✓ FDI inflows into the entertainment sector between April 2000 and May 2015 rose up to USD4.0
- ✓ By May 15, the share of FDI in 'Information and Broadcasting' was 1.6 per cent of total FDI inflows into the country
- ✓ Demand growth, supply advantages and policy support are the key drivers in attracting FDI

(Source: KPMG Report, 2015, Department of Industrial Policy and Promotion (DIPP), TechSci Research)

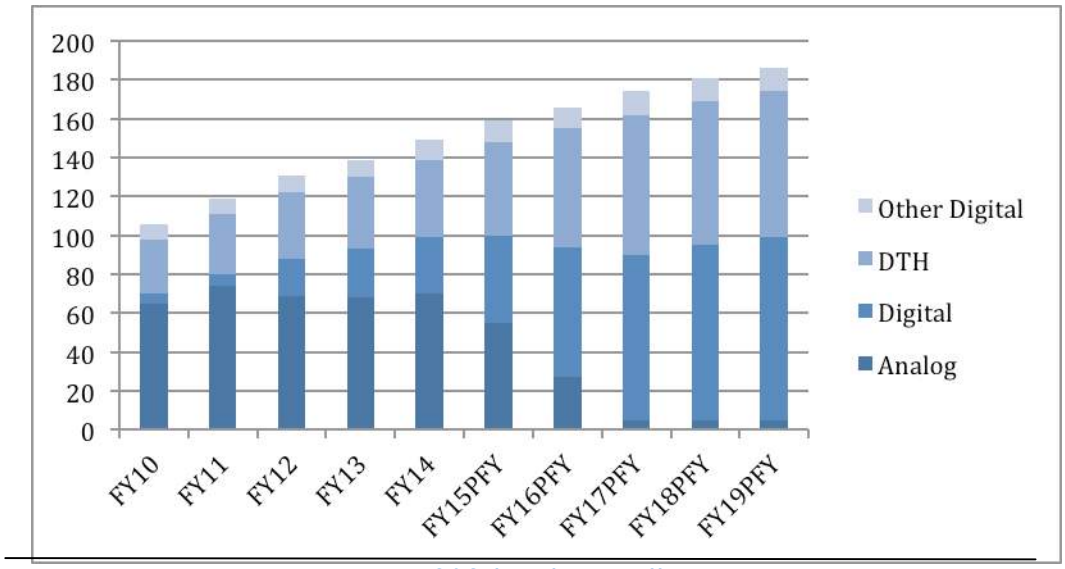
GAMING IN INDIA AND OPPORTUNITIES FOR DOMESTIC FIRMS

- ✓ Gaming can be classified under four segments – 'Personal Computer Games (PC)', 'Mobile Games', 'Console Games' and 'Online Games'. The growth is driven by rising younger population, higher disposable incomes, introduction of new gaming genres, and the increasing number of smartphone and tablet users
- ✓ The mobile gaming industry in India was estimated at about USD177.5 million in 2014 and is projected to witness a CAGR of 19.7 per cent (2014-2019)
- ✓ The PC gaming segment is estimated at USD59.7 million in 2014 and is expected to grow at CAGR of 16.8 per cent to touch USD130.0 million in 2019
- ✓ Incentives provided by state governments, for units in SEZ as specified in 'Union Budget 2016', to encourage gaming and animation industry

Opportunities for Indian gaming firms across the segment's value chain					
	Concept creation	**Pre-production**	**Development**	**Post- production and testing**	**Final testing**
Console	Very strong	Strong	Good	Good	Good
Mobile	Good	Good	Good	Good	Good
PC	Strong	Strong	Good	Good	Good
Online	Strong	Strong	Good	Good	Good

OPPORTUNITY FOR BOTH DIGITAL CABLE AND DTH PLAYERS

- ✓ The share of digital cable as well as DTH service providers is expected to increase post-digitisation
- ✓ DTH subscribers have increased by around 12-15 per cent in 2014, driven largely by increase in HD channels, premium channels and value added services
- ✓ Total subscription for DTH is expected to increase to 76 million subscribers by 2019 from 40 million in 2014
- ✓ Total subscription for Digital is expected to increase to 94 million subscribers by 2019 from 29 million in 2014
- ✓ DTH industry revenues will reach USD5.3 billion by 2020. Revenue growth will be largely driven by increasing subscriber volumes



No. Of Subscribers (million)

(Source: "Media and Entertainment in India: Digital Road Ahead" by Deloitte, TechSci Research, KPMG Report 2015)

OPPORTUNITIES ACROSS SEGMENTS IN THE ENTERTAINMENT INDUSTRY:

Television:

- ✓ Television industry is worth USD10.3 billion in 2015 and is expected to grow at CAGR of 20.5 per cent for 2015-2020 to reach USD26.1 billion
- ✓ The television advertising market reported a moderate growth of an estimated 12.7 per cent in 2015. The revenues generated was USD2.6 billion in 2014 and expected to touch USD2.9 billion in 2015
- ✓ Television is projected to garner half of the media and entertainment pie by end of 2015 (as addressable digitisation is expected to cover the entire country by then)

Animation & VFX:

- ✓ The Indian animation industry was worth USD744.86 million in 2014 and is expected to expand at a CAGR of 16.4 per cent to USD1.6 billion by 2019.
- ✓ Growth in international animation films, especially 3D productions, and the subsequent work for Indian production houses will help the growth in this segment.

Print:

- ✓ The print industry was worth USD4.4 billion in 2014 and with a CAGR of 8.1 per cent for 2014-2019 it is expected to reach USD6.4 billion by 2019
- ✓ Accelerated growth is forecasted in regional print and local news segments

Film:

- ✓ Size of the Indian film industry is expected to touch USD3.4 billion by 2019, up from USD2.1 billion in 2014 at a CAGR of 10.2 per cent
- ✓ Increasing digital screens and 3D films are expected to help industry growth
- ✓ In order to promote India as a location destination for foreign production houses, the government is setting up a single window clearance system for shooting permissions
- ✓ To promote joint productions, co-production agreements have been signed with Italy, Germany, Brazil, UK, France, New Zealand, Poland, Spain and Canada

Radio:

- ✓ Size of the Indian radio industry is expected to reach USD658.3 million by 2019, up from USD285.3 million in 2014

- ✓ Phase III of e-auctions for FM radio licenses will provide an impetus to the segment
- ✓ Radio advertising is another area likely to experience accelerated growth

Music:

- ✓ Size of the music industry is expected to grow to USD315 million by 2019, up from USD162.5 million in 2014
- ✓ Mobile VAS and arrival of 3G are likely to lead to a surge in paid digital downloads
- ✓ Phase III radio licensing will also help in increasing music revenues from radio

(Source: KPMG Report, 2015, TechSci Research)

GOVERNMENT INITIATIVES

The Government of India has supported Media and Entertainment industry's growth by taking various initiatives such as digitising the cable distribution sector to attract greater institutional funding, increasing FDI limit from 74 per cent to 100 per cent in cable and DTH satellite platforms, and granting industry status to the film industry for easy access to institutional finance.

Recently, the Indian and Canadian governments have signed an audio-visual co-production deal that would help producers from both countries to explore their technical, creative, artistic, financial and marketing resources for co-productions and, subsequently, lead to exchange of culture and art amongst them.

Furthermore, the Centre has given the go-ahead for licences to 45 new news and entertainment channels in India. Among those who have secured the licenses include established names such as Star, Sony, Viacom and Zee. Presently, there are 350 broadcasters which cater to 780 channels. "We want more competition and we wanted to open it up for the public. So far, we have approved the licences of 45 new channels. It's a mix of both news and non-news channels," said Mr Bimal Julka, Secretary, Ministry of I&B, Government of India.

The radio industry is expected to witness growth opportunities after the Phase III auction of 839 radio channels in 294 cities, expected to complete later this year. The Phase III auction, which started in July 2015, is expected to bring in an estimated US$ 390 million in revenue to the government. With over 800 frequencies up for auction in third- and fourth-tier towns, radio is likely to match the reach of print.

The Union Cabinet chaired by the Prime Minister, Mr. Narendra Modi, has given its approval for entering into an Audio-Visual Co-Production Agreement between India and the Republic of Korea (RoK) and to complete internal ratification procedure, to enable the agreement to come into force. Cooperation between the film industries of the two countries will not only promote export of Indian films but would also act as a catalyst towards creating awareness about India and its culture.
(Source: http://www.ibef.org/industry/media-entertainment-india.aspx)

ROAD AHEAD

The Indian Media and Entertainment industry is on an impressive growth path. The revenue from advertising is expected to grow at a CAGR of 13 per cent and will exceed Rs 81,600 crore (US$ 12.29 billion) in 2019 from Rs 41,400 crore (US$ 6.24 billion) in 2014. Internet access has surpassed the print segment as the second-largest segment contributing to the overall pie of M&E industry revenues.

Television and print are expected to remain the largest contributors to the advertising pie in 2018 as well. Internet advertising will emerge as the third-largest segment, with a share of about 16 per cent in the total M&E advertising pie. The film segment which contributed Rs 12,640 crore (US$ 1.90 billion) in 2014 is projected to grow steadily at a CAGR of 10 per cent on the back of higher domestic and overseas box-office collections as well as cable and satellite rights.

Digital advertising is expected to lead the CAGR with 30.2 per cent, followed by radio with 18.1 per cent. Animation and VFX, and television are expected to register a CAGR of 16.3 per cent and 15.5 per cent

respectively, followed by growth rates of gaming (14.3 per cent), music (14.0 per cent), films (10 per cent) and OOH with 9.8 per cent expected CAGR. Within TV, subscription revenues are expected to be three times more than advertising revenues, by 2018. Growth in the regional reach of print and radio shall provide opportunities to further improve the advertisement revenue.
(Source: http://www.ibef.org/industry/media-entertainment-india.aspx)

SWOT ANALYSIS

STRENGTHS:

1. Vast customer reach and large customer base
2. Growing middle class with higher disposable income
3. Change in the lifestyle and spending patterns of the Indian masses on entertainment
4. Technological innovations like online distribution channels, web-stores, multi and mega-plexes are complementing the ongoing revolution and the growth of the sector
5. The low cost of production and high revenues ensure a good return on investment

WEAKNESSES:

1. Highly fragmented
2. Lack of cohesive production and distribution infrastructure
3. Lack of efforts for media penetration in lower socio-economic classes, where the media penetration is low

OPPORTUNITIES:

1. The concept of crossover movies, open up doors to the crossover audience and offers immense potential for development
2. Increasing interest of global investors in the sector
3. The nascent stage of the new distribution channels offers an opportunity for development
4. Rapid de-regulation in the industry
5. Rise in viewership and the advertising expenditure
6. Technological innovations like animations, multiplexes, etc. and new distribution channels like mobiles and internet have opened up the doors of new opportunities in the sector

THREATS:

1. Piracy: violation of intellectual property rights pose a major treat
2. Slowdown in India's economic growth
3. Lack of quality content
4. Technological innovations
5. Low marketing budget
6. Disruptive technologies
7. Fragmentation
8. Increased competition

OUR BUSINESS

In this section, unless the context otherwise requires, a reference to "we", "us" and "our" refers to Spicy Entertainment & Media Limited. *Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our restated consolidated financial information. This section should be read together with "Risk Factors" on page 13 and "Industry Overview" on page 89.*

Overview

BUSINESS OVERVIEW

Our Company was originally incorporated as "Lahoti Entertainment & Media Limited" in Kolkata, West Bengal as a Public Limited Company under the provisions of the Companies Act, 1956. Subsequently, the name of Our Company was changed to "Spicy Entertainment and Media Limited" and a fresh Certificate of Incorporation dated 7th November, 2014 issued by the Registrar of Companies, Kolkata, West Bengal.

We are a media and entertainment company with specific focus on event management. We are also engaged in the business of distribution of films.

We also provide event management services to leading Indian insurance companies for their customer awareness programs, brand promotional activities, sign board management, marketing campaigns amongst others.

Our Company's initial focus was on the entertainment industry, which was hitherto dominated by a few players. Despite stringent barriers to entry, Spicy managed to wedge its foot in the door. Our Company efforts are continually rewarded by way of commendations and recommendations from satisfied clients.

We offer fully customized solutions that give shape to our clients' special preferences, their needs and vision for the program.

We offer the most comprehensive range of solutions for corporate as well as private event management and media production needs. We plan and stage events to suit the specific needs of our clients. We are a one-stop-shop for all event management and media production requirements.

Spicy is an efficiently run self-sufficient organization with its own facilities, equipment and connections with talented, inspired and loyal writers, directors, production, post-production and marketing personnel who are responsible for guiding every Spicy production from ideation to telecast, in a cost-effective yet quality conscious manner.

We design and develop optimal solutions that maximize our clients. We deliver value in terms of Quality and Cost. We excel in customer service and support and intend to increase our visibility through use of digital channel as well as social media platforms to provide more services.

Further, we have also plans to venture into production of Bengali feature films. We aim in getting real concept to the audience. Our strategy is designed to address predictability, scalability and sustainability, ultimately resulting in profitability.

In order to penetrate in to fim production, we have signed Two (20 Film Co-Production Term Sheets dated 22nd June, 2016 and 27th June, 2016 respectively with Eros International Media Limited. As per these term sheets, we would have to produce full length Hindi cinematographic film and to deliver to Eros International Media Limited with equal propotion of all intellectual property rights.

OUR SERVICES

Our major services include:

- Fashion Shows
- Game Shows
- Stage Shows, Concerts and Live Events
- Birthday Party Organizers
- Celebrity/Artist Management
- Conference/Seminar Organisers
- Corporate Event Organisers
- Brand Launch / Promotion activities
- Party/ Wedding Organisers
- Decorations, Mascots, Magic Shows etc.

EVENT MANAGEMENT:

We have access to all the leading talents in the industry and we coordinate with them efficiently to stage a flawless event. Right from the initial consultation up until the last guest leaves, we plan everything impeccably to guarantee our clients an enjoyable and impressive event.

- **WEDDING PLANNING**

When it comes to wedding events planning, we work with our clients closely because after all it is their vision to which we are giving shape.

We take care of all aspects of wedding celebrations including guest list management, venue management, venue decoration, lighting, music, DJ, food and beverage, travel and logistics and much more. We keep our wedding management services absolutely stress free for our clients because, this is a day that they should enjoy and not be worried about making arrangements. We can work with all kinds of budgets.

- **STAGE SHOWS / CORPORATE EVENTS**

We are a full service event management company that makes every event that it handles a great success. Our key expertise is:

- Stage Shows
- Corporate Event Management
- Award Ceremonies
- Product Launches & Brand Launches
- Lifestyle Events
- Special Events
- Corporate Parties and Celebrations
- Entertainment Events and Services

The key to our success has been our ability to understand our customers' requirements fully and developing solutions that matched our customers' specific needs.

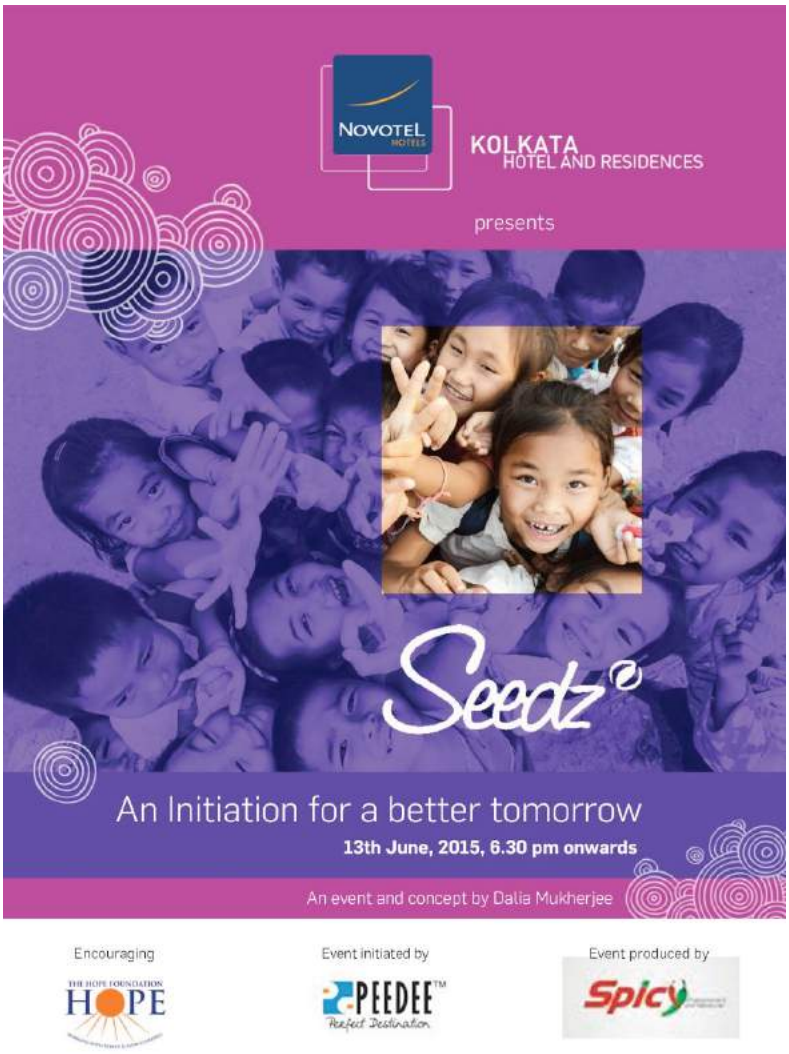
EVENTS MANAGED / HOSTED:

In a short span of time since we have sucessfully managed below mentioned events:

- ***SEEDZ***

SEEDZ- an Inititaion for Better Tomorrow, is the concept designed by our company along with Ms. Dalia Mukherjee, where the renowned celebrities from Bollywood, Television and Bengali Film Industry and other eminent personalities from various fields like Journalism, Sports, Fashion Industry, Professionals, Successful Entrepreneurs, members of Embassy, lawyer and many other socialites from Kolkata and Mumbai has came forward to support for this event.

The core motive of this event was not only to raise funds for the children of Hope Foundation, Kolkata who are not blessed with basic necessities of life but also to bring happiness and giving them privilege to meet these renowned celebrities and walk on ramp with them.
This unique event was held on 13th June, 2015 at Hotel Novotel, Kolkata, where around 49 celeberities have done a ramp walk with the street children.The renowned and successful Actresses from bollywood Ms. Soha Ali Khan and Ms. Rituporna Sengupta were the show stoppers for our event. With the help of our sponsorers and team we were able to create, design and manage the entire event and made it a successful one.



- ***HUMSUFI:-***

The event was produced by our company, where a night was dedicated to sufi songs.

- ***ABHISHEK DUTTA FASHION SHOW IN BANGALORE & HYDERABAD:-***

Mr. Abhishek Dutta is already a glittering star in Kolkata fashion firmament and we are fortunate to have receive to conceptualise and manage his fashion show. This event has given our company an opportunity to prove its niche in the market and establish a big foot in the media and fashion industry. The event was completely organized by our team with the help of renowned fashion choreographer from Bangalore Ms. Sheetal Ramchandani, where we have done an exclusive showcasing of Mr. Abhishek Dutta's resort wear collection at the Park Hotel Bangalore & Park Hotel, Hyderabad. Renowned models from all over India were called to walk on the ramp.Ms. Diandra Soares was show stopper for the event. Our team has worked in every aspect for this event from designing the ramp, arranging food and managing the models and DJ to arranging sponsors for the event.

- ***Indoor Celebrity Cricket Match (ICCM):-***

  ICCM is another new concept designed by our Mr. Mahesh Jalan with the unique theme where the renowned Bengali Film Celebrities will play a friendly criket match for fund raising for children of All Children Together Trust. The event was held in Spring Club indoor Stadium, Kolkata. The event was a great success and hence we have created a goodwill among the celebrities and the media. The Lions club of Kolkata Alipore has also collaborated with us for the event. This would not have been possible without the help of the celebrities and the sponsorers and the hardwork of our team who have given their best.

- ***The Album:- Aao Pawansut Veer hanuman:-***

  Spicy Entertainment has produced the album of Mr. Dharmendra Bothra in the name of Aao pawansut Veer hanuman in which he has given voice to regional songs and spicy has promoted his voice.

<u>OUR STRENGTH:</u>

We derive our strengths from following factors:

Experienced and Strong Management Team

The management of our company is well experienced in the entertainment industry as well as within their respective specialized segments. Our Managing Director Mr. Anindya Bikas Datta is a film director and script writer with over 16 years of experience in entertainment industry plays the major role in the growth and development of our business. In addition to that our Director Mr. Abhishek Das, who is a music director by profession. Our management team includes a team of professionals who have business and industry knowledge and experience, having worked in entertainment and event management industry for many years. Our management team possesses an in-depth understanding of the media & entertainment sector, content and content exploitation, and is therefore well positioned to focus on the continued expansion and strengthening of our pool of operations. Further, building on the existing team, our Company has inducted several experienced executives on contract to drive the business.

Strong long-standing relationships with talent within industry provide steady access to content and talent.

We believe that in various aspects of the entertainment industry in India, we have managed to create, maintain and build our goodwill with other industry participants and this has led to repeated business transactions with known names in the industry for acquisition of contents. We have aggregated content rights across various segments including comedy content, devotional content, music content and special interest content.

Established operations and proven track record.

We have established operations in media and entertainment operations and in the past we have been associated with esteemed projected which carves for over selves a niche in the industry.

Financial strength

Our Net Worth stands at Rs. 1,195.95 Lacs as on 31st March, 2016 without any debt portfolio.

BUSINESS STRATEGY:

Our vision is to emerge as a leading entertainment house and event management company that balances various platforms in a dynamically changing media environment, by establishing a sustainable connection with audiences and with our content library and its successful exploitation to ensure that it can be monetized through diversified platforms on a worldwide basis. Our strategy is designed to address predictability, scalability and sustainability, ultimately resulting in profitability. We intend to pursue the following strategies in order to consolidate our position and grow further:

- **Launch of online talent hunt portal i.e.** www.muzic4india.com

This is a unique concept, which is being launched first time in India. This would be showcased as online talent hunt competition for upcoming musician and singers. Participants can send us their recordings and we will upload the same on our portal. We shall conduct voting poll on PAN India basis over social media platforms. We would sponsor the winner by launching an album of the winner. Muzic4India is a first-of-its-kind, regional singing competition specifically for budding singers in the Eastern Region of India. This fresh music compsing & singing competition aim to attract over 2000 acts as we invite registration from all across the eastern region of India in search for the "Banglar New Talent".

- **Launch of acting traing portal and institute i.e.** www.viofa.in

We have registered a portal in the name of www.viofa.in. We plan to develop Viofa (Vignesh Institute of Film & Arts) as acting school for talented individuals, who wish to pursue their careers as actors, dancers, writers, models & as singer or music composer in the entertainment industry.
The professional courses at Viofa will provide training in acting, screenwriting. The classes at VIOFA will be conducted by well renowned & competent faculty members who impart training through practical, theory classes, games, exercises, workshops etc.

- **Online Bengali News Portal i.e.** www.newsekhon.com

Almost every vertical of news is gradually shifting towards online/digital, which seems logical given the current paradigm shift in news consumption pattern. Hence, we have registered a portal in the name of www.newsekhon.com, which host latest news in Bengali language with a specific focus of news from entertainment sector. We plan to continuously develop niche set of contents which will appeal to people and also attract to advertisers.

- **Scaling up Our content library driven by return on Investment**

Our aim is to acquire, manage and deliver the best possible content that has the ability to exploit over various existing and emerging distribution platforms. Based on our view of entertainment consumption patterns and driven by return on investment, our strategy is to focus on acquiring additional content as follows:

Perpetual Rights:

Our aim is, to own the complete intellectual property rights in a film by acquiring perpetual rights, as well as, to monetize them over a maximum number of distribution platforms. We believe that this will contribute to the long-term sustainability of our business model. Our experience suggests that the monetization value of the rights keeps pace with average media inflation. As these rights keep revolving after every cycle, typically five years, the management believes that they will contribute to a stable and predictable revenue and profit stream.

Television broadcast rights and New Media Rights including Music based rights:

Over the last few years' television has emerged as a key monetization medium for films. Accordingly, our strategy is to further strengthen our competitive advantage by building on and augmenting our Aggregation Rights for television broadcast and further leveraging our portfolio approach. Based on our view of entertainment consumption patterns emerging over the next few years, we intend to expand further into new media specific content including expanding our presence in the music business to enhance our scale in this segment. The diverse additions to our Content Library, each year, is the result of a planned content acquisition strategy and is based on agreements that we have entered into with various production houses.

- **Venture in to production of films**

We intend to expand our area of operations by venturing in to production of films particularly Bengali feature films, which will enhance our position as a production house with continuous innovation in process and better understanding of the viewership trend. In view of the rapid changing preferences in entertainment space domestically and internationally, we intend to build up capability of conceptualizing and producing films catering to every entertainment need for film viewers.

- **Increasing our service portfolio**

We are constantly striving to expand our service offering and we are always on the lookout for complementary services that will add to our solution bouquet. This also helps in keeping our portfolio balanced and helps spread our risk. We would seek service lines, which have better scope for value addition and therefore offer us higher than average margins.

- **To achieve inorganic growth through strategic acquisitions & investments**

We intend to build end to end capabilities in Media and Entertainment Services business. We look to achieve this through organic as well as inorganic growth. By way of inorganic growth, we may identify companies with complementary entertainment skills along with significant customer base across geographies where we do not have significant presence.

- **Setting up Studio**

Going further, we plan to set up a sound recording studio with state of art infrastructure and modern equipments, which we plan to use the same for in-house purpose as well as it will be rented for recording of songs, music, dialogue dubbing etc. This will create a new line of revenue and push up the bottom-line of our Company.

PLANT AND MACHINERY:

Since we are an entertainment company, we do not own any major plant and machinery.

COLLABORATIONS:

The Company has so far not entered into any technical or financial collaboration agreement.

HUMAN RESOURCES:

The details of manpower employed as on date of this Prospectus are as under:

Sr. no	Category	No. of employees
1.	Managing Director	1
2.	Executive Non Independent Director	1
3.	Company Secretary & Compliance Officer	1
4.	Chief Financial Officer	1
5.	Accounts & Finance	2
6.	Marketing Staff	1
7.	Administration	2
8.	Creative & Designing Team	4
9.	Office Boy	1
	TOTAL	**14**

COMPETITION:

The market for media and entertainment are rapidly growing. We face competition from new entrants as well as existing established domestic and foreign companies in India. Market realities continue to reshape the media and entertainment industry. Our competition depends on several factors: technology platforms are evolving rapidly, new business models are emerging, consumer viewing habits are changing, growing viewer base outside India, but lack luster appeal at international film festivals and new competition is arising from multiple sectors.

MARKETING ARRANGEMENT:

We provide a full range of services to help find, qualify, close and retain lucrative customer relationships. Our dedicated team guide creative and execution activities to ensure complete management of all marketing activities. We help partners manage marketing as an ongoing process improving the consistency and success for demand generation efforts, and speeding the time-to revenue for opportunities across the sale cycle. Our marketing services are designed with an objective of enhancing brand awareness, spreading geographical reach for our service offerings and enabling marketing team through lead generation program. Our marketing service offering includes:

- Direct Mailer Campaigns, Micro sites
- Market Surveys
- Meets
- PR releases
- Seminars and Webinars

FUTURE PROSPECTS:

The future plans of our Company are in line with the way the industry is thinking and planning ahead. Our Company is trying to increase the geographical areas of operations to cater to the growing market.

CAPACITY AND CAPACITY UTILIZATION:

Our Company is engaged in media and entertainment services and hence capacity and capacity utilisation is not applicable to ourselves.

EXPORT POSSIBILITY AND OBLIGATION:

Our Company doesn't have any export obligation, as we are not exporting any material.

SWOT:

Strengths

- Sound track record of successful events
- Strong managerial capability
- Cordial relations across entertainment industry
- Sound structured national network facilitates and the boom of ME industry
- Lower response time with efficient and effective service
- Operational excellence
- Pool of contents

Weaknesses

- Revenue and profitability is directly linked to the exploitation and growth of our content.
- Rapid Technological changes
- Failure of any event may lead to negative publicity

Opportunities

- Rapid urbanization
- Bengali Film Industry on rise
- Digitization and New Media– New Avenues
- Growing awareness among viewers/customers about new technologies.
- New phase of low budget movies/TV shows etc.
- Increase in no. of channels and Multiplexes.

Threats

- Government & regulatory norms
- Fleeting Consumer expectations
- Decreasing Cycle time
- Increasing cost of rights for movies and songs
- Fragmentation
- There are no entry barriers in our industry, which puts us to the threat of competition from new entrants.
- Any change or shift of focus of Government policies may adversely impact our financials

OUR PROPERTIES:

Our Registered Office is situated at 4, Fairlie Place, HMP House, 4th Floor, Room No – 408, Kolkata – 700 001, West Bengal, India. The registered office of our Company is owned by Amit Kumar Lahoti-HUF, which has been taken from them on rent vide rent agreement dated 1st November, 2015. The Agreement is valid for a period of eleven (11) months w.e.f. 1st November, 2015

Note 1: Purchase of Property

We have not entered into any agreement to buy/sell any property with any Director or a proposed director who had any interest direct or indirect during the preceding two years.

INTELLECTUAL PROPERTY:

We have applied for registration of our corporate logo with Trade Marks Registry under class 41.

We have also filed below mentioned applications for registration of following Trademarks under the below mentioned classed before the Trade Marks Registry:

Sr. No	Particulars of Trademark		Class No.	Application Date
1.	ICCM		41	9th February, 2016
2.	MUZIC4INDIA		41	9th February, 2016
3.	NEWSEKHON		41	9th February, 2016
4.	SEEDZ		41	9th February, 2016
5.	VIOFA (Vignesh Institute of Film & Arts)		41	9th February, 2016

Our company has filed application to 'The Registrar of Trade Marks, Trade Marks Registry for the registration of corporate logo and trademark.

INSURANCE:

At present, we do not have any insurance policy for protecting us against any material hazards

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of certain sector specific laws and regulations in India, which are applicable to the Company. The information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. 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.

INDUSTRY RELATED LAWS:

Notification of Industry Status

The Indian film industry was conferred industry status by a press release issued by the Ministry of Information and Broadcasting, Government of India ("GoI"), on May 10, 1998.

The Prasar Bharati (Broadcasting Corporation of India) Act, 1990

Pursuant to the enactment of the Prasar Bharati (Broadcasting Corporation of India) Act, 1990, the Prasar Bharati was set up as a statutory autonomous body on November 23, 1997. The Corporation is the public service broadcaster in India and the primary duty of Prasar Bharati is to organize and conduct public broadcasting to inform, educate and entertain the public and to ensure a balanced development of broadcasting on radio and television. Prasar Bharati is also empowered to manage on behalf of the Central Government the broadcasting of external services and monitoring of broadcasts made by organizations outside India. Prasar Bharati has other objectives, some of which include upholding the unity and integrity of the country and the values enshrined in the Constitution of India, safeguarding the citizen's right to be informed freely, truthfully and objectively on all matters of public interest, national or international, and presenting a fair and balanced flow of information including contrasting views without advocating any opinion or ideology of its own, and providing comprehensive broadcast coverage through the choice of appropriate technology and the best utilization of the broadcast frequencies available and ensuring high quality reception and expanding broadcasting facilities by establishing additional channels of transmission.

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, ("Cinematograph Act"), authorizes the Central Government to constitute a Board of Film Certification, (also known as the "Central Board for 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 applyin the specified format for certification of such film, with the prescribed fee. The film is examined by an examining committee, which determines whether, the film:

- is suitable for unrestricted public exhibition;
- or is suitable for unrestricted public exhibition, with a caution that the question as to whether any child below the age of 12 years may be allowed to see the film should be considered by the parents or guardian of such child; or
- is suitable for public exhibition restricted to adults; or
- is suitable for public exhibition restricted to members of any profession or any class of persons having

regard to the nature, content and theme of the film; or

- is suitable for certification in terms of the above if a specified portion or portions be excised or modified there from; or
- is not suitable for unrestricted or restricted public exhibitions, i.e., that the film be refused a certificate.

A film will not be certified for public exhibition if, in the opinion of the CBFC, the film or any part of it is against the interests of the sovereignty, integrity or security of India, friendly relations with foreign states, public order, decency or morality, or involves defamation or contempt of court or is likely to incite the commission of any offence.

Any applicant, if aggrieved by any order of the CBFC either refusing to grant a certificate or granting a certificate that restricts exhibition to certain persons only, may appeal to the Film Certification Appellate Tribunal constituted by the Central Government under the Cinematograph Act.
A certificate granted or an order refusing to grant a certificate in respect of any film is published in the Official Gazette of India and is valid for 10 years from the date of grant. Films certified for public exhibition may be re - examined by the CBFC if any complaint is received in respect of the same. Pursuant to grant of a certificate, film advertisements must indicate that the film has been certified for public exhibition. The Central Government may issue directions to licensees of cinemas generally or to any licensee in particular for the purpose of regulating the exhibition of films, so that scientific films, films intended for educational purposes, films dealing with news and current events, documentary films or indigenous films secure an adequate opportunity of being exhibited. The Central Government, acting through local authorities, may order suspension of exhibition of a film, if it is of the opinion that any film being publicly exhibited is likely to cause a breach of peace. Failure to comply with the Cinematograph Act may attract imprisonment and/or monetary fines. Separately, the Cable Television Networks Rules, 1994, require that no film or film song, promo, trailer, of film music video , album or trailer, whether produced in India or abroad, shall be carried through cable services unless it has been certified by the CBFC as suitable for unrestricted public exhibition in India.

LAWS REGULATING LABOUR AND EMPLOYMENT:

Payment of Bonus Act, 1965

Pursuant to the Payment of Bonus Act, 1965, as amended (the "Bonus Act"), an employee in a factory or in any establishment where twenty or more persons are employed on any day during an accounting year, who has worked for at least 30 working days in a year is eligible to be paid a bonus.

Contravention of the provisions of the Bonus Act by a company is punishable by imprisonment for up to six months or a fine of up to Rs.1,000 or both, against persons in charge of, and responsible to the company for, the conduct of the business of the company at the time of contravention.

The Employees State Insurance Act, 1948

The Employees State Insurance Act, 1948 (the "ESI Act"), provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

The Employees Provident Fund and Miscellaneous Provisions Act, 1952

The Employees Provident Fund and Miscellaneous Provisions Act, 1952 (the "EPF Act"), provides for the institution of compulsory provident fund, pension fund and deposit linked insurance funds for the benefit of

employees in factories and other establishments. A liability is placed both on the employer and the employee to make certain contributions to the funds mentioned above.

Payment of Gratuity Act, 1972

Under the Payment of Gratuity Act, 1972, as amended (the "Gratuity Act"), an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement or resignation, superannuation or death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent on an employee having completed five years of continuous service. An employee in a factory is said to be in 'continuous service' for a certain period notwithstanding that his service has been interrupted during that period by sickness, accident, leave, absence without leave, lay-off, strike, lock-out or cessation of work not due to the fault of the employee. The employee is also deemed to be in continuous service if the employee has worked (in an establishment that works for at least six days in a week) for at least 240 days in a period of 12 months or 120 days in a period of six months immediately preceding the date of reckoning.

INTELLECTUAL PROPERTY LEGISLATIONS:

Intellectual Property:

The Trademarks Act, 1999, The Patents Act 1970 and the Copyright Act, 1957 *inter alia* govern the law in relation to intellectual property, including patents, copyrights, trademarks, service marks, brand names, trade names and research works.

TAX RELATED LEGISLATIONS:

Income-tax Act, 1961

The Income-tax Act, 1961 ("IT Act") is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its "Residential Status" and "Type of Income" involved. Every Company assessable 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 30th September of each assessment year.

Service Tax

Chapter V of the Finance Act 1994 (as amended), and Chapter V-A of the Finance Act 2003 requires that where provision of certain listed services, whole taxable services exceeds Rs. 10,00,000, a service tax with respect to the same must be paid. Every person who is liable to pay service tax must register himself for the same.

GENERAL:

The Indian Contract Act, 1872

The Indian Contract Act codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract.

Registrations under the applicable Shops & Commercial Establishments Acts of the respective States in which Our Company has an established place of business/ office ("Shops Act")

The Shops Act provides for the regulation of conditions of work in shops, commercial establishments, restaurants, theatres and other establishments. The Act is enforced by the Chief Inspector of Shops (CIS) and various inspectors under the supervision and control of Deputy/Assistant Labour Commissioners of the concerned District, who in turn functions under the supervision of Labour Commissioner.

The Companies Act, 1956 & 2013

The Act deals with laws relating to companies and certain other associations. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Act. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection

LAWS REGULATING TRANSFER OF PROPERTY:

Transfer of Property Act, 1882

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. The TP Act also provides for the rights and liabilities of the vendor and purchaser in a transaction of sale of land.

Registration Act, 1908

The Registration Act, 1908 (the "**Registration Act**") has been enacted with the objective of providing public notice of the execution of documents affecting, *inter alia*, the transfer of interest in immovable property. The purpose of the Registration Act is the conservation of evidence, assurances, title and publication of documents and prevention of fraud. It details the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes, among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, 110 in any immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. A document will not affect the property comprised in it, nor be treated as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance under the T.P. Act or as collateral), unless it has been registered. Evidence of registration is normally available through an inspection of the relevant land records, which usually contains details of the registered property. Further, registration of a document does not guarantee title of land.

The Indian Stamp Act, 1899

Under the Indian Stamp Act, 1899 (the "**Stamp Act**") stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

FOREIGN OWNERSHIP LEGISLATIONS:

Investment by Foreign Institutional Investors

Foreign Institutional Investors including institutions such as pension funds, mutual funds, investment trusts, insurance and reinsurance companies, international or multilateral organizations or their agencies, foreign governmental agencies, foreign central banks, asset management companies, investment managers or advisors, nominee companies and institutional portfolio managers can invest in all the securities traded on the primary and secondary markets in India. FIIs are required to obtain an initial registration from the SEBI and a general permission from the RBI to engage in transactions regulated under FEMA. FIIs must also comply with the provisions of the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended. The initial registration and the RBI's general permission together enable the registered FII to buy (subject to the ownership restrictions discussed below) and sell freely securities issued by Indian companies, to realize capital gains or investments made through the initial amount invested in India, to subscribe or renounce rights issues for shares, to appoint a domestic custodian for custody of investments held and to repatriate the capital, capital gains, dividends, income received by way of interest and any compensation received towards sale or renunciation of rights issues of shares.

Ownership restrictions of FIIs

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account, should not exceed 10% of the total paid-up capital of a company.

OUR HISTORY AND CORPORATE STRUCTURE

HISTORY & BACKGROUND

Our Company was originally incorporated as "Lahoti Entertainment & Media Limited" in Kolkata, West Bengal as a Public Limited Company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated 15th November, 2012 bearing Registration Number: 188312 issued by the Registrar of Companies, Kolkata West Bengal and having Certificate for Commencement of Business dated 11th December, 2012. Subsequently, the name of Our Company was Change to "Spicy Entertainment and Media Limited" and a fresh Certificate of Incorporation dated 7th November, 2014 issued by the Registrar of Companies, Kolkata, West Bengal. The Corporate Identification Number of our Company is U22219WB2012PLC188312.

We are a media and entertainment company with specific focus on event management. We are also engaged in the business of distribution of films.

We also provide event management services to leading Indian insurance companies for their customer awareness programs, brand promotional activities, sign board management, marketing campaigns amongst others.

Our Company's initial focus was on the entertainment industry, which was hitherto dominated by a few players. Despite stringent barriers to entry, Spicy managed to wedge its foot in the door. Our Company efforts are continually rewarded by way of commendations and recommendations from satisfied clients.

We offer fully customized solutions that give shape to our clients' special preferences, their needs and vision for the program.

We offer the most comprehensive range of solutions for corporate as well as private event management and media production needs. We plan and stage events to suit the specific needs of our clients. We are a one-stop-shop for all event management and media production requirements.

Spicy is an efficiently run self-sufficient organization with its own facilities, equipment and connections with talented, inspired and loyal writers, directors, production, post-production and marketing personnel who are responsible for guiding every Spicy production from ideation to telecast, in a cost-effective yet quality conscious manner.

We design and develop optimal solutions that maximize our clients. We deliver value in terms of Quality and Cost. We excel in customer service and support and intend to increase our visibility through use of digital channel as well as social media platforms to provide more services.

Further, we have also plans to venture into production of Bengali feature films. We aim in getting real concept to the audience. Our strategy is designed to address predictability, scalability and sustainability, ultimately resulting in profitability.

OUR SERVICES

Our major services include:

- Fashion Shows
- Game Shows
- Stage Shows, Concerts and Live Events
- Birthday Party Organizers
- Celebrity/Artist Management
- Conference/Seminar Organisers
- Corporate Event Organisers
- Brand Launch / Promotion activities

- Party/ Wedding Organisers
- Decorations, Mascots, Magic Shows etc.

CHANGES IN REGISTERED OFFICE

Sr. No.	Effective date of change	Shifting of Registered Office	
		From	To
1	09.02.2015	4, Fairlie Place, HMP House, 1st Floor, Kolkata – 700 001	Suit No. 310, 3rd Floor, Krishna Building, 224 AJC Bose Road, Kolkata – 700 017
2	01.10.2015	Suit No. 310, 3rd Floor, Krishna Building, 224 AJC Bose Road, Kolkata – 700 017	Martin Burn House, 1 R. N. Mukherjee Road, 4th Floor, Room No-42, Kolkata-700 001
3	01.11.2015	Martin Burn House, 1 R. N. Mukherjee Road, 4th Floor, Room No-42, Kolkata-700 001	4, Fairlie Place, HMP House, 4th Floor, Room No -408, Kolkata-700 001

MAIN OBJECTS OF OUR COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company, which we have been carrying out until now, are in accordance with the objects of the Memorandum. The objects for which our Company is established are:

1. To engage in the business of film production, studio set up, distribution of AV, CD and DVD etc. To print, publish and conduct for sale one or more newspapers and other periodicals including magazines, books, pamphlets or any other publication in English, Hindi or any other language, anywhere in India, either daily or otherwise. 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 pieces, 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.

2. To promote, encourage, establish, develop, maintain, organize, undertake, manage, operate, conduct and to run in India or abroad the business of Creation, Acquisition, Syndication, Distributors, Sellers, Stockists, Dealers, Agency, Transmitting Agency, Exhibitor, importers, Exporters, Hires, and Dealers of Motion Pictures, Television Films, Televisions Serials, Video Films, Video Serials, Advertising Films and any other kind of films in any Language In India or Abroad and for the purpose to develop E-commerce platform with dynamic database driven electronic commerce site and system for sales, fulfillment and customer services and products over Internet, building e-commerce web portal which feature online shopping malls, business to customer services, business to business and complements of Channels, News, information, intermediation in selling products/services online.

3. To carry on the business of promotional events, Award ceremonies, Product launching platform, sampling of products, pageant ceremonies, organizing ground level kiosks, business of developing, promoting, marketing, organizing and managing artists and celebrity management national as well as international events, product brands, corporate and business themes, evenings, launches, ideas, managing public and media relations, press & publicity, concept designing and management for promotion of products, building of brands through promotions and events for corporate, other business and professional entities, institutions, other groups, individuals of its own or in tie up or partnership with other agencies, service providers including international agencies involved in providing similar type of services and to promote, produce, organize and manage international and local music events, to provide complete technical and infrastructure support, including staging, lighting and sound for concerts, venue, on stage & back stage management, to do creative integration of sponsor banding &

innovative sponsor entitlements of events, have coverage of live music events, television specials & music videos, merchandising, procurement of governmental permission & licenses for events, travel management, freight logistics & hospitality.

4. To carry on the business of e-marketing through SMS (Mobile Phone), Email, tele marketing, advertisement, sale, promotion and distribution, campaigns, roadside shows, event management services, customer awareness programme for various individuals, entities, etc., of all kinds of products and services.

CHANGES IN THE MEMORANDUM OF ASSOCIATION

The following changes have been made in the Memorandum of Association of our Company since inception:

DATE	AMENDMENT
02nd August, 2014	Increase in Authorized Share Capital of the Company from Rs. 10.00 Lacs divided into 1,00,000 Equity Shares of Rs. 10/- each to Rs. 5.00 Crores divided into 50,00,000 Equity Shares of Rs. 10/- each.
05th September, 2014	Increase in Authorized Share Capital of the Company from Rs. 5.00 Crores divided into 50,00,000 Equity Shares of Rs. 10/- each to Rs. 12.00 Crores divided into 1,20,00,000 Equity shares of Rs. 10/- each.
07th November, 2014	Change of Name of the Company from Lahoti Entertainment and Media Limited to Spicy Entertainment and Media Limited.
30th June, 2015	Addition of new Clause III (A) (2) (3) (4) in Object Clause and deletion of Other Object Clause in order to comply with Section 4 (1) (c) & Section 13 of Companies Act, 2013 & Change in liability Clause in order to comply with Section 4 (1) (c) & Section 13 of Companies Act, 2013
30th September, 2015	Increase in Authorized Share Capital of the Company from Rs. 12.00 Crores divided into 1,20,00,000 Equity Shares of Rs. 10/- each to Rs. 17.00 Crores divided into 1,70,00,000 Equity shares of Rs. 10/- each.

MAJOR EVENTS AND MILESTONES

YEAR	PARTICULARS
November, 2012	Incorporation of the Company in the name and style of "Lahoti Entertainment and Media Limited"
November, 2014	Change of Name of the Company to "Spicy Entertainment and Media Limited"

CAPITAL RAISING (DEBT / EQUITY)

For details of the equity capital raising of our Company, please refer to the chapter titled "Capital Structure" on page 44 of this Prospectus.

We have not done any debt issuances or raised any long term debt since incorporation till date.

HOLDING COMPANY OF OUR COMPANY

Our Company has no holding Company as on this date of filing of this Prospectus.

SUBSIDIARY COMPANY OF OUR COMPANY

There is no Subsidiary of our Company as on this date of filing of this Prospectus.

REVALUATION OF ASSETS

Our Company has not revalued its assets since its incorporation.

CHANGES IN THE ACTIVITIES OF OUR COMPANY HAVING A MATERIAL EFFECT

Since incorporation, there has been no change in the activities being carried out by our Company which may have a material effect on the profits / loss of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

DETAILS OF OUR PAST PERFORMANCE

Our Company was incorporated in November, 2012. For details in relation to our financial performance since inception, including details of non-recurring items of income, refer to section titled "Financial Information" beginning on page 147 of this Prospectus.

INJUNCTIONS OR RESTRAINING ORDERS:

Our Company is not operating under any injunction or restraining order.

MERGERS AND ACQUISITIONS IN THE HISTORY OF OUR COMPANY

There has been no merger or acquisition of businesses or undertakings in the history of our Company.

STRIKES AND LOCK-OUTS:

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lock- outs. As on the date of the Prospectus, our employees are not unionized.

TIME AND COST OVERRUNS IN SETTING UP PROJECTS:

As on the date of the Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

SHAREHOLDERS AGREEMENTS

Our Company has not entered into any shareholders agreement as on date of filing of the Prospectus.

OTHER AGREEMENTS

Our Company has not entered into any specific or special agreements except that have been entered into in ordinary course of business as on the date of filing of the Prospectus.

COLLABORATION

Our Company has not entered into any collaboration with any third party as per regulation (VIII) B (1) (c) of part A Schedule VIII of SEBI (ICDR) Regulations, 2009.

STRATEGIC PARTNER

Our Company does not have any strategic partner as on the date of filing of the Prospectus.

FINANCIAL PARTNER

Our Company does not have any financial partner as on the date of filing of the Prospectus.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS OR BANKS

There have been no defaults or rescheduling of borrowings with financial institutions or banks as on the date of this Prospectus.

NUMBER OF SHAREHOLDERS

Our Company has 369 (Three Hundred Sixty Nine) shareholders on date of the Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association, our Company is required to have not less than three (3) Directors and not more than fifteen (15) Directors. Our Company currently has five (5) Directors on Board. The following table sets forth current details regarding our Board of Directors:

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Age	Status of Directorship in our Company	Other Directorships
1 Mr. Anindya Bikas Datta S/o Mr. Haradhan Datta Vasundhara Apt Flat -1C, 131, Nazrul Pally Garia, Mahamaya Tala, Kolkata -700 084, West Bengal **Occupation:** Film Making & Direction **Nationality:** Indian **Tenure:** Three years w.e.f. 1st October, 2015 **DIN:** 07274171	43 Years	Managing Director	NIL
2.Mr. Abhishek Das S/o Mr. Shyamal Ranjan Das 13A Bhabanath Sen Street, Kolkata – 700 004, West Bengal **Occupation:** Music Composer **Nationality:** Indian **Tenure:** Retire by Rotation **DIN:** 07083079	34 Years	Executive Non Independent Director	NIL
3. Ms. Debosmita Ghosh Dastidar D/o Mr. Debasish Ghosh Dastidar Block-3B 1 Kirti Apartment, 97, Chandi Ghosh Road,Regent Park, Regent Part S.O, Kolkata, 700 040, West Bengal **Occupation:** Business **Nationality:** Indian **Tenure:** Three years w.e.f. 25th February, 2015 **DIN:** 07027547	28 Years	Independent Director	NIL
4. Mr. Anil Kumar Sajjankumar Sharma S/o Mr. Sajjan Kumar Sharma 15, Ghasoliya Ka Mohalla, Ward 13 Laxman Garh, Sikar, 321 607, Rajasthan **Occupation:** Professional **Nationality:** Indian **Tenure:** Three Years w.e.f 25th February, 2015 **DIN:** 07047852	27 Years	Independent Director	NIL
5. Mr. Konthoujam Sumeet Singha S/o Mr. Konthoujam Babasana Singha Village Chaprow, Po Lakhipur, Cachar, Silchar, Assam – 788 103 **Occupation:** Photographer & Graphic Designing **Nationality:** Indian **Tenure:** 3 years w.e.f 25th February, 2016 **DIN:** 07359768	22 Years	Independent Director	NIL

Note:

As on the date of the Prospectus:

1. None of the above mentioned Directors are on the RBI List of willful defaulters as on date.

2. Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) for more than 3 months during the five years prior to the date of filing the Prospectus or (b) delisted from the stock exchanges.

3. None of the Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

DETAILS OF DIRECTORS

Mr. Anindya Bikas Datta, aged 43 years, is the Promoter and Managing Director of the Company. He is a multi-talented person. He is one of the renowned Director of Bengali film industry. He is BHMS (Bachelor of Homeopathy Medical and Surgery) from Tata Homoeopathic Medical Institute. He is in entertainment industry since 1999 and is having 16 years of experience in media and entertainment industry. He has done one year film making workshop from Chitrabani institute, under supervision of Mr. Mischell Loch, Hollywood script writer.

Mr. Datta is a Director, Script-Writer, Producer, and a Social worker too. He has a vision of spreading his talents by teaching the youngsters who wants to establish in the media and entertainment industry.

He has directed many tele serials, Tele films for Star Jalsa, Zee Bangla, ETV, etc. He has also done various documentaries, music videos for 24 Ghanta News Channels. He was an executive producer of KBC Bangla hosted by former Indian Cricket Team captain Mr. Saurav Ganguly. He has also won best director award for his show in Star Jalsa.. He has been associated with our Company since September, 2015 and was further designated as Managing Director of Company with effect from 1st October, 2015.

Mr. Abhishek Das, aged 34 years, is an Executive Director of our Company. He is a Commerce Graduate. A versatile personality, having more than 10 years of rich experience in the Media and Entertainment business and has great contacts in the film industry. He started his career as a Music Teacher at Gurukul and has taught music for 5 years.

Mr. Abhishek Das is a music director by profession. He has been awarded Piano Grades from Trinity College of London. He has been on the Board of our Company since January 2015. He has organized many musical workshops. He has performed internationally also in USA, Bangladesh, Bangkok, etc. He has his own Music Band called "5th Circle" and his own Instrumental Team called "Abhishek's Inspirations". Presently Mr. Abhishek Das is a background Music Director for many Hindi television serials. He has also been music director in many Bengali movies like "Ek Poloke Ektu Dekha", and his upcoming movies are "Barrage 86", "Abar Hobe To Dekha", "Ranbhoomi", etc.

Ms. Debosmita Ghosh Dastidar, aged 28 years, is the Independent Director. She is English (Hons) by qualification and has done modeling in many fashion shows and product catalogues. She has a wide experience of fashion industry and modeling. She also successfully operates business of supplying of Indian foils. She has business skills and modeling experience. She has been on the Board of our Company since January, 2015.

Mr. Anil Kumar Sajjankumar Sharma, aged 27 yeas, is the Independent Director. He is B. Com (Hons) & a practicing chartered accountant by profession. He possesses sound knowledge of accounts, finance, legal and taxation. As an Independent Director of our company, he brings value addition. He has been on the Board of our Company since February 2015.

Mr. Konthoujam Sumeet Singha aged 22 yeas, is the Independent Director. He is Bachelor of Arts in Animation and has done VFX & Animation course at Arena Animation Chowringhee. He has completed Graphic Designing course from Netscribes in 2015. He possesses sound experience in the field of multimedia, art and graphic designing. He has skill set in software like photoshop, photography, coral-draw, illustrator and premier (video editing software). He also leads a team of photographer and art designer. Presently, he is working as a Graphic Designer in Cine-Screen. He has been on the Board of our Company since December, 2015.

CONFIRMATIONS

None of the Directors is or was a Director of any listed company during the last five years preceding the date of filing of the Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their Directorship in any such company.

None of the Directors is or was a director of any listed company, which has been or was delisted from any recognized stock exchange in India during the term of their Directorship in such company.

NATURE OF FAMILY RELATIONSHIP AMONG DIRECTORS

There is no family relationship among Directors.

BORROWING POWERS OF THE DIRECTORS

Pursuant to a special resolution passed at the Extra-Ordinary General Meeting of our Company held on 25th February, 2016 consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180(1)(c) of the Companies Act, 2013 for borrowing from time to time any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) may exceed in the aggregate, the paid-up capital of our Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of our Company and its free reserves shall not at any time exceed Rs. 50 Crores.

TERMS OF APPOINTMENT AND COMPENSATION OF OUR DIRECTORS

Name	Mr. Anindya Bikas Datta
Designation	Managing Director
Period	Appointed for Three years with effect from 1st October, 2015
Date of Appointment	Annual General Meeting dated 30th September, 2015
Remuneration	**a) Remuneration** **Basic Salary** – Up to Rs. 15,000/- p.m. (with such annual increments / increases as may be decided by the Nomination and Remuneration Committee from time to time. **b) Perquisites** • Subject to any statutory ceiling/s, the appointee may be given any other allowances, perquisites, benefits and facilities as the Remuneration Committee / Board of Directors from time to time may decide. **c) Minimum Remuneration** In the event of loss or in adequacy of profits in any financial year during the tenure of the appointment. Appointee shall subject to the approval of the Central Government, if required, be paid

	remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in section IV of the Schedule V to the Companies Act, 2013, from time to time.
Remuneration paid in FY 31st March, 2015	NIL

There is no definitive and /or service agreement that has been entered into between our Company and the directors in relation to their appointment.

NON – EXECUTIVE DIRECTORS

Currently, non–executive Directors are not being paid sitting fees.

CORPORATE GOVERNANCE

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including the Listing Agreement to be executed with the Stock Exchange and the SEBI Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

We being proposing to list of BSE-SME platform are exempted to follow corporate governance norms of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015. However we have a Board constituted in compliance with the Companies Act, 2013 and in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently our Board has Five (5) Directors. We have One (1) Managing Director, One (1) Executive, Non Independent Director and Three (3) Independent Directors. The Chairman of the Board is Mr. Anindya Bikas Datta being Managing Director. The constitution of our Board is in compliance with the Companies Act, 2013.

The following committees have been formed in compliance with the corporate governance norms:

A) Audit Committee
B) Stakeholders Relationship Committee
C) Nomination and Remuneration Committee

AUDIT COMMITTEE

Our Company has constituted an audit committee ***("Audit Committee")***, as per the provisions of Section 177 of the Companies Act, 2013 vide resolution passed in the meeting of the Board of Directors held on 4th September, 2015.

The terms of reference of Audit Committee complies with the requirements of the Companies Act, 2013. The committee presently comprises following three (3) directors. Mr. Anil Kumar Sajjankumar Sharma is the Chairman of the Audit Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Anil Kumar Sajjankumar Sharma	Chairman	Independent Director

Sr. No.	Name of the Director	Status	Nature of Directorship
2.	Ms. Debosmita Ghosh Dastidar	Member	Independent Director
3.	Mr. Anindya Bikas Datta	Member	Managing Director

The Company Secretary of our Company shall act as the Secretary to the Audit Committee.

Role of Audit Committee

The terms of reference of the Audit Committee are given below:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
6. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
8. Reviewing, with the management, the annual financial statements 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. Qualifications in the draft audit report.

9. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
10. 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.
11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
12. Review and monitor the auditor's independence and performance, and effectiveness of audit process
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 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, in case the same is existing.
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Mandatorily reviews the following information:

a. Management discussion and analysis of financial condition and results of operations;
b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
d. Internal audit reports relating to internal control weaknesses; and
e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee

22. Review the Financial Statements of its subsidiary company, if any.
23. Review the composition of the Board of Directors of its Subsidiary Company, if any.
24. Review the Vigil mechanism (whistle blowing) policy.
25. Examination of the financial statement and the auditors' report thereon;
26. Approval or any subsequent modification of transactions of the company with related parties;
27. Scrutiny of inter-corporate loans and investments;
28. Valuation of undertakings or assets of the company, wherever it is necessary;
29. Evaluation of internal financial controls and risk management systems;
30. Monitoring the end use of funds raised through public offers and related matters.
31. Review the use/application of funds raised through an issue (public issues, right issues, preferential issues etc) on a quarterly basis as a part of the quarterly declaration of financial results. Further, review on annual basis statements prepared by the Company for funds utilized for purposes other than those stated in the offer document.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Our Company has constituted a Stakeholders' Relationship Committee ***("Stakeholders' Relationship committee")*** in terms of Section 178 (5) of Companies Act, 2013 to redress the complaints of the shareholders. The Stakeholders' Relationship Committee / Investors Grievance Committee was re-constituted vide resolution passed at the meeting of the Board of Directors held on 1st January, 2016. The committee currently comprises of three (3) Directors Mr. Anil Kumar Sajjankumar Sharma is the Chairman of the Stakeholders' Relationship Committee / Investors Grievance committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Anil Kumar Sajjankumar Sharma	Chairman	Independent Director
2.	Ms. Debosmita Ghosh Dastidar	Member	Independent Director
3.	Mr. Konthoujam Sumeet Singha	Member	Independent Director

The Company Secretary of our Company shall act as the Secretary to the Stakeholders' Relationship Committee.

Role of Stakeholders' Relationship Committee

The Stakeholder Relationship Committee / Investors Grievance Committee of our Board look into:

- Redressal of shareholders'/investors' complaints viz. non-receipt of annual report, dividend payments etc.;
- Reviewing on a periodic basis the Approval of transfer or transmission of shares, debentures or any other

securities made by the Registrar and Share Transfer Agent;
- Issue of duplicate certificates and new certificates on split/consolidation/renewal,dematerializations;
- Non-receipt of declared dividends, balance sheets of the Company; and
- Any other power specially assigned by the Board of Directors of the Company;

NOMINATION AND REMUNERATION COMMITTEE

Our Company has constituted a Nomination and Remuneration Committee ***("Nomination and Remuneration Committee")*** in terms of section 178 (3) of Companies Act, 2013. The Nomination and Remuneration Committee was re-constituted vide resolution passed at the meeting of the Board of Directors held on 1st January, 2016. The Committee currently comprises of three (3) Directors. Ms. Debosmita Ghosh Dastidar is the Chairperson of the Nomination and Remuneration Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Ms. Debosmita Ghosh Dastidar	Chairman	Independent Director
2.	Mr. Anil Kumar Sajjankumar Sharma	Member	Independent Director
3.	Mr. Konthoujam Sumeet Singha	Member	Independent Director

The Company Secretary of our Company shall act as the Secretary to the Nomination and Remuneration Committee.

The terms of reference of the Nomination and Remuneration Committee are as follows:

- The remuneration committee recommends to the board the compensation terms of the executive directors.
- The committee to carry out evolution of every director's performance and recommend to the board his/her appointment and removal based on the performance.
- The committee to identify persons who may be appointed in senior management in accordance with the criteria laid down.
- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.
- Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

Our Company undertakes to comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 after listing of our Company's shares on the Stock Exchange. Our Company Secretary and Compliance Officer, Ms. Diprani Thakur is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.

SHAREHOLDING DETAILS OF THE DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares. The following table details the shareholding of our Directors as on the date of this Prospectus.

Name	No. of Equity Shares	Pre-Issue percentage Shareholding
Mr. Anindya Bikas Datta	5000	0.04

INTEREST OF DIRECTORS

All the Directors of our Company may be deemed to be interested to the extent of sitting fees and/or other remuneration if any, payable to them for attending meetings of the Board or a committee thereof as well as to the extent of reimbursement of expenses if any payable to them under the Articles of Association. All the Directors may also be deemed to be interested in the Equity Shares of our Company, if any, held by them, their relatives or by the companies or firms or trusts in which they are interested as directors / members / partners or that may be subscribed for and allotted to them, out of the present Issue and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any other company in which they have direct /indirect interest or any partnership firm in which they are partners.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distributions in respect of the Equity Shares, if any, held by them or by the companies / firms / ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and Promoters, pursuant to this Issue.

PROPERTY INTEREST

Except as disclosed in the section titled "Our Business" on page 105, our Promoters do not have any interest in any property acquired by or proposed to be acquired by our Company since incorporation.

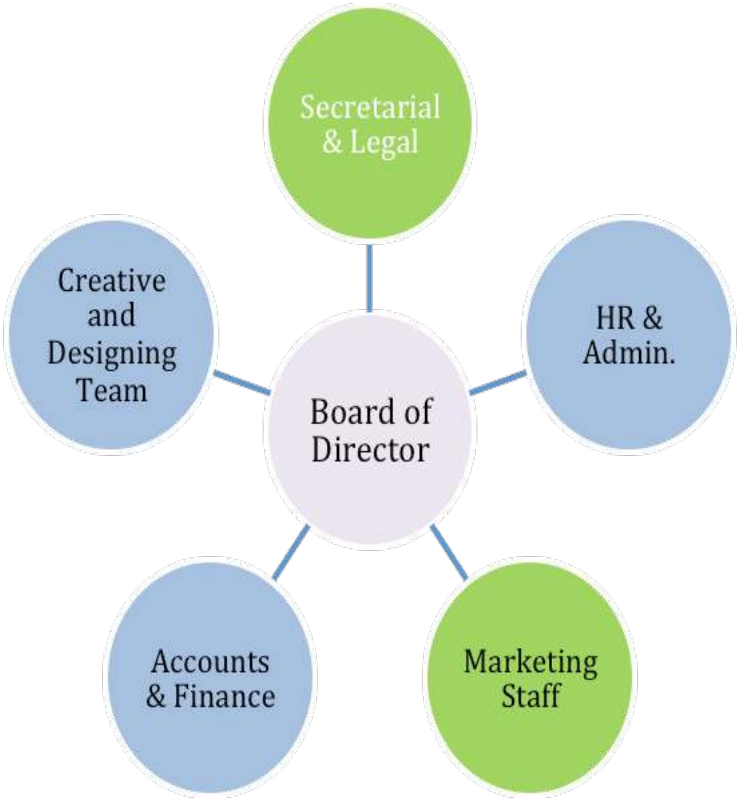
CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE (3) YEARS

The changes in the Directors during last three (3) years are as follows:

Name	Date of Appointment	Date of change of Designation	Date of Cessation	Reason
Mr. Ganguly Yadav	02/08/2014	-	-	Appointment as Director
Mr. Dipanjon Bhattacharjyo	02/08/2014	-	-	Appointment as Director
Ms. Vaidahi Dilip Kangane	02/08/2014	-	-	Appointment as Director
Mr. Ronak Radhamohan Chanda	05/09/2014	-	-	Appointment as Managing Director
Mr. Vimal Kumar Lahoti	-	-	09/08/2014	Resignation form Directorship
Ms. Ritu Lahoti	-	-	09/08/2014	Resignation form Directorship
Mr. Shyam Sundar Lahoti	-	-	09/08/2014	Resignation form Directorship
Mr. Abhishek Das	31/01/2015	-	-	Appointment as Additional Director
Ms. Debosmita Ghosh	31/01/2015	-	-	Appointment as Additional Director

Name	Date of Appointment	Date of change of Designation	Date of Cessation	Reason
Dastidar				
Mr. Anil Kumar Sajjankumar Sharma	25/02/2015	-	-	Appointment as Independent Director
Mr. Anindya Bikas Datta	04/09/2015	-	-	Appointment as Additional Director
Mr. Ronak Radhamohan Chanda	-	04/09/2015	-	Change in Designation from Managing Director to Non Executive Director
Mr. Anindya Bikas Datta	-	30/09/2015	-	Change in Designation from Additional Director to Managing Director
Mr. Rakesh Agarwal	23/10/2015	-	-	Appointment as Additional Director
Mr. Ganguly Yadav	-	-	03/03/2015	Resignation form Directorship
Mr. Dipanjon Bhattacharjyo	-	-	03/03/2015	Resignation form Directorship
Ms. Vaidahi Dilip Kangane	-	-	03/03/2015	Resignation form Directorship
Mr. Abhishek Das	-	25/02/2015	-	Change in Designation from Additional Director to Executive Director
Ms. Debosmita Ghosh Dastidar	-	25/02/2015	-	Change in Designation from Additional Director to Independent Director
Mr. Konthoujam Sumeet Singha	05/12/2015	-	-	Appointment as Additional Director
Mr. Rakesh Agarwal	-	-	05/12/2015	Resignation form Directorship
Mr. Ronak Radhamohan Chanda	-	-	01/01/2016	Resignation form Directorship
Mr. Konthoujam Sumeet Singha	-	25/02/2016	-	Change in Designation from Additional Director to Independent Director

ORGANIZATION STRUCTURE



KEY MANAGERIAL PERSONNEL

Our Company is managed by its Board of Directors, assisted by qualified professionals, in the respective field of finance/ capital market and corporate laws.

The following key personnel assist the management of our Company:

Name	Date of Joining	Designation	Functional Responsibilities	Qualification
Mr. Anindya Bikas Datta	4th September, 2015	Managing Director	Overall Business Activities	BHMS
Mr. Nitesh Agrawal	21st May, 2015	Chief Financial Officer	All accounts and back office related work, payment and receipts, dealing with banks.	B.Com (Hons), CA (Inter)
Mr. Mahesh Jalan	15th May, 2015	Project Manager	Co-ordinate with Corporate Team, Plan & Implement of Events, Administration of Production process	B.Com (Hons)

Name	Date of Joining	Designation	Functional Responsibilities	Qualification
Ms. Puja Toshniwal	1st July,2015	Assistant Project Manager	Assist in recruitment and C0-ordination of Events.	B.Com & Graphic Designer
Ms. Diprani Thakur	1st June, 2016	Company Secretary & Compliance Officer	Drafting of agreements, drafting of resolutions, preparation of minutes & compliance of the provisions of the Companies Act, 2013.	B.Com & CS

FAMILY RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

As on date, none of the key managerial persons are having family relation with each other.

ALL OF KEY MANAGERIAL PERSONNEL ARE PERMANENT EMPLOYEE OF OUR COMPANY

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

The following table details the shareholding of our key managerial personnel as on the date of this Prospectus.

Name	No. of Equity Shares	Pre-Issue percentage Shareholding
Mr. Anindya Bikas Datta	5000	0.04

BONUS OR PROFIT SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL

There is no profit sharing plan for the Key Managerial Personnel. Our Company makes bonus payments to the employees based on their performances, which is as per their terms of appointment.

LOANS TO KEY MANAGERIAL PERSONNEL

There are no loans outstanding against Key Managerial Personnel as on 31st December, 2015.

CHANGES IN KEY MANAGERIAL PERSONNEL OF OUR COMPANY DURING THE LAST THREE (3)YEARS

There are no changes in the Key Managerial Personnel of the Company during the last three (3) years except as stated below:-

Name	Date of Appointment	Date of Cessation	Reason
Mr. Ronak Radhamohan Chanda	5th September,	-	Appointment as Managing Director

Name	Date of Appointment	Date of Cessation	Reason
	2014		
Mr. Vishal Kaushal	2nd January, 2015	-	Appointment as Company Secretary
Mr. Mahesh Jalan	15th May, 2015	-	Appointed as Project Manager
Mr. Nitesh Agrawal	21st May, 2015	-	Designated as Chief Financial Officer
Ms. Puja Toshniwal	1st July,2015	-	Appointed as Assistant Project Manager
Mr. Ronak Radhamohan Chanda	-	04/09/2015	Change in Designation from Managing Director to Non Executive Director
Mr. Anindya Bikas Datta	4th September, 2015	-	Designated as Managing Director
Mr. Vishal Kaushal	-	13th October, 2015	Resignation as Company Secretary
Ms. Neha Barnwal	4th November, 2015	31st May, 2016	Appointment and Resignation as Company Secretary
Ms. Diprani Thakur	1st June, 2016	-	Appointment as Company Secretary

EMPLOYEES STOCK OPTION SCHEME

Our Company does not have any Employee Stock Option Scheme/ Employee Stock Purchase Scheme as on the date of filing of this Prospectus.

PAYMENT OR BENEFIT TO OUR OFFICERS

Except for the payment of normal remuneration for the services rendered in their capacity as employees of our Company, no other amount or benefit has been paid or given within the two (2) preceding years or intended to be paid or given to any of them.

OUR PROMOTERS

DETAILS OF OUR PROMOTERS ARE AS UNDER

INDIVIDUAL PROMOTERS:

MR. ANINDYA BIKAS DATTA

Mr. Anindya Bikas Datta, aged 43 years, is the Promoter and Managing Director of the Company. He is a multi-talented person. He is one of the renowned Director of Bengali film industry. He is BHMS (Bachelor of Homeopathy Medical and Surgery) from Tata Homoeopathic Medical Institute. He is in entertainment industry since 1999 and is having 16 years of experience in media and entertainment industry. He has done one year film making workshop from Chitrabani institute, under supervision of Mr. Mischell Loch, Hollywood script writer.

Mr. Datta is a Director, Script-Writer, Producer, and a Social worker too. He has a vision of spreading his talents by teaching the youngsters who wants to establish in the media and entertainment industry.

He has directed many tele serials, Tele films for Star Jalsa, Zee Bangla, ETV, etc. He has also done various documentaries, music videos for 24 Ghanta News Channels. He was an executive producer of KBC Bangla hosted by former Indian Cricket Team captain Mr. Saurav Ganguly. He has also won best director award for his show in Star Jalsa.. He has been associated with our Company since September, 2015 and was further designated as Managing Director of Company with effect from 1st October, 2015.

Identification

Age	43 Years
Address	Vasundhara Apt Flat -1C, 131, Nazrul Pally Garia, Mahamaya Tala, Kolkata -700 084
Occupation	Film Making & Direction
Permanent Account Number	AJNPD7375B
Passport No.	J1028812
Voter ID	RHQ1062843
Driving License	WB2020130006219
Bank Account Details	30620100001384, Bank of Baroda
Other Ventures:	**Private Limited Entities / LLPs:** • Pink Lady Merchandise LLP
	Public Limited Entities: Nil

CORPORATE PROMOTER / LLP:

M/S. PINK LADY MERCHANDISE LLP

M/s Pink Lady Merchandise LLP was incorporated on 3rd June, 2013 as a Private Limited Company under the Companies Act, 1956. The same was converted in to a limited liability partnership on 13th March, 2016 and presently registered as LLP with the Registrar of Companies, Kolkata, West Bengal. The LLP Identification

Number is AAG-0806. The Registered Address of Pink Lady Merchandise LLP is situated at 4, Fairlie Place, HMP House, 4th Floor, Room No – 408, Kolkata – 700 001, West Bengal.

M/s. Pink Lady Merchandise LLP holds 4245000 Equity Shares of our Company, which constitutes 36.31% of pre Issue paid up Capital.

Identification

Name	**Pink Lady Merchandise LLP**
Permanent Account Number	AASFP5174A
Bank Account Details	913020030406819, Axis Bank

The Main Objects of Pink Lady Merchandise LLP are as follows:

1. To carry on the business of manufacturers, importers and exporters, whole sale and retail dealers of women's clothing and wearing appartel of every kind, nature and description including shirts, salwar suits, Swimming Suit, Underwear's, suits, foundation garments for ladies dresses, brassieres, maternity belts, knee caps, coats, panties, nighties and so on.
2. To carry on the business of manufacturing, importers and exporters, whole sale and retails dealers of and in hosiery goods of every kind, nature and description for women and children including vest, underwear's, socks, stocking, sweaters, laces and so on and of all or anything which is used in hosiery goods.
3. To carry on the business of readymade or made to measure garments, manufacturers, drapers and hosiers, clothes, dress makers, customers, dress agents, tailors and outfitters and as manufacturer of and dealers in tapestry, needlework, neck ware, ties, collars, cuffs scarves, cells, tinsel and tinsel fabrics, and thread and all articles of wearing attire for personal or household use, decoration ornaments.
4. To carry on the business of readymade or made to measure garments, manufacturers, drapers and hosiers, clothiers, dress makers, manufacturers of and dealers in tapestry, needlework, neckwear, ties, collars, cuffs, scarves, cell tinsel, fabrics and thread and all articles of wearing attire for personal or household use decoration or ornaments.
5. To Carry on all or any of the business of dealers and manufacturers of all kinds of carpets, durries, mats rugs, namdas, blankets, shawls, tweeds, linen, flannels and all other articles of woolen and worsted materials and of all articles similar to the foregoing or any of them or connected therewith.

Designated Partners of Pink Lady Merchandise LLP as on the date of this Prospectus is as follows:

1. Mr. Anindya Bikas Datta
2. Mr. Subrata Mondal
3. Mr. Sanjib Karmakar
4. Mr. Lakshmikanta Das
5. Mr. Neelesh Kamlesh Kumar Mehra
6. Mr. Bharat Lal Yadav

As on date of filing, the Contribution Capital Details of Pink Lady Merchandise LLP as follows:

Sr. No.	Name of Partner	Contribution Capital (Rs.)
1	Anindya Bikas Datta	100000
2	Ratnanidhi Advisory Services LLP	6700000
3	Water grass Trade and Consultants LLP	5000000
4	Rlzu Trading LLP	5000000
5	Dolomite Finance & Investment Consultants LLP	1900000
6	Shyen Trading LLP	600000
	Total	**19300000**

Audited Financial Statement of Pink Lady Merchandise LLP i.e. erstwhile Pink Lady Merchandise Private Limited:

(Rs. In Lacs)

Particulars	FY-2014-15	FY-2013-14
Equity Share Capital	193.00	193.00
Reserves & Surplus	0.07	0.02
Less: Miscellaneous Expenses	2.87	2.91
Net Worth	190.20	190.11
Profit / (Loss)	0.05	0.02
Earnings Per Share (in Rs.)	0.15	0.25

No action has been taken against the Pink Lady Merchandise LLP by any Stock Exchange or SEBI. Pink Lady Merchandise LLP is not sick entity within the meaning of Sick Industrial Companies (Special Provisions) Act, 1985 and is not under the Board for Industrial and Financial Reconstruction. Further Pink Lady Merchandise LLP is not under winding up, neither does it have a negative Net Worth. There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against Pink Lady Merchandise LLP.

OTHER UNDERTAKINGS AND CONFIRMATIONS

None of our Promoters or Promoter Group or Group Companies / entities or person in control of our Company, the natural persons in control of our corporate Promoter has been (i) prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or (ii) refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad. None of our Promoters, person in control of our Company, persons in control of our Corporate Promoter are or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group Companies have been declared as a willful defaulter by the RBI or any other government authority and there are no violations of securities laws committed by them in the past and no proceedings for violation of securities laws are pending against them.

COMMON PURSUITS OF OUR PROMOTER

Our Promoter does not have any common pursuits and are not engaged in the business similar to those carried out by our Company.

INTEREST OF THE PROMOTERS

Interest in the promotion of our Company

Our Promoters may be deemed to be interested in the promotion of the Issuer to the extent of the Equity Shares held by themselves as well as their relative and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. Further, our Promoters may also be interested to the extent of Equity Shares held by or that may be subscribed by and allotted to companies and firms in which either of them are interested as a director, member or partner. In addition, our Promoters, being Directors may be deemed to be interested to the extent of fees, if any, payable for attending meetings of the Board or a committee thereof as well as to the extent of remuneration and reimbursement of expenses, if any, payable under our Articles of Association and to the extent of remuneration, if any, paid for services rendered as an officer or employee of our Company as stated in section titled *"Our Management"* on page 125 of this Prospectus.

Interest in the property of our Company

Our promoters do not have any other interest in any property acquired by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us till the date of filing the Prospectus with RoC.

Interest as Member of our Company

As on the date of this Prospectus, our Promoters and Promoter Group collectively hold 42,50,000 Equity Shares of our Company and is therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoter in our Company and benefits as provided in the section titled '*Terms of appointment and compensation of our Directors*' on page 127 of this Prospectus, our Promoters does not hold any other interest in our Company.

Also see "Our Management-Interest of Directors" on Page 132 of this Prospectus.

PAYMENT AMOUNTS OR BENEFIT TO OUR PROMOTERS DURING THE LAST TWO YEARS

No payment has been made or benefit given to our Promoters in the two years preceding the date of this Draft Prospectus except as mentioned / referred to in this chapter and in the section titled 'Our Management', 'Financial Information' and 'Capital Structure' on page nos. 125, 147 and 44 respectively of this Prospectus. Further as on the date of the Prospectus, there is no bonus or profit sharing plan for our Promoters.

CONFIRMATIONS

For details on litigations and disputes pending against the Promoter and defaults made by them, please refer to the section titled *"Outstanding Litigation and Material Developments"* on page 173 of this Prospectus. Our Promoters have not been declared a willful defaulter by the RBI or any other governmental authority and there are no violations of securities laws committed by our Promoters in the past or are pending against them.

OTHER VENTURES OF OUR PROMOTERS

Save and except as disclosed in the section titled "Our Promoters" and "Our Promoter Group and Group Companies / Entities" beginning on page 141 of this Prospectus, there are no ventures promoted by our Promoters in which they have any business interests / other interests.

RELATED PARTY TRANSACTIONS

Except as disclosed in the section titled *"Related Party Transactions"* beginning on page 145 of this Prospectus, our Company has not entered into any related party transactions with our Promoters.

OUR PROMOTER GROUP / GROUP COMPANIES / ENTITIES

PROMOTER GROUP INDIVIDUALS

The following natural persons (being the immediate relative of our Promoters) form part of our Promoters Group:

Relatives of Promoters:

Relationship	Mr. Anindya Bikas Datta
Spouse	Moumita Banerjee
Father	Haradhan Datta
Mother	Nanda Datta
Brother	Biganta Datta
Sister	-
Son	Sarang Datta
Daughter	Moumita Banerjee
Spouse' Father	Debaprasad Banerjee
Spouse' Mother	Srabantika Banerjee
Spouse' Brother	-
Spouse' Sister	Mahua Banerjee

PROMOTER GROUP COMPANIES AND ENTITIES

As specified in clause 2 (zb) of the SEBI Regulation, the companies, HUFs and partnership firms that form part of our Promoter Group are as follows:

Nature of Relationship	Entity
Any Body corporate in which ten percent or more of the equity share capital is held by the promoters or an immediate relative of the promoters or a firm or HUF in which the promoter or any one or more of his immediate relative is a member	Pink Lady Merchandise LLP
Any Body Corporate in which a body corporate as provided above holds ten percent or more of the equity share capital	---
Any Subsidiary or Holding Company of our Promoter Company	---
Any body corporate in which a group of individuals or companies or combinations thereof which hold twenty percent. or more of the equity share capital in that body corporate also holds twenty percent. or more of the equity share capital of the issuer.	---
Any HUF or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than ten percent of the total	---

Details of Group Companies / Entities :

The details of our Group are provided below:

1. **M/S. PINK LADY MERCHANDISE LLP**

M/s Pink Lady Merchandise LLP was incorporated on 3rd June, 2013 as a Private Limited Company under the Companies Act, 1956. The same was converted in to a limited liability partnership on 13th March, 2016 and presently registered as LLP with the Registrar of Companies, Kolkata, West Bengal. The LLP Identification Number is AAG-0806. The Registered Address of Pink Lady Merchandise LLP is situated at 4, Fairlie Place, HMP House, 4th Floor, Room No – 408, Kolkata – 700 001, West Bengal.

M/s. Pink Lady Merchandise LLP holds 4245000 Equity Shares of our Company, which constitutes 36.31% of pre Issue paid up Capital.

Identification

Name	**Pink Lady Merchandise LLP**
Permanent Account Number	AASFP5174A
Bank Account Details	913020030406819, Axis Bank

The Main Objects of Pink Lady Merchandise LLP are as follows:

- To carry on the business of manufacturers, importers and exporters, whole sale and retail dealers of women's clothing and wearing appartel of every kind, nature and description including shirts, salwar suits, Swimming Suit, Underwear's, suits, foundation garments for ladies dresses, brassieres, maternity belts, knee caps, coats, panties, nighties and so on.
- To carry on the business of manufacturing, importers and exporters, whole sale and retails dealers of and in hosiery goods of every kind, nature and description for women and children including vest, underwear's, socks, stocking, sweaters, laces and so on and of all or anything which is used in hosiery goods.
- To carry on the business of readymade or made to measure garments, manufacturers, drapers and hosiers, clothes, dress makers, customers, dress agents, tailors and outfitters and as manufacturer of and dealers in tapestry, needlework, neck ware, ties, collars, cuffs scarves, cells, tinsel and tinsel fabrics, and thread and all articles of wearing attire for personal or household use, decoration ornaments.
- To carry on the business of readymade or made to measure garments, manufacturers, drapers and hosiers, clothiers, dress makers, manufacturers of and dealers in tapestry, needlework, neckwear, ties, collars, cuffs, scarves, cell tinsel, fabrics and thread and all articles of wearing attire for personal or household use decoration or ornaments.
- To Carry on all or any of the business of dealers and manufacturers of all kinds of carpets, durries, mats rugs, namdas, blankets, shawls, tweeds, linen, flannels and all other articles of woolen and worsted materials and of all articles similar to the foregoing or any of them or connected therewith.

Designated Partners of Pink Lady Merchandise LLP as on the date of this Prospectus is as follows:

- Mr. Anindya Bikas Datta
- Mr. Subrata Mondal
- Mr. Sanjib Karmakar
- Mr. Lakshmikanta Das
- Mr. Neelesh Kumar Kamlesh Kumar Mehta
- Mr. Bharat Lal Yadav

As on date of filing, the Contribution Capital Details of Pink Lady Merchandise LLP as follows:

Sr. No.	Name of Partner	Contribution Capital (Rs.)
1	Anindya Bikas Datta	100000
2	Ratnanidhi Advisory Services LLP	6700000
3	Water grass Trade and Consultants LLP	5000000
4	RIzu Trading LLP	5000000
5	Dolomite Finance & Investment Consultants LLP	1900000
6	Shyen Trading LLP	600000
	Total	**19300000**

Audited Financial Statement of Pink Lady Merchandise LLP i.e. erstwhile Pink Lady Merchandise Private Limited:

(Rs. In Lacs)

Particulars	FY-2014-15	FY-2013-14
Equity Share Capital	193.00	193.00
Reserves & Surplus	0.07	0.02
Less: Miscellaneous Expenses	2.87	2.91
Net Worth	190.20	190.11
Profit / (Loss)	0.05	0.02
Earnings Per Share (in Rs.)	0.15	0.25

No action has been taken against the Pink Lady Merchandise LLP by any Stock Exchange or SEBI. Pink Lady Merchandise LLP is not sick entity within the meaning of Sick Industrial Companies (Special Provisions) Act, 1985 and is not under the Board for Industrial and Financial Reconstruction. Further Pink Lady Merchandise LLP is not under winding up, neither does it have a negative Net Worth. There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against Pink Lady Merchandise LLP.

COMMON PURSUITS

None of our Promoter / Group Companies has any common pursuits.

LITIGATION/ DEFAULTS

For details relating to legal proceedings involving the Promoters and Members of the Promoter Group, see the section titled "Outstanding Litigation and Material Developments" beginning on page 173 of this Prospectus.

DISASSOCIATION WITH COMPANIES/FIRMS BY THE PROMOTERS OF OUR COMPANY DURING THE PRECEDING THREE (3) YEARS

Our Promoters have not disassociated with any of entity during the preceding three (3) years.

INTEREST OF PROMOTER GROUP COMPANIES

Our Promoter Group companies are interested parties to the extent of their shareholding in the Company, if any dividend and distributions which may be made by the Company in future and to the extent of the related party transactions disclosed in the section titled "Related Party Transactions" beginning on page 145 of this Draft Prospectus.

RELATED BUSINESS TRANSACTION WITHIN THE GROUP AND SIGNIFICANCE ON FINANCIAL PERFORMANCE

There are no business transactions between our Company and the Promoter Group Companies except as stated on page 145 under section titled as "Related Party Transactions".

SALE OR PURCHASE BETWEEN OUR COMPANY AND OUR PROMOTER GROUP COMPANIES

There are no sales or purchases between our Company and any company in the Promoter Group exceeding 10% of the sales or purchases of our Company.

SICK COMPANIES

There are no Companies in our group listed above which have been declared as a sick company under the SICA. There are no winding up proceedings against any of Promoter Group Companies. Further, no application has been made by any of them to RoC to strike off their names.

CONFIRMATION

Our Promoters and persons forming part of Promoter Group have confirmed that they have not been declared as willful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities. None of the Promoter or Group Companies has a negative net worth as of the date of the respective last audited financial statement.

RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to Annexure 14 of restated financial statement under the section titled "*Financial Information*" on page 161 of the Prospectus.

DIVIDEND POLICY

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting. The shareholders of our Company have the right to decrease not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not paid any dividends since incorporation.

SECTION V - FINANCIAL INFORMATION

Financial Information of Our Company

Independent Auditors' Report

To,
The Board of Directors,
Spicy Entertainment and Media Limited
4, Fairlie Place, HMP House,
4th Floor, Room No. - 408,
Kolkata – 700 001

Dear Sirs,

We have examined the Financial Information of Spicy Entertainment and Media Limited (the Company') described below and annexed to this report for the purpose of inclusion in the offer document. The Financial Information has been prepared in accordance with the requirements of paragraph B (1) of Part II of Schedule II to the Companies Act, ('the Act'), The Securities and Exchange Board of India (SEBI) - Issue of Capital and Disclosure Requirements Regulations, 2009 ('ICDR Regulations') notified on 26th August, 2009, the Guidance Note on Reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India (ICAI) and in terms of the engagement agreed upon by us with the Company.

The Financial Information has been approved by its Board of Directors.

Audit for the financial year ended 31st March, 2013, 31st March, 2014 and 31st March, 2015 was conducted by M/s. Churiwala & Associates, Chartered Accountants and accordingly reliance has been placed on the financial information examined by them for the said years / periods. The financial report included for these years / periods are based solely on the report submitted by them.

In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts of Spicy Entertainment and Media Limited, We, M/s. A K Meharia & Associates, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

A. Financial Information as per Audited Financial Statements:

We have examined:

a. the attached Statement of Assets and Liabilities, as Restated as at year / period ended March 31, 2013, 2014, 2015 and 2016 (Annexure 1);

b. the attached Statement of Profits and Losses, as Restated for the year / period ended March 31, 2013, 2014, 2015 and 2016 (Annexure 2);

c. the attached Statement of Cash Flows, as Restated for the year / period ended March 31, 2013, 2014, 2015 and 2016 (Annexure 3);

d. the significant accounting policies adopted by the Company and notes to the Restated Financial Statements along with adjustments on account of audit qualifications / adjustments / regroupings. (Annexure 4);

(Collectively hereinafter referred as "Restated Financial Statements")

The Restated Financial Statements have been extracted from audited Financial Statements of the Company for the year / period ended March 31, 2013, 2014, 2015 and 2016 which have been approved by the Board of Directors.

Based on our examination and in accordance with the requirements of the Act, ICDR Regulations, we state that:

- Restated Statement of Assets and Liabilities of the Company as at March 31, 2013, 2014, 2015 and 2016 are as set out in Annexure 1, which are after making such material adjustments and regroupings as, in our opinion are appropriate, and are to be read with the significant accounting policies and notes thereon in Annexure 4;

- Restated Statement of Profits and Losses of the Company for the year / period ended March 31, 2013, 2014, 2015 and 2016 are as set out in Annexure 2, which have been arrived at after making such material adjustments and regroupings to the audited financial statements as, in our opinion are appropriate, and are to be read with the significant accounting policies and notes thereon in Annexure 4;

- Restated Statement of Cash Flows of the Company for the year / period ended March 31, 2013, 2014, 2015 and 2016 are as set out in Annexure 3 after making such material adjustments and regroupings;

- Adjustments for any material amounts in the respective financial years / period have been made to which they relate; and

- There are no Extra-ordinary items that need to be disclosed separately in the Restated Summary Statements or Auditor's qualification requiring adjustments.

- Adjustments in Financial Statements has been made in accordance with the correct accounting policies

- There was no change in accounting policies, which needs to be adjusted in the "Restated Financial Statements".

- There are no revaluation reserves, which need to be disclosed separately in the "Restated Financial Statements".

- There are no audit qualifications in the "Restated Financial Statements"

B. Other Financial Information:

We have also examined the following Financial Information relating to the Company, which is based on the Restated Financial Statements and approved by the Board of Directors of the Company and annexed to this report, is proposed to be included in the Offer Document:

1. Statement of Details of Reserves & Surplus as at March 31, 2013, 2014, 2015 and 2016 as set out in **Annexure 5** to this report.
2. Statement of Accounting Ratios for the year / period ended on March 31, 2013, 2014, 2015 and 2016 as set out in **Annexure 6** to this report.
3. Capitalization Statement as at 31st March, 2016 as set out in **Annexure 7** to this report.
4. Statement of Tax Shelters for the year ended on March 31, 2013, 2014, 2015 and 2016 as set out in **Annexure 8** to this report.
5. Statement of Details of Short Term Loans & Advances as at March 31, 2013, 2014, 2015 and 2016 as set out in **Annexure 9** to this report.
6. Statement of Details of Trade Receivables of the Company for the year / period ended on March 31, 2013, 2014, 2015 and 2016 as set out in **Annexure 10** to this report.
7. Statement of Details of Other Non Current Assets of the Company for the year / period ended on March 31, 2013, 2014, 2015 and 2016 as set out in **Annexure 11** to this report.

8. Statement of Details of Current Liabilities & Provisions of the Company for the year/ period ended on March 31, 2013, 2014, 2015 and 2016 as set out in **Annexure 12** to this report.
9. Statement of Details of Other Income of the Company for the year / period ended on March 31, 2013, 2014, 2015 and 2016 as set out in **Annexure 13** to this report.
10. Statement of Details of Related Party Transactions of the Company for the year / period ended on March 31, 2013, 2014, 2015 and 2016 as set out in Annexure 14 to this report.

In our opinion, the "Restated Financial Statements" and "Other Financial Information" mentioned above contained in Annexure 1 to 14 of this report have been prepared in accordance with Part II of Schedule II to the Act, the SEBI Guidelines and the Guidance Note on the reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India (ICAI).

Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

This report should not in any way be construed as a reissuance or redating of the previous audit report, nor should this be construed as a new opinion on any of the financial statements referred to herein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

This report is intended solely for your information and for inclusion in the Offer Document in connection with the proposed IPO of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For M/s. A K Meharia & Associates
Chartered Accountants
Firm Registration No.- 324666E
Sd/-
Mr. Prem Suman
Partner
Membership No. – 066806

Place: Kolkata
Date: 18.07.2016

ANNEXURE-01

STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(Rs. In Lacs)

Particulars	31.03.16	31.03.15	31.03.14	31.03.13
Equity & Liabilities				
Shareholders' Funds				
Share Capital	1,169.13	1,169.13	5.00	5.00
Reserve & Surplus	26.82	4.97	2.85	0.44
Total (A)	**1,195.95**	**1,174.10**	**7.85**	**5.44**
Non Current Liabilities				
Share Application Money	-	-	-	-
Long Term Borrowings	-	-	-	-
Deferred Tax Liabilities (Net)	-	-	-	-
Other Long Term Liabilities	-	-	-	-
Total (B)	**-**	**-**	**-**	**-**
Current Liabilities				
Short Term Borrowings	-	-	-	-
Trade Payables	-	-	-	-
Other Current Liabilities	46.26	19.30	153.60	21.60
Short Term Provisions	16.04	2.03	1.08	0.20
Total (C)	**62.30**	**21.32**	**154.68**	**21.80**
Total (D=A+B+C)	**1,258.25**	**1,195.42**	**162.53**	**27.24**
Assets				
Fixed Assets:				
Tangible Assets	5.96			
Intagible Assets	-	-	-	-
Deferred Tax Asset (Net)	3.44	-	-	-
Long Term Loans & Advances	-	-	-	-
Non Current Investments	-	-	-	-
Other Non Current Assets	-	10.27	0.32	0.43
Total (E)	**9.40**	**10.27**	**0.32**	**0.43**
Current Assets				
Current Investments	-	-	-	-
Inventories	0.45	-	0.20	0.45
Trade Receivables	9.18	-	-	-
Cash & Bank Balances	6.63	14.05	9.50	5.67
Short Term Loans & Advances	1232.59	1,171.10	152.50	20.69
Other Current Assets	-	-	-	-
Total (F)	**1,248.85**	**1,185.15**	**162.21**	**26.81**
Total (G=E+F)	**1,258.25**	**1,195.42**	**162.53**	**27.24**

ANNEXURE-02

STATEMENT OF PROFIT AND LOSS, AS RESTATED

(Rs. In Lacs)

Particulars	31.03.16	31.03.15	31.03.14	31.03.13
Income				
Revenue from Operations	178.01	2.98	6.21	2.20
Other Income	68.82	13.69	9.90	-
Total	**246.83**	**16.67**	**16.11**	**2.20**
Expenditure				
Purchases	0.75	-	1.50	1.00
Operational Expenses	18.26	-	-	-
Change in inventories of Finished Goods, Stock-in-Trade & Scrap	(0.45)	0.20	0.25	(0.45)
Employees Costs	131.50	8.31	3.85	-
Administrative and Other Expenses	48.16	5.10	6.91	0.90
Total	**198.22**	**13.61**	**12.52**	**1.45**
Profit before Depreciation, Interest and Tax	**48.61**	**3.06**	**3.60**	**0.75**
Depreciation & Amortization	16.18	-	0.11	0.11
Profit before Interest & Tax	**32.43**	**3.06**	**3.49**	**0.64**
Interest & Finance Charges	-			
Exceptional Items	-			
Net Profit before Tax	**32.43**	**3.06**	**3.49**	**0.64**
Less: Provision for Taxes:				
Current Tax	14.01	0.95	1.08	0.20
Deferred Tax	3.44	-	-	-
Net Profit After Tax & Before Extraordinary Items	**21.86**	**2.11**	**2.41**	**0.44**
Extra Ordinary Items				
Net Profit	**21.86**	**2.11**	**2.41**	**0.44**

ANNEXURE-03

STATEMENT OF CASH FLOW, AS RESTATED

(Rs. In Lacs)

Particulars	31.03.16	31.03.15	31.03.14	31.03.13
CASH FLOW FROM OPERATING ACTIVITIES				
Net profit before taxes	32.43	3.06	3.49	0.64
Adjustment for:				
Add: Depreciation & Amortization	16.18	-	0.11	0.11
Add: Interest & Finance Charges	-	-	-	-
Operating Profit before Working capital changes	**48.61**	**3.06**	**3.60**	**0.75**
Adjustments for:				
Decrease (Increase) in Trade & Other Receivables	(9.18)	-	-	-
Decrease (Increase) in Short Term Loans & Advances	(61.49)	(1,016.22)	(131.81)	(20.69)
Decrease (Increase) in Inventories	(0.45)	0.20	0.25	(0.45)
Decrease (Increase) in Other Current Assets	-	-	-	-
Increase (Decrease) in Trade Payables	-	-	-	-
Increase (Decrease) in Other Current Liabilities	26.96	(134.30)	132.00	21.60
Net Changes in Working Capital	**(44.16)**	**(1,150.33)**	**0.44**	**0.46**
Cash Generated from Operations	4.45	(1,147.27)	4.03	1.21
Less Taxes	-	2.37	0.20	-
Net Cash Flow from Operating Activities (A)	**4.45**	**(1,149.64)**	**3.84**	**1.21**
CASH FLOW FROM INVESTING ACTIVITIES				
Sale /(Purchase) of Fixed Assets	(7.88)	-	-	-
Decrease (Increase) in Investments	-	-	-	-
Decrease (Increase) in Other Non Current Assets / Preliminary expenses incurred	(3.98)	(9.95)	-	(0.54)
Net Cash Flow from Investing Activities (B)	**(11.86)**	**(9.95)**	**-**	**(0.54)**
CASH FLOW FROM FINANCING ACTIVITIES				
Issue of share capital and Proceeds / (Refund) from Share Application Money	-	1,164.13	-	5.00
Interest & Finance Charges	-	-	-	-
Increase / (Repayment) of Long Term Borrowings	-	-	-	-
Increase / (Repayment) of Short Term Borrowings	-	-	-	-
Decrease (Increase) in Long Term Loans & Advances	-	-	-	-
Net Cash Flow from Financing Activities (C)	**-**	**1,164.13**	**-**	**5.00**
Net Increase / (Decrease) in Cash & Cash Equivalents	**(7.41)**	**4.54**	**3.84**	**5.67**
Cash and cash equivalents at the beginning of the year / Period	**14.05**	**9.50**	**5.67**	**-**
Cash and cash equivalents at the end of the year/ Period	**6.63**	**14.05**	**9.50**	**5.67**

Annexure-04

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNT FOR PREPARATION OF RESTATED FINANCIAL STATEMENT

A. SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of Preparation of Financial Statements

a. The Restated Financial Information for the year / period ended March 31, 2013, 2014, 2015 and 2016 has been extracted by the management of the Company from the audited financial statements of the company for the year / period ended March 31, 2013, 2014, 2015 and 2016.

b. The Restated Financial Information are after making adjustments/ restatements and regrouping as necessary in accordance with paragraph B(1) of Part II of Schedule II of The Companies Act and SEBI Regulations.

c. The Financial Statements have been prepared under Historical Cost conventions and in accordance with the Generally Accepted Accounting Principles ('GAAP') applicable in India, Companies (Accounting Standard) Rules, 2006 notified by Ministry of Company Affairs and Accounting Standards issued by the Institute of Chartered Accountants of India as applicable and relevant provisions of the Companies Act, 1956 & 2013.

d. The company generally follows the mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.

2. Use of Estimates

The preparation of Financial Statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of fixed assets and intangible assets, provision for doubtful debts / advances, future obligations in respect of retirement benefit plans, etc. Actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized. Management believes that the estimates used in preparation of financial statements are prudent and reasonable.

3. Fixed Assets and Depreciation

i. Fixed Assets are shown at historical cost net of recoverable taxes inclusive of incidental expenses less accumulated depreciation.
ii. Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated depreciation.
ii. Pursuant to commencement of Companies Act, 2013, effective 1st April, 2014 the company has reviewed and revised the estimated economic useful lives of its fixed assets generally in accordance with Schedule II of Companies Act, 2013
iii. Depreciation on fixed assets sold during the year, is provided on pro-rata basis with reference to the date of addition/deletion.

4. Revenue Recognition

Revenue is recognized only when it is probable that economic benefits will flow to the company and revenue can be reliably measured.

Interest income Is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

5. Investments

Current investments are carried at lower of cost and quoted/fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

6. Impairment of Assets

As on Balance Sheet date, the Company reviews the carrying amount of Fixed Assets to determine whether there are any indications that those assets have suffered "Impairment Loss". Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from continuing use of an asset and from its disposal at the end of its useful life.

7. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

8. Taxation

Tax expenses for the year comprise of current tax and deferred tax. Current tax is measured after taking into consideration the deductions and exemptions admissible under the provision of Income Tax Act, 1961 and in accordance with Accounting Standard 22 on "Accounting for Taxes on Income", issued by ICAI.

Deferred Tax assets or liabilities are recognized for further tax consequence attributable to timing difference between taxable income and accounting income that are measured at relevant enacted tax rates. At each Balance Sheet date the company reassesses unrecognized deferred tax assets, to the extent they become reasonably certain or virtually certain of realization, as the case may be.

9. Leases

Finance Lease
Leases which effectively transfer to the company all the risks and benefits incidental to ownership of the leased item, are classified as Finance Lease. Lease rentals are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income life of the assets at the following rates

Operating Lease
Lease where the lesser effectively retains substantially all risks and benefits of the asset are classified as Operating lease. Operating lease payments are recognized as an expense in the Profit & Loss account on a Straight Line Basis over the Lease term.

10. Preliminary Expenses

Preliminary expenses are amortized as per applicable income tax rules.

11. Earnings per Share

In determining the Earnings Per share, the company considers the net profit after tax includes any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

12. Contingent Liabilities & Provisions

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.
Contingent Liability is disclosed for:

a. Possible obligation which will be confirmed only by future events not wholly within the control of the company, or
b. Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
c. Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

13. Foreign Exchange Transactions

i. Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
ii. Monetary items denominated in foreign currencies at the yearend are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract.
iii. Non-monetary foreign currency items are carried at cost.
iv. In respect of branches, which are integral foreign operations, all transactions are translated at rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction. Branch monetary assets and liabilities are restated at the year end rates.
v. Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and loss account except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

B. CHANGES IN ACCOUNTING POLICIES IN THE YEARS/PERIODS COVERED IN THE RESTATED FINANCIALS.

There is no change in significant accounting policies during the reporting period. Further Accounting Policies has been changed as and when Accounting Standards issued by the Institute of Chartered Accountants of India / Companies (Accounting Standard) Rules, 2006 were made applicable on the relevant dates.

C. NOTES ON RESTATED FINANCIAL STATEMENTS

NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS

(Rs. in Lacs)

Financial Year ended	March, 31st	March, 31st	March, 31st	March, 31st
	2016	2015	2014	2013
Profit after tax as per Audited Statement of Account(A)	21.86	2.11	2.41	0.44
Adjustments*				
Profit after tax as per Restated Profit & Loss(A)	21.86	2.11	2.41	0.44

**There are no significant items, which needs to be adjusted.*

(III) OTHER NOTES

General

1. Our Company was originally incorporated as "Lahoti Entertainment & Media Limited" in Kolkata, West Bengal as a Public Limited Company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated 15th November, 2012. Subsequently, the name of Our Company was Change to "Spicy Entertainment And Media Limited" and a fresh Certificate of Incorporation dated 7th November, 2014 issued by the Registrar of Companies, Kolkata, West Bengal.

2. Contingent liabilities

There are no contingent liabilities

3. Dues to Micro enterprises and Small enterprises:

Under the Micro, Small and Medium Enterprise Development Act, 2006 certain disclosure is required to be made related to micro, small and medium enterprise. The company has disclosed the same.

4. Segment Reporting

The company operates only in one reportable business segment namely media and entertainment. Hence, there are no reportable segments under Accounting Standard -17. The conditions prevailing in India being uniform no separate geographical disclosures are considered necessary.

5. In the opinion of the Board, subject to the debts considered doubtful, Current Assets and Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

6. Earnings per Share

The details of Earnings Per Share as per AS-20 are provided in Annexure 06.

7. Related Party Transactions:

The details of Related Party Transactions as per AS-18 are provided in Annexure 13.

8. The figures in the Restated Financials are stated in Lacs and rounded off to two decimals and minor rounding off difference is ignored.

Annexure- 05

STATEMENT OF DETAILS OF RESERVES & SURPLUS, AS RESTATED

(Rs. In Lacs)

Particulars	31.03.16	31.03.15	31.03.14	31.03.13
Profit / (Loss) Brought Forward	4.96	2.85	0.44	-
Add: Profit / (Loss) for the Year	21.86	2.11	2.41	0.44
Profit / (Loss) Carried Forward (A)	**26.82**	**4.96**	**2.85**	**0.44**
Securities Premium Brought Forward	-	-	-	-
Add: Premium on Shares Isssued during the year / period	-	-	-	-
Less: Premium Utilized for Bonus Issue during the year / period	-	-	-	-
Securities Premium Carried Forward (B)	**-**	**-**	**-**	**-**
Reserves & Surplus (A+B)	**26.82**	**4.96**	**2.85**	**0.44**

Annexure- 06

STATEMENT OF ACCOUNTING RATIOS

(Rs. In Lacs, except per share data)

Particulars	31.03.16	31.03.15	31.03.14	31.03.13
Net Worth (A)	1,195.95	1,163.82	7.53	5.01
Net Profit after Tax (B)	21.86	2.11	2.41	0.44
No. of Shares outstanding at the end [F.V Rs.10] (C)	116,91,250	116,91,250	50,000	50,000
Weighted average number of shares [F.V Rs.10](D)	116,91,250	40,23,682	50,000	18,767
Earnings per Share (EPS) (B / D) (Rs.)	0.19	0.05	4.82	2.36
Return on Net Worth (B / A)	1.82%	0.18%	32.01%	8.78%
Net Assets Value per Share (A / C)	10.23	9.95	15.06	10.02

Definitions of key ratios:

I. **Earnings per share (Rs.):** Net Profit attributable to equity shareholders / weighted average number of equity shares. Earnings per share calculations are done in accordance with Accounting Standard 20 "Earnings Per Share" as issued by The Institute of Chartered Accountants of India. As per AS-20, the number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported. In case of a bonus issue, the bonus shares has been added to corresponding year to the extent of reserves available in the corresponding year / period. Weighted average number of equity shares outstanding during all the previous years have been considered accordingly.

II. Return on Net Worth (%): Net Profit after tax / Net worth as at the end of the year / period

III. Net Asset Value (Rs.): Net Worth at the end of the year / Number of equity shares outstanding at the end of the year / period.

IV. Net Profit, as appearing in the Statement of restated profits and losses, and Net Worth as appearing in the restated statement of Assets & Liabilities has been considered for the purpose of computing the above ratios.

Annexure -07

CAPITALISATION STATEMENT

(Rs. In Lacs)

Particulars	**Pre-issue as at 31.03.2016**	**Post Issue ***
Borrowing		
Short - Term Debt	-	
Long - Term Debt	-	
Total Debt	**-**	
Shareholders' Funds		
Share Capital		
- Equity	1169.13	
Less: Calls - in – arrears	-	
- Preference	-	
Reserves & Surplus	26.82	
Less: Miscellaneous Expenditure not written off	-	
Total Shareholders Funds	**1195.95**	
Long - Term Debt / Shareholders Fund	-	
Short - Term Debt / Shareholders Fund	-	

* The Post Issue Capitalization will be determined only after the completion of the allotment of equity shares.

Annexure- 08

STATEMENT OF TAX SHELTERS

(Rs. In Lacs)

Particulars	**31.03.16**	**31.03.15**	**31.03.14**	**31.03.13**
Profit before tax as per Restated P/L	32.43	3.06	3.49	0.64
Applicable Corporate Tax Rate	30.90%	30.90%	30.90%	30.90%
Tax at Notional Rate	10.02	0.94	1.08	0.20
Adjustments				
Difference between Tax Depreciation and Book Depreciation	(0.28)	-	-	-
Exempted Income	-	-	-	-
Disallowance	1.80	-	-	-
Other Items	11.40	-	-	-
Net Adjustments	**12.92**	**-**	**-**	**-**
Tax Saving thereon	-	-	-	-
Tax Saving to the the extent of Tax at Notional Rate	(3.99)	-	-	-
Tax Payable [A]	14.01	0.94	1.08	0.20
Tax Payable on items chargeable at special rates [B]	-	-	-	-

Particulars	31.03.16	31.03.15	31.03.14	31.03.13
Total Tax Payable [C=A+B]	14.01	0.94	1.08	0.20
Tax Rebates [D]	-	-	-	-
Net Tax Payable [E=C-D]	**14.01**	0.94	1.08	0.20

Annexure - 09

STATEMENT OF DETAILS OF SHORT TERM LOANS AND ADVANCES

(Rs. In Lacs)

Particulars	31.03.16	31.03.15	31.03.14	31.03.13
Advances Recoverable in Cash or in kind or value to be received	1,218.02	1,166.80	152.50	20.69
Balance with Revenue Authorities	14.57	2.49	-	-
Security Deposit	-	1.80	-	-
Total	**1,232.59**	**1,171.10**	**152.50**	**20.69**

Annexure - 10

STATEMENT OF DETAILS OF TRADE RECEIVABLES

(Rs. In Lacs)

Particulars	31.03.16	31.03.15	31.03.14	31.03.13
(A) Unsecured, Considered good outstanding for a period less than six months				
Others	3.31	-	-	-
Amount due from Promoter/Group Companies and Directors	-	-	-	-
(B)Unsecured, Considered good outstanding for a period more than six months				
Others	5.88	-	-	-
Amount due from Promoter/Group Companies and Directors	-	-	-	-
Total	**9.19**	**-**	**-**	**-**

Annexure - 11

STATEMENT OF DETAILS OF OTHER NON-CURRENT ASSETS

(Rs. In Lacs)

Particulars	31.03.16	31.03.15	31.03.14	31.03.13
Preliminary Expenses as per last year account	10.27	0.32	0.43	-
Add: Addition during the year	3.98	9.95	-	0.54
Less: Adjusted/Written off during the year	14.25	-	0.11	0.11
TOTAL	**-**	**10.27**	**0.32**	**0.43**

Annexure – 12

STATEMENT OF DETAILS OF CURRENT LIABILITIES AND PROVISIONS

(Rs. In Lacs)

Particulars	31.03.16	31.03.15	31.03.14	31.03.13
Current Liabilities				
Trade Payables and Advances Received				
Due to Micro, Small & Medium Enterprises	-	-	-	-
Others	-	18.00	153.00	21.50
Sub Total (A)	**-**	**18.00**	**153.00**	**21.50**
Other Current Liabilities				
Audit Fees Payable	0.75	0.10	0.10	0.10
Misc. Current Liabilities	20.48	1.05	0.50	-
Statutory Dues:-				
Professional Tax Payable	0.14	-	-	-
Swachh Bharat Cess	0.52	-	-	-
Service Tax Payable	20.62	-	-	-
TDS Payable	3.75	0.15	-	-
Sub Total (B)	**46.26**	**1.30**	**0.60**	**-**
Provisions				
Provision for Taxation (Net of Advance Tax & TDS)	16.04	2.03	1.08	0.20
Sub Total (C)	**16.04**	**2.03**	**-**	
Total (A+B+C)	**62.30**	**21.33**	**154.68**	**21.80**

Annexure – 13

STATEMENT OF DETAILS OF OTHER INCOME

(Rs. In Lacs)

Particulars	31.03.16	31.03.15	31.03.14	31.03.13
Interest Income	68.82	13.69	9.90	-
Commission Income	-	-	-	-
Other Non Operative Income	-	-	-	-
Total	**68.82**	**13.69**	**9.90**	**-**

Annexure-14

STATEMENT OF DETAILS OF RELATED PARTY TRANSACTIONS

(Rs. In Lacs)

Name	Nature of Relationship	Nature of Transactions	31.03.2016	31.03.2015	31.03.2014	31.03.2013
Revenue Items						
Ronak Radhamohan Chanda	Key Managerial Personnel	Remuneration	-	1.05	-	-
Kamla Devi Lahoti	Key Managerial Personnel	Remuneration	-	-	3.00	-
Shyam Sundar Lahoti	Key Managerial Personnel	Remuneration	-	-	3.00	-
Anindya Bikas Dutta	Key Managerial Personnel	Remuneration	1.00			
Abhishek Das	Key Managerial Personnel	Remuneration	0.50			
Non Revenue Items						
Lahoti Commodities Pvt. Ltd.	Associates	Loan Taken	-	-	20.00	15.00
Lahoti India Limited	Associates	Loan Taken	-	-	19.00	6.50

FINANCIAL INDEBTNESS

There is no financial Indebtness as on 31st March, 2016.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion of our financial condition and results of operations should be read in conjunction with our restated financial statements for the for the financial years ended March 2016, 2015, 2014 and 2013 prepared in accordance with the Companies Act and Indian GAAP and restated in accordance with the SEBI ICDR Regulations, including the schedules, annexure and notes thereto and the reports thereon, included in the section titled *"Financial Information"* on page 147 of this Prospectus.

Indian GAAP differs in certain material aspects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Prospectus, nor do we provide reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and SEBI ICDR Regulations.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in *"Risk Factors"* and *"Forward-Looking Statements"* on pages 13 and 11, of this Prospectus beginning respectively.

INDUSTRY OVERVIEW

OVERVIEW OF MEDIA AND ENTERTAINMENT INDUSTRY IN INDIA

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenues.

The industry has been largely driven by increasing digitisation and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people.

Market Dynamics

The Indian media & Entertainment sector is expected to reach US$ 100 billion by 2025, from its estimated size of US$ 17.85 billion in 2015, due to its large capacity to consume new products and businesses.

In 2015, the overall Media and Entertainment industry grew 11.7 per cent over 2014. The largest segment, India's television industry, is expected to maintain its strong growth momentum led by subscription revenues, representing a year-on-year growth of about 13.2 per cent to reach Rs. 60,000 crore (US$ 9 billion) in 2015.

Significantly, with the increased penetration of smartphones and expansion of 3G/4G network in India, the country is likely to see around nine billion mobile application (apps) downloads during 2015, which is five times more than 1.56 billion in 2012. This uptick in app-downloads is also expected to increase the revenue from paid apps to an estimated over US$ 241.16 million as against US$ 144.7 million in 2014.

Industry estimates reveal that video games industry grew at a record 22.4 per cent in 2014 over 2013; wherein its net worth rose to US$ 392 million. The Indian animation industry was valued at US$ 748 million in 2014 and is forecasted to grow at 15-20 per cent per annum.

The Foreign Direct Investment (FDI) inflows in the information and broadcasting (I&B) sector (including print media) in the period April 2000 – September 2015 stood at US$ 4.28 billion, as per data released by Department of Industrial Policy and Promotion (DIPP).

BUSINESS OVERVIEW

Our Company was originally incorporated as "Lahoti Entertainment & Media Limited" in Kolkata, West Bengal as a Public Limited Company under the provisions of the Companies Act, 1956. Subsequently, the name of Our Company was changed to "Spicy Entertainment and Media Limited" and a fresh Certificate of Incorporation dated 7th November, 2014 issued by the Registrar of Companies, Kolkata, West Bengal.

We are a media and entertainment company with specific focus on event management. We are also engaged in the business of distribution of films.

We also provide event management services to leading Indian insurance companies for their customer awareness programs, brand promotional activities, sign board management, marketing campaigns amongst others.

Our Company's initial focus was on the entertainment industry, which was hitherto dominated by a few players. Despite stringent barriers to entry, Spicy managed to wedge its foot in the door. Our Company efforts are continually rewarded by way of commendations and recommendations from satisfied clients.

We offer fully customized solutions that give shape to our clients' special preferences, their needs and vision for the program. We offer the most comprehensive range of solutions for corporate as well as private event management and media production needs. We plan and stage events to suit the specific needs of our clients. We are a one-stop-shop for all event management and media production requirements.

Spicy is an efficiently run self-sufficient organization with its own facilities, equipment and connections with talented, inspired and loyal writers, directors, production, post-production and marketing personnel who are responsible for guiding every Spicy production from ideation to telecast, in a cost-effective yet quality conscious manner.

We design and develop optimal solutions that maximize our clients. We deliver value in terms of Quality and Cost. We excel in customer service and support and intend to increase our visibility through use of digital channel as well as social media platforms to provide more services.

Further, we have also plans to venture into production of Bengali feature films. We aim in getting real concept to the audience. Our strategy is designed to address predictability, scalability and sustainability, ultimately resulting in profitability.

OUR SERVICES

Our major services include:

- Fashion Shows
- Game Shows
- Stage Shows, Concerts and Live Events
- Birthday Party Organizers
- Celebrity/Artist Management
- Conference/Seminar Organisers
- Corporate Event Organisers
- Brand Launch / Promotion activities
- Party/ Wedding Organisers
- Decorations, Mascots, Magic Shows etc.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:

1. The Board of Directors have taken note of resignation of Ms. Neha Barnwal from the designation of Company Secretary and Compliance Officer of the Company with effect from 31st May, 2016.
2. The Board of Directors appointed Ms. Diprani Thakur as Company Secretary and Compliance Officer of the Company vide Board Resolution with effect from 1st June, 2016.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "*Risk Factors*" beginning on page 13 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Our success depends on the value, perception and marketing of our services;
- General economic and business conditions;
- Company's inability to successfully implement its growth and expansion plans;
- Increasing competition in the Media and Entertainment Industry;
- Economic, Income and Demographic condition in India;
- Changes in laws and regulations that apply to Industry in which we operate;
- Any change in the tax laws granting incentives to Industry in which we operate;
- Dependency on artist;
- Interest Rates

DISCUSSION ON RESULT OF OPERATION

The following discussion on results of operations should be read in conjunction with the audited financial results of our Company for the financial years ended March 2016, 2015, 2014 and 2013.

OVERVIEW OF REVENUE & EXPENDITURE

Revenues:

Income from operations:

Our principal component of revenue from operations is from sponsorship income, distribution income, marketing and promotion, income from event management, viz. fashion shows, game shows, concerts, live events, celebrity/ artist management, organizing seminars, conferences, weddings, birthdays, magic shows, etc.

Sale of goods is primarily sale of services / sale of contents

Other Income:

Our other income mainly includes interest income.

(Rs. In Lacs)

Particulars	2016	2015	2014	2013
Income				
Revenue from Operations	178.01	2.98	6.21	2.20
As a % of Total Revenue	*72.12*	*17.88*	*38.55*	*100.00*

Particulars	2016	2015	2014	2013
Other Income	68.82	13.69	9.90	-
As a % of Total Revenue	*27.88*	*82.12*	*61.45*	-
Total Revenue	**246.83**	**16.67**	**16.11**	**2.20**

Expenditure:

Our total expenditure primarily consists of purchases, operational expenses, employee benefit expenses, finance cost, depreciation, administrative and other expenses.

Direct Expenditure

Our direct expenditure includes purchases and operational expenses. The operational expenses comprise of event expenses, fashion show expenses, etc.

Employee benefits expense

Our employee benefits expense primarily comprise of salaries, bonus expenses, stipend and temporary salary and staff welfare expenses.

Depreciation

Depreciation includes depreciation on tangible assets.

Other Expenses

Other expenses include the following:

i. General expenses like filing fees, professional fees, trademark registration expenses, share transfer agent fees, etc.
ii. Administrative and other expenses such as rent, postage and courier, printing & stationery, telephone expenses, website, etc.

Statement of profits and loss

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's audited restated financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue:

(Rs. In Lacs)

Particulars	31.03.16	31.03.15	31.03.14	31.03.13
Income:-				
Operational Revenue	178.01	2.98	6.21	2.20
As a % of Total Revenue	*72.72*	*17.88*	*38.55*	*100.00*
Other Income	68.82	13.69	9.90	-
As a % of Total Revenue	*27.88*	*82.12*	*61.45*	-
Total Revenue (A)	**246.83**	**16.67**	**16.11**	**2.20**
Growth %	***1380.68***	***3.48***	***632.27***	-
Expenditure:-				
Purchases	0.75	-	1.50	1.00
As a % of Total Revenue	*0.30*	-	*9.31*	*45.45*

Particulars	31.03.16	31.03.15	31.03.14	31.03.13
Operational Expenses	18.26	-	-	-
As a % of Total Revenue	*7.40*	-	-	-
Decrease/ (Increase) in inventories of Finished Goods, Stock-in-Trade & Scrap	(0.45)	0.20	0.25	(0.45)
Employees Expenses	131.50	8.31	3.85	-
As a % of Total Revenue	*53.28*	*49.85*	*23.90*	-
Administrative & Other Expenses	48.16	5.10	6.91	0.90
As a % of Total Revenue	*19.51*	*30.59*	*42.89*	*40.91*
Finance Cost	-	-	-	-
As a % of Total Revenue	-	-	-	-
Depreciation and Amortization Expense	16.18	-	0.11	0.11
As a % of Total Revenue	*6.56*	-	*0.68*	*5.00*
Total Expenses (B)	**214.40**	**13.61**	**12.62**	**1.56**
As a % of Total Revenue	*86.86*	*81.64*	*78.34*	*70.91*
Profit before extraordinary items and tax	**32.43**	**3.06**	**3.49**	**0.64**
As a % of Total Revenue	*13.14*	*18.36*	*21.66*	*29.09*
Extraordinary Items	-	-	-	-
Profit before Tax	**32.43**	**3.06**	**3.49**	**0.64**
PBT Margin	*13.14*	*18.36*	*21.66*	*29.09*
Tax Expense:				
i. Current Tax	14.01	0.95	1.08	0.20
ii. Deferred Tax	(3.44)	-	-	-
Total Tax Expense	**10.57**	**0.95**	**1.08**	**0.20**
Profit for the year/period	21.86	2.11	2.41	0.44
PAT Margin %	***8.86***	***12.66***	***14.96***	***20.00***

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2016 WITH FINANCIAL YEAR ENDED MARCH 31, 2015:

INCOME

Income from Operations

(Rs. In Lacs)

Particulars	2015-16	2014-15	Variance In %
Revenue from Operations	178.01	2.98	5873.49

The operating income of the Company for the year ending March 31, 2016 is Rs. 178.01 lacs as compared to Rs. 2,98 lacs for the year ending March 31, 2015, showing massive jump of 5873.49%, and such increase was attributed to stablising of operations and increase in execution of assignments.

Other Income

Our other income increased by 402.70% from Rs. 13.69 lacs to Rs. 68.82 lacs. This was primarily due to increase in interest income.

Direct Expenditure

(Rs. In Lacs)

Particulars	2015-16	2014-15	Variance In %

Particulars	2015-16	2014-15	Variance In %
Purchases	0.75	-	100.00
Operational Expenses	18.26	-	100.00
Total	**19.01**	**-**	**100.00**

Our direct expenditure increased from Rs. Nil in Financial Year 2014-2015 to Rs. 19.01 in Financial Year 2015-2016, due to rise in our business operations.

Administrative and Employee Costs

(Rs. In Lacs)

Particulars	2015-16	2014-15	Variance In %
Employee Expenses	131.50	8.31	1482.43
Administrative & Other Expenses	48.16	5.10	844.31

There is around 1482.43 % increase in employee benefit expenses from Rs. 8.31 lacs in financial year 2014-15 to Rs. 131.50 lacs in financial year 2015-16 which is due to increase in salaries, wages and bonus, stipend and temporary salary. Our other expenses increased by 844.31% from Rs. 5.10 lacs in financial year 2014-15 to Rs. 48.16 lacs in financial year 2015-16. The increase was due to increase in operating expenses, general expenses and administrative expenses.

Depreciation & Amortization Expenses

Depreciation & Amortization expenses for the Financial Year 2015-2016 have decreased to Rs. 16.18 Lacs as compared to Rs. Nil for the Financial Year 2014-2015. The increase was due to writing off of Preliminary Expenses in fiscal 2016.

Profit Before Tax

(Rs. In Lacs)

Particulars	2015-16	2014-15	Variance In %
Profit Before Tax	32.43	3.06	959.80

Profit before tax increased by 959.80 % from Rs. 3.06 lacs in financial year 2014-15 to Rs. 32.43 lacs in financial year 2015-16.

Provision for Tax and Net Profit

(Rs. In Lacs)

Particulars	2015-16	2014-15	Variance In %
Taxation Expense	10.57	0.95	1012.63
Profit After Tax	21.86	2.11	936.02

Our profit after tax increased by 936.02 % from Rs. 2.11 lacs in financial year 2014-15 to Rs. 21.86 lacs in financial year 2015-16. This increase was in line with rise in our operations.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2015 WITH FINANCIAL YEAR ENDED MARCH 31, 2014:

INCOME

Income from Operations

(Rs. In Lacs)

Particulars	2014-15	2013-14	Variance In %
Revenue from Operations	2.98	6.21	(52.01)

The operating income of the Company for the year ending March 31, 2015 is Rs. 2.98 lacs as compared to Rs. 6.21 lacs for the year ending March 31, 2014, showing a decrease of 52.01%, and such decrease was attributed to fall in volume of our operations.

Other Income

Our other income increased by 38.28% from Rs. 9.90 lacs to Rs. 13.69 lacs. This was primarily due to increase in interest income.

Direct Expenditure

(Rs. In Lacs)

Particulars	2014-15	2013-14	Variance In %
Purchases	-	1.50	(100.00)
Operational Expenses	-	-	-
Total	**-**	**1.50**	**(100.00)**

Our direct expenditure decreased from Rs. 1.50 lacs in Financial Year 2013-2014 to Rs. Nil in Financial Year 2014-2015 showing a decrease of 100 % over the previous year, due to reduction in our business operations.

Administrative and Employee Costs

(Rs. In Lacs)

Particulars	2014-15	2013-14	Variance In %
Employee Expenses	8.31	3.85	115.84
Administrative & Other Expenses	5.10	6.91	(26.19)

There is around 115.84 % increase in employee benefit expenses from Rs. 3.85 lacs in financial year 2013-14 to Rs. 8.31 lacs in financial year 2014-15 which is due to increase in salaries, wages and bonus, stipend and temporary salary. Our other expenses decreased by 26.19% from Rs. 6.91 lacs in financial year 2013-14 to Rs. 5.10 lacs in financial year 2014-15. The decrease was due to decrease in operating expenses, general expenses and administrative expenses.

Depreciation & Amortization Expenses

Depreciation & Amortization expenses for the Financial Year 2014-2015 have decreased to Rs. Nil as compared to Rs. 0.11 lacs for the Financial Year 2013-2014.

Profit Before Tax

(Rs. In Lacs)

Particulars	2014-15	2013-14	Variance In %
Profit Before Tax	3.06	3.49	(12.32)

Profit before tax decreased by 12.32 % from Rs. 3.49 lacs in financial year 2013-14 to Rs. 3.06 lacs in financial year 2014-15.

Provision for Tax and Net Profit

(Rs. In Lacs)

Particulars	2014-15	2013-14	Variance In %
Taxation Expense	0.95	1.08	(12.04)
Profit After Tax	2.11	2.41	(12.45)

Our profit after tax decreased by 12.45% from Rs. 2.41 lacs in financial year 2013-14 to Rs. 2.11 lacs in financial year 2014-15. This decrease was in line with fall in our operations.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2014 WITH FINANCIAL YEAR ENDED MARCH 31, 2013

INCOME

Income from Operations

(Rs. In Lacs)

Particulars	2013-14	2012-13	Variance In %
Revenue from Operations	6.21	2.20	182.27

The operating income of the Company for the year ending March 31, 2014 is Rs. 6.21 lacs as compared to Rs. 2.20 lacs for the year ending March 31, 2013, showing an increase of 182.27%, and such increase was attributed to rise in volume of operations.

Other Income

Our Other Income for the financial year ended 31st March, 2014 was at Rs. 9.90 Lacs as against Rs. Nil for the fiscal year 2013.

Direct Expenditure

(Rs. In Lacs)

Particulars	2013-14	2012-13	Variance In %
Purchases	1.50	1.00	50.00
Operational Expenses	-	-	-
Total	**1.50**	**1.00**	**50.00**

Our direct expenditure increased from Rs. 1.00 lac in Financial Year 2012-2013 to Rs. 1.50 lacs in Financial Year 2013-2014 showing an increase of 50 % over the previous year, due to increase in our business operations.

Administrative and Employee Costs

(Rs. In Lacs)

Particulars	2013-14	2012-13	Variance In %
Employee Expenses	3.85	-	-
Administrative & Other Expenses	6.91	0.90	667.78

Employee expenses were Rs. 3.85 lacs in financial year 2013-14 as compared to Rs. Nil in financial year 2012-13.

Our other expenses increased by 667.78 % from Rs. 0.90 lacs in financial year 2012-13 to Rs. 6.91 lacs in financial year 2013-14. The increase was due to increase in general expenses and administrative expenses which is in line with rise in volume of our operations.

Depreciation & Amortization Expenses

Depreciation & Amortization expenses for the Financial Year 2012-2013 and 2013-2014 were at Rs. 0.11 lacs.

Profit Before Tax

(Rs. In Lacs)

Particulars	2013-14	2012-13	Variance In %
Profit Before Tax	3.49	0.64	445.31

Profit before tax increased by 445.31 % from Rs. 0.64 lacs in financial year 2012-13 to Rs. 3.49 lacs in financial year 2013-14.

Provision for Tax and Net Profit

(Rs. In Lacs)

Particulars	2013-14	2012-13	Variance In %
Taxation Expense	1.08	0.20	440
Profit After Tax	2.41	0.44	447.73

Our profit after tax increased by 447.73% from Rs. 0.44 lacs in financial year 2012-13 to Rs. 2.41 lacs in financial year 2013-14. This increase was mainly due to increase in volume of our operations.

OTHER MATTERS

Unusual or infrequent events or transactions

There are no transactions or events, which in our best judgment, would be considered unusual or infrequent that have significantly affected operations of the Company.

Significant economic changes that materially affected or are likely to affect income from continuing operations

There are no significant economic changes that materially affected Company's operations or are likely to affect income from continuing operations. Any slowdown in the growth of Indian economy or future volatility in global commodity prices, could affect the business, including the future financial performance, shareholders' funds and ability to implement strategy and the price of the Equity Shares.

Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Other than as disclosed in the section titled *"Risk Factors"* beginning on page 13 of this Prospectus to our knowledge, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future changes in relationship between costs and revenues in case of events such as future increase in labor or material cost or prices that will cause material change.
According to our knowledge, there are no future relationship between cost and income that would be expected to have a material adverse impact on our operations and revenues. However, increase in the cost of the artists and services in which the Company deals, will affect the profitability of the Company. Further, the Company may not be able to pass on the increase in prices of the services to the customers in full and this can be offset through cost reduction.

The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased prices
The increase in revenue is by and large linked to increase in volume of all the activities carried out by the Company.

Total turnover of each major industry segment in which the issuer company operates.
The Company is operating single business segment i.e. Media and Entertainment Industry. Relevant industry data, as available, has been included in the chapter titled *"Industry Overview"* beginning on page 89 of this Prospectus.

Status of any publicly announced new products/projects or business segments
Our Company has not announced any new projects or business segments, other than disclosed in the Prospectus.

The extent to which the business is seasonal
Our Company's business is not seasonal in nature.

Any significant dependence on a single or few suppliers or customers
We are not under threat of dependence from any single supplier or customer.

Competitive Conditions
The market for media and entertainment are rapidly growing. M&E market is highly competitive and fragmented, and we face competition from leading Media Houses, that are expanding their traditional offerings (in India) to include research and development (R&D), product development, and other niche services. We face significant competition from new entrants as well as existing established domestic and international players. In addition, we compete against a number of multi-national service providers and marketers, some of which are larger and have substantially greater resources than us. However, we have been able to leverage economies of scale to gain an advantage. To further counter competition, we are proposing expansion and full automation of our business activities so as to achieve capacity to serve a larger area, economies of scale and cost competitiveness.

The media and entertainment industry captures a wide variety of companies that serve to provide products and services that keep the everyday consumer engaged. There are a number of segments within the industry, each of which provides a different form of entertainment to consumers around the world.

We believe that we compete favorably with our principal competitors in each of these areas. We also believe that our offering of full value chain solutions in the Media and Entertainment Industry provides us with a competitive advantage that enables us to compete on more than price alone.

We have, over a period of time, developed certain competitive strengths which have been discussed in section titled "Our Business" on page 105 of this Prospectus.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section there are no outstanding: (i) criminal proceedings; (ii) actions by statutory/regulatory authorities; (iii) indirect and direct tax cases (pending at Tribunal or higher levels); and (iv) other material pending litigations, involving our Company, Directors, Promoters and Group Companies.

Our Board of Directors has determined that any pending litigation where the amounts exceeds Rs. 5 lacs individually apart from litigations mentioned in point X(A)(1)(i) to (iii) of Schedule VIII of SEBI (ICDR) Regulations, 2009, are considered as material pending litigation and accordingly are disclosed in the Offer Document. Further, dues owed by our Company, which exceeds Rs 5 Lacs as at 31st March, 2016 have been considered as material dues for the purposes of disclosure in this Prospectus.

LITIGATION INVOLVING OUR COMPANY

Criminal Litigation

Nil

Civil Proceedings

Nil

Cases relating to Taxation Matters

Nil

Proceedings against Our Company for economic offences
Nil

Past Penalties imposed on our Company: Penalties in Last Five Years
Nil

Pending Notice against our Company

Nil

LITIGATION FILED BY OUR COMPANY

Nil

Material Developments since the Last Balance Sheet

Outstanding dues to small-scale undertakings

Nil

Outstanding Litigation against other companies whose outcome could have an adverse effect on our company

Nil

Disciplinary Action taken by SEBI or stock exchanges against Our Company

Nil

Defaults including non payment or statutory dues to banks or financial institutions

Nil

Details of any enquiry, inspection or investigation initiated under Companies Act, 2013 or any previous Company Law

Nil

LITIGATION INVOLVING DIRECTORS OF OUR COMPANY

Outstanding Litigation

Nil

Past Penalties imposed on our Directors

Nil

Proceedings initiated against our directors for Economic Offences/securities laws/ or any other law

Nil

Tax proceedings initiated against our Directors

Nil

Directors on list of wilful defaulters of RBI

Nil

Litigation by Directors of Our Company

Nil

LITIGATION INVOLVING PROMOTERS OF OUR COMPANY

Outstanding Litigation against our Promoters

Nil

Past Penalties imposed on our Promoters

Nil

Proceedings initiated against our Promoters for Economic Offences
Nil

Tax proceedings initiated against our Promoters

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Promoter

Nil

Litigation /defaults in respect of the companies/Firms/ventures/ with which our promoter was associated in Past

Nil

Adverse finding against Promoter for violation of Securities laws or any other laws

Nil

LITIGATION FILED BY OUR PROMOTERS

Criminal Cases:

Nil

Civil & Other Cases:

Nil

LITIGATION INVOLVING OUR GROUP COMPANIES / ENTITIES

Outstanding Litigation against our group companies / entities

Nil

Past Penalties imposed on our group companies / entities

Nil

Proceedings initiated against our group companies / entities for Economic Offences
Nil

Tax proceedings initiated against our group companies / entities

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against our group companies / entities

Nil

Adverse finding against group companies / entities for violation of Securities laws or any other laws

Nil

LITIGATION FILED BY OUR GROUP COMPANIES / ENTITIES

Nil

OUTSTANDING DUES TO CREDITORS OF OUR COMPANY

As on 31st March, 2016 the Company does not owe a sum exceeding Rs. 5 Lacs to any undertaking.

We don't owe any amount to small scale undertakings.

The details pertaining to net outstanding dues towards our Material Creditors shall be made available under investors' section on the website of our Company. It is clarified that such details available on our website do not form a part of this Prospectus. Anyone placing reliance on any other source of information, including our Company's website, would be doing so at their own risk.

GOVERNMENT & OTHER APPROVALS

We have received all the necessary consents, licenses, permissions and approvals from the government and various government agencies/ private certification bodies for our present businesses and no further approvals are required for carrying on the present businesses except as stated in this Prospectus.

APPROVALS FOR THE ISSUE

1. The Board of Directors has, pursuant to resolution passed at its meeting held on 1st February, 2016 authorized the Issue.

2. The shareholders of our Company have, pursuant to a resolution passed at Extra Ordinary General Meeting held on 25th February, 2016 authorized the Issue.

3. We have received in-principle approvals from BSE-SME for the listing of our Equity Shares pursuant to letters dated 20th May, 2016..

INCORPORATION DETAILS

1. Certificate of Incorporation dated 15th November, 2012 issued by Registrar of Companies, Kolkata, West Bengal in the name of Lahoti Entertainment & Media Limited.

2. Certificate of commencement of business dated 11th December, 2012 issued by Registrar of Companies, Kolkata, West Bengal.

3. Fresh Certificate of Incorporation dated 7th November, 2014 issued by Registrar of Companies, Kolkata, West Bengal in the name of Spicy Entertainment and Media Limited.

4. The Corporate Identification Number (CIN) is U22219WB2012PLC188312

APPROVALS/LICENSES/PERMISSIONS PROCURED TO CONDUCT OUR OPERATION:

1. Permanent Account Number (AACCL3789N) under the Income Tax Act, 1961.

2. TAN (CALS33956G) under the Income Tax Act, 1961.

3. Service Tax Registration Number (AACCL3789NSD002) issued by Central Board of Excise & Customs.

4. ISIN is INE592O01019.

5. Profession Tax Enrollment No. 192003297778 issued by Professional Tax Officer, Kolkata.

6. Enrollment No. 5370 with Indian Motion Pictures Producers Association (IMPAA).

PENDING APPROVALS

1. Approval towards application of Trade Mark Registration of Corporate Logo and other trademarks as specified on page 114 of this Prospectus.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Issue has been authorized by a resolution passed by our Board of Directors at its meeting held on 1st February, 2016 and by the shareholders of our Company by a special resolution, pursuant to Section 62(1)(c) of the Companies Act, 2013, passed at the Extra-Ordinary General Meeting of our Company held on 25th February, 2016 at registered office of the Company.

Our Board has approved this Prospectus at its meeting held on 16th August, 2016.

We have received approval from BSE-SME vide letter dated 20th May, 2016 to use the name of BSE in this offer document for listing of our Equity Shares on BSE-SME. BSE is the Designated Stock Exchange.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, our Promoters, our Directors, our Promoter Group and our Group Entities, have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

The companies with which our Promoters, our Directors or persons in control of our Company are/ were associated as promoters, directors or persons in control have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

None of our Directors are in any manner associated with the securities market. There has been no action taken by SEBI against any of our Directors or any entity our Directors are associated with as directors.

PROHIBITION BY RBI

Neither our Company, nor our Promoters, or the relatives (as defined under the Companies Act) of our Promoters or Group Entities have been identified as willful defaulters by the RBI or any other governmental authority. There are no violations of securities laws committed by them in the past or no proceedings thereof are pending against them.

ELIGIBILITY FOR THE ISSUE

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 106(M) (2) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital exceeds ten crores rupees but do not exceed twenty five crores rupees shall issue its specified securities in accordance with provisions of chapter XB Issue of specified securities by small and medium enterprises] of ICDR regulations. (In this case being the "SME Platform of BSE-SME"). Our Company also complies with the eligibility conditions laid by the BSE-SME for listing of our Equity Shares.

1. In accordance with regulation 106(P) of the SEBI ICDR Regulations, this Issue will be 100% underwritten and that the LM will underwrite at least 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled "General Information" beginning on page 36 of this Prospectus.

2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the

date our company becomes liable to repay it, than our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed u/s 40 of the Companies Act, 2013

3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Draft Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.

4. In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the Lead Manager will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue. For further details of the market making arrangement see chapter titled "General Information" beginning on page 36 of this Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

BSE ELIGIBILITY NORMS: (www. http://www.bsesme.com/aboutpublicissue.aspx)

1. Net Tangible assets of at least Rs. 3 crores as per the latest audited financial results

Our Company has Net Tangible Assets of Rs. 1192.51 Lacs, which is in excess of Rs. 3 Crores as per the latest audited financial results. Our Net Tangible Assets as on 31st March, 2016 are disclosed as under:

(Rs. Lacs)

Particulars	31.03.2016
Fixed Assets- Net Block	5.96
Long Term Loans and Advances	-
Current Assets, Loans and Advances:	
Inventories	0.45
Trade Receivables	9.18
Cash & Bank Balances	6.63
Short Terms Loans & Advances	1232.59
Other Current Assets	-
Total Assets (A)	**1254.81**
Less: Current Liabilities & Provisions:	
Short Term Borrowings	-
Trade Payables	-
Other Current Liabilities	46.26
Short Term Provisions	16.04
Total Current Liabilities & Provisions (B)	**62.30**
Net Tangible Assets (A-B)	**1,192.51**

Net tangible assets are defined as sum of Fixed Assets (including capital work in progress and excluding revaluation reserve), trade investments and current assets (excluding deferred tax assets and intangible assets as defined in AS-26 issued by ICAI) less current liabilities & Provisions.

2. ***Net worth (excluding revaluation reserves) of at least Rs. 3 crores as per the latest audited financial results***

Our Company satisfies the above criteria. Our Net Worth as per the restated audited financial statements as on 31st March, 2016 is as under:

(Rs. Lacs)

Particulars	31.03.2016
Share Capital	1,169.13
Add: Reserves & Surplus	26.82
Less: Preliminary Expenses to the extent written off	-
Net Worth	**1,195.95**

Net worth includes Equity Share Capital and Reserves, (Net of Miscellaneous Expenditure not written off, if any.)

3. ***Track record of distributable profits in terms of sec. 205 of Companies Act, 1956 / sec. 123 of Companies Act, 2013 for at least two years out of immediately preceding three financial years and each financial year has to be a period of at least 12 months. Extraordinary income will not be considered for the purpose of calculating distributable profits. Otherwise, the Net Worth shall be at least Rs. 5 Crores.***

Our Company has distributable profits in terms of sec. 205 of Companies Act, 1956 / sec. 123 of Companies Act, 2013, as detailed below:

(Rs. In Lacs)

Particulars	31.03.16	31.03.15	31.03.14
Net Profit	**21.86**	**2.11**	**2.41**

4. ***Other Requirements***

   i. ***The post-issue paid up capital of the company shall be at least* Rs. *3 crores.***
   As on the date of Prospectus i.e. 16th August, 2016, Our Company has a paid up capital of Rs. 1169.125 Lacs, which is in excess of Rs. 3 crores, and the Post Issue Capital would be Rs. 1651.125 Lacs, which is in excess of Rs. 3 crores.

   ii. ***The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.***

   Our Company has entered into tripartite agreements with CDSL and NSDL along with our Registrar for facilitating trading in dematerialized mode.

   iii. ***Companies shall mandatorily have a website***
   The company has functional website i.e. www.spicyy.in

5. ***Certificate from the applicant company / promoting companies stating the following:***

   a. ***The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).***

   Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

   b. ***There is no winding up petition against the company that has been accepted by a court.***

There is no winding up petition against our Company that has been accepted by a court or liquidator has not been appointed.

c. There is no change in the promoter/s of the Company in the preceding one year from date of filing application to BSE for listing on SME segment.

There is no change in the promoter/s of the Company in the preceding one year from date of filing application to BSE for listing on SME segment.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN 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 THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, FIRST OVERSEAS CAPITAL LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS FOR THE TIME BEING IN FORCE. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS PROSPECTUS, THE LEAD MANAGER, FIRST OVERSEAS CAPITAL LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, FIRST OVERSEAS CAPITAL LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED 2ND MARCH, 2016, IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992.

"WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, CIVIL LITIGATIONS, DISPUTES WITH COLLABORATORS, CRIMINAL LITIGATIONS ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**

    A. **THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**

    B. **ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

    C. **THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, COMPANIES ACT, 2013 THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.**

6. **WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.**

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE**

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE, SUBJECT TO COMPLIANCE WITH REGULATION 56 OF THE SEBI REGULATIONS**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE.– NOT APPLICABLE****

11. **WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:**

A. **AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND**

B. **AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.**

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.**

14. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.**

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**

16. **WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS AS PER FORMAT SPECIFIED BY THE BOARD (SEBI) THROUGH CIRCULAR – DETAILS ARE ENCLOSED IN "ANNEXURE A"**

17. **WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTION HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS."**

**Section 29 of the Companies Act, 2013 provides inter alia that every company making public offers shall issue securities only in dematerialised form by complying with the provisions of the Depositories Act, 1996 and the regulations made thereunder.*

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING BSE-SME

1) **"WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**

2) **WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.**

3) **WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009.**

4) **WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.**

5) **WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISO TO SUB-REGULATION OF**

REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS.

6) **WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION [106P] AND [106V] OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE. - NOTED FOR COMPLIANCE."**

7) **WE CONFIRM THAT THE ISSUER HAS REDRESSED AT LEAST NINETY FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF THE FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES. – NOT APPLICABLE**

Note:

The filing of this Prospectus does not, however, absolve our Company from any liabilities under section 34, section 35, section 36 OR section 38(1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and 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 Lead manager any irregularities or lapses in the Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Kolkata, West Bengal, in terms of sections 26, 32 and 33 of the Companies Act, 2013.

DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website, www.spicyy.in would be doing so at his or her own risk.

CAUTION

The Lead Manager accepts no responsibility, save to the limited extent as provided in the MOU for Issue Management entered into among the Lead Manager and our Company dated 27th February, 2016, the Underwriting Agreement 27th February, 2016 entered into among the Underwriters and our Company and the Market Making Agreement dated 27th February, 2016 entered into among the Lead Manager, Market Maker and our Company.

Our Company and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, etc.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and track record of the past issues handled by First Overseas Capital Limited, please refer to the website of the Lead Manager: www.focl.in and Annexure A of Prospectus.

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 authorized 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 applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lacs, pension funds with minimum corpus of Rs. 2,500 Lacs and the National Investment Fund, and permitted non residents including FIIs, Eligible NRIs, QFIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself 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 Kolkata 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, except that this Prospectus has been filed with BSE-SME for its observations and BSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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 where required agrees that such applicant will not sell or transfer any Equity Shares 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.

DISCLAIMER CLAUSE OF BSE-SME PLATFORM

BSE Limited ("BSE") has given vide its letter dated 20th May, 2016, permission to this Company to use its name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed on the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter for granting the aforesaid permission to this company. BSE does not in any manner:-

i. Warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
ii. Warrant that this company's securities will be listed or will continue to be listed on BSE; or

iii. Take any responsibility for the financial or other soundness of this Company, its Promoters, its management or any scheme or project of this Company;

And it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities in this Company may do so pursuant to independent inquiry, investigations and analysis and shall not have any claim against BSE whatsoever by reason of 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 for any other reason whatsoever.

FILING

The Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the offer document in term of Reg. 106(M)(3). However, a copy of the Prospectus shall be filed with SEBI at L&T Chambers, 3rd Floor, 16, Camac Street, Kolkata-700 017. A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the ROC, Kolkata, West Bengal.

LISTING

In terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of obtaining in- principle approval from BSE-SME Platform. However application will be made to the BSE-SME Platform for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The BSE-SME Platform has given its in-principal approval for using its name in our Prospectus vide its letter dated 20th May, 2016.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the BSE-SME Platform, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 6 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the BSE-SME Platform mentioned above are taken within Six Working Days from the Issue Closing Date.

CONSENTS

Consents in writing of: (a) the Directors, the Promoters, the Company Secretary and Compliance Officer, Chief Financial Officer, the Auditors, Peer Review Auditor, Banker to the Company; and (b) Lead manager, Underwriters, Market Makers Registrar to the Issue, Legal Advisor to the Issue, Banker to the Issue to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 26 & 32 of Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Prospectus and such consent and report is not withdrawn up to the time of delivery of this Prospectus with BSE

EXPERT OPINION

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

1. Report of the Statutory Auditor on Statement of Tax Benefits

PUBLIC ISSUE EXPENSES

The expenses of this Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. The estimated Issue expenses are as follows:

Particulars	Amount (Rs. in Lacs)	% of Total Issue Expenses	% of Total Issue Size
Issue management fees, Underwriting Fees selling commissions, brokerages,	15.00	46.88	3.11
Market Making Fees for three years	7.50	23.44	1.56
Payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	2.50	7.81	0.52
Printing & Stationery, Distribution, Postage, etc.	2.00	6.25	0.41
Advertisement & Marketing Expenses	2.00	6.25	0.41
Regulatory & other expenses	2.00	6.25	0.41
Miscellaneous Expenses	1.00	3.12	0.21
Total	**32.00**	**100.00**	**6.64**

FEES PAYABLE TO LEAD MANAGER TO THE ISSUE

The total fees payable to the Lead Manager will be as per the Engagement Letters from our Company and Lead Manager and Memorandum of Understanding signed with the Lead Manager, copy of which is available for inspection at the Registered Office of our Company.

FEES PAYABLE TO THE REGISTRAR TO THE ISSUE

The fees payable by the Company to the Registrar to the Issue for processing of application, data entry, printing of CAN, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Memorandum of Understanding signed with the Company, copy of which is available for inspection at the Registered Office of our Company.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send refund orders or allotment advice by registered post/ speed post/ under certificate of posting.

FEES PAYABLE TO OTHERS

The total fees payable to the Legal Advisor, Auditor and Advertiser, etc. will be as per the terms of their respective engagement letters.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and the selling commission for the Issue are as set out in the Underwriting Agreement amongst the Company and Underwriters. The underwriting commission shall be paid as set out in the Underwriting Agreement based on the Issue price and the amount underwritten in the manner mentioned on page 40 of this Prospectus.

CAPITAL ISSUE DURING THE LAST THREE YEARS

Spicy Entertainment & Media Limited and its Group Companies have not made any capital issue viz. initial public offering, rights issue or composite issue during the last three years.

PREVIOUS PUBLIC OR RIGHTS ISSUE

There have been no public or rights issue by our Company during the last five years.

PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH

Except as stated in the section titled "Capital Structure" on page 44 of this Prospectus, we have not made any previous issues of shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES

Since this is the Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

PROMISE VIS-À-VIS PERFORMANCE

Our Company has not made any public or rights issue since its inception.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370(1) (B) OF THE COMPANIES ACT, 1956 / SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS

There are no listed companies under the same management within the meaning of Section 370(1)(b) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013 that made any capital issue viz. initial public offering, rights issue or composite issue during the last three years.

OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Prospectus.

STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

INVESTOR GRIEVANCES AND REDRESSAL SYSTEM

The Company has appointed Maheshwari Datamatics Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the 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 ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue, namely, Maheshwari Datamatics Private Limited, 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 co-coordinating with the Registrar to the Issue in

attending to the grievances to the investor. The Company assures that the Board of Directors in respect of the complaints, if any, to be received shall adhere to the following schedules:

Sr. No.	Nature of Complaint	Time Table
1.	Non-receipt of refund	Within 7 days of receipt of complaint subject to production of satisfactory evidence
2.	Non receipt of share certificate/Demat Credit	Within 7 days of receipt of complaint subject to production of satisfactory evidence
3.	Any other complaint in relation to Public Issue	Within 7 days of receipt of complaint with all relevant details.

Redressal of investors' grievance is given top priority by the Company. The Committee oversees redressal of complaints of shareholders/investors and other important investor related matters. The Company has adequate arrangements for redressal of investor complaints as follows:

Share transfer/ dematerialization/ rematerialization are handled by professionally managed Registrar and Transfer Agent, appointed by the Company in terms of SEBI's direction for appointment of Common Agency for physical as well as demat shares. The Registrars are constantly monitored and supported by qualified and experienced personnel of the Company.

We have appointed Ms. Diprani Thakur as Company Secretary and Compliance Officer and she may be contacted in case of any pre-issue or post-issue problems. She can be contacted at the following address:

Ms. Diprani Thakur,
Company Secretary & Compliance Officer;
4, Fairlie Place, HMP House,
4th Floor, Room No – 408,
Kolkata – 700 001, West Bengal
Tel: +91-33-40088181
Email: info@spicyy.in;
Website: www.spicyy.in

CHANGES IN AUDITORS

Except as stated below there has been no change in the auditors of our Company for the last three years.

Financial year	Particular of Changes	Reason
2014-15	M/s A K Meharia & Associates, Chartered Accountants have been appointed in the place of M/s Churiwala & Associates.	M/s Churiwala & Associates. wished to resign due to their pre-occupation.

CAPITALIZATION OF RESERVES OR PROFITS DURING LAST FIVE (5) YEARS

Except as provided in the Chapter titled *Capital Structure* beginning on page 44 of the Prospectus, Our Company has not capitalized its reserves or profits at any time during the last five (5) years.

REVALUATION OF ASSETS DURING THE LAST FIVE (5) YEARS

Our Company has not revalued its assets during the last five (5) years.

PURCHASE OF PROPERTY

Other than as disclosed in this Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Prospectus. Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made thereunder.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

SECTION VII

ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued and transferred are subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, our Memorandum and Articles of Association, the SEBI Listing Regulations , the terms of the the Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, 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, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 All the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official websites of the concerned stock exchanges for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available

RANKING OF EQUITY SHARES

The Equity Shares being issued in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with Companies Act, 1956 and Companies Act, 2013 and the Articles. For further details, please refer to the section titled "Main Provisions of Articles of Association" beginning on page 242 of this Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, SEBI Listing Regulations and recommended by the Board of Directors at their discretion and approved by the shareholders 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 dividend, if declared, to our Shareholders as per the provisions of the Companies Act, SEBI Listing Regulations and our Articles of Association. For further details, please refer to the chapter titled "Dividend Policy" on page 146 of this Prospectus.

FACE VALUE AND ISSUE PRICE

The Equity Shares having a Face Value of Rs. 10 each are being offered in terms of this Prospectus at the price of Rs. 10 per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled *"Basis of Issue Price"* on page 77 of this Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

COMPLIANCE WITH SEBI (ICDR) REGULATIONS

We shall comply with all requirements of SEBI (ICDR) Regulations, 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 attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and 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 company under the Companies Act, 2013 and the Memorandum and Articles of Association of the 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" on page 242 of this Prospectus.

MINIMUM APPLICATION VALUE; MARKET LOT AND TRADING LOT

In terms of the provision of the Depositories Act, 1996 (22 of 1996) & the regulations made under and Section 29 (1) of the Companies Act, 2013 the Equity Shares of our Company 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. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

The trading of the Equity Shares will happen be in dematerialized form and in the minimum contract size of 10,000 Equity Shares and the same may be modified by the BSE-SME from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through the Issue will be done in multiples of 10,000 Equity Shares subject to a minimum allotment of 10,000 Equity Shares to the successful Applicants.

MINIMUM NUMBER OF ALLOTTEES

The minimum number of Allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 6 working days of closure of issue.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Kolkata, West Bengal, India.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only 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 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our 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:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue will be made only 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.

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 be subscribed and the sum payable on application is not received within a 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 our Company does not receive the 100% subscription of the offer through the Offer Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of

prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 6 working days of closure of issue.

Further, in accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.1,00,000/- (Rupees One Lac) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be 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.

MIGRATION TO MAIN BOARD

Our Company may migrate to the main board of BSE from BSE-SME platform of BSE on a later date subject to the following:

a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc (which 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 and for which the Company has obtained in-principal approval from the main board), Company shall have to apply to BSE for listing our shares on its main board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the main board.

OR

b) If the Paid up Capital of the Company is more than 10 crores but below Rs. 25 crores, Company 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.

MARKET MAKING

The shares offered though this Issue are proposed to be listed on the BSE-SME Platform, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the BSE-SME for a minimum period of three years from the date of listing of shares offered though this Prospectus. For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker please refer to *"General Information – Details of the Market Making Arrangements for this Issue"* on page 41 of this Prospectus.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the equity shares will happen in the minimum contract size of 10,000 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 BSE-SME.

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, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management

(Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

NEW FINANCIAL INSTRUMENTS

The Issuer Company is not issuing any new financial instruments through this Issue.

APPLICATION BY ELIGIBLE NRIS, FPIS/FIIS REGISTERED WITH SEBI, VCFS REGISTERED WITH SEBI AND QFIS

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs.
Such Eligible NRIs, QFIs, FPIs/FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

RESTRICTIONS, IF ANY, ON TRANSFER AND TRANSMISSION OF EQUITY SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for lock-in of the pre-Issue Equity Shares and Promoter‘s minimum contribution in the Issue as detailed in the chapter "Capital Structure" beginning on page 44 of this 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 242 of this Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

WITHDRAWAL OF THE ISSUE

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. However, if our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchange shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Issue after the Issue

Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non retail applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(2) of Chapter X-B of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, An issuer whose post-issue face value capital exceeds ten crores rupees but do not exceeds twenty five crores rupees shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE i.e. BSE-SME). For further details regarding the salient features and terms of such an Issue please refer the section titled "*Terms of the Issue*" and "*Issue Procedure*" on page 191 and 200 of this Prospectus.

Following is the Issue structure:

Public Issue of 48,20,000 equity shares of Rs. 10 each (the "Equity Shares") for cash at a price of Rs. 10 per Equity Share aggregating to Rs. 482.00 Lacs ("the Issue") by Spicy Entertainment and Media Limited ("Spicy" or the "Company" or "SEML" or the "Issuer").

The Issue comprises reservation of 2,60,000 Equity Shares for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of 45,60,000 Equity Shares ("the Net Issue").

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation	45,60,000 Equity Shares	2,60,000 Equity Shares
Percentage of Issue Size available for allocation	94.61% of the Issue size	5.39% of the Issue size
Basis of Allotment	Proportionate subject to minimum allotment of 10,000 Equity Shares and further allotment in multiples of 10,000 Equity Shares each. For further details please refer to the section titled *"Issue Procedure - Basis of Allotment"* on page 211 of this Prospectus.	Firm Allotment
Mode of Application	All the applicants shall make the application (Online or Physical) through the ASBA Process	Through ASBA Process Only
Minimum Application Size	**For QIB and NII:** Such number of Equity Shares in multiples of 10,000 Equity Shares such that the Application Value exceeds Rs. 2,00,000/- **For Retail Individuals:** 10,000 Equity Shares	2,60,000 Equity Shares
Maximum Application Size	***For QIB and NII:*** Such number of equity shares in multiples of 10,000 Equity Shares such that the Application Size does not exceed 45,60,000 Shares. ***For Retail Individuals:*** 20,000 Equity Shares	2,60,000 Equity Shares
Mode of Allotment	Compulsorily in Dematerialized mode	Compulsorily in Dematerialized mode

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Trading Lot	10,000 Equity Shares	10,000 Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form and accordingly ASBA Banks will block the entire Application Amount.	

*50 % of the shares offered are reserved for applications below Rs. 2 Lacs and the balance for higher amount applications.

WITHDRAWAL OF THE ISSUE

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. However, if our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchange shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non retail applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

ISSUE PROGRAMME

ISSUE OPENING DATE	**1ST SEPTEMBER, 2016**
ISSUE CLOSING DATE	**7TH SEPTEMBER, 2016**

Applications and any revision to the same (except that on the Issue Closing Date) will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form. On the Issue Closing date application and revision to the same will be accepted between 10.00 a.m and 3.00 p.m. Applications will be accepted during Issue period on Working Days.

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 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. The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPP‖), issued Consolidated FDI Policy Circular of 2015 ("FDI Policy 2015"), which with effect from May 12, 2015, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force and effect as on May 11, 2015. However, press note 4 of (2015 Series), dated April 24, 2015, regarding policy on foreign investment in pension sector, will remain effective. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2015 will be valid until the DIPP issues an updated circular. 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 FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI. 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.

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, except pursuant to exemption from, or in a transaction not subject to the registration requirements of US 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 Applications 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.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Application is not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (the "General Information Document") included below under section "Part B-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, 1956, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

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 the 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 the Lead Manager would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications 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 Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

FIXED PRICE ISSUE PROCEDURE

The Issue is being made under Regulation 106(M)(2) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the Application Collecting Intermediaries. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Investors should note that the Equity Shares will be allotted to all successful Applicants only in dematerialized form. Applicants will not have the option of being Allotted Equity Shares in physical form.

Further the Equity shares on allotment shall be trade only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

APPLICATION FORM

Pursuant to SEBI Circular dated September 27, 2011 and bearing No. CIR/CFD/DIL/4/2011, the Application Form has been standardized. Also please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA Mode.

The prescribed colours of the Application Form for various investors applying in the Issue are as follows:

Category	Color of 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

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries

- an SCSB, with whom the bank account to be blocked, is maintained
- a syndicate member (or sub-syndicate member) : Not Applicable being Fixed Priced Issue
- a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker")
- a depository participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- a registrar to an issue and share transfer agent ("RTA") (whose name is mentioned on the website of the stock exchange as eligible for this activity)

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.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the 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.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorised our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE i.e. www.bseindia.com

WHO CAN APPLY?

In addition to the category of Applicants set forth under "**-General Information Document for Investing in Public Issues – Category of Investors Eligible to participate in an Issue**", the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares.

OPTION TO SUBSCRIBE IN THE ISSUE

a) As per Section 29(1) of the Companies Act, 2013 allotment of Equity Shares shall be in dematerialized form only.
b) The equity shares, on allotment, shall be traded on Stock Exchange in demat segment only.
c) 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.

PARTICIPATION BY ASSOCIATES / AFFILIATES OF LEAD MANAGER

The Lead Manager, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager, if any, may purchase the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRI'S 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), Hindu undivided families, partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. 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. Eligible NRIs applying on a non repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE/FCNR accounts as well as NRO accounts.

APPLICATIONS BY ELIGIBLE NRI'S/RFPI's ON REPATRIATION BASIS

Application Forms have been made available for eligible NRIs at our Registered Office and at the Corporate Office of the Lead manager. Eligible NRI Applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the Forms meant for Resident Indians and should not use the forms meant for the reserved category. Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to

issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRIs on repatriation basis. Allotment of equity shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian tax laws and regulations and any other applicable laws.

As per the current regulations, the following restrictions are applicable for investments by FPIs:

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where "infrastructure" is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as Infrastructure Finance Companies (IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.

2. Where a foreign institutional investor or a sub account, prior to commencement of these regulations, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.

3. In respect of investments in the secondary market, the following additional conditions shall apply:

a. A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;

b. Nothing contained in clause (a) shall apply to:
   (i) Any transactions in derivatives on a recognized stock exchange;
   (ii) Short selling transactions in accordance with the framework specified by the Board;
   (iii) Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
   (iv) Any other transaction specified by the Board.

c. No transaction on the stock exchange shall be carried forward;

d. The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to:

(i) transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;

(ii) sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(iii) sale of securities in response to an offer made by any promoter or acquirer in accordance with the

Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;

(iv) Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 1998;

(v) divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;

(vi) Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;

(vii) Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(viii) Any other transaction specified by the Board.

e. A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form.
Provided that any shares held in non-dematerialized form, before the commencement of these regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized. Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.

4. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.

5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.

6. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.

7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.
No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

   a. Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;

   b. Such offshore derivative instruments are issued after compliance with "know your client" norms. Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly. Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.

Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such

instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.

Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.

The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.

An FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as an foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

APPLICATION BY MUTUAL FUNDS

No Mutual Fund scheme shall invest more than 10% of its net asset value in 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.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

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.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

APPLICATION 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 this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

APPLICATIONS BY INSURANCE COMPANIES

In case of applications 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 any application, without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (the "**IRDA Investment Regulations**"), are broadly set forth below:

(a) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

(b) the entire group of the investee company: the least of 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of ULIPS); and

(c) The industry sector in which the investee company operates: 10% of the insurer's total investment exposure to the industry sector (25% in case of ULIPS).

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in the infrastructure and housing sectors, *i.e.* 26th December, 2008, providing, among other things, that the exposure of an insurer to an infrastructure company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS

In case of Applications made by provident funds with minimum corpus of Rs. 25 Crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and 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 Prospectus. Applicants are advised to make their independent investigations and ensure that any single application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

APPLICATION UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2500 Lacs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lacs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the Memorandum of Association and Articles of Association and/ or bye laws must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof. With respect to applications by VCFs, FVCIs, and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

In case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason

thereof.

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made pursuant to a power of attorney by FIIs, 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 their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by provident funds with minimum corpus of Rs. 25 crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 crore, a certified copy of certificate from a Chartered Accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

INFORMATION FOR THE APPLICANTS

1. Our Company and the Lead Managers shall declare the Issue Opening Date and Issue Closing Date in the Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in one regional newspaper with wide circulation. This advertisement shall be in the prescribed format.

2. Our Company will file the Prospectus with the RoC at least three days before the Issue Opening Date.

3. Any Applicant who would like to obtain the Prospectus and/or the Application Form can obtain the same from our Registered Office.

4. Applicants who are interested in subscribing to the Equity Shares should approach any of the Application Collecting Intermediaries or their authorised agent(s).

5. Applications should be submitted in the prescribed Application Form only. Application Forms submitted to the SCSBs should bear the stamp of the respective intermediary to whom the application form is submitted.. Application Forms 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.

6. the Application Form can be submitted either in physical or electronic mode, to the Application Collecting Intermediaries . Further Application Collecting Intermediary 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.

7. 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 Applicants, or in the case of application in joint names, the first Applicant (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 participants transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.

8. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange by the Bankers to the Issue or the SCSBs do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

METHOD AND PROCESS OF APPLICATIONS

1. Applicants are required to submit their applications during the Issue Period only through the following Application Collecting intermediary
   (i) an SCSB, with whom the bank account to be blocked, is maintained
   (ii) a syndicate member (or sub-syndicate member)
   (iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker")
   (iv) a depository participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity)
   (v) a registrar to an issue and share transfer agent ("RTA") (whose name is mentioned on the website of the stock exchange as eligible for this activity)

2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.

3. The Intermediaries shall accept applications from all Applicants and they shall have the right to vet the applications during the Issue Period in accordance with the terms of the Prospectus.

4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to Application Collecting intermediaries Submission of a second Application Form to either the same or to another Application Collecting Intermediary will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue.

5. The 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 upload of the details in the electronic bidding system of stock exchange and post that blocking of funds will be done by as given below:

For applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the 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.

6. Upon receipt of the Application Form directly or through other intermediary, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, and If sufficient funds are not available in the ASBA Account the application will be rejected.

7. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.

8. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the 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 Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants 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.

TERMS OF PAYMENT

The entire Issue price of Rs. 10/- 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 Applicants.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Issue Bank Account. The balance amount after transfer to the Public Issue Account shall be unblocked by the SCSBs.

The Applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, the Bankers to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

PAYMENT MECHANISM FOR APPLICANTS

The Applicants shall specify the bank account number in the Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the 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 Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the application by the ASBA Applicant, as the case may be. Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all Investors are applying in this Issue shall mandatorily make use of ASBA facility.

ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Application Collecting Intermediary will register the applications using the on-line facilities of the Stock Exchange.

2. The Application Collecting Intermediary will undertake modification of selected fields in the application

details already uploaded before 1.00 p.m of the next Working day from the Issue Closing Date.

3. The Application collecting Inetermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them, (iii) the applications accepted but not uploaded by them or (iv) In case the applications accepted and uploaded by any Application Collecting Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be re will be responsible for blocking the necessary amounts in the ASBA Accounts.

4. Neither the Lead Managers nor our Company, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by any Application Collecting Intermediaries, (ii) the applications uploaded by any Application Collecting Intermediaries or (iii) the applications accepted but not uploaded by the Application Collecting Intermediaries.

5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of the Application Collecting Intermediaries and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Application Collecting Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Application Collecting Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.

6. With respect to applications by Applicants, at the time of registering such applications, the Application Collecting Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:

- Name of the Applicant;
- IPO Name;
- Application Form number;
- Investor Category;
- PAN (of First Applicant, if more than one Applicant);
- DP ID of the demat account of the Applicant;
- Client Identification Number of the demat account of the Applicant;
- Numbers of Equity Shares Applied for;
- 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; and
- Bank account number.

7. 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 Application Form number which shall be system generated.

8. 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. The registration of the Application by the Application Collecting Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

9. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

10. In case of Non Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Application Collecting

Intermediaries shall have no right to reject applications, except on technical grounds.

11. 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 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 Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

12. The Application Collecting Intermediaries will be given time till 1.00 P.M on the next working day after the Issue Closing Date to verify the PAN No, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application 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.

13. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for ASBA applications

BASIS OF ALLOTMENT

Allotment will be made in consultation with BSE-SME (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).

2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

3. For applications where the proportionate allotment works out to less than 10,000 equity shares the allotment will be made as follows:

a) Each successful applicant shall be allotted 10,000 equity shares; and
b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 10,000 equity shares, the number in excess of the multiple of 10,000 would be rounded off to the higher multiple of 10,000 if that number is 5,000 or higher. If that number is lower than 5,000, it would be rounded off to the lower multiple of 10,000. All Applicant in such categories would be Allotted Equity Shares arrived at after such rounding off.

5. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 10,000 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 Prospectus.

6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:

(a) A minimum of 50% of the net offer of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.

(b) The balance net offer of shares to the public shall be made available for allotment to a) individual applicants other than retails individual investors and b) other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.

(c) The unsubscribed portion of the net offer to any one of the categories specified in (a) or (b) shall/may be made available for allocation to applicants in the other category, if so required.

(d) As per Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 as amended, if the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 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 BSE.

The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2009.

SIGNING OF UNDERWRITING AGREEMENT

Vide an Underwriting agreement dated 27th February, 2016 this issue is 100% Underwritten.

FILING OF THE PROSPECTUS WITH THE ROC

The Company will file a copy of the Prospectus with the RoC in terms of Section 26 of the Companies Act, 2013.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue 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.

ISSUANCE OF ALLOTMENT ADVICE

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.

2. The Lead Managers or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue.

The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of four (4) working days of the Issue Closing Date.

After the funds are transferred from the ASBA Public Issue Account to the Public Issue Account on the Designated Date, the Company would ensure the credit to the successful Applicants depository account. Allotment of the Equity Shares to the Allottees shall be within one working days of the date of Allotment. Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allocated/ Allotted to them pursuant to this Issue.

GENERAL INSTRUCTIONS

Do's

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the demographic details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in your bank account maintained with the SCSB before submitting the Application Form to the respective Designated Branch of the SCSB;
- With respect to ASBA Applications ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that you have requested for and receive a acknowledgement;
- All applicants should submit their applications through the ASBA process only.

Dont's

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price mentioned herein or in the Application Form
- Do not apply on another Application Form after you have submitted an Application to the Banker to of the Issue.
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Selected Branches / Offices of the Banker to the Issue.
- Do not fill in the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.
- Do not submit incorrect details of the DP ID, beneficiary account number 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

- Do not submit Applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

The Applications should be submitted on the prescribed 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 should bear the stamp of the Application Collecting Intermediaries . ASBA Application Forms, which do not bear the stamp of the Application Collecting 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 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 BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com. With a view to broadbase the reach of Investors by substantially enhancing the points for submission of applications, SEBI vide Circular No.CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.

APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details, PAN Nos, Client ID and DP ID in the space provided in the 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 as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the 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.

SUBMISSION OF APPLICATION FORM

All Application Forms duly completed shall be submitted to the Application Collecting 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 application form, in physical or electronic mode, respectively.

COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Application Collecting Intermediary where the Application was submitted thereof and a copy of the

acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

DISPOSAL OF 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 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 BSE-SME where the Equity Shares are proposed to be listed are taken within 6 working days from Issue Closing Date. In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the

Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
2. The Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Issue.

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."

UNDERTAKINGS BY OUR COMPANY

The Company undertakes the following:

1) That the complaints received in respect of this Issue shall be attended to by us 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 6 (Six) working days of closure of the Issue;

3) That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar to the Issue by the Issuer;

4) That our Promoter's contribution in full has already been brought in;

5) That the letter of allotment/ unblocking of funds to the non resident Indians shall be dispatched within specified time;

6) That no further issue of Equity Shares shall be made till the Equity Shares offered through this Prospectus are listed or until the Application monies are refunded on account of non listing, under subscription etc.

7) The 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.

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 under an appropriate head in our 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 the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and

4) Our Company shall comply with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

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.

EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in the process of signing the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- Agreement dated 11th March, 2013 among NSDL, the Company and the Registrar to the Issue;
- Agreement dated 18th March, 2013 among CDSL, the Company and the Registrar to the Issue;

The Company's shares bear ISIN no INE592O01019

GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Prospectus before investing in the Issue

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken *inter-alia* through Fixed Price Issues. The purpose of the ―General Information Document for Investing in Public Issues‖ is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **("SEBI ICDR Regulations, 2009").**

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue; are set out in the Prospectus filed by the Issuer with the Registrar of Companies **"ROC")**. Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **LM(s)** to the Issue and on the website of Securities and Exchange Board of India **("SEBI")** at www.sebi.gov.in

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs ON SME EXCHANGE

2.1 INITIAL PUBLIC OFFER (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009, if applicable. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

The Issuer may also undertake IPO under of chapter XB of the SEBI (ICDR) Regulations, wherein as per,

- Regulation 106M (1): An issuer whose post-issue face value capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M (2): An issuer, whose post issue face value capital, is more than ten crore rupees and upto twenty five crore rupees, may also issue specified securities in accordance with provisions of this Chapter.

The present Issue being made under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulation.

2.2 OTHER ELIGIBILITY REQUIREMENTS

In addition to the eligibility requirements specified in paragraphs 2.1, an Issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 2013 (the "Companies Act"), The Securities Contracts (Regulation) Rules, 1957 (the "SCRR"), industry-specific regulations, if any, and other applicable laws for the time being in force. Following are the eligibility requirements for making an SME IPO under Regulation 106M (2) of Chapter XB of SEBI (ICDR) Regulation

(a) In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, Issue has to be 100% underwritten and the LM has to underwrite at least 15% of the total issue size.

(b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, total number of proposed allottees in the Issue shall be greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 73 of the Companies Act, 1956.

(c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.

(d) In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.

(e) The Net Tangible Assets of the Issuer shall be minimum of Rs. 3 Crores.

(f) The Net worth (excluding revaluation reserves) of the Issuer shall be minimum of Rs. 3 Crores.

(g) The Issuer should have track record of distributable profits in two out of last three preceding financial years..

(h) The Post-issue paid up capital of the Issuer shall be minimum of Rs. 3 Crores but less than Rs. 25 Crores.

(i) The Issuer shall mandatorily facilitate trading in demat securities.

(j) The Issuer should not been referred to Board for Industrial and Financial Reconstruction.

(k) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.

(l) No change in promoters the preceding one year from date of filing application to BSE for listing on SME segment.

(m) The Company should have a website.

Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M) (3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this Issue.

Thus Company is eligible for the Issue in accordance with regulation 106M (2) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital do exceeds Rs. 1,000 lacs but do not exceeds Rs. 2500 lacs. Company also complies with the eligibility conditions laid by the SME Platform of BSE for listing of our Equity Shares.

2.3 TYPES OF PUBLIC ISSUES – FIXED PRICE ISSUES AND BOOK BUILT ISSUES

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process **("Book Built Issue")** or undertake a Fixed Price Issue **(Fixed Price Issue")**. An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Issue Opening Date, in case of an IPO and at least one Working Day before the Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities. Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.4 ISSUE PERIOD

The Issue shall be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period. Details of Issue Period are also available on the website of Stock Exchange(s).

2.5 MIGRATION TO MAIN BOARD MIGRATION TO MAIN BOARD

SME Issuer may migrate to the Main Board of SE from the SME Exchange at a later date subject to the following:

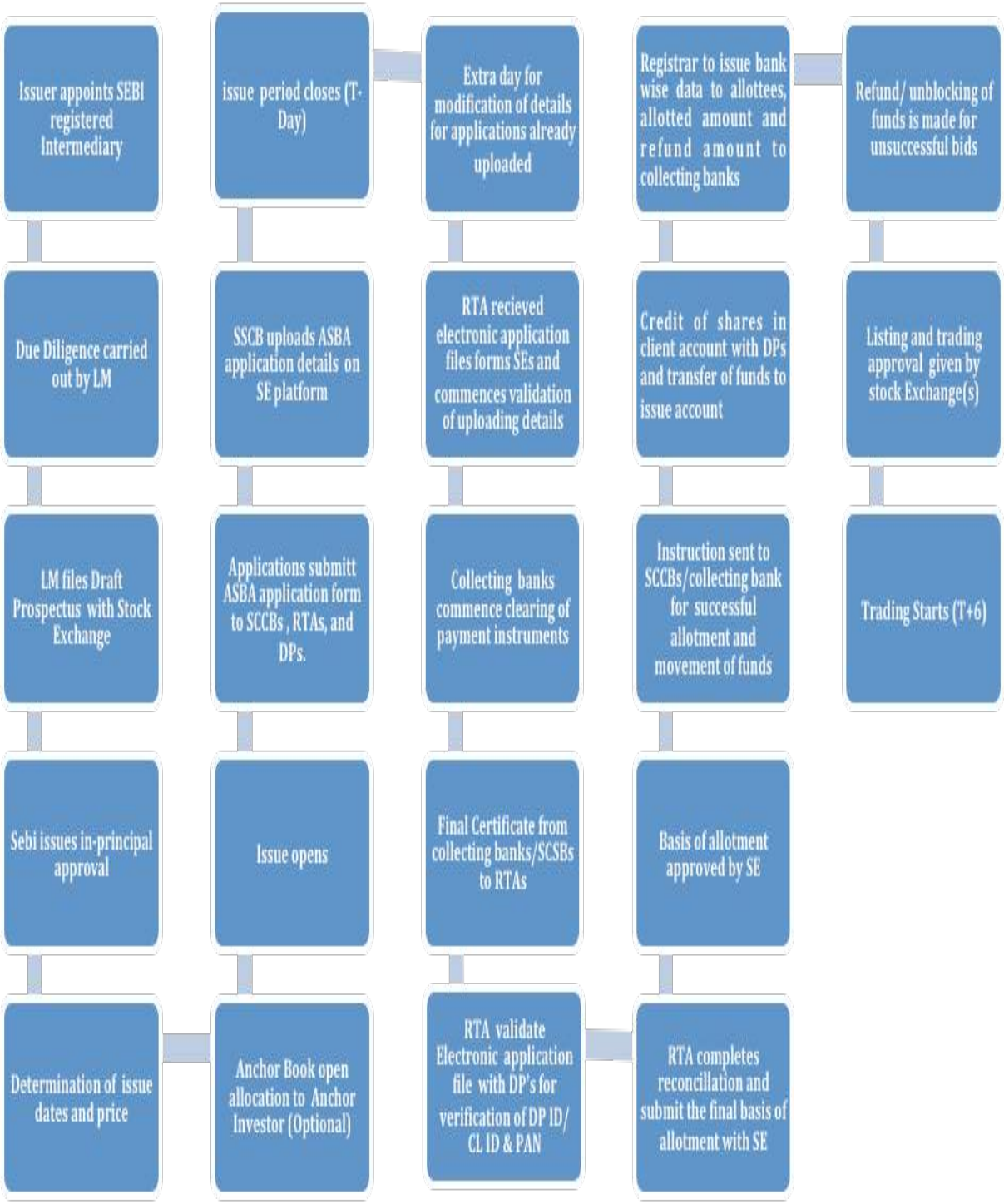
(a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter 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 and for which the company has obtained in-principal approval from the main board), the Company shall apply to SE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

(b) If the Paid up Capital of the company is more than 10 crores but below Rs. 25 crores, the Company 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 Promoter 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.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price Issues is as follows:



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity

Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

1. Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FPIs other than Category III FDI; VCFs and FVCIs registered with SEBI
8. Limited Liability Partnerships (Lip's) registered in India and authorized to invest in equity shares;
9. State Industrial Development Corporations;
10. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
11. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
12. Insurance Companies registered with IRDA;
13. Provident Funds and Pension Funds with minimum corpus of Rs. 2,500 Lacs and who are authorized under their constitution to hold and invest in equity shares;
14. Multilateral and Bilateral Development Financial Institutions;
15. National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
16. Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;
17. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws

As per the existing regulations, OCBs cannot participate in this Issue.

SECTION 4: APPLYING IN THE ISSUE

Fixed Price Issue:

Applicants should only use the specified Application Form either bearing the stamp of Application Collecting Intermediaries as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Branches of Collection Banks or Designated Branches of the SCSBs, at the registered office of the Issuer and at the corporate office of LM. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus. Applicants should ensure that they apply in the appropriate category.

The prescribed colour of the Application Form for various categories of Applicants is as follows:

Category	Colour of the Application
Resident Indian, Eligible NRIs applying on a non- repatriation basis	White
NRIs, FVCIs, FPIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals applying under the QIB), on a repatriation basis	Blue

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING THE APPLICATION FORM (FIXED PRICE ISSUE)

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and the Application Form are liable to be rejected.
Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below.

The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

COMMON APPLICATION FORM

SPICY ENTERTAINMENT AND MEDIA LIMITED - INITIAL PUBLIC OFFER - R

4, Spicey Place, HMP House, 4th Floor, Room No.408 Kolkata- 700001, West Bengal.
Tel: 033 4008 0907/08 **Email:** info@spicyy.in **CIN:** U22219WB2012PLC188312

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

To,
The Board of Directors
SPICY ENTERTAINMENT AND MEDIA LIMITED

FIXED PRICE SME ISSUE
ISIN - INE592O01019

Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	**ESCROW BANK/SCSB BRANCH STAMP & CODE**
BANK BRANCH SERIAL NO.	**SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE / FIRST APPLICANT

Mr. / Ms.

Address _____

_____ Email _____

Tel. No. (with STD code) / Mobile

2. PAN OF SOLE / FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS ☐ **NSDL** ☐ **CDSL**

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. APPLICATION DETAILS

No. of Equity Shares of ₹ 10/- each applied at the Offer Price i.e. at ₹ 10 per share [1 & 2]

(In figures)		(In words)	

(1) Please note that applications must be made in minimum lot size of 10,000 shares and further multiples of 10,000 shares accordingly.
(2) Please note that the trading of equity shares will be only in dematerialised mode on the BSE- SME PLATFORM

5. CATEGORY

☐ **Retail Individual Applicant**

☐ **Non-Institutional Applicant**

☐ **QIB**

6. INVESTOR STATUS

☐ Individual(s) - IND
☐ Hindu Undivided Family* - HUF
☐ Bodies Corporate - CO
☐ Banks & Financial Institutions - FI
☐ Mutual Funds - M F
☐ Non-Resident Indians - NRI (Non-Repatriation basis)
☐ National Investment Fund - NIF
☐ Insurance Funds - I F
☐ Insurance Companies - IC
☐ Venture Capital Funds - VCF
☐ Alternative Investment Funds - AIF
☐ Others (Please specify) - OTH____

** HUF should apply only through Karta (Application by HUF would be treated on par with individual)*

7. PAYMENT DETAILS **PAYMENT OPTION : FULL PAYMENT** ☐

Amount Paid (₹ in figures) (₹ in words) _____

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE 'INVESTORS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST APPLICANT	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
Date: _____, 2015	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Offer 1) 2) 3)	

TEAR HERE

SPICY ENTERTAINMENT AND MEDIA LIMITED
INITIAL PUBLIC OFFER - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Application Form No.

DPID / CLID

PAN of Sole / First Applicant

Amount Paid (₹ in figures) Bank & Branch

ASBA Bank A/c No.

Received from Mr./Ms. _____

Telephone / Mobile Email

Stamp & Signature of SCSB Branch

TEAR HERE

SPICY ENTERTAINMENT AND MEDIA LIMITED - INITIAL PUBLIC OFFER - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Fix Price			
Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Applicant

_____

_____

Acknowledgement Slip for Applicant

ASBA Bank A/c No. _____
Bank & Branch _____

Application Form No.

TEAR HERE

Printed by : www.westempress.in

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

COMMON APPLICATION FORM

SPICY ENTERTAINMENT AND MEDIA LIMITED - INITIAL PUBLIC OFFER - NR

4, Spicey Place, HMP House, 4th Floor, Room No.408 Kolkata- 700001, West Bengal.
Tel: 033 4008 0907/08 **Email:** info@spicyy.in **CIN:** U22219WB2012PLC188312

NON-RESIDENTS AND ELIGIBLEELIGIBLE NRI'S, FIIS, FVCIS, ETC. APPLYING ON A REPATRIATION BASIS

To,
The Board of Directors
SPICY ENTERTAINMENT AND MEDIA LIMITED

FIXED PRICE SME ISSUE
ISIN - INE592O01019

Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	**ESCROW BANK/SCSB BRANCH STAMP & CODE**
BANK BRANCH SERIAL NO.	**SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE / FIRST APPLICANT

Mr. / Ms.

Address _____

_____ Email _____

Tel. No. (with STD code) / Mobile

2. PAN OF SOLE / FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS ☐ **NSDL** ☐ **CDSL**

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. APPLICATION DETAILS

No. of Equity Shares of ₹ 10/- each applied at the Offer Price i.e. at ₹ 10 per share [1 & 2]

(In figures) (In words)

(1) Please note that applications must be made in minimum lot size of 10,000 shares and further multiples of 10,000 shares accordingly.
(2) Please note that the trading of equity shares will be only in dematerialised mode on the BSE- SME PLATFORM

5. CATEGORY

☐ **Retail Individual Applicant**

☐ **Non-Institutional Applicant**

☐ **QIB**

6. Investor Status Tick (✓)

☐ Non-Resident Indians (Repatriation basis) - NRI

☐ Foreign Institutional Investor - FII

☐ Foreign Venture Capital Investor - FVCI

☐ FII Sub Account Corporate / Individual - FIISA

☐ Others (please specify) - OTH

7. PAYMENT DETAILS **PAYMENT OPTION : FULL PAYMENT** ☐

Amount Paid (₹ in figures) (₹ in words) _____

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE 'INVESTORS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST APPLICANT	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Offer	
	1)	
	2)	
Date: _____, 2015	3)	

---------- TEAR HERE ----------

SPICY ENTERTAINMENT AND MEDIA LIMITED
INITIAL PUBLIC OFFER - NR

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Application Form No.

DPID / CLID

PAN of Sole / First Applicant

Amount Paid (₹ in figures) Bank & Branch

ASBA Bank A/c No.

Received from Mr./Ms. _____

Telephone / Mobile Email

Stamp & Signature of SCSB Branch

---------- TEAR HERE ----------

SPICY ENTERTAINMENT AND MEDIA LIMITED - INITIAL PUBLIC OFFER - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Fix Price			
Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Applicant

_____

_____

Acknowledgement Slip for Applicant

ASBA Bank A/c No. _____

Bank & Branch _____

Application Form No.

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4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(a) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and email and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (including refund orders and letters notifying the unblocking of the bank accounts of ASBA Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

(b) **Joint Applications:** In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

(c) **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 makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or***
- ***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 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 the said Act."

(d) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 109A of the Companies Act. 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 Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT

(a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim ("PAN Exempted Applicants"). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Applicants 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.

(d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Applications by Applicants whose demat accounts have been "suspended for credit" are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and demographic details are not provided by depositories.

4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

(a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Application Form is liable to be rejected.**

(b) Applicants should ensure that the beneficiary account provided in the Application Form is active.

(c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Issue.

(d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

4.1.4 FIELD NUMBER 4: APPLICATION DETAILS

(a) The Issuer may mention Price in the Prospectus. However a prospectus registered with ROC contains one price.

(b) Minimum and Maximum Application Size

i. For Retail Individual Applicants
The Application must be for a minimum of 10,000 Equity Shares. As the Application Price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for 10,000 Equity Shares.

ii. For Other Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000 and in multiples of 10,000 Equity Shares thereafter. An Application cannot be submitted for more than the 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 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 Rs. 2,00,000 for being considered for allocation in the Non- Institutional Portion. 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 the Prospectus.

(c) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to Application Collecting Intermediary and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(d) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:

i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FPI sub-accounts, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.
ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(e) The following applications may not be treated as multiple Applications:

i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.
ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.
iii. Applications by Mutual Funds, and sub-accounts of FPIs (or FPIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS

i. The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Application, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

ii. An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.

iii. The SEBI ICDR Regulations, 2009 specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation, applicant may refer to the Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

(a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

(c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.

(d) Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD 7: PAYMENT DETAILS

(a) Please note that, providing bank account details in the space provided in the Application Form is mandatory and Applications that do not contain such details are liable to be rejected.

4.1.7.1 Payment instructions for Applicants

(a) Applicants may submit the Application Form in physical mode to the Application Collecting Intermediaries.
(b) Applicants should specify the Bank Account number in the Application Form.
(c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;

(d) Applicants shall note that that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one Bank Account, a maximum of five Application Forms can be submitted.

(f) Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.

(h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.

(i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.

(j) Upon submission of a completed Application Form each ASBA Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.

(k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and subsequent transfer of the Application Amount against the Allotted Equity Shares, if any, to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

(l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.1.8 Unblocking of ASBA Account

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against

each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected/ partial/ non-allotment ASBA Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 6 Working Days of the Issue Closing Date.

4.1.8.1 Discount (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.

(c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.1.8.2 Additional Payment Instructions for NRIs

The Non-Resident Indians who intend to block funds in their Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.9 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

(a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the ASBA Applicant., then the Signature of the ASBA Account holder(s) is also required.

(c) In relation to the ASBA Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.

(d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediaries, as applicable, for submission of the Application Form.

(a) All communications in connection with Applications made in the Issue should be addressed as under:

i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, refund orders, the Applicants should contact the Registrar to the Issue.

ii. In case of ASBA applications submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.

iii. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.

(b) The following details (as applicable) should be quoted while making any queries -

i. full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount blocked on application.

ii. In case of Non-ASBA applications cheque or draft number and the name of the issuing bank thereof

iii. In case of ASBA applications, ASBA Account number in which the amount equivalent to the application amount was blocked.

For further details, Applicant may refer to the Prospectus and the Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

(a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.

(b) RII may revise their applications till closure of the Issue period or withdraw their applications until finalization of allotment.

(c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.

(d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had placed the original Application.

A sample Revision form is reproduced below:

TEAR HERE

COMMON REVISION FORM

SPICY ENTERTAINMENT AND MEDIA LIMITED - INITIAL PUBLIC OFFER - R

4, Spicey Place, HMP House, 4th Floor, Room No.408 Kolkata- 700001, West Bengal.
Tel: 033 4008 0907/08 **Email:** info@spicyy.in **CIN:** U22219WB2012PLC188312

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

To,
The Board of Directors
SPICY ENTERTAINMENT AND MEDIA LIMITED

FIXED PRICE SME ISSUE
ISIN - INE592O01019

Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	**ESCROW BANK/SCSB BRANCH STAMP & CODE**
BANK BRANCH SERIAL NO.	**SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE / FIRST APPLICANT

Mr. / Ms.

Tel. No. (with STD code) / Mobile

2. PAN OF SOLE / FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY APPLICATION ☐ **PHYSICAL**

4. FROM (as per last Application or Revision)

Options	No. of Equity Shares applied (Application must be in multiples of 10,000 equity shares) (In Figures)							Price per Equity Share ₹ 10/- (In Figures) Offer Price				Discount, if any				Net Price			
	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	4	3	2	1
Option 1																			
(OR) Option 2			NOT APPLICABLE										NOT APPLICABLE						
(OR) Option 3			NOT APPLICABLE										NOT APPLICABLE						

5. TO (Revised Application)

Options	No. of Equity Shares applied (Application must be in multiples of 10,000 equity shares) (In Figures)							Price per Equity Share ₹ 10/- (In Figures) Offer Price				Discount, if any				Net Price			
	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	4	3	2	1
Option 1																			
(OR) Option 2			NOT APPLICABLE										NOT APPLICABLE						
(OR) Option 3			NOT APPLICABLE										NOT APPLICABLE						

6. PAYMENT DETAILS **PAYMENT OPTION : Full Payment**

Amount Paid (₹ in figures) (₹ in words)

ASBA
Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE 'INVESTORS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST APPLICANT	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
Date: _____, 2016	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Offer 1) 2) 3)	

TEAR HERE

SPICY ENTERTAINMENT AND MEDIA LIMITED
REVISION - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Application Form No.

DPID / CLID

PAN of Sole / First Applicant

Amount Paid (₹ in figures) Bank & Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile Email

Stamp & Signature of SCSB Branch

TEAR HERE

SPICY ENTERTAINMENT AND MEDIA LIMITED - REVISION - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Fix Price			
Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Applicant

ASBA Bank A/c No.

Bank & Branch

Acknowledgement Slip for Applicant

Application Form No.

PLEASE FILL IN BLOCK LETTERS

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COMMON REVISION FORM

SPICY ENTERTAINMENT AND MEDIA LIMITED - INITIAL PUBLIC OFFER - NR

4, Spicey Place, HMP House, 4th Floor, Room No.408 Kolkata- 700001, West Bengal.
Tel: 033 4008 0907/08 **Email:** info@spicyy.in **CIN:** U22219WB2012PLC188312

NON-RESIDENTS AND ELIGIBLEELIGIBLE NRI'S, FIIS, FVCIS, ETC. APPLYING ON A REPATRIATION BASIS

To,
The Board of Directors
SPICY ENTERTAINMENT AND MEDIA LIMITED

FIXED PRICE SME ISSUE
ISIN - INE592O01019

Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	**ESCROW BANK/SCSB BRANCH STAMP & CODE**
BANK BRANCH SERIAL NO.	**SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE / FIRST APPLICANT

Mr. / Ms.

Tel. No. (with STD code) / Mobile

2. PAN OF SOLE / FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY APPLICATION ☐ **PHYSICAL**

4. FROM (as per last Application or Revision)

Options	No. of Equity Shares applied (Application must be in multiples of 10,000 equity shares) (In Figures)							Price per Equity Share ₹ 10/- (In Figures) Offer Price				Discount, if any				Net Price			
	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	4	3	2	1
Option 1																			
(OR) Option 2			NOT APPLICABLE										NOT APPLICABLE						
(OR) Option 3			NOT APPLICABLE										NOT APPLICABLE						

5. TO (Revised Application)

Options	No. of Equity Shares applied (Application must be in multiples of 10,000 equity shares) (In Figures)							Price per Equity Share ₹ 10/- (In Figures) Offer Price				Discount, if any				Net Price			
	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	4	3	2	1
Option 1																			
(OR) Option 2			NOT APPLICABLE										NOT APPLICABLE						
(OR) Option 3			NOT APPLICABLE										NOT APPLICABLE						

6. PAYMENT DETAILS **PAYMENT OPTION : Full Payment**

Amount Paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE 'INVESTORS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST APPLICANT	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Offer	
	1)	
	2)	
Date: _____, 2016	3)	

TEAR HERE

SPICY ENTERTAINMENT AND MEDIA LIMITED
REVISION - NR

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Application Form No.

DPID / CLID

PAN of Sole / First Applicant

Amount Paid (₹ in figures) Bank & Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile Email

Stamp & Signature of SCSB Branch

TEAR HERE

SPICY ENTERTAINMENT AND MEDIA LIMITED - REVISION - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Fix Price			
Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Applicant

Acknowledgement Slip for Applicant

ASBA Bank A/c No.

Bank & Branch

Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

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Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 FIELD 4 & 5: APPLICATION REVISION "FROM" AND "TO"

(a) Apart from mentioning the revised number of shares in the Revision Form, the Applicant must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form.

(b) In case of revision of applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the application amount should exceed Rs. 2,00,000/- due to revision and the application may be considered, subject to eligibility, for allocation under the Non-Institutional Category

4.2.3 FIELD 6: PAYMENT DETAILS

Applicant may Issue instructions to block the revised amount in the ASBA Account, to Designated Branch through whom such Applicant had placed the original application to enable the relevant SCSB to block the additional application amount, if any.

4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 SUBMISSION OF REVISION FORM/ APPLICATION FORM

4.3.1 Applicants may submit completed application form / Revision Form in the following manner:-

Mode of Application	Submission of application Form
All Investors Application	To the Application Collecting Intermediaries

SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE

5.1 APPLICANTS MAY NOTE THAT THERE IS NO BID CUM APPLICATION FORM IN A FIXED PRICE ISSUE

As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the ROC, the Application so submitted is considered as the application form. Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through Application Collecting Intermediaries and apply only through ASBA facility.

ASBA Applicants may submit an Application Form either in physical/electronic form to the Application Collecting Intermediaries authorising blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified

securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

5.2 GROUNDS OF REJECTIONS

- Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:
- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- 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;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 10,000;
- Category not ticked;
- Multiple Applications as defined in the Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant‘s identity (DP ID) and the beneficiary‘s account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or ―qualified institutional buyers‖ as defined in Rule 144A under the Securities Act;

- Applications not duly signed by the sole/ first Applicant;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date, unless the extended time is permitted by BSE.
- Details of ASBA Account not provided in the Application form

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section the GID.

APPLICANTS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE APPLICATION COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE

This being Fixed Price Issue, this section is not applicable for this Issue.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

7.1 BASIS OF ALLOTMENT

Allotment will be made in consultation with BSE-SME (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).

2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

3. For applications where the proportionate allotment works out to less than 10,000 equity shares the allotment will be made as follows:

a) Each successful applicant shall be allotted 10,000 equity shares; and

b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 10,000 equity shares, the number in excess of the multiple of 10,000 would be rounded off to the higher multiple of 10,000 if that number is 5,000 or higher. If that number is lower than 5,000, it would be rounded off to the lower multiple of 10,000. All Applicant in such categories would be Allotted Equity Shares arrived at after such rounding off.

5. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 10,000 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 Prospectus.

6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:

(a) A minimum of 50% of the net offer of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.

(b) The balance net offer of shares to the public shall be made available for allotment to a) individual applicants other than retails individual investors and b) other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.

(c) The unsubscribed portion of the net offer to any one of the categories specified in (a) or (b) shall/may be made available for allocation to applicants in the other category, if so required.

(d) As per Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 as amended, if the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 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 BSE.

The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2009.

7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue**.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant‘s depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Escrow Account to the Public Issue Account on the Designated Date.

SECTION 8: INTEREST AND REFUNDS

8.1 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 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 Working Days of the Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised. If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus. If such money is not repaid within eight 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 eight 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.

8.2.2 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 be subscribed and the sum payable on application is not received within a 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 eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 40 of the Companies Act, 2013.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

8.3 MODE OF REFUND

Within 6 Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

8.3.1 Mode of making refunds for ASBA Applicants

In case of ASBA Applicants, the Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum /or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 4 Working days of the Issue Closing Date.
The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants
Allottee	An Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Application	An indication to make an offer during the Issue Period by a prospective pursuant to submission of Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price including all revisions and modifications thereto.
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Collecting Intermediaries	(i) an SCSB, with whom the bank account to be blocked, is maintained (ii) a syndicate member (or sub-syndicate member) (iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker") (iv) a depository participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity) (v) a registrar to an issue and share transfer agent ("RTA") (whose name is mentioned on the website of the stock exchange as eligible for this activity)
Application Supported by Blocked Amount/(ASBA)/ASBA	An application, whether physical or electronic, used by Applicants to make an application authorising an SCSB to block the Application Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicant
ASBA Application	An Application made by an ASBA Applicant
Application Amount	The value indicated in Application Form and payable by the Applicant upon

Term	Description
	submission of the Application, less discounts (if applicable).
Banker(s) to the Issue/	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Public Issue Account(s) may be opened, and as disclosed in the Prospectus and Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Issue Closing Date	The date after which the SCSBs may not accept any Application for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation Applicants may refer to the Prospectus for the Issue Closing Date
Issue Opening Date	The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Opening Date
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (can submit their application inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period
Lead Manager(s)/Lead Manager/ LM	The Lead Manager to the Issue as disclosed in the Prospectus and the Application Form of the Issuer.
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Companies Act	The Companies Act, 1956 and The Companies Act, 2013 (to the extant notified)
DP	Depository Participant
DP ID	Depository Participant‘s Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Applicants including the Applicant‘s address, name of the Applicant‘s father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Application Forms used by the ASBA Applicants applying through the ASBA and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Designated Date	The date on which the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Applicants in the Issue
Designated Stock Exchange	The designated stock exchange as disclosed in the Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The draft prospectus filed with the Designated stock exchange in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoter and immediate relatives of the promoter. For further details /Applicant may refer to the Prospectus
Equity Shares	Equity shares of the Issuer

Term	Description
FCNR Account	Foreign Currency Non-Resident Account
Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FPI(s)	Foreign Portfolio Investor
Fixed Price Issue/ Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Lead Manager(s)
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Application Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Application Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs 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 RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less Market Maker Reservation Portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FPIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or RIBs and who have applied for Equity Shares for an amount of more than Rs. 2,00,000 (but not including NRIs other than Eligible NRIs)
Non Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Prospectus and the Application Form
Non Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs registered with SEBI and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEM
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Prospectus	The prospectus to be filed with the RoC in accordance with Section 60 of the Companies Act 1956 read with section 26 of Companies Act 2013, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the ASBA Accounts on the Designated Date
QIB Category Qualified	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs

Term	Description
Institutional Buyers or QIBs	on a proportionate basis As defined under SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Refunds through electronic transfer of funds	Refunds through ASBA
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the Prospectus and Application Form
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors / RIIs	Investors who applies or for a value of not more than Rs. 2,00,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies for a value of not more than Rs. 2,00,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Applicant in an issue to modify the quantity of Equity Shares in an Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities an Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http: //www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
SME IPO	Initial public offering as chapter XB of SEBI (ICDR) Regulation
SME Issuer	The Company making the Issue under chapter XB of SEBI (ICDR) Regulation
Stock Exchanges/SE	The stock exchanges as disclosed in the Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Specified Locations	Refer to definition of Broker Centers
Underwriters	Lead Manager (s)
Underwriting Agreement	Underwriting Agreement entered between Company and Underwriters
Working Day	Working days shall be all trading days of stock exchanges excluding Sundays and bank holidays

SECTION VIII

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

(*1*) In these regulations—

"The Act" means the Companies Act, 2013.

"The seal" means the common seal of the company.

The "Company" or "this Company" means SPICY ENTERTAINMENT AND MEDIA LIMITED.

"Annual General Meeting" means a general meeting of the Members held in accordance with the provisions of Section 96 of the Act or any adjourned meeting thereof.

"Auditors" means and include those persons appointed as such for the time being by the Company or its Board,

"Board" or 'Board of Directors' or 'the Board' means the Board of Directors for the time being of the Company.

"Board Meeting" means meeting of the Directors or a committee thereof duly called and constituted, or as the case may be, the Directors assembled at the Meeting of the Board of Directors of the Company collectively.

"Capital" means the share capital for the time being raised or authorised to be raised, for the purpose of the Company.

"Debenture" includes debenture-stock.

"Dividend" includes interim dividend.

"Extraordinary General Meeting", means an extraordinary general meeting of the Members duly called and constituted and any adjourned meeting thereof.

*** Amended vide Special Resolution passed at the EGM held on 15th June, 2015.**

"Member" means the duly registered holder from time to time of the shares of the Company and includes the subscribers of the Memorandum of Association of the Company.

"Meeting" or "General Meeting" means a meeting of members.

"Month" means a calendar month.

"Office" means the registered office for the time being of the Company.

A resolution shall be an ordinary resolution when at a general meeting of which the notice required under the Act has been duly given, the votes cast (whether on a show of hands, or on a poll as the case may be) in favour of the resolution (including the casting vote, if any, of the chairman) by members, who being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the resolution by members so entitled and voting.

"Paid-up" includes credited as paid-up.

"Persons" includes corporations and firms as well as individuals.

"Postal Ballot" shall mean voting by post through ballot papers distributed amongst eligible voters and shall include voting by electronic mode.

"Register of Members" means the Register of Members to be kept pursuant to the Act.

"Registrar" means the Registrar of Companies of the State in which the Registered Office of the Company is for the time being situated.

"Secretary" means any individual possessing the qualification prescribed for the time being by or under the Act or any rules made there under and appointed to perform the duties, which may be performed by Secretary under the Act, and any other ministerial or administrative duties.

"Share" means share in the share capital of the Company and includes stock except where a distinction between stock and share is expressed or implied.

"Small Shareholder" means a shareholder holding shares of the nominal value of twenty thousand rupees or such other sum as may be prescribed.

A resolution shall be a special resolution when:-

- the intention to propose the resolution as a special resolution has been duly specified in the notice convening the general meeting or other, intimation given to the members of the resolution.
- the notice required under the Act has been duly given, and
- the votes cast in favour of the resolution whether on a show of hands, or on a poll as the case may be by members, who being entitled so to do, vote in person, or where proxies are allowed, by proxy, are not less than' three times the number of the votes, if any, cast against the resolution by members so entitled, and voting.

"Written" and "In Writing" include printing, lithography, computer modes and other modes of representing or reproducing words in a visible form.

"Year' means the calender year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.

Words importing the singular number include, where the context admits or requires the plural number and vice versa. Words importing the masculine gender also include the feminine gender,

(2) The marginal notes used in these Articles shall not affect the construction or meaning of the subject.

(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.

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,—

- one certificate for all his shares without payment of any charges; or
- several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(*ii*) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(*iii*) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (*i*) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(*ii*) The provisions of Articles (*2*) and (*3*) shall *mutatis mutandis* apply to debentures of the company.

4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (*i*) 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.

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.

Underwriting And Brokerage

8. (*i*) The company may exercise the powers of paying commissions conferred by sub-section (*6*) of section 40, provided that the rate or 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 there under.

(*ii*) 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.

(iii) The rate or amount of the commission shall not exceed in the case of shares, five per cent of the price at which the shares are issued and in the case of debentures, shall not exceed two and a half per cent of the price at which the debentures are issued. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.

Lien

9. (*i*) The company shall have a first and paramount lien—

• 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

• on all shares (not being a 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.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made—

• unless a sum in respect of which the lien exists is presently payable; or

• until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (*i*) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(*ii*) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(*iii*) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (*i*) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(*ii*) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

13. (*i*) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. The Option or right to call of shares shall not be given to any person except with the sanction of the company in general meeting.

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(*ii*) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(*iii*) A call may be revoked or postponed at the discretion of the Board.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (*i*) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

(*ii*) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (*i*) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(*ii*) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

• 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

• 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 but shall not in respect thereof confer a right to dividend or to participate in profits.

Transfer of shares

19. (*i*) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(*ii*) A common form of for instruments of transfer which may from time to time be altered by the Directors

(*iii*) 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.

(iv) The Board shall not refuse the registration of transfer on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register—

(*a*) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
(*b*) any transfer of shares on which the company has a lien.

21. The Board may decline to recognise any instrument of transfer unless—

(*a*) the instrument of transfer is in the form as prescribed in rules made under sub-section (*1*) of section 56;

(*b*) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

- the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, 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.

- a) No fee shall be charged for:

i. Registration of transfer of the Company's shares, debentures and Detachable warrants;

ii. Sub-division and consolidation of share certificates, debenture certificates and detachable warrants and for sub-division of letters of allotment and split, consideration, renewal and pucca transfer receipts into denomination corresponding to the market units of trading;

iii. sub-division of renounceable letters of right;

iv. issue of new certificates in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfer have been fully utilized;

v. registration of any power of attorney, probate, letters of administration or similar other documents.

• Fees as agreed upon with the Stock Exchanges will be charged for:

• issue of new certificate in replacement of those that are torn, defaced, lost or destroyed;

vi. sub-division and consolidation of shares and debenture certificates and for sub-division of letters of allotment and split, consolidation renewal and pucca transfer receipts into denominations other than those fixed for the market unit of trading.

Transmission of shares

23. (*i*) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a 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.

24. (*i*) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

• to be registered himself as holder of the share; or
• to make such transfer of the share as the deceased or insolvent member could have made.

(*ii*) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (*i*) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(*ii*) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(*iii*) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of shares

27. 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.

28. The notice aforesaid shall—

• 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

• 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.

29. 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.

30. (*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.

31. (*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.

32. (*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;

(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.

33. 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

34. 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.

35. Subject to the provisions of section 61, the company may, by ordinary resolution,—

• consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

• convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

• sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

• 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.

36. Where shares are converted into stock,—

• 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.

• 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.

• 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.

37. 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

38. (*i*) The company in general meeting may, upon the recommendation of the Board, resolve—

• 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

• that such sum be accordingly set free for distribution in the manner specified in clause (*ii*) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(*ii*) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (*iii*), either in or towards—

• paying up any amounts for the time being unpaid on any shares held by such members respectively;

• 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;

• partly in the way specified in sub-clause (*A*) and partly in that specified in sub-clause (*B*);

• 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;

• The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

39. (*i*) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

• 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

• generally do all acts and things required to give effect thereto.

(*ii*) The Board shall have power—

• 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

• 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

40. 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

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.

42. (*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

43. (*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.

44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

45. 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.

46. 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.

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

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—

• in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

• 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, *hundies*, 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.

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. In case of a One Person Company—

(*i*) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;

(*ii*) such minutes book shall be signed and dated by the director;

(*iii*) the resolution shall become effective from the date of signing such minutes by the director.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

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;

(*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 two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

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 as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(*ii*) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(*iii*) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

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.

87. The Company shall not forfeit any unpaid or unclaimed dividend and such dividends shall be dealt with according to the provisions of the Companies Act, 2013.

Accounts

88. (*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.

Dematerialisation Of Securities

89. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Articles.
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 & Exchange Board of India; established under Section 3 of the Securities & Exchange Board of India Act, 1992 and

"Depository" means a company formed and registered under the Companies Act, and which has been granted a certificate of registration to act as depository under Securities & Exchange Board of India Act, 1992; and wherein the securities of the Company are dealt with in accordance with the provisions of the Depositories Act, 1996.

90. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996.

91. Every holder of or subscriber to securities of the Company shall have the option to receive certificates for such securities 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 securities in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates for the Securities.

If a person opts to hold his Securities with the depository, the Company shall intimate such depository the details of allotment of the Securities, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the Securities.

92. All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

93.(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 securities of the Company 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 of securities in the record of the depository shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities which are held by a depository and shall be deemed to be a Member of the Company.

94. Notwithstanding anything contained in the Act or these Articles to the contrary, where securities of the Company are held in a depository, the records of the beneficiary ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

95. Nothing contained in Section 108 of the Act or these Articles, shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

96. Notwithstanding anything contained in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

97. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

98. 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.

Audit

99. Auditors shall be appointed and their rights and duties regulated in accordance with Sections 139 to 147 of the Act.

The First Auditor or Auditors of the Company shall be appointed by the Board within 30 days of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the Sixth Annual General Meeting provided that the Company may, at a General Meeting, remove any such Auditor or all of such Auditors and appoint in his or their place by Special Resolution.

Copies Of Memorandum And Articles To Be Sent To Members

100. Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent by the Board to every Member at his request within 7 days of the request on payment of prescribed fees for each copy.

Documents And Notices

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• A document or notice may be served on a Company or any officer thereof by sending it to the Company or the Officer at the registered office of the Company sending it by registered post or by speed post or by courier service, or by leaving it at its registered office or by means of such electronic or other mode as may be prescribed.

• A document may be served upon the Registrar or any member by sending it to his office or address by post or registered post or speed post or courier service or by delivering at his office or address or by means of such electronic or other mode as may be prescribed. Provided that a member may request for delivery of any documents through a particular mode Now the Documents will have to be sent to a member to his address, in India or abroad.

• Documents or notices of every General Meeting shall be served or given in the same manner hereinbefore on or to (a) All the members, legal Representative of any deceased member or assignee of the insolvent member (b) Auditors and (c) the Directors of the Company, in writing or through Electronic mode.

• Any document or notice to be served or given by the Company may be signed by the Directors, Key Managerial Personnel or an Officer of the Company duly authorised by the Board of Directors in this behalf and the signatures thereto may be written, printed or lithographed.

Borrowing Powers

102. The Board may, from time to time, at its discretion subject to the provisions of Section 179 of the Act, raise or borrow, and secure the payment of any sum or sums of money for the purpose of the Company; provided that the Board shall not without the sanction of the Company in General Meeting borrow any sum of money which together with money borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, that is to say, reserves not set aside for any specific purpose.

103. The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by the issue of bonds, perpetual or redeemable, debentures or debenture-stock, or any mortgage, or other security on the undertaking of the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being.

Winding up

104. Subject to the provisions of Chapter XX of the Act and rules made there under—

(*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.

Secrecy

105. Subject to the provisions of these Articles and the Act no member, or other person (not being a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Company to communicate.

Indemnity

106. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts and agreements referred to (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Company or contracts entered into more than two years before the date of filing of this Prospectus), These contracts, copies of which will be attached to the copy of the Prospectus, to be delivered to the Registrar of Companies, Kolkata, West Bengal for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company at 4, Fairlie Place, HMP House, 4th Floor, Room No – 408, Kolkata – 700 001, West Bengal from 11.00 a.m. to 5.00 p.m. on working days from the date of the Prospectus until the Issue Closing Date.

MATERIAL CONTRACTS

1) Memorandum of Understanding dated 27th February, 2016 between our Company and the Lead Manager to the Issue.

2) Memorandum of Understanding dated 27th February, 2016 entered into with Maheshwari Datamatics Private Limited to appointing them as the Registrar to the Issue.

3) Copy of tripartite agreement dated 11th March, 2013 between NSDL, our Company and Maheshwari Datamatics Private Limitd.

4) Copy of tripartite agreement dated 18th March, 2013 between CDSL, our Company and Maheshwari Datamatics Private Limited.

5) Bankers to the Issue Agreement dated 15th July, 2016 between our Company, Lead Manager, Banker to the Issue and the Registrar to the issue.

6) Market Making Agreement dated 27th February, 2016 between our Company, Lead Manager and Market Maker.

7) Underwriting Agreement dated 27th February, 2016 between our Company and Underwriters.

DOCUMENTS FOR INSPECTION

8) Memorandum and Articles of Association of our Company as amended from time to time.

9) Copy of the resolution passed at the meeting of the Board of Directors held on 1st February, 2016 approving the issue.

10) Copy of the resolution passed by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on 25th February, 2016.

11) Copy of Shareholders resolution dated 30th September, 2015 appointing Mr. Anindya Bikas Datta as the Managing Director of our Company for a period of Three (3) years w.e.f. 1st October, 2015 and approving their remuneration and terms.

12) Consents of the Directors, Company Secretary/Compliance Officer, Chief Financial Officer, Statutory / Peer Review Auditors, Lead Manager to the Issue, Underwriters, Market Makers, Bankers to the Issue, Legal Advisors to the Issue, and Registrars to the Issue, to include their names in the Prospectus to act their respective capacities.

13) Copies of Audit Reports and Financial Statements of our Company for preceding three financial years i.e.

for the financial years viz 2012-13, 2013-2014, 2014-15 and 2015-16.

14) Audit report and restated financial information issued by our Peer Review Auditors i.e. M/s. A K Meharia & Associates Chartered Accountants, dated 18th July, 2016 included in the Prospectus.

15) Letter dated 25th February, 2016 from the statutory Auditors of our Company, M/s A K Meharia & Associates Chartered Accountants, detailing the tax benefits.

16) Copy of certificate from the statutory Auditors of our Company, M/s A K Meharia & Associates, Chartered Accountants, dated 1st March, 2016, regarding the sources and deployment of funds as on 29th February, 2016.

17) Board Resolution dated 16th August, 2016 for approval of Prospectus.

18) Due Diligence Certificate dated 2nd March, 2016 be submitted to SEBI from Lead Manager viz. First Overseas Capital Limited along with the filing of the Prospectus.

19) Copy of approval from BSE vide letter dated 20th May, 2016 to use the name of BSE in this offer document for listing of Equity Shares BSE-SME

Any of the contracts or documents mentioned in this 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 relevant statutes.

DECLARATION

All the relevant provisions of the Companies Act, 1956 / Companies Act, 2013 and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 1956 / Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations issued, as the case may be. We further certify that all statements in this Prospectus are true and correct.

SIGNED BY ALL THE DIRECTORS

Mr. Anindya Bikas Datta
(DIN- 07274171)

Mr. Abhishek Das
(DIN- 07083079)

Ms. Debosmita Ghosh Dastidar
(DIN- 07027547)

Mr. Anil Kumar Sajjankumar Sharma
(DIN- 07047852)

Mr. Konthoujam Sumeet Singha
(DIN- 07359768)

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Diprani Thakur

SIGNED BY THE CHIEF FINANCIAL OFFICER

Mr. Nitesh Agrawal

Date: 16.08.2016
Place: Kolkata

ANNEXURE A

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS

TABLE:1

Sr. No.	Issue Name	Issue Size (Rs. Cr.)	Issue Price (Rs.)	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
1	Powerhouse Fitness & Realty Limited	7.20	30.00	21-10-2014	30	-3.65% (+5.61%)	-4.76% (+0.69%)	+25.4% (+7.02%)
2	Anubhav Infrastructure Limited	9.00	15.00	12-12-2014	14.85	-1.41% (+0.39%)	-4.24% (5.36%)	-4.24% (-1.87%)
3	SSPN Finance Limited	1.50	20.00	26-03-2015	15	+4.17% (-0.07%)	+1.39% (+1.06%)	-13.54% (-6.58%)
4	Yogya Enterprises Limited	1.50	15.00	15-04-2015	14.25	+19.3% (-5.12%)	+14.74% (+2.23%)	+91.58% (-6.58%)
5	Athena Constructions Limited	2.50	10.00	16-04-2015	15.71	+147.4% (-4.68%)	+15.58% (+3.20%)	+52.79% (-6.35%)
6	Funny Software Limited	4.59	14.00	02-06-2015	13.5	-26.3% (+2.79%)	-26.3% (-5.95%)	-26.3% (-3.90%)
7	Mishka Exim Limited	5.45	10.00	13-07-2015	14	+48.15% (-1.61%)	+11.11% (-1.57%)	+18.52% (-10.83%)
8	Oyeeee Media Limited	15.90	40.00	02-09-2015	45	0.44% (-6.22%)	0% (-0.20%)	+8.38% (-9.63%)
9	Tejnaksh Healthcare Limited	2.43	80.00	27-10-2015	80	-1.45% (-4.75%)	+6.58% (-5.65%)	-2.50% (-5.19%)
10	Navigant Corporate Advisors Limited	1.19	14.00	18-12-2015	14.15	-12.92%(-5.22%)	-48.21%(-3.30%)	-57.14%(+4.73%)
11	Ganga Pharmaceuticals Limited	1.54	15.00	22-02-2016	14.15	-12.87%(+6.51%)	-12.87%(+6.36%)	-46.13%(+6.36%)
12	Darshan Orna Limited	7.54	60.00	19-05-2016	61	0%(+4.83%)	-1.83%(+10.26%)	N.A.

TABLE 2: SUMMARY STATEMENT OF DISCLOSURE

Financial Year	Total No. of IPOs	Total amount of funds raised (Rs. Cr.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			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%
2016-2017	1	7.54	0	0	0	0	0	1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2015-2016	8	35.1	0	1	2	1	1	2	0	1	0	2	0	1
2014-2015	3	17.7	0	0	2	0	0	1	0	0	2	0	1	0