



BODHI TREE MULTIMEDIA LIMITED

CIN: L22211MH2013PLC245208

Our Company was originally incorporated as a private limited company on July 04, 2013, under the name and style "Bodhi Tree Multimedia Private Limited" under the provisions of the Companies Act, 1956, with the Registrar of Companies, Mumbai. Our Company was converted into a public limited company pursuant to a shareholders resolution passed at an Extra-Ordinary General Meeting of the Company held on August 18, 2020 and the name of our Company was changed to "Bodhi Tree Multimedia Limited", and a fresh Certificate of Incorporation consequent upon conversion to public limited company was issued by the Registrar of Companies, Mumbai on September 01, 2020. For further details please refer to the section titled "General Information" beginning on page 46 of this Letter of offer.

Registered Office: 507, Reliable Business Centre Jogeshwari (West), Mumbai, Maharashtra - 400102;
Tel: +91-022- 40101293; **Email id:** info@bodhitreemultimedia.com ; **Website:** www.bodhitreemultimedia.com
Contact Person: Ms. Nirali Dishant Shah, Company Secretary & Compliance Officer

PROMOTER OF OUR COMPANY: MR. MAUTIK AJIT TOLIA AND MR. SUKESH DEVDAS MOTWANI

**FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF BODHI TREE MULTIMEDIA LIMITED
(THE "COMPANY" OR THE "ISSUER") ONLY**

THE ISSUE

ISSUE OF UPTO 5,55,37,777 EQUITY SHARES OF FACE VALUE OF RE.1.00 EACH ("EQUITY SHARES") OF BODHI TREE MULTIMEDIA LIMITED ("BTML" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. 8.00 PER EQUITY SHARE (INCLUDING PREMIUM OF RS.7.00 PER EQUITY SHARE) ("ISSUE PRICE") FOR AN AGGREGATE AMOUNT NOT EXCEEDING RS. 4,443.02 LACS @ TO THE ELIGIBLE EQUITY SHAREHOLDERS ON RIGHTS BASIS IN THE RATIO OF 4 (FOUR) EQUITY SHARES FOR EVERY 9 (NINE) FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, I.E. MARCH 24, 2025 (THE "ISSUE"). THE ISSUE PRICE IS 8 TIMES OF FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE SEE THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE 130 OF THIS LETTER OF OFFER.

@assuming full subscription

GENERAL RISK

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors shall rely on their own examination of our Company and the Issue including the risks involved. The securities being 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 Letter of Offer. Specific attention of the investors is invited to "Risk Factors" beginning on page 23 of this Letter of Offer before making an investment in this Issue.

WILFUL DEFAULTER OR A FRAUDULENT BORROWER

Neither our Company nor any of our Promoter or Directors has been categorized as a Wilful Defaulter or a Fraudulent Borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on Wilful Defaulter or a Fraudulent Borrower issued by the Reserve Bank of India.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Letter of offer contains all information with regard to our Company and the Issue, which is material in the context of this Issue; that the information contained in this Letter of offer 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 Letter of offer as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The existing Equity Shares of our Company are listed on BSE Limited (BSE) & National Stock Exchange of India Limited (NSE). Our Company has received "in-principle" approval from BSE & NSE for listing the Equity Shares to be allotted pursuant to the Issue through their letters dated February 14, 2025 and February 14, 2025 respectively. Our Company will also make an application to BSE & NSE to obtain their trading approval for the rights entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is NSE.

REGISTRAR TO THE ISSUE



BIGSHARE SERVICES PRIVATE LIMITED

Office No.: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai- 400093

Tel No.: +91 22-62638200; **Fax:** +91 22-6263 8299; **E-mail:** rightsissue@bigshareonline.com

Investor grievance e-mail: investor@bigshareonline.com

Website: www.bigshareonline.com

Contact Person: Mr. Suraj Gupta

SEBI Registration Number: INR000001385

ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE OF ON-MARKET RENUNCIATIONS*	ISSUE CLOSES ON**
TUESDAY, APRIL 15, 2025	TUESDAY, APRIL 22, 2025	MONDAY, APRIL 28, 2025

*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

**Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.



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SECTION I - GENERAL
DEFINITIONS AND ABBREVIATIONS

This Letter of Offer uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalized terms used in this Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.

References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Letter of Offer but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in "Statement of Special Tax Benefits" and "Financial Statements" beginning on pages 62 and 99, respectively of this Letter of Offer, shall have the meaning given to such terms in such sections.

Company Related Terms

Terms	Description
"Bodhi Tree Multimedia Limited" or "the Company" or "our Company" or "we" or "us" or "our" or "the Issuer"	Bodhi Tree Multimedia Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 and having its Registered 507, Reliable Business Centre Jogeshwari (West), Mumbai, Maharashtra- 400102.
Articles of Association	The Articles of Association of our Company as amended from time to time.
Auditors / Statutory Auditors	The Statutory Auditors of our Company being M/s. SARA & Associates., Chartered Accountants.
Board / Board of Directors / our Board	The Board of Directors of our Company or a duly constituted committee thereof, as the context may refer to.
Director(s)	Any or all the director(s) of our Board, as may be appointed from time to time.
Equity Shares / Shares	Equity Shares of face value of Re. 1 each of our Company.
Internal Auditors	M/s. S Khasgiwala & Co., Chartered Accountants.
Key Managerial Personnel / KMP	Mr. Mautik Ajit Tolia, Chairman & Managing Director, Mr. Sukesh Devdas Motwani, Whole Time Director, Mr. Ravi Bhavanishankar Bhatt, Chief Financial Officer and Ms. Nirali Dishant Shah, Company Secretary and Compliance Officer, collectively referred as Key Managerial Personnel of the Company.
Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time.
Promoter	Mr. Mautik Ajit Tolia and Mr. Sukesh Devdas Motwani
Promoter Group	Persons and entities forming part of the promoter group of our Company as determined in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed by our Company in the filings made with the Stock Exchange under the SEBI Listing Regulations.
Registered Office	Registered office of our Company situated at 507, Reliable Business Centre Jogeshwari (West), Mumbai, Maharashtra- 400102.



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Terms	Description
Registrar of Companies / ROC	Registrar of Companies, Mumbai, 100, Everest, Marine Drive, Mumbai-400002, Maharashtra.
Subsidiary / Subsidiary Company / our Subsidiary	Our Company has five subsidiaries namely M/s Dharmaveer Media City Private Limited, M/s Vasudhara Media Ventures Private Limited M/s. MJ Creative Studio Private Limited, M/s. Maa Shanti Motion Pictures Private Limited, M/s. Samidha Khalid Ventures Private Limited and associate M/s. Phataka Films LLP, M/s. Bodhi Mantra Media LLP and step down associates M/s. Guroudev Bhalla Screens LLP and M/s. Supercluster Production.

Issue Related Terms

Term	Description
Abridged Letter of Offer or ALOF	The Abridged letter of offer to be sent to the Eligible Equity Shareholders as on the Record Date with respect to the Issue in accordance with the SEBI ICDR Regulations and the Companies Act.
Additional Rights Equity Shares / Additional Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlement.
Allotment / Allot / Allotted / Allotment of Rights Equity Shares	The allotment of Rights Equity Shares pursuant to the Issue.
Allotment Account(s)	The account(s) opened with the Banker(s) to this Issue, into which the Application Money lying credit to the Escrow Account(s) and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act, 2013.
Allotment Account Bank(s)	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, Axis Bank Limited.
Allotment Advice	The note or advice or intimation of Allotment sent to the Investors, who have been or are to be allotted the Rights Equity Shares after the basis of Allotment has been approved by the BSE and NSE.
Allotment Date	The date on which Allotment is made.
Allottee(s)	Persons to whom Rights Equity Shares of our Company are allotted pursuant to this Issue.
Applicant(s) / Investors	Eligible Shareholder(s) and/or Renouncee(s) who make an application for the Rights Equity Shares pursuant to the Issue in terms of the Letter of Offer.
Application	Application made through (i) submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Equity Shares at the Issue Price.
Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Applicant to make an application for the Allotment of Rights Equity Shares in this Issue.



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Term	Description
Application Money	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price.
Application Supported by Blocked Amount/ ASBA	The application (whether physical or electronic) used by Investors to make an application authorizing the SCSB to block the amount payable on application in their specified bank account maintained with SCSB.
ASBA Account	An account maintained with an SCSB and specified in the CAF or plain paper application, as the case may be by the Applicant for blocking the amount mentioned in the CAF or in the plain paper application.
ASBA Circulars	Collectively, SEBI circular bearing reference number SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular bearing reference number CIR/CFD/DIL/1/2011 dated April 29, 2011, SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 and SEBI circular bearing reference number SEBI/HO/CFD/DIL2/P/CIR/2023/75 dated May 30, 2023.
Bankers to the Company	Bank of India, Mumbai.
Bankers to the Issue / Escrow Collection Bank	Axis Bank Limited
Banker to the Issue Agreement	Agreement dated March 21, 2025 entered into by and amongst our Company, the Registrar to the Issue and the Bankers to the Issue for collection of the Application Money from Applicants/ Investors, transfer of funds to the Allotment Account and where applicable, refunds of the amounts collected from Applicants/Investors, on the terms and conditions
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants in consultation with the Designated Stock Exchange under this Issue, as described in "Terms of the Issue" beginning on page 130 of this Letter of Offer.
CAF / Common Application Form	The application form used by Investors to make an application for Allotment under the Issue
Controlling Branches / Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Registrar to the Issue and the Stock Exchange, a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34
Designated Branches	Such branches of the SCSBs which shall collect application forms used by ASBA Investors and a list of which is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34
Designated Stock Exchange	National Stock Exchange of India Limited
Depository	A depository registered with SEBI under the SEBI (Depository and Participant) Regulations, 2018, as amended from time to time, read with the Depositories Act, 2018.
ECS	Electronic Clearing Service
Equity Shareholder(s)/ Shareholder(s)	The holders of Equity Shares of our Company.
Eligible Equity Shareholders / Eligible Shareholders/	Holders of Equity Shares of our Company as on the Record Date, i.e. March 24, 2025.



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Term	Description
Escrow Account(s)	One or more no-lien and non-interest-bearing accounts with the Escrow Collection Bank(s) for the purposes of collecting the Application Money from resident Investors.
"Escrow Collection Bank", "Allotment Account Bank(s)" or "Refund Bank(s)"	Bank(s) which are clearing members and registered with SEBI as banker to an issue and with whom the Escrow Account will be opened, in this case being, Axis Bank Limited.
Fraudulent Borrower	A fraudulent borrower, as defined under the SEBI ICDR Regulations
General Corporate Purposes	General corporate purposes shall have the meaning as determined in Regulation 2(1)(r) of the SEBI ICDR Regulations.
GIR	General Index Registrar
IEPF	Investor Education and Protection Fund
Investor(s)	The Equity Shareholders of our Company on the Record Date i.e. March 24, 2025 and the Renouncee(s).
ISIN	International Securities Identification Number
Issue / the Issue / this Issue / Rights Issue	Issue of upto fully paid up 5,55,37,777 Equity Shares with a face value of Re. 1 each for cash at a price of Rs. 8.00(including a premium of Rs. 7.00) per Equity Share aggregating up to Rs. 4,443.02 Lakhs on a rights basis to Eligible Shareholders in the ratio of 4 (Four) Rights Equity Shares for every 9 (Nine) fully paid-up Equity Share held on the Record Date i.e. March 24, 2025.
Issue Closing Date	April 28, 2025
Issue Opening Date	April 15, 2025
Issue Price	Rs. 8.00 (including premium of Rs. 7.00) per Equity Share
Issue Proceeds	The gross proceeds raised through the Issue
Issue Size	The issue of upto fully paid up 5,55,37,777 Rights Equity Shares for an amount aggregating up to Rs. 4,443.02 Lakhs.
Letter of Offer / LOF	The final letter of offer to be issued by our Company in connection with the Issue dated March 24, 2025.
Listing Agreement	Uniform listing agreement entered into under the Listing Regulations between our Company and the Stock Exchanges.
MICR	Magnetic Ink Character Recognition
Multiple Application Forms	Multiple application forms submitted by an Eligible Equity Shareholder/ Renouncee in respect of the Rights Entitlement available in their demat account. However, supplementary applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application.
NAV	Net Asset Value calculated as Net Worth divided by number of fully paid-up Equity Shares.
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details, please refer to the chapter titled "Objects of the Issue" beginning on page 54 of this Letter of Offer.
Net Worth	Net worth as defined under Section 2(57) of the Companies Act.
Non Institutional Investor(s)	Investor, including any company or body corporate, other than a Retail Individual Investor and a QIB.



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Term	Description
Offer Document	The Letter of Offer, Abridged Letter of Offer including any notices, corrigenda thereto.
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off-market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws.
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchanges through a registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchanges, from time to time, and other applicable laws, on or before April 22, 2025
QIBs / Qualified Institutional Buyers	Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Record Date	A record date fixed by our Company for the purposes of determining the names of the Equity Shareholders who are eligible for the issue of Rights Equity Shares i.e. March 24, 2025.
Registered Foreign Portfolio Investors / Foreign Portfolio Investors / Registered FPIs / FPIs	Foreign portfolio investors as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2019.
Registrar to the Issue / Registrar and Transfer Agent / RTA	Bigshare Services Private Limited
Registrar Agreement	Agreement dated 03 rd May, 2024 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue.
Renouncee(s)	Person(s) who has / have acquired Rights Entitlements from the Eligible Equity Shareholders.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on April 22, 2025 in case of Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.
Retail Individual Investor(s)	Individual Investors who have applied for Rights Equity Shares for an amount less than or equal to Rs. 200,000 (including HUFs applying through their karta).
Rights Entitlements (Res)	The number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by such Eligible Equity Shareholder on the Record Date.
RE-ISIN	The RE-ISIN for Rights Entitlement of fully paid-up shares being INE0EEJ20023 .
Rights Equity Shares / Rights Shares	The equity shares of face value Re. 1.00 each of our Company offered and to be issued and allotted pursuant to the Issue.



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Term	Description
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders. The Rights Entitlements are also accessible through on the website of our Company.
Self-Certified Syndicate Bank / SCSBs	The banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended, and offer the facility of ASBA, including blocking of bank account and a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34
Stock Exchange/ Stock Exchange(s)	BSE and NSE, where the Equity Shares of our Company are presently listed.
Transfer Date	The date on which the Application Money held in the Escrow Account and the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of successful Applications, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange.
Willful Defaulter	Willful Defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Days	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Equity Shares on the Stock Exchanges, working day means all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI.

Business and Industry related Terms / Abbreviations

Term	Description
AGV	Animation, Gaming and VFX;
AVGC	Animation, Visual Effects, Gaming and Comic;
AVOD	Advertising-Based Video on Demand;
Bn	Billion;
CAGR	Compounded Annual Growth Rate;
CPaaS	Communications Platform as a Service;
DD	Doordarshan;
FFO	Film Facilitation Office;
FICCI	Federation of Indian Chambers of Commerce and Industry;
IBDF	Indian Broadcasting and Digital Foundation;
IBF	Indian Broadcasting and Digital Foundation;
IQ	Intelligence Quotient;
M&E	Media & Entertainment;
MeitY	Ministry of Electronics and Information Technology, Government of India;
MSMEs	Micro Small Medium-scale Enterprises;
NFDC	National Film Development Corporation;
NFT	Non-Fungible Token;



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Term	Description
OBM	Ormax Brand Monitor;
OEM	Original Equipment Manufacturers;
OTT	Over The Top;
SaaS	Software as a Service;
SRB	Self-regulatory Body;
SVOD	Subscription Video on Demand;
Tn	Trillion;
TRAI	Telecom Regulatory Authority of India;
TVF	The Viral Fever;
VFX	Visual Effects;
WEO	World Economic Outlook;
WHO	World Health Organization;
YoY	Year over Year;
ZEE	Zee Entertainment

Conventional and General Terms or Abbreviations

Term	Description
“₹” / “Rs.” / “Rupees” / “INR”	Indian Rupees
A/c	Account
AGM	Annual General Meeting
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the SEBI AIF Regulations
AY	Assessment Year
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CARO	Companies (Auditor’s Report) Order, 2020
CBIC	Central Board of Indirect Taxes and Customs
CDSL	Central Depository Services (India) Limited
Central Government	The Central Government of India
CFO	Chief Financial Officer
CIN	Corporate Identity Number
Companies Act	Companies Act, 2013, as amended from time to time
Companies Act, 1956	Companies Act, 1956 and the rules made thereunder, as the context requires
Companies Act, 2013	Companies Act, 2013 and the rules made thereunder
COVID-19 / Novel Coronavirus	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CRAR	Capital adequacy ratio/Capital to risk assets ratio
CrPC	Code of Criminal Procedure, 1973
CTS	Cheque Truncation System
Depositories Act	The Depositories Act, 2018 as amended from time to time
DIN	Director Identification Number
DP	Depository Participant as defined under the Depositories Act



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Term	Description
DP ID	Depository Participant's Identity
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
EPS	Earnings per Share
EGM	Extraordinary General Meeting
FCNR Account / FCNR	Foreign Currency Non Resident Account
FBIL	Financial Benchmarks India Private Limited
FDI	Foreign Direct Investment
FEMA Act / FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations promulgated there under and any amendments thereto.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2017 as amended from time to time
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Fiscal /Fiscal Year/ Financial Year/FY	12 month period commencing from April 1 and ending on March 31 of the immediately succeeding year.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018
FPI	Foreign Portfolio Investor
FVCIs	Foreign venture capital investors as defined in and registered with SEBI under the SEBI FVCI Regulations.
GCP	General Corporate Purpose
Government/GoI	Government of India
GST	Goods and Service Tax
HFC	Housing finance companies
HUF	Hindu Undivided Family
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Ind AS	Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
Indian GAAP	Generally accepted accounting principles followed in India.
Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time
ISIN	International Securities Identification Number
I.T. Act / IT Act	Income Tax Act, 1961
I. T. Rules	Income Tax Rules, 1962, as amended from time to time.
KMP	Key Managerial Personnel
Lakh	One hundred thousand
MCA	Ministry of Corporate Affairs, Government of India
Mutual Fund	Mutual fund registered with SEBI under the Securities and Exchange Board of (Mutual Funds) Regulations, 1996
NACH	National Automated Clearing House which is a consolidated system of ECS.
NBFC	Non-banking financial companies
NCD (s)	Non-convertible debentures



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Term	Description
Net Worth	Aggregate of Equity Share capital and other equity
NCLT	National Company Law Tribunal
NCLAT	National Company Law Appellate Tribunal
NEFT	National Electronic Fund Transfer
N.A.	Not Applicable
NI Act	The Negotiable Instruments Act, 1881
NR	Non Resident
NRE	Non Resident External Account
NRI	Non Resident Indian
NSDL	National Securities Depositories Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Deposit) Regulations, 2000 and which was in existence on the date of the commencement of Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's)) Regulations, 2003 and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the regulations.
OPC	One Person Company
p.a.	Per Annum
PAN	Permanent Account Number
PAT	Profit after tax
QP	Qualified purchaser as defined in the U.S. Investment Company Act
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RTGS	Real Time Gross Settlement
SCORES	SEBI Complaints Redress System
SCRA	The Securities Contracts (Regulation) Act, 1956, as amended from time to time.
SCRR	The Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act, 1992.
SEBI Act	The Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended from time to time.



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Term	Description
SEBI ICDR Regulations /ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.
SEBI Listing Regulations/ Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
SEBI Takeover Regulations/ SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended from time to time.
SEBI Relaxation Circulars	SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, read with SEBI circulars bearing reference numbers SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 and SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021
SEBI Rights Issue Circulars	Collectively, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020 and the SEBI Relaxation Circulars
STT	Securities Transaction Tax
SICA	Sick Industrial Companies (Special Provisions) Act, 1985.
Total Borrowings	Aggregate of debt securities, borrowings (other than debt securities) and subordinated liabilities
UPI	Unified Payments Interface
U.S/United States	The United States of America
USD / US\$	United States Dollars
US Securities Act	The United States Securities Act of 1933, as amended from time to time
VCFs	Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
WHO	World Health Organization

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder.



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NOTICE TO INVESTORS

The distribution of this Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter and the issue of Rights Entitlement and Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Letter of Offer, the Abridged Letter of Offer or Application Form may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch through email and courier this Letter of Offer / Abridged Letter of Offer, Application Form and Rights Entitlement Letter only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. Further, this Letter of Offer will be provided, through email and courier, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access this Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Stock Exchanges.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of this Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If this Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer or the Application Form.

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorised to acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. Our Company, the Registrar or any other person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

Neither the delivery of this Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Letter of Offer and the Abridged Letter of Offer and the Application Form and Rights Entitlement Letter or the date of such information.



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THE CONTENTS OF THIS LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE OFFER RIGHTS OF EQUITY SHARES OR RIGHTS ENTITLEMENTS. ACCORDINGLY, EACH INVESTOR SHOULD CONSULT THEIR OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE OFFER OF EQUITY SHARES. IN ADDITION, OUR COMPANY IS NOT MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof ("**United States**"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which this Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, this Letter of Offer / Abridged Letter of Offer and the enclosed Application Form and Rights Entitlement Letters should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and this Letter of Offer / Abridged Letter of Offer and Application Form and Rights Entitlement Letter will be dispatched only to Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certification set out in the Application Form to the effect that the subscriber is authorised to acquire the Rights Equity Shares or Rights Entitlement in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory



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requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.



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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Certain Conventions

In this Letter of Offer, unless otherwise specified or context otherwise requires, references to 'US\$', '\$', 'USD' and 'U.S. dollars' are to the legal currency of the United States of America, and references to 'INR', '₹', 'Rs.', 'Indian Rupees' and 'Rupees' are to the legal currency of India. All references herein to the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions. All references herein to 'India' are to the Republic of India and its territories and possessions and the references herein to 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, central or state, as applicable.

Financial Data

Unless stated or the context requires otherwise, our financial data included in this Letter of Offer is derived from the Audited Financial Statements. For further information, refer chapter titled "Financial Statements" on page 99.

We have prepared our Audited Financial Statements in accordance with Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. Our Company publishes its financial statements in Indian Rupees. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Letter of Offer should accordingly be limited.

Our Company's Financial Year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year. Accordingly, all references to a particular Financial Year or Fiscal, unless stated otherwise, are to the 12 months period ending on March 31 of that particular calendar year.

In this Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off, and unless otherwise specified, all financial numbers in parenthesis represent negative figures. Unless stated otherwise, throughout this Letter of Offer, all figures have been expressed in Lakhs.

Currency of Presentation

- All references to 'INR', '₹', 'Indian Rupees', 'Rs.' and 'Rupees' are to the legal currency of India.
- Any reference to 'US\$', 'USD', '\$' and 'U.S. dollars' are to the legal currency of the United States of America.

References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable. Unless stated otherwise, throughout this Letter of Offer, all figures have been expressed in lakh.

Market and Industry Data

Unless stated otherwise, industry and market data used in this Letter of Offer have been obtained or derived from publicly available information. Publicly available Information generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured.



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Accordingly, no investment decision should be made on the basis of such information. Although we believe that industry data used in this Letter of Offer is reliable, it has not been independently verified and neither we, nor any of our affiliates, jointly or severally, make any representation as to its accuracy or completeness. The extent to which the market and industry data used in this Letter of Offer is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in the section "Risk Factors" beginning on page 23 of this Letter of Offer.

Conversion rates for foreign currency:

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

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

(Rs. per unit of Foreign Currency)

Sr. No.	Name of Currency	As on March 21, 2025	As on March 31, 2024	As on March, 31, 2023	As on March 31, 2022
1	U.S. Dollar	85.99	83.33	82.18	75.91

Source: <https://www.poundsterlinglive.com/>



FORWARD LOOKING STATEMENTS

Our Company has included statements in this Letter of Offer which contain words or phrases such as 'anticipate', 'believe', 'continue', 'can', 'could', 'estimate', 'expect', 'expected to', 'future', 'intend', 'is likely', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'shall', 'should', 'will', 'will continue', 'would', or other words or phrases of similar import. Similarly, statements that describe our objectives, strategies, plans or goals are also forward looking statements. However, these are not the exclusive means of identifying forward looking statements. Forward-looking statements are not guarantees of performance and are based on certain assumptions, future expectations, describe plans and strategies, contain projections of results of operations or of financial condition or state other forward-looking information. All statements regarding our Company's expected financial conditions, results of operations, business plans and prospects are forward-looking statements.

Forward-looking statements contained in this Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. Important factors that could cause actual results to differ materially from our Company's expectations include, among others:

- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various business plans;
- Any failure or disruption of our information technology system;
- Increasing competition in or other factors affecting the industry segments in which our Company operates;
- Changes in laws and regulations relating to the industries in which we operate;
- Fluctuations in operating costs and impact on the financial results;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India or in other 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; and
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in the section titled "Risk Factors" beginning on page 23 of this Letter of Offer. By their very nature, market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains, losses or impact or net interest income and net income could materially differ from those that have been estimated, expressed or implied by such forward-looking statements or other projections.

Whilst we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, Investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as of the date of this Letter of Offer or the respective dates indicated in this Letter of Offer, and our Company undertakes no obligation to update or revise any of them, whether as a result of new information, future events or otherwise. If any of these risks and uncertainties materialise, or if any of our Company's underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward- looking



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statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements.

In accordance with SEBI / Stock Exchanges requirements, our Company will ensure that Investors are informed of material developments until the time of the grant of listing and trading permission for the Rights Equity Shares by the Stock Exchanges.



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SECTION II – SUMMARY OF LETTER OF OFFER

The following is a general summary of certain disclosures included in this Letter of Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Letter of Offer or all details relevant to the prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Letter of Offer, including, "Objects of the Issue", "Our Business", "Outstanding Litigation and other Defaults" and "Risk Factors" beginning on pages 54, 78, 117, and 23 respectively of this Letter of Offer.

1. Summary of Business

Our primary business activity includes content production for television, films and digital platforms. We have been in the forefront of creating differentiated and edgy content through its distinct line-up of shows. Our business activities operate in 3 verticals at present: TV – Hindi GEC (General Entertainment Channels), Digital Content (OTT), and regional content in multiple languages.

For further details, refer chapter titled “Our Business” on page 78.

Summary of Industry

Multimedia is a form of communication that uses a combination of different content forms, such as writing, audio, images, animations, or video, into a single interactive presentation, in contrast to traditional mass media, such as printed material or audio recordings, which feature little to no interaction between users. Popular examples of multimedia include video podcasts, audio slideshows, and animated videos.

Multimedia also contains the principles and application of effective interactive communication, such as the building blocks of software, hardware, and other technologies. The five main building blocks of multimedia are text, image, audio, video, and animation. The first building block of multimedia is the image, which dates back 15,000 to 10,000 B.C. with concrete evidence found in the Lascaux caves in France. The second building block of multimedia is writing, which was first scribed in stone or on clay tablets and was mostly about three things. Property, conquest, and religion. Writing was soon abstracted from visual images into symbols that represented the sounds we make with our mouths.

There is also a more modern history of multimedia, starting from the 1960s around the time the term was widely popularized in usage

(Source: <https://en.wikipedia.org/wiki/Multimedia>)

For further details, refer chapter titled “Our Industry” on page 65.

2. Objects of the Issue

Our Company intends to utilize the Issue Proceeds for the following object:

(Amount in Lakhs)

S.No.	Particulars	Amounts	% of gross proceeds	% of Net proceeds
1.	To part finance the requirement of Working Capital requirement of our company.	3,366.70	75.78%	76.64%
2.	To meet General corporate purposes	1,036.32	23.32%	23.56%



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S.No.	Particulars	Amounts	% of gross proceeds	% of Net proceeds
3.	To meet the expenses of the Issue	40.00	0.90%	-
	Total	4,443.02	100.00%	-

For further details, refer chapter titled “Objects of the Issue” on page 54.

3. Intention and extent of participation by the Promoter and Promoter Group

The Promoters of our Company have, vide their letters dated 29th April, 2024 ("Subscription Letters") indicated that they will not subscribe fully to their portion of right entitlement and that they may renounce their rights entitlements. Further, the promoters have confirmed that do not intend to apply for, and subscribe to, additional Rights Equity Shares over and above their Rights Entitlements (including unsubscribed portion of the Issue, if any).

The Company shall maintain minimum public shareholding requirements as stipulated under the SEBI Listing Regulations.

As such, other than meeting the requirements indicated in the chapter titled “Objects of the Issue” at page 54 of this Letter of Offer, there is no other intention / purpose for the Issue, including any intention to delist our Equity Shares.

In case the Rights Issue remains unsubscribed and / or minimum subscription is not achieved, the Board of Directors may dispose of such unsubscribed portion in the best interest of the Company and the Equity Shareholders and in compliance with the applicable laws.

4. Auditor Qualifications

There are no qualifications, reservations and adverse remarks made by our Statutory Auditors in their report to Audited financial statements of the Company for the financial year 2023-24, 2022-23, 2021-22 and 2020-2021.

5. Summary of outstanding litigations

Nature of Case	Number of cases / Notices issued	Amount involved (₹)
Litigations involving our Company	2	56.07
Litigation Involving Actions by Statutory/ Regulatory Authorities;	-	-
Litigation involving Tax Liabilities;	-	-
Proceedings involving issues of moral turpitude or criminal liability on the part of our Company;	-	-
Proceedings involving Material Violations of Statutory Regulations by our Company;	-	-
Matters involving economic offences where proceedings have been initiated against our Company;	-	-
Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and	-	-



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Nature of Case	Number of cases / Notices issued	Amount involved (₹)
other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company;		
Litigation involving our Directors, Promoters and Promoter Group;	-	-
Litigation involving our Group Companies;	-	-

For further details, please refer to section titled “*Outstanding Litigations, Defaults and Material Developments*” beginning on page 117 of this Letter of Offer.

6. Risk Factors

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Letter of Offer.

For the details pertaining to the internal and external risk factors relating to the Company, kindly refer to the chapter titled “*Risk Factors*” beginning on page no. 23 of this Letter of Offer.

7. Contingent liabilities

For details of the contingent liabilities, as reported in the Audited Financial Statements, please refer to the section titled “*Financial Statements*” beginning on page 99 of this Letter of Offer.

8. Related party transactions

For details regarding our related party transactions as per Ind AS 24, see “*Financial Statements*” beginning on page 99 of this Letter of Offer.

9. Financing Arrangements

There has been no financing arrangement whereby our Promoter, members of the Promoter Group, our Directors and their relatives have financed the purchase, by any other person, of securities of our Company other than in the normal course of the business of the financing entity during the period of 6 (six) months immediately preceding the date of this Letter of Offer.

10. Issue of Equity Shares for consideration other than cash in last one year

Our Company has not issued any Equity Shares for consideration other than cash during the last one year immediately preceding the date of this Letter of Offer.



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11. Split / Consolidation

The shares of the company have been sub divided from 1 (One) Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten only) each be sub-divided into 10 (Ten) Equity shares of Face Value of Re. 1/- (Rupee One only) each fully paid up as on 13th March, 2024.

12. Exemption from complying with any provisions of Securities Laws, if any, granted by SEBI

Our Company has not submitted any application to SEBI for exemption from complying with any provisions of Securities.



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SECTION III - RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider each of the following risk factors and all other information set forth in this Letter of Offer, including in "Our Business", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations", and "Financial Statements" before making an investment in our Equity Shares.

The risks and uncertainties described below are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business, financial condition, results of operations and cash flows. If any or some combination of the following risks, or other risks that are not currently known or believed to be adverse, actually occur, our business, financial condition and results of operations could suffer, the trading price of, and the value of your investment in, our Equity Shares could decline and you may lose all or part of your investment. In making an investment decision with respect to this Issue, you must rely on your own examination of our Company and the terms of this Issue, including the merits and risks involved. You should consult your tax, financial and legal advisors about the consequences of an investment in our Equity Shares and its impact on you.

This Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from such forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Letter of Offer.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context otherwise requires, in this section, reference to "we", "us" "our" refers to our Company.

INTERNAL RISK FACTORS

BUSINESS RELATED RISK

- 1. The Entertainment Industry is subject to shifts in tastes and preferences of audiences. Changing consumer tastes and preferences may compromise our ability to predict which films will be popular with 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. Production & Distribution of movies/Series to various Indian and Indian subcontinent TV Channels and digital platforms, demand for which depends substantially on consumer tastes or preferences that often change in unpredictable ways. The success of our business depends on our ability to consistently produce & distribute filmed entertainment that meets the changing preferences of the broad consumer market within India and Indian subcontinent. The popularity and economic success of our films depends on many factors including general public tastes, key talent involved, the promotion and marketing of the film/serials, the quality and acceptance of other competing programs released into, general economic conditions, the genre and specific subject matter of the film and other tangible & intangible factors all of which can change, are factors that we cannot predict with certainty and which may be beyond our control. If we are unable to Produce and distribute films/serials that appeal to audiences or to accurately judge audience acceptance of content, the commercial success of such films/serials will be in doubt, which could result in costs exceeding revenues generated or anticipated profits not being realized, which could have a material adverse effect on our business, prospects, financial condition and results of operations.

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2. Our business is dependent on the contractual arrangements entered into by us. Many of our client contracts can be terminated with or without cause by providing notice and without termination related penalties.

We enter into contracts with our clients which impose several contractual obligations upon us. If we are unable to meet these contractual obligations and / or our clients perceive any deficiency in our services, we may face legal liabilities and consequent damage to our reputation which may in-turn adversely impact our business, financial condition and results of operations. There are also some contracts, which terminable by our clients in writing upon committing any breach or non-observance of any conditions of the Agreements entered into viz. fraud by our Company or any misconduct of our associate employees which could adversely affect the reputation of our clients.

While, we consider all factors internally prior to entering into such contractual agreements, we cannot assure you that such clients may choose to terminate their agreements with our Company based on the terms stated above. Further, the non-compliance or breach of the terms of the contractual arrangements by either party to the agreements may lead to, among other things, damages, penalties or termination of the agreements, which may consequently result in our inability to attract further business in the future.

3. There are certain outstanding litigations involving our Company, Promoters and Directors.

The details of litigation or proceedings filed by and against our Company, is scheduled as below:

Nature of Case	Number of cases / Notices issued	Amount involved (₹)
Litigations involving our Company	2	56.07
Litigation Involving Actions by Statutory/ Regulatory Authorities;	Nil	Nil
Litigation involving Tax Liabilities;	Nil	Nil
Proceedings involving issues of moral turpitude or criminal liability on the part of our Company;	Nil	Nil
Proceedings involving Material Violations of Statutory Regulations by our Company;	Nil	Nil
Matters involving economic offences where proceedings have been initiated against our Company;	Nil	Nil
Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company;	Nil	Nil
Litigation involving our Directors, Promoters and Promoter Group;		
Litigation involving our Group Companies;		

For further details, please refer to section titled "Outstanding Litigations, Defaults and Material



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Developments" beginning on page 117 of this Letter of Offer.

- 4. The success of providing services depends on our scriptwriters, artists and technicians and their loss or unavailability could adversely affect our business.**

The activity and its success are largely depending upon creativity and individual skills of few people like the scriptwriter, artists and other technicians, which are not readily replaceable. Thus, the entire success of our activities depends upon the creativity of these few peoples. Unavailability of dates of scriptwriters, artists and other technicians could also delay our projects. Further, in case of any dispute with, or loss of any of these people for any reason in the course of rendering services, may adversely affect the project, which in turn could materially adversely affect results of our operations.

- 5. Our Registered Office, Corporate Office and one of our branch offices is not owned by us. In the event we lose such rights, our business, financial condition and results of operations and cash flows could be adversely affected.**

Our registered office and corporate office situated at Unit No 507, Reliable Business Centre Commercial Premises Co-op. Soc. Ltd., Opp Heera Panna Mall, Anand Nagar, Oshiwara, Jogeshwari West, Mumbai - 400 102 and corporate office 6th Floor, Bhukhanvala Chambers, Veera Desai Rd, off New Link Road, Anand Nagar, Andheri West, Mumbai, Maharashtra 400053, respectively is not owned by our Company. The Registered office is owned by one of our Promoters, Mr. Mautik Ajit Tolia for which NOC has been provided to our Company. Our Company has not entered into an agreement with the Promoter to use the premises. Our Promoter Mr. Mautik Ajit Tolia has given premise on rent free basis. In the event our promoter revokes the NOC, we may be required to vacate our office and identify alternative premises. We have our corporate office situated at 6th Floor, Bhukhanvala Chambers, Veera Desai Rd, off New Link Road, Anand Nagar, Andheri West, Mumbai, Maharashtra 400053 is not owned by us and is taken lease basis from Bhukhanvala Holdings Pvt. Ltd. for a period of 36 months starting from 15th February, 2024.

Further, our godown situated at Gala No1, Sai Keshav Villa, Koliwada Road, Malad West, near Diesel Pump, Bhati Koliwada, Madh, Mumbai, Maharashtra 400061 is not owned by us and is taken lease basis from Mr. Gyaneshwar Kohli for a period of 22 months. Further, we cannot assure you that we will be able to continue the above arrangement on commercially acceptable / favourable terms in future. For further details, see section "Our Business" beginning on page 78 of this Letter of Offer.

If we are required to vacate the current premises, we would be required to make alternative arrangements for new offices and other infrastructure, and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

- 6. Piracy of our content may adversely impact our revenues and business.**

We are highly dependent on maintenance of intellectual property rights in the entertainment products and services we provide. Piracy of media products, including digital and internet piracy and the sale of counterfeit consumer products, may decrease revenue from the exploitation of our products.



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Moreover we are into an industry where creativity and originality of content matters. Although we take all possible care to ensure that the content we provide to our viewers or customers do not infringe any of the copyright rights of any of the original producer and in case any of the contents or concepts is borrowed from any of the existing material, due approval from the owner is taken. But we may at times, stand to violate any of the rights of any of the owner due to ignorance, which may drag us into the litigation requiring us to pay settlement amount, or to change the content which may not be preferred by our customers, which may have a material adverse effect on our business, results of operations and financial condition.

- 7. Any failure to retain and attract additional skilled artists or workers, particularly writers and technical personnel, could have a material adverse effect on our business, financial condition and results of operations.**

Our success depends in part on our ability to retain and attract additional skilled artists, particularly script writers, artists and other technical personnel. Without a sufficient number of skilled workers, our company cannot operate. Competition for qualified technical personnel with established customer relationships is intense, both in retaining our existing employees and when replacing or finding additional suitable employees/ workers. Any failure to retain and attract additional skilled technical personnel or artists, could have a material adverse effect on our business, financial condition and results of operations. For further details of our business, please refer to section titled "Our Business" beginning on Page 78 of this Letter of Offer.

- 8. We are heavily dependent on our Promoters and Key Managerial Personnel for the continued success of our business through their continuing services and strategic guidance and support.**

Our success heavily depends upon the continued services of our Key Managerial Personnel, along with support of our Promoters. We also depend significantly on our Key Managerial Personnel for executing our day-to-day activities. The loss of any of our Promoters and Key Management Personnel, or failure to recruit suitable or comparable replacements, could have an adverse effect on us. 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. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy. For further details of our Directors and Key Managerial Personnel, please refer to section titled "Our Management" beginning on page 89 of this Letter of Offer.

- 9. Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business.**

Our company has obtained insurance coverage in respect of certain risks which consists of film insurance policy, film production package policy, Employees Compensation Insurance Policy. If any uncertainty arises including losses arising on account of third-party claims or if claim made by us in respect of an insurance, is not accepted or any loss occurred by us is in excess of the insurance coverage, the same may adversely affect our operation, results and financials. If our arrangements for insurance or indemnification are not adequate to cover claims, we may be required to make substantial payments and our results of operations and financial condition may be affected.

- 10. We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals and permits at the local, state and central government levels for doing our business.**



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While we have obtained all necessary and material approvals, licenses, registrations and permits from the relevant authorities, they may contain conditions, some of which could be onerous. Additionally, we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or seek fresh approvals, from time to time, as and when required in the ordinary course of our business.

This is to confirm that the licenses approval and permits are require at different locations of shoot and the company needs to avail the same as an when required. At present the company has taken permit from Animal Welfare Board of India to use Goats-20, Cows-5, Bullocks-2, Pigeons-20, Cat-1, Dogs-2, Hens-2, Cocks-2, Donkeys-4, Buffaloes-5, Horses-2 and Rats-6 in the Hindi TV Serial "Himachal Se Olympic Tak Ka Safar". Further the company has taken Child Artist Permission for a show named "Gudiya Rani" and "Himachal Se Olympic Tak Ka Safar".

Any failure to apply for and obtain the required approvals, licences, registrations or permits in a timely manner, or any suspension or revocation of any of the approvals, licences, registrations and permits would result in a delay in our business operations which could otherwise adversely affect our financial condition, results of operations and prospects of the Company. We cannot assure you that the approvals, licences, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. In addition to same, our failure to comply with existing or increased regulations, or the introduction of changes to existing regulations, could adversely affect our business and results of operations.

- 11. We require working capital for our smooth day-to-day operations of business and any discontinuance or our inability to acquire adequate working capital timely and on favourable terms may have an adverse effect on our operations, profitability and growth prospects.**

Our business demands working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favourable terms, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects.

- 12. Intensified competition may result in content price escalation which may restrict our ability to access content and/or talent.**

We face intense competition from both Indian and foreign competitors, many of which are substantially larger and have greater financial resources than us. Growth in entertainment industry in recent years has attracted new industry participants and competitors. The entry of such competitors may change the media and entertainment industry in ways that may not favour us. Domestic competitors of a scale similar to or greater than our own may impact our ability to attract creative and technical talent and other scarce resources including content, which could have a material adverse effect on our business, prospects, financial condition and results of operations.

- 13. Our ability to remain competitive may be adversely affected by rapid technological changes and our ability to access such technology.**

The Indian media and entertainment industry continue to undergo significant technological developments. We may not be successful in adopting new digital dubbing and distribution methods or may lose market share to our competitors if the methods that we adopt are not as technologically



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sound, user-friendly, widely accessible or appealing to consumers as those adopted by our competitors. Further, advances in technologies or alternative methods or changes in consumer behavior driven by these or other technologies, could have a negative effect on our business. Other larger competitor companies may have bigger budgets to exploit growing technological trends than the budgets we can make available. In order to remain competitive, we could be required to upgrade our technology, and any failure to do so could have a material adverse effect on our business, prospects, financial condition and results of operations.

14. We have incurred significant indebtedness which exposes us to various risks which may have an adverse effect on our business and results of operations.

Our ability to borrow and the terms of our borrowings will depend on our financial condition, the stability of our cash flows, general market conditions, economic and political conditions in the markets where we operate and our capacity to service debt. Our significant indebtedness results in substantial amount of debt service obligations which could lead to:

- i) increasing our vulnerability to general adverse economic, industry and competitive conditions;
- ii) limiting our flexibility in planning for, or reacting to, changes in our business and the industry; affecting our credit rating;
- iii) limiting our ability to borrow more money both now and in the future; and
- iv) Increasing our interest expenditure and adversely affecting our profitability.

If the loans are recalled on a short notice, we may be required to arrange for funds to fulfil the necessary requirements. The occurrence of these events may have an adverse effect on our cash flow and financial conditions of the company. For further details regarding our indebtedness, see the chapter titled "Financial Statements" beginning on page 99 of this Letter of Offer.

15. Certain agreements may be inadequately stamped or may not have been registered as a result of which our operations may be impaired.

Some of the agreements entered into by us may not be adequately stamped and registered. The effect of inadequate stamping is that the document is not admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the same, except after paying a penalty for inadequate stamping. The effect of non-registration, in certain cases, is to make the document inadmissible in legal proceedings. Any potential dispute vis-à-vis the said premises and our noncompliance of local laws relating to stamp duty and registration may adversely impact the continuance of our activity from such premises. This is to confirm that as on the date there are no incident where agreements are inadequately stamped or may not have been registered.

16. Our Promoters and certain of our directors hold Equity Shares in our Company and are therefore interested in addition to their remuneration and reimbursement of expenses.

Certain of our Directors including our Promoters are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Promoters may take or block



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actions with respect to our business, which may conflict with the best interests of our Company or that of minority shareholders.

- 17. Our Associate, Subsidiary and our Promoter Group Company are engaged in the line of business similar to our Company. There are no non - compete agreements between our Company & Promoter Group Company. We cannot assure that our Promoters will not favour the interests of such Entities over our interest or that the said entities will not expand which may increase our competition, which may adversely affect business operations and financial condition of our Company.**

Our Associates i.e., Phataka Films LLP, Bodhi Mantra Media LLP, M/s. Guroudev Bhalla Screens LLP, M/s. Supercluster Production and our subsidiary companies i.e., M/s. Dharmaveer Media City Private Limited, M/s Vasudhara Media Ventures Private Limited, MJ Creative Studio Private Limited, M/s. Maa Shanti Motion Pictures Private Limited and M/s. Samidha Khalid Ventures Private Limited is engaged in the similar line of business of films and televisions production as of our Company. Further, we have not entered into any non-compete agreement with any of our said entities. We cannot assure that our Promoters who have common interest in said entities will not favour the interest of the said entities as a result, conflicts of interests may arise in allocating business opportunities amongst our Company, subsidiary and our partnership firm & Promoter Group Company in circumstances where our respective interests diverge. In cases of conflict, our Promoters may favour other companies in which our Promoters have interests. There can be no assurance that our Promoters or our Associate, subsidiary & Promoter Group Company will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely affect our profitability and results of operations.

- 18. We may not be able to sustain effective implementation of our business and growth strategy.**

The success of our business will largely depend on our ability to effectively implement our business and growth strategy. In the past we have generally been successful in execution of our business but there can be no assurance that we will be able to execute our strategy on time and within the estimated budget in the future. If we are unable to implement our business and growth strategy, this may have an adverse effect on our business, financial condition and results of operations.

- 19. We cannot predict or forecast if a show or film will be successful. In addition, changing consumer tastes further compromise our ability to predict which films will be popular with audiences in India and internationally. Further we have limited experience in producing films, which could adversely affect the quality and consequently the profitability of the films we produce.**

The demand for a show or film production business depends substantially on consumer tastes or preferences that often change in unpredictable ways. There is no assured way that will help us in predicting whether any show or film will be successful or not. The popularity and economic success of our films depends on many factors including general consumer tastes, the actors and other key talent involved, the promotion and marketing of the film, the availability of alternative forms of entertainment and leisure time activities, general economic conditions, the genre and specific subject matter of the film, its critical acclaim, the breadth and format of its release and other tangible and intangible factors, which we cannot predict with certainty and which may be beyond our control. This could result in anticipated profits not being realized, which could have a material adverse effect on our business prospects, financial condition and results of operations.



- 20. We have not commissioned an industry report for the disclosures made in the section titled 'Industry Overview' and made disclosures on the basis of the data available on the internet and such data has not been independently verified by us.**

While facts and other statistics in the Letter of Offer relating to India, the Indian economy and industry in which we operate has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

- 21. We have in the past entered into related party transactions and may continue to do so in the future.**

Our Company has entered into certain transactions with our related parties including our Promoters, the Promoter Group, Subsidiary companies. Further we have loans taken from promoter and members of promoter group. While we believe that all such transactions have been conducted on the arm's length basis, there can be no assurance that we could not have achieved more favorable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in the future will be in compliance with applicable provisions of Companies Act, 2013 and all other applicable laws. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation.

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

Our ability to pay dividends in future will depend on the earnings, financial condition and capital requirements of our Company. Our business is capital intensive and we may make additional capital expenditure towards acquisition of assets. We may be unable to pay dividends in the near- or medium-term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our projects, financial condition and results of operations.

- 23. As the Equity Shares of our Company are listed on the Stock Exchanges, our Company is subject to certain obligations and reporting requirements under the SEBI (LODR) Regulations and comply with other SEBI Regulations. Any non-compliances/delay in complying with such obligations and reporting requirements may render us liable to prosecution and/or penalties.**

The Equity Shares of our Company are listed on Stock Exchanges, therefore we are subject to the obligations and reporting requirements prescribed under the SEBI (LODR) Regulations, to the extent applicable, and have to adhere to and comply with other applicable Regulations framed by SEBI.

There was an inadvertent non compliance relating to the constitution of the Committees during the quarter ended December 2023 as per the Regulation 18(1), 19(1)/ 19(2) and 20(2)/(2A) and fines were levied by both the exchanges.



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The details of all the non-compliances done by the company along with fines/penalties levied for the same are as follows:

SR.No.	Particulars	Period	Status
1.	Regulation 18(1) Non-compliance with the constitution of audit committee	quarter ended December 2023	Fine of Rs. 10,000 + GST as applicable has been paid on 24-02-2024 to BSE and on 12-03-2024 to NSE
2.	Regulation 19(1)/ 19(2) Non-compliance with the constitution of nomination and remuneration committee	quarter ended December 2023	Fine of Rs. 10,000 + GST as applicable has been paid on 24-02-2024 to BSE and on 12-03-2024 to NSE
3	Regulation 20(2)/(2A) Non-compliance with the constitution of stakeholder relationship committee	quarter ended December 2023	Fine of Rs. 10,000 + GST as applicable has been paid on 24-02-2024 to BSE and on 12-03-2024 to NSE

Our Company endeavors to comply with all such obligations and reporting requirements, any non-compliance which might have been committed by us, may result into Stock Exchanges and/or SEBI imposing penalties, issuing warnings and show cause notices against us and/or taking actions as provided under the SEBI Act and the rules and regulations made there under and applicable SEBI Circulars. Any such adverse regulatory action or development could affect our business reputation, divert management attention, and result in a material adverse effect on our business prospects and financial performance and on the trading price of the Equity Shares.

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

Our funding requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions, and have not been appraised by any bank or financial institution or other independent agency. Further, in the absence of such independent appraisal, our funding requirements may be subject to change based on various factors which are beyond our control which will be done in compliance with all applicable laws and regulations. For details, see "Objects of the Issue" on page 54 of this Letter of Offer.

ISSUE RELATED RISK

25. Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of Investor's shareholding

The Rights Entitlements that are not exercised prior to the end of the Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted pursuant to increase in paid up share capital. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Rights Issue. Renouncees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the Demat



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Account of the Renounees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renounee will not be able to apply in this Rights Issue with respect to such Rights Entitlements.

26. You may not receive the Equity Shares that you subscribe in the Issue until fifteen days after the date on which this Issue closes, which will subject you to market risk.

The Equity Shares that you subscribe in the Issue may not be credited to your demat account with the depository participants until approximately 15 days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

27. There is no guarantee that our Equity Shares will be listed in a timely manner or at all which may adversely affect the trading price of our Equity Shares.

In accordance with Indian law and practice, final approval for listing and trading of the Equity Shares will not be granted by the Stock Exchanges until after those Equity Shares have been issued and allotted. Approval will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on Stock Exchanges. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares. Further, historical trading prices, therefore, may not be indicative of the prices at which the Equity Shares will trade in the future which may adversely impact the ability of our shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares at that point of time.

28. The Issue Price of our Right Equity Shares may not be indicative of the market price of our Equity Shares after the Issue.

The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price.

There can be no assurance that the Investors will be able to sell their Equity Shares at or above the Issue Price. The factors that could affect our share price are:

- (a) quarterly variations in the rate of growth of our financial indicators such as earnings per share;
- (b) changes in revenue or earnings estimates or publication of research reports by analysts;
- (c) speculation in the press or investment community;
- (d) general market conditions; and
- (e) domestic and international economic, legal and regulatory factors unrelated to our performance.

EXTERNAL RISK FACTORS

29. Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our business.

There could be a downgrade of India's sovereign debt rating due to various factors, including changes in tax or fiscal policy, or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by



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domestic or 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 is available.

Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India, which may cause fluctuations in the prices of our Equity Shares. This could have an adverse effect on our business and financial performance, and ability to obtain financing for expenditures.

30. Investing in securities that carry emerging market risks can be affected generally by volatility in the emerging markets.

The markets for securities bearing emerging market risks, such as risks relating to India, are, to varying degrees, influenced by economic and securities market conditions in other emerging market countries. Although economic conditions differ in each country, investors' reactions to developments in one country may affect securities of issuers in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and the Indian economy in general.

Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India, which could adversely affect the Indian financial sector in particular. Any such disruption could have an adverse effect on our Company's business, future financial performance, financial condition and results of operations, and affect the price of the Equity Shares. Accordingly, the price and liquidity of the Equity Shares may be subject to significant fluctuations, which may not necessarily be directly or indirectly related to our financial performance.

31. Political instability or changes in the Government or Government policies could impact the liberalization of the Indian economy and adversely affect economic conditions in India generally.

The performance and growth of our Company is dependent on the health of the Indian economy and more generally the global economy. The economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, interest rates, commodity and energy prices and various other factors. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well. As a result, our business and the market price and liquidity of the Equity Shares may be affected by such economic and / or political changes. While the current Government is expected to continue the liberalization of India's economic and financial sectors and deregulation policies, there can be no absolute assurance that such policies will be continued. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India generally and specifically have an adverse effect on the operations of our Company.

32. Regional hostilities, terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries may result in a loss of investor confidence and adversely affect our business, prospects, results of operations and financial condition.

Terrorist attacks, civil unrest and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade as well as the worldwide financial markets. The Asian



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region has from time to time experienced instances of civil unrest and hostilities among neighbouring countries which may persist and occur in the future. Military activity or terrorist attacks in India may result in investor concern about stability in the region, which may adversely affect the price of our Equity Shares. Events of this nature in the future, as well as social and civil unrest within other countries in the World, could influence the Indian economy and could have an adverse effect on the market for securities of Indian companies, including our Equity Shares.

33. Natural disasters and other disruptions could adversely affect the Indian economy and could cause our business and operations to suffer and the trading price of our Equity Shares to decrease.

Our operations, may be damaged or disrupted as a result of natural disasters such as earthquakes, floods, heavy rainfall, epidemics, tsunamis and cyclones and other events such as protests, riots and labour unrest. Such events may lead to the disruption of information systems and telecommunication services for sustained periods. They also may make it difficult or impossible for employees to reach our business locations which could adversely affect our reputation, our relationships with our customers, our senior management team's ability to administer and supervise our business or it may cause us to incur substantial additional expenditure to repair or replace damaged equipment or rebuild parts of our infrastructure. We may also be liable to our customers for disruption in supply resulting from such damage or destruction. Our insurance coverage for such liability may not be sufficient. Any of the above factors may adversely affect our business, our financial results and the price of our Equity Shares.

34. Any future issuance of the Equity Shares may dilute your future shareholding and sales of the Equity Shares by the Promoters or other major shareholders of our Company may adversely affect the trading price of the Equity Shares.

Any future equity issuances by our Company may lead to dilution of your future shareholding in our Company. Any future equity issuances by our Company or sales of the Equity Shares by the Promoters or other major shareholders of our Company may adversely affect the trading price of the Equity Share. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Share. Except as otherwise stated in the Letter of Offer, there is no restriction on our Company's ability to issue the Securities or the relevant shareholders' ability to dispose of their Equity Share, and there can be no assurance that our Company will not issue Equity Share or that any such shareholder (including Promoters and Promoter Group) will not dispose of, encumber, or pledge its Securities.

35. Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of salaries, and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase our rates to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.



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Further, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.



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SECTION IV- INTRODUCTION

THE ISSUE

The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information in the chapter titled "*Terms of the Issue*" beginning on page 130 of this Letter of Offer:

Authority for the Issue

The Equity Shares in the present Issue are being offered pursuant a resolution passed by our Board at its meeting held on May 03, 2024 in accordance with the provisions of the Companies Act.

Summary of the Issue

Rights Equity Shares to be Issued	Upto fully paid up 5,55,37,777 Equity Shares
Rights Entitlement for Equity Shares	4 (Four) Fully paid up Rights Equity Shares for every 9 (Nine) fully paid-up Equity Share held on the Record Date.
Record Date	March 24, 2025.
Face value per Equity Share	Re. 1.00 each
Issue Price per Rights Equity Share	Rs. 8.00 (including a premium of Rs 7.00) per Rights Equity Share
Issue Size	Upto Rs. 4,443.02 Lakhs
Equity Shares outstanding prior to the Issue	12,49,60,000 fully paid up Equity Shares
Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)	18,04,97,777 fully paid up Equity Shares
ISIN and Symbol	ISIN: INE0EEJ01023, NSE: BTML ISIN: INE0EEJ01023, BSE Scrip Code: 543767
Terms of the Issue	For more information, please see the chapter titled " <i>Terms of the Issue</i> " beginning on page 130 of this Letter of Offer.
Use of Issue Proceeds	For more information, please see the chapter titled " <i>Objects of the Issue</i> " beginning on page 54 of this Letter of Offer.
Terms of Payment	The full amount of Issue Price Rs. 8.00 per Rights Equity Share is payable on Application.

For details in relation fractional entitlements, see "Terms of the Issue – Fractional Entitlements" beginning on page 149 of this Letter of Offer.

Terms of payment

Due Date	Amount payable per Equity Shares
On the Issue application (i.e. along with the Application Form)	Rs. 8.00/- (including a premium of Rs. 7.00/-)



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

SUMMARY OF FINANCIAL STATEMENTS

The summary financial information of our Company as derived from the Audited Standalone & Consolidated Financial Statements of our Company for the financial year ended on March 31, 2024 and Unaudited Standalone & Consolidated financial results for the quarter and nine months ended December 31, 2024 and is reproduced below. Our summary financial information should be read in conjunction with the financial statements and the notes (including the significant accounting principles) thereto included in chapter titled "*Financial Statements*" beginning on page 99 of this Letter of Offer.

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BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

AUDITED STANDALONE FINANCIAL RESULTS FOR THE YEAR ENDED 31ST MARCH, 2024

BODHI TREE MULTIMEDIA LIMITED						
CIN: L22211MH2013PLC245208						
Legal Off. : S-07, Reliance Business Centre, Jogeshwari West, Mumbai 400 102.						
Email : info@bodhitreemultimedia.com						
Statement of Standalone Audited Financial Results for the Year Ended on 31st March, 2024						
(Rs. in Lakhs)						
Sr. No.	Particulars	Quarter ended			Year Ended	
		As at 31-03-2024	As at 31-12-2023	As at 31-09-2023	As at 31-03-2024	As at 31-03-2023
	Date of start the reporting period	01-01-2024	01-10-2023	01-01-2023	01-04-2023	01-04-2022
	Date of end the reporting period	31-03-2024	31-12-2023	31-03-2023	31-03-2024	31-03-2023
	Weather results are audited or unaudited	Audited	Unaudited	Audited	Audited	Audited
Nature of report standalone/ Consolidation		Standalone	Standalone	Standalone	Standalone	Standalone
1	Income from operations					
	(a) Revenue from operations	1,273.35	64.89	2,196.92	3,751.74	4,261.22
	(b) Other income	21.35	0.61	13.47	24.88	20.96
	Total income	1,294.70	65.50	2,210.39	5,736.62	4,282.17
2	Expenses					
	(a) Cost of production	1,085.20	324.00	1,574.01	3,048.88	3,477.22
	(b) Change in inventories	-488.31	-308.78	87.83	-850.00	-860.88
	(c) Employee benefit expense	24.74	29.20	24.89	207.21	96.68
	(d) Finance cost	18.15	19.94	13.23	55.73	58.08
	(e) Depreciation and amortisation expense	8.36	9.03	4.88	21.88	19.50
	(f) Other expenses	324.66	22.91	50.07	898.88	135.53
	Total expenses	982.81	192.38	1,754.41	5,281.85	5,826.52
3	Profit / (Loss) before exceptional items (1-2)	311.89	-106.88	455.98	454.77	455.65
4	Exceptional items	-	-	-	-	-
5	Profit before extraordinary items and tax (3-4)	311.89	-106.88	455.98	454.77	455.65
6	Extraordinary items	-	-	-	-	-
7	Profit / (Loss) before tax (5-6)	311.89	-106.88	455.98	454.77	455.65
8	Tax expense					
	Current Tax	-24.51	-0.71	-29.93	-74.53	-79.95
	MAT Credit Entitlement	-0.06	29.86	-50.10	-0.06	-50.10
	Deferred Tax	2.37	-2.71	0.29	-7.03	0.29
9	Net Profit / (Loss) for the period	289.70	-89.45	376.24	373.16	325.89
	Other comprehensive income					
	Items that will not be reclassified subsequently to profit or loss	-	-	-	-	-
	Items that will be reclassified subsequently to profit or loss	-	-	-	-	-
	Total other comprehensive income/ (loss), net of tax	-	-	-	-	-
	Total comprehensive income for the period	289.70	-89.45	376.24	373.16	325.89
10	Paid-up Equity Share Capital (Face value of Rs. 10/- each)	1,249.60	1,249.60	1,249.60	1,249.60	1,249.60
11	Earnings per share (of Rs.10/- each) (not annualised):					
	Basic	2.32	-0.72	0.30	2.99	2.64
	Diluted	2.32	-0.72	0.30	2.99	2.64
	See accompanying note to the financial results					

Notes to the Financial results:

- The above Financial Results and Statement of Assets and Liabilities were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on May 30, 2024.
- Figures of previous year/ period have been regrouped/ reclass wherever necessary, in order to make them comparable.
- The above results have been filed with Stock Exchange under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are also available on the Stock Exchange website at www.nseindia.com and on website of the Company at www.bodhitreemultimedia.com
- The Company operates in one segment namely "Production of Content for television and internet based programs" and therefore segment reporting as required under IndAS-108 is not applicable.
- The Statement is as per Regulation 33 of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

Place: Mumbai
Date: 30th May, 2024

By order of the Board
Maulik Ajit Tolia
Managing Director
DIN:06580353



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

AUDITED STANDALONE BALANCE SHEET AS ON 31ST MARCH, 2024

BODHI TREE MULTIMEDIA LIMITED CIN: L22211MH2013PLC245208 Regd Off. : 507, Reliable Business Centre, Jogeshwari West, Mumbai 400 102. Email : info@bodhitreemultimedia.com Standalone Statement of Assets & Liability for the Year ended on 31th March, 2024			
		(Rs. in Lakhs)	
Sr. No.	Particulars	Year Ended	Year Ended
		As at 31-03-2024	As at 31-03-2023
	Date of Start the reporting period	01-04-2023	01-04-2022
	Date of and the reporting period	31-03-2024	31-03-2023
	Weather results are audited or unaudited	Audited	Audited
	Nature of report standalone/ Consolidation	Standalone	Standalone
I	ASSETS		
	Non-current assets		
	Property, plant and equipment	2.98	3.91
	Intangible Assets	14.98	14.98
	Right of use assets	87.89	24.45
	- Investments	2.90	1.00
	- Loans	87.12	35.68
	- Other financial assets	26.18	28.59
	Deferred tax assets (net)	5.30	12.32
	Other non-current assets	341.74	300.47
	Total non-current assets	569.08	421.39
	Current assets		
	Inventories	1,297.56	947.56
	Financial assets		
	- Trade receivables	833.10	2,433.39
	- Cash and cash equivalents	55.58	438.72
	Other current assets	2,025.21	91.63
	Total current assets	4,211.44	3,911.30
	Total Assets	4,780.52	4,332.68
II	EQUITY AND LIABILITIES		
	EQUITY		
	- Equity share capital	1,249.60	1,249.60
	- Other equity	1,452.24	1,237.95
	Total equity	2,701.84	2,487.55
	LIABILITIES		
	Non-current liabilities		
	Financial liabilities		
	- Borrowings	2.16	31.68
	- Lease liabilities	64.39	8.11
	Total non-current liabilities	66.55	39.79
	Current liabilities		
	Financial liabilities		
	- Borrowings	464.56	473.99
	- Lease liabilities	24.17	19.13
	- Trade payables		
	- Total outstanding dues of micro enterprises and small enterprises		
	- Total outstanding dues of creditors other than micro enterprises and small enterprises	1,243.39	661.47
	- Other financial liabilities	1.07	2.82
	Other Current liabilities	228.57	573.28
	Provisions	50.35	74.64
	Total current liabilities	2,012.12	1,805.34
	Total liabilities	2,078.68	1,845.13
	Total equity and liabilities	4,780.52	4,332.68
		By order of the Board Bodhi Tree Multimedia Mautik Ajit Tolia Mautik Tolia Managing Director DIN: 06586383	
Place : Mumbai Date : 30th May, 2024			



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

AUDITED STANDALONE CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2024

BODHI TREE MULTIMEDIA LIMITED
CIN: L22211MH2013PLC245208
Regd Off : S07, Reliable Business Centre, Jogeshwari West, Mumbai 400 102.
Email : info@bodhitreemultimedia.com
Standalone Statement Of Cash Flows For The Year Ended 31st March, 2024

Sr. No.	Particulars	(Rs. in Lakhs)	
		Year Ended	Year Ended
		As at 31-03-2024	As at 31-03-2023
		01-04-2023	01-04-2022
	Date of Start the reporting period	01-04-2023	01-04-2022
	Date of end the reporting period	31-03-2024	31-03-2023
	Weather results are audited or unaudited	Audited	Audited
	Nature of report standalone/ Consolidation	Standalone	Standalone
A)	Cash flow from operating activities:		
	Profit for the period	454.77	455.45
	Adjustments to reconcile net profit to net cash provided by operating activities:		
	Depreciation and amortization	21.38	19.50
	Finance cost	55.73	58.08
	Changes in assets and liabilities		
	Changes in inventories	-350.00	-360.48
	Trade receivables and unbilled revenue	-269.97	-1,713.28
	Loans, other financial assets and other assets	-90.31	301.31
	Trade payables	367.03	335.89
	Other financial liabilities, other liabilities and provisions	-309.43	285.28
	Cash generated from operations	-120.81	-618.29
	Income taxes paid	-64.75	-73.91
	Net cash generated by operating activities	-185.55	-692.16
B)	CASH FLOW FROM INVESTING ACTIVITIES :		
	Property, plant and equipment	-	-7.01
	Investment in Non Current Asset	-	-
	Net Cash generated investing activities	-	-7.01
C)	CASH FLOW FROM FINANCING ACTIVITIES :		
	Proceeds from Short Term Borrowings	-9.43	118.89
	Proceeds from Long Term Borrowings	-	-
	Repayment of Long Term Borrowings	-29.52	-143.40
	Dividend	-102.91	-
	Interest paid	-55.75	-58.08
	Right Shares issued	-	1,124.60
	Net Cash generated from financing activities	-197.38	1,042.01
	Net increase in Cash and Cash Equivalents (A+B+C)	-383.14	342.84
	Cash and cash equivalents at the beginning of the period / year	438.72	95.88
	Cash and cash equivalents at the end of the period / year	55.58	438.72

By order of the Board
Bodhi Tree Multimedia Limited

Mautik Ajit
Tolia

Mautik Tolia
Managing Director
DIN-06586888

Place : Mumbai
Date :30th May, 2024



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE YEAR ENDED 31ST MARCH, 2024

BODHI TREE MULTIMEDIA LIMITED						
CIN: L22211MH2013PLC245208						
Regd. Off.: 507, Reliable Business Centre, Jyeshtharaj West, Mumbai 400 302.						
Email: info@bodhitreemultimedia.com						
Statement of Consolidated Audited Financial Results for the Year Ended on 31st March, 2024						
Sl. No.	Particulars	Quarter ended			Year ended	
		As at 31-03-2024	As at 31-03-2023	As at 31-03-2022	As at 31-03-2023	As at 31-03-2022
	Date of start the reporting period	1/1/2024	1/1/2023	1/1/2022	1/1/2023	1/1/2022
	Date of end the reporting period	31/3/2024	31/12/2023	31/3/2023	31/3/2023	31/3/2023
	Whether results are audited or unaudited	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
	Nature of report standalone/ Consolidation	Consolidated	Consolidated	Consolidated	Consolidated	Consolidated
1	Income from operations					
	(a) Revenue from operations	2,186.43	1,290.40	2,196.82	6,599.91	4,181.21
	(b) Other income	5.88	0.61	15.47	9.41	20.96
	Total Income	2,192.31	1,291.01	2,212.29	6,609.32	4,202.17
2	Expenses					
	(a) Cost of production	1,546.16	1,392.71	1,574.01	5,982.31	5,878.24
	(b) Change in inventories	-85.05	-258.58	87.83	-683.50	-360.48
	(c) Employee benefit expense	28.36	31.37	24.39	112.00	96.68
	(d) Finance cost	18.80	19.99	18.23	96.80	58.08
	(e) Depreciation and amortisation expense	7.38	5.03	4.88	22.54	19.50
	(f) Other expenses	825.88	28.95	80.07	411.84	131.58
	Total expenses	3,075.54	1,719.44	1,754.41	5,000.00	5,827.95
3	Profit / (Loss) before exceptional items (3-2)	116.77	71.57	455.88	508.72	454.62
4	Exceptional items	-	-	-	-	-
	Profit / (Loss) on share of associates	-0.08	-	-0.05	-0.08	-0.05
5	Profit before extraordinary items and tax (5-4)	116.70	71.57	455.82	508.64	454.56
6	Extraordinary items	-	-	-	-	-
7	Profit / (Loss) before tax (6-4)	116.70	71.57	455.82	508.65	454.56
8	Tax expense					
	Current Tax	48.18	-8.41	-79.86	-61.20	-79.86
	MAT Credit Entitlement	-56.01	44.37	-50.10	-56.01	-50.10
	Deferred Tax	2.87	-8.50	0.29	-7.08	0.29
9	Net Profit / (Loss) for the period	106.23	28.02	326.16	95.40	524.80
10	Net Profit attributable to:					
	Owners of the company	160.90	-18.69	326.16	339.21	324.80
	Non-controlling Interest	-54.67	46.71	0.00	15.19	0.00
11	Paid-up Equity Share Capital (Face value of Rs. 10/- each)	1,249.00	1,249.00	1,249.00	1,249.00	1,249.00
12	Earnings per share (of Rs.10/- each) (not annualised):					
	Basic	0.85	0.22	2.61	2.84	2.80
	Diluted	0.85	0.22	2.61	2.84	2.80
	See accompanying note to the financial results					

Notes to the financial results:

- The above result were reviewed by the Audit Committee and approved by the Board Of directors at their meeting on May 30, 2024. The audit report will be filed with the stock Exchange and will also be available on Company's website www.bodhitreemultimedia.com
- The Financial Results have been prepared in accordance with the Indian Accounting Standards as notified under section 133 of the Companies Act 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India as amended from time to time.
- The Company operates in one segment namely "Production of Content for television and Internet based programs" and therefore segment reporting as required under Ind AS - 108 is not applicable.
- The statement is as per Regulation 53 of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").
- The aforesaid results have been filed with Stock Exchange under Regulation 53 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are also available on the Stock Exchange website at www.sebiindia.com and on website of the Company at www.bodhitreemultimedia.com
- The financial figures for quarter and year ended have been regrouped/reclassified wherever necessary to conform to current period.

Place : **Mumbai**
Date : **May 10, 2024**

Managing Director

By order of the Board
Bodhi Tree Multimedia Limited

Month & Year : **May 2024**
Total : **Month Total**
DTH:06/06/2024



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

AUDITED CONSOLIDATED BALANCE SHEET FOR THE YEAR ENDED 31ST MARCH, 2024

BODHI TREE MULTIMEDIA LIMITED CIN: L22211MH2013PLC245208 Regd. Off: 507, Ravelle Business Centre, Jogeshwari West, Mumbai 400 102 Email: info@bodhitreemultimedia.com Consolidated Statement of Assets & Liability for the year ended on 31 st March, 2024			
Sr. No.	Particulars	Year Ended	
		(Rs. in Lakhs)	
		As at 31-03-2024	As at 31-03-2023
	Date of Start the reporting period	1/4/2024	1/4/2023
	Date of end the reporting period	31/3/2024	31/3/2023
	Whether results are audited or unaudited	Audited	Audited
	Nature of report standalone/consolidation	Consolidated	Consolidated
I	ASSETS		
	Non-current assets		
	Property, plant and equipment	8.37	8.91
	Intangible Assets	14.99	14.99
	Right of use assets	87.69	24.45
	- Investments	0.88	0.88
	- Loans	101.48	85.88
	- Other financial assets	40.95	27.47
	Deferred tax assets (net)	5.93	12.32
	Deferred tax assets (net)	8.41.78	20.13.8
	Total non-current assets	299.06	241.37
	Current assets		
	Inventories	1,621.06	667.88
	Financial assets		
	- Trade receivables	1,401.88	1,318.17
	- Cash and cash equivalents	81.98	888.72
	Other current assets	3,121.78	1,421.74
	Total current assets	5,346.60	4,126.18
	Total Assets	6,145.67	4,547.46
II	EQUITY AND LIABILITIES		
	EQUITY		
	- Equity share capital	1,289.80	1,289.80
	- Other equity	2,474.26	1,237.93
	- FIC	10.00	-
	Total equity	3,784.06	2,527.73
	LIABILITIES		
	Non-current liabilities		
	Financial liabilities		
	- Borrowings	2.16	31.68
	- Lease liabilities	64.29	8.11
	Total non-current liabilities	66.45	39.79
	Current liabilities		
	Financial liabilities		
	- Borrowings	500.64	470.99
	- Lease liabilities	24.17	19.18
	- Trade payables		
	- Total outstanding dues of micro enterprises and small enterprises		
	- Total outstanding dues of creditors other than micro enterprises		
	- and small enterprises	2,189.10	876.37
	- Other financial liabilities	1.14	2.82
	- Other current liabilities	577.00	573.88
	Provisions	67.52	74.23
	Total current liabilities	3,889.88	2,050.24
	Total liabilities	3,956.18	2,090.03
	Total equity and liabilities	6,145.67	4,547.46
By order of the Board Bodhi Tree Multimedia Limited Mumbai Mandeep Tolia Managing Director DIN 08868832			
Place : Mumbai Date : May 20, 2024			



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

AUDITED CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024

BODHI TREE MULTIMEDIA LIMITED

CIN: L22211MH2013PLC245208

Regd Off. : 507, Reliable Business Centre, Jogeshwari West, Mumbai 400 102.

Email : info@bodhitreemultimedia.com

Standalone Statement Of Cash Flows For The Year Ended 31st March, 2024

Sr. No.	Particulars	(Rs. in Lakhs)	
		Year Ended	Year Ended
		As at 31-03-2024	As at 31-03-2023
	Date of Start the reporting period	01-04-2023	01-04-2022
	Date of end the reporting period	31-03-2024	31-03-2023
	Weather results are audited or unaudited	Audited	Audited
	Nature of report standalone/ Consolidation	Standalone	Standalone
A)	Cash flow from operating activities:		
	Profit for the period	454.77	455.45
	Adjustments to reconcile net profit to net cash provided by operating activities:		
	Depreciation and amortization	21.38	19.50
	Finance cost	55.73	58.08
	Changes in assets and liabilities		
	Changes in Inventories	-350.00	-360.48
	Trade receivables and unbilled revenue	-269.97	-1,713.28
	Loans, other financial assets and other assets	-90.31	301.31
	Trade payables	367.03	335.89
	Other financial liabilities, other liabilities and provisions	-309.43	285.28
	Cash generated from operations	-120.81	-618.26
	Income taxes paid	-64.75	-73.91
	Net cash generated by operating activities	-185.55	-692.16
B)	CASH FLOW FROM INVESTING ACTIVITIES :		
	Property, plant and equipment	-	-7.01
	Investment in Non Current Asset	-	-
	Net Cash generated investing activities	-	-7.01
C)	CASH FLOW FROM FINANCING ACTIVITIES :		
	Proceeds from Short Term Borrowings	-9.43	118.89
	Proceeds from Long Term Borrowings	-	-
	Repayment of Long Term Borrowings	-29.52	-143.40
	Dividend	-102.91	-
	Interest paid	-55.73	-58.08
	Right Shares issued	-	1,124.60
	Net Cash generated from financing activities	-197.58	1,042.01
	Net increase in Cash and Cash Equivalents (A+B+C)	-383.14	342.84
	Cash and cash equivalents at the beginning of the period / year	438.72	95.88
	Cash and cash equivalents at the end of the period / year	55.58	438.72

By order of the Board
Bodhi Tree Multimedia Limited

Mautik Ajit
Tolia

Mautik Tolia
Managing Director
DIN:06586383

Place : Mumbai
Date :30th May, 2024

BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

**UNAUDITED STANDALONE PROFIT AND LOSS FOR THE QUARTER AND NINE MONTHS
ENDED DECEMBER 31, 2024**

BODHI TREE MULTIMEDIA LIMITED						
CIN: L22211MH2013PLC245208						
Regd Off. : 507, Reliable Business Centre, Jogeshwari West, Mumbai 400 102.						
Email : info@bodhitreemultimedia.com						
Statement of Standalone unaudited Financial Results for the Quarter Ended on 31st December, 2024						
(Rs. in Lakhs)						
Sr. No.	Particulars	Quarter ended			Nine Month Ended	
		As at 31-12-2024	As at 30-09-2024	As at 31-12-2023	As at 31-12-2024	As at 31-12-2023
	Date of Start the reporting period	01-10-2024	01-07-2024	01-10-2023	01-04-2024	01-04-2023
	Date of end the reporting period	31-12-2024	30-09-2024	31-12-2023	31-12-2024	31-12-2023
	Weather results are audited or unaudited	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Nature of report standalone/ Consolidation		Standalone	Standalone	Standalone	Standalone	Standalone
1	Income from operations					
	(a) Revenue from operations	1,044.45	1,210.00	84.87	3,784.26	2,438.39
	(b) Other income	51.43	14.44	0.61	65.87	3.53
	Total Income	1,095.88	1,224.44	85.48	3,850.13	2,441.92
2	Expenses					
	(a) Cost of production	881.67	1,457.19	324.00	3,847.52	1,953.68
	(b) Change in inventories	-120.00	-501.12	-208.78	-666.29	138.31
	(c) Employee benefit expense	31.96	28.72	29.30	89.03	80.47
	(d) Finance cost	74.41	31.70	19.94	129.18	37.58
	(e) Depreciation and amortisation expense	7.85	7.72	5.01	23.28	15.02
	(f) Other expenses	56.96	38.65	22.91	136.98	74.00
	Total expenses	932.85	1,062.87	192.38	3,559.70	2,299.06
3	Profit / (Loss) before exceptional items (1-2)	163.03	161.57	-106.90	290.43	142.86
4	Exceptional Items	-	-	-	-	-
5	Profit before extraordinary items and tax (3-4)	163.03	161.57	-106.90	290.43	142.86
6	Extraordinary items	-	-	-	-	-
7	Profit / (Loss) before tax (5-6)	163.03	161.57	-106.90	290.43	142.86
8	Tax expense					
	Current Tax	-40.26	-40.75	-9.71	-81.01	-50.02
	MAT Credit Entitlement	-	-	29.86	-	-
	Deferred Tax	-5.49	2.42	-2.71	-3.31	-9.40
9	Net Profit / (Loss) for the period	117.28	123.24	-89.46	206.11	83.44
	Other comprehensive income					
	Items that will not be reclassified subsequently to profit or loss	-	-	-	-	-
	Items that will be reclassified subsequently to profit or loss	-	-	-	-	-
	Total other comprehensive income/ (loss), net of tax	-	-	-	-	-
	Total comprehensive income for the period	117.28	123.24	-89.46	206.11	83.44
10	Paid-up Equity Share Capital (Face value of Rs. 1/- each)	1,249.60	1,249.60	1,249.60	1,249.60	1,249.60
11	Earnings per share (of Rs. 1/- each) (not annualised):					
	Basic	0.09	0.10	0.07	0.16	0.67
	Diluted	0.09	0.10	0.07	0.16	0.67
	See accompanying note to the financial results					

Notes to the financial results:

- The above Financial Results and Statement of Assets and Liabilities were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on February 14th, 2025.
- Figures of previous year/ period have been regrouped/ recast wherever necessary, in order to make them comparable.
- The aforesaid results have been filed with Stock Exchange under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are also available on the Stock Exchange website at www.nseindia.com and on website of the Company at www.bodhitreemultimedia.com
- The Company operates in one segment namely "Production of Content for television and Internet based programs" and therefore segment reporting as required under IndAS-108 is not applicable.
- The statement is as per Regulation 33 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

By order of the Board
Bodhi Tree Multimedia Limited

Mautik Ajit Tolia

Mautik Tolia
Managing Director
DIN:06586383

Place : Mumbai
Date : 14th February 2025



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

**UNAUDITED CONSOLIDATED PROFIT AND LOSS FOR THE QUARTER AND NINE MONTHS
ENDED DECEMBER 31, 2024**

BODHI TREE MULTIMEDIA LIMITED							
CIN: L22211MH2013PLC245208							
Regd Off. : 507, Reliable Business Centre, Jogeshwari West, Mumbai 400 102.							
Email : info@bodhitreemultimedia.com							
Statement of Consolidated unaudited Financial Results for the Quarter Ended on 31st December, 2024							
(Rs. in Lakhs)							
Sr. No.	Particulars	Quarter ended			Nine Month Ended		Year Ended
		As at 31-12-2024	As at 30-09-2024	As at 31-12-2023	As at 31-12-2024	As at 31-12-2023	As at 31-03-2024
		01-10-2024	01-07-2024	01-10-2023	01-04-2024	01-04-2023	01-04-2023
		31-12-2024	30-09-2024	31-12-2023	31-12-2024	31-12-2023	31-03-2024
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	Audited
Nature of report standalone/ Consolidation		Consolidated	Consolidated	Consolidated	Consolidated	Consolidated	
1	Income from operations						
	(a) Revenue from operations	1,687.18	1,400.64	1,250.40	4,889.03	4,213.48	
	(b) Other Income	77.02	81.57	0.61	158.59	3.54	
	Total Income	1,764.20	1,482.21	1,251.01	5,047.62	4,217.02	
2	Expenses						
	(a) Cost of production	1,477.38	1,915.20	1,392.71	5,221.83	3,636.15	
	(b) Change in inventories	-180.03	-844.59	-258.56	-1,089.79	-32.45	
	(c) Employee benefit expense	35.55	30.55	31.37	95.23	82.54	
	(d) Finance cost	60.35	45.87	19.96	129.29	37.60	
	(e) Depreciation and amortisation expense	8.40	8.32	5.01	24.68	15.16	
	(f) Other expenses	105.51	60.56	28.95	214.72	86.06	
	Total expenses	1,507.16	1,215.91	1,219.44	4,616.16	3,825.06	
3	Profit / (Loss) before exceptional items (3-2)	257.05	266.30	71.57	431.47	391.96	
4	Exceptional items						
	(Loss) on share of Associate	-	-	-	-	-0.08	
5	Profit before extraordinary items and tax (3-4)	257.05	266.30	71.57	431.47	391.96	
6	Extraordinary items	-	-	-	-	-	
7	Profit / (Loss) before tax (5-6)	257.05	266.30	71.57	431.47	391.96	
8	Tax expense						
	Current Tax	-70.37	-43.66	-84.41	-123.37	-134.38	
	MAT Credit Entitlement	-	0.00	44.37	-	0.00	
	Deferred Tax	-5.49	2.42	-3.50	-3.31	-9.40	
9	Net Profit / (Loss) for the period	181.18	225.06	78.03	304.78	248.18	
10	Net Profit Attributable to						
	Owners of the company	143.20	178.13	-18.69	266.65	178.32	
	Non-controlling Interest	38.08	45.93	46.71	38.13	69.86	
11	Paid-up Equity Share Capital (Face value of Rs. 1/- each)	1,249.60	1,249.60	1,249.60	1,249.60	1,249.60	
12	Earnings per share (of Rs.1/- each) (not annualised):						
	Basic	0.14	0.18	0.22	0.67	1.99	
	Diluted	0.14	0.18	0.22	0.67	1.99	
	See a companying note to the financial results						
Notes to the financial results:							
1. The above Financial Results and Statement of Assets and Liabilities were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on February 14th, 2025.							
2. Figures of previous year/ period have been regrouped/ recast wherever necessary, in order to make them comparable.							
3. The aforesaid results have been filed with Stock Exchange under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are also available on the Stock Exchange website at www.nseindia.com and on website of the Company at www.bodhitreemultimedia.com							
4. The Company operates in one segment namely "Production of Content for television and Internet based programs" and therefore segment reporting as required under IndAS-108 is not applicable.							
5. The statement is as per Regulation 33 of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").							
By order of the Board				Bodhi Tree Multimedia Limited			
Mautik Ajit				Digitally signed by Mautik Ajit			
Tolia				Date: 2025.02.14 18:30:37			
Mautik Tolia				2025.02.14			
Managing Director				DIN: 06586383			
Place: Mumbai							
Date: 14th February 2025							



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

GENERAL INFORMATION

Our Company was originally incorporated as a private limited company on July 04, 2013, under the name and style "Bodhi Tree Multimedia Private Limited" under the provisions of the Companies Act, 1956, with the Registrar of Companies, Mumbai. Our Company was converted into a public limited company pursuant to a shareholders resolution passed at an Extra-Ordinary General Meeting of the Company held on August 18, 2020 and the name of our Company was changed to "Bodhi Tree Multimedia Limited", and a fresh Certificate of Incorporation consequent upon conversion to public limited company was issued by the Registrar of Companies, Mumbai on September 01, 2020. The Corporate Identification Number of our Company is L22211MH2013PLC245208.

OFFICE(S) OF OUR COMPANY

REGISTERED OFFICE

Bodhi Tree Multimedia Limited

507, Reliable Business Centre Jogeshwari (West), Mumbai, Maharashtra - 400102

CIN: L22211MH2013PLC245208

Email: info@bodhitreemultimedia.com

Website: www.bodhitreemultimedia.com

Tel: +91- 022 -40101293

ADDRESS OF REGISTRAR OF COMPANIES

Registrar of Companies, Mumbai,

Address:100, Everest, Marine Drive,
Mumbai-400002, Maharashtra.

CHANGES IN REGISTERED OFFICE

There has been no change in the registered office of the company in the last three years.

BOARD OF DIRECTORS OF OUR COMPANY

NAME	DESIGNATION	DIN	PAN	ADDRESS
Mr. Mautik Ajit Tolia	Chairman & Managing Director	06586383	AAJPT6175A	Flat 202, Pracheeta CHS, Sakharam Keer Road, Shivaji Park, Mahim, Mumbai- 400 016, Maharashtra, India
Mr. Sukesh Devdas Motwani	Whole-Time Director	06586400	AFFPM8865D	A-103, Praneel Apartments, New Link Road, Opp Eskay Club, Borivali West, Mumbai - 400 103, Maharashtra, India
Mr. Rahul Kanodia	Non-Executive - Non-Independent Director	02320727	APLPK2788M	11, Kalpatru Pinnacle, Goregaon Mulund Link Road, Goregaon West, Opp Inorbit Mall, Mumbai- 400104
Ms. Nutan Jha	Non-Executive and Independent Director	08848553	ABNPN8936C	A-2, Indrajit Society, 17th Road, Santa Cruz (W), Mumbai - 400 054, Maharashtra, India



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

NAME	DESIGNATION	DIN	PAN	ADDRESS
Mr. Suneel Kumar Jain	Non-Executive and Independent Director	10371576	GAUPS5691M	Bada Jain Mandir ke pass, Banpur, Lalitpur, Uttar Pradesh - 284402
Mr. Shailesh Pethe	Additional and Non-Executive and Independent Director	03320087	AADPP4385J	A-16, Chitra Blg., Amrut Kumbh Society, Chitale Path, Dadar West, Mumbai, Bhawani Shankar, Maharashtra- 400028

For more details, please see the section titled "Our Management" on page 89 of this Letter of Offer.

COMPANY SECRETARY & COMPLIANCE OFFICER:

Ms. Nirali Dishant Shah

507, Reliable Business Centre Jogeshwari (West), Mumbai, Maharashtra - 400102

Email: info@bodhitreemultimedia.com

Website: www.bodhitreemultimedia.com

Tel: +91- 022 -40101293

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account, number of Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSB where the Application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, see "Terms of the Issue" beginning on page 130 of this Letter of Offer.

CHIEF FINANCIAL OFFICER:

Mr. Ravi Bhavanishankar Bhatt

507, Reliable Business Centre Jogeshwari (West), Mumbai, Maharashtra - 400102

Email: info@bodhitreemultimedia.com

Website: www.bodhitreemultimedia.com

Tel: +91- 022 -40101293

ADVISOR TO THE ISSUE:

Navigant Corporate Advisors Limited

804, Meadows, Sahar Plaza Complex,

J B Nagar, Andheri Kurla Road,

Andheri East, Mumbai-400 059

Tel. No. +91-22-41204837/49735078

Email Id- navigant@navigantcorp.com

Investor Grievance Email: info@navigantcorp.com

Website: www.navigantcorp.com

SEBI Registration Number: INM000012243

Contact Person: Mr. Sarthak Vijlani



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

REGISTRAR TO THE ISSUE

Bigshare Services Private Limited

Office No. S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East), Mumbai – 400093.

Tel No.: +91 22-62638200.

Fax No.: +91-22-62638299.

Website: www.bigshareonline.com

E-mail ID: rightsissue@bigshareonline.com/investor@bigshareonline.com

Contact Person: Mr. Mohan Devadiga

SEBI Registration No: INR000001385

STATUTORY AUDITORS:

M/s. S A R A & Associates

Chartered Accountants

1015, The Summit Business Park, M.V. Road, Near WEH Metro Station,
Andheri (East), Mumbai - 400 093.

Email: info@sara-india.in

Phone: +91 022-4168 5500

Contact Person: Mr. Alok Bairagra, Partner

Peer Review No: 016906

EXPERT OPINION

Our Company has not obtained any expert opinion.

BANKER TO THE ISSUE AND REFUND BANK:

Axis Bank Limited

Thakur Complex, 90 Feet Road, Western Express Highway, Near Thakur Polytechnic,
Kandivali East- Mumbai, Maharashtra – 400101.

Tel: 97028 15496

Email id: rakesh15.sharma@axisbank.com

Website: www.axisbank.com

Contact Person: Rakesh Sharma

SEBI Registration No.: IN-DP-NSDL-49-98

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSB for the ASBA process is provided on <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. Details relating to Designated Branches of SCSBs collecting the ASBA application forms are available at the above mentioned link.

Credit rating

This being a Rights Issue of Equity Shares, no credit rating is required.



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

Debenture Trustee

As the Issue is of Equity Shares, the appointment of a debenture trustee is not required.

Monitoring Agency

Since the size of the Issue is less than Rs. 10,000 Lakh, our Company is not required to appoint a monitoring agency.

Appraising Agency

None of the purposes for which the Net Proceeds are proposed to be utilized have been appraised by any bank or financial institution.

Underwriting

This Issue is not underwritten and our Company has not entered into any underwriting arrangement.

Minimum Subscription

The objects of the Issue are meeting the Working Capital requirements and General Corporate Purpose and do not involve financing of Capital Expenditure for a project.

However, our promotor has indicated that they will not subscribe fully to their portion of right entitlement and that they may renounce their rights entitlements. Accordingly, in terms of Regulation 86(1) of the SEBI ICDR Regulations, the requirements of minimum subscription are applicable to the issue.

In accordance with Regulation 86 of SEBI (ICDR) Regulations, if our Company does not receive the minimum subscription of at least 90% of the Issue of the Equity Shares being offered under this Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date. If there is delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rates prescribed under applicable laws. The above is subject to the terms mentioned under "Terms of the Issue" on page 130 of this Letter of Offer.

FILLING OF THIS LETTER OF OFFER:

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3(b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, this Letter of Offer will be filed with the Stock Exchanges and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchanges.

ISSUE SCHEDULE:

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

Issue Opening Date	April 15, 2025
Last Date of Market renunciation of rights entitlements* On Market Renunciation of Rights Entitlements	April 22, 2025
Issue Closing Date**	April 28, 2025

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

***Our Board or the Rights Issue Committee, duly constituted and authorized by the Board of Directors, thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., April 23, 2025 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., April 25, 2025.

Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company or the Registrar will not be liable for any loss on account of non-submission of Application Forms on or before the Issue Closing Date. For details on submitting Application Forms, see "Terms of the Issue - Process of making an Application in the Issue" beginning on page 132 of this Letter of Offer.

The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar at www.bigshareonline.com after keying in their respective details along with other security control measures implemented thereat. For further details, see "Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders" beginning on page 144 of this Letter of Offer.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

CAPITAL STRUCTURE

The share capital of our Company as on the date of this Letter of Offer is set forth below:

(Rs. in Lakh, except the shares data)

	Particulars	Aggregate value at face value	Aggregate value at Issue Price
A.	AUTHORIZED SHARE CAPITAL		
	18,50,00,000 Equity Shares of Re. 1 each	1,850.00	-
B.	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE		
	12,49,60,000 Equity Shares of Re. 1 each	1,249.60	-
C.	PRESENT ISSUE BEING OFFERED TO THE EXISTING EQUITY SHAREHOLDERS THROUGH THIS LETTER OF OFFER ⁽¹⁾		
	Upto 5,55,37,777 Equity Shares at an Issue Price of Rs. 8.00(including a premium of Rs. 7.00) per Equity Share	555.38	4,443.02
D.	ISSUED, SUBSCRIBED AND PAID UP CAPITAL AFTER THE ISSUE ⁽²⁾		
	Upto 18,04,97,777 Equity Shares of face value of Re. 1 each fully paid up	1,804.98	
E.	SECURITIES PREMIUM ACCOUNT		
	Before the Issue	681.11	
	After the Issue	4,568.75	

(1) The Issue has been authorized by a resolution of our Board passed at its meeting held on May 03, 2024 pursuant to Section 62 of the Companies Act, 2013.

(2) Assuming full subscription for and allotment of the Rights Entitlement.

Notes to the Capital Structure:

1. Our Company does not have any employee stock option scheme or employee stock purchase scheme.
2. Our Company does not have any outstanding warrants, options, convertible loans, debentures or any other securities convertible at a later date into Equity Shares, as on the date of this Letter of Offer, which would entitle the holders to acquire further Equity Shares.

3. Shareholding of Promoter and Promoter Group:

The details of specified securities held by the Promoter and Promoter Group including the details of lock-in, pledge and encumbrance on such securities as on the December 31, 2024 are set forth hereunder:



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

Sr. No.	Name of the Promoter & Promoter Group	Category	No. of Equity Shares held	% of total share capital	Details of Equity Shares pledged/encumbered		Details of Equity Shares locked-in	
					No. of Equity Shares	% of total shares held	No. of Equity Shares	% of total share capital
1.	Mautik Ajit Tolia	Promoter	4,39,96,729	35.21	4,26,36,124	96.91%	-	-
2.	Sukesh Devdas Motwani	Promoter	1,00,000	0.08	-	-	-	-

None of the Equity Shares held by our Promoter and Promoter Group are pledged with any bank or institution, locked-in or otherwise encumbered except 4,26,36,124 shares mentioned above.

4. None of our Promoter or Promoter Group have acquired any securities in the last one year, immediately preceding the date of filing of this Letter of Offer.

5. Intention and extent of participation in the Issue by the Promoter and Promoter Group

The Promoters of our Company have, vide their letters dated 29th April, 2024 ("Subscription Letters") indicated that they will not subscribe fully to their portion of right entitlement and that they may renounce their rights entitlements. Further, the promoters have confirmed that do not intend to apply for, and subscribe to, additional Rights Equity Shares over and above their Rights Entitlements (including unsubscribed portion of the Issue, if any).

The Company shall maintain minimum public shareholding requirements as stipulated under the SEBI Listing Regulations.

As such, other than meeting the requirements indicated in the chapter titled "Objects of the Issue" at page 54 of this Letter of Offer, there is no other intention / purpose for the Issue, including any intention to delist our Equity Shares.

- All the Equity Shares of our Company are fully paid-up as on the date of this Letter of Offer. Further, the Equity Shares offered in the Rights Issue shall be made fully paid at the time of their allotment.
- At any given time, there shall be only one denomination of the Equity Shares of our Company, excluding any equity shares with superior rights, if any, issued by our Company.
- The ex-rights price per Equity Share arrived in accordance with Regulation 10(4)(b) of the SEBI Takeover Regulations is 10.77.
- The details of the shareholders holding more than 1% of the share capital of the Company as on December 31, 2024 are as under:

Sr. No.	Name of Shareholders	No. of Equity Shares held	% of total share capital
1.	Mautik Ajit Tolia	4,39,96,729	35.21
2.	BSEL Infrastructure Realty Ltd	96,00,000	7.68



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

Sr. No.	Name of Shareholders	No. of Equity Shares held	% of total share capital
3.	Vikas Kumar Verma HUF	50,29,470	4.02
4.	Priyanka Jain	20,29,282	1.62
5.	Avijit Nanda	18,00,000	1.44
6.	Tvisha Corporate Advisors LLP	15,50,000	1.24

10. Shareholding Pattern of our Company

Shareholding Pattern of the Equity Shares of our Company as per the last filing with the Stock Exchanges, i.e., as on December 31, 2024 can be accessed on the website of the NSE and BSE respectively at

<https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=BTML&tabIndex=equity>

<https://www.bseindia.com/stock-share-price/bodhi-tree-multimedia-ltd/btml/543767/shareholding-pattern/>

The statement showing the holding of Equity Shares of persons belonging to the category “Promoter and Promoters Group” as on December 31, 2024 can be accessed on the website of the NSE and BSE respectively at

<https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=BTML&tabIndex=equity>

<https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=543767&qtrid=124.00&QtrName=December%202024>

The Statement of showing the details of shares pledged, encumbrance by promoters and promoter group as on December 31, 2024 can be accessed on the website of the NSE and BSE respectively at

<https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=BTML&tabIndex=equity>

<https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=543767&qtrid=124.00&QtrName=December%202024>

11. Details of options and convertible securities outstanding as on the date of this Letter of Offer

There are no outstanding options or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into our Equity Shares as on the date of this Letter of Offer.



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

OBJECTS OF THE ISSUE

Our Company proposes to utilize the net proceeds from the Issue towards funding the following objects.

1. To part finance working capital requirement of our company;
2. To meet General corporate purposes;
3. To meet the expenses of the Issue.

Collectively, referred herein as the "objects".

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

Utilization of Net Proceeds

The details of the proceeds of the Issue are summarized below:

(Rs. In Lacs)		
S. No.	Particulars	Amounts
1)	Gross Proceeds	4,443.02
2)	(Less) Issue related expenses*	40.00
3)	Net Proceeds	4,403.02

FUND REQUIREMENTS

We intend to utilise the Net Proceeds from the Issue, in the manner set below:

(Rs. In lacs)				
S.No.	Particulars	Amounts	% of gross proceeds	% of Net proceeds
1.	To part finance working capital requirement of our company	3,366.70	75.78%	76.64%
2.	To meet General corporate purposes	1,036.32	23.32%	23.54%
	Total	4,403.02	-	100.00%

Schedule of implementation/ Utilization of Issue Proceeds

Our Company proposes to deploy the Issue Proceeds in the aforesaid objects as follows:

(Rs. In lacs)				
S r. N o.	Particulars	Amount Proposed to be Deployed from Issue Proceeds	Estimated Schedule of Deployment of Net Proceeds	Estimated Schedule of Deployment of Net Proceeds
			FY 2025-26	FY 2026-27
1.	To part finance working capital requirement of our company	3,366.70	2,466.70	900.00
2.	To meet General corporate purposes.	1,036.32	1,036.32	-
3.	To meet the expenses of the Issue.	40.00	40.00	-
	Total	4,443.02	3,543.02	900.00



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Objects, as per the estimated schedule of deployment specified above, Our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Objects subject to compliance with all applicable laws and regulations.

MEANS OF FINANCE:

The fund requirements set out below are proposed to be funded from the Net Proceeds and internal accruals. We confirm that we are in compliance with the requirements to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.

The fund requirement and deployment is based on internal management estimates and our Company's current business plan and is subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy. These estimates have not been appraised by any bank or financial institution.

As we operate in competitive environment, we may have to revise our expenditure and fund requirements as a result of variations in cost estimates, exchange rate fluctuations and external factors which may not be within the control of our management. This may entail rescheduling and revising the planned expenditures and fund requirements and increasing or decreasing expenditures for a particular purpose at the discretion of our management, within the objects in compliance with the applicable laws. For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "Risk Factors" beginning on page 23 of this Letter of offer.

DETAILS OF THE OBJECTS

The details of the objects of the Issue are set out below:

1. TO PART FINANCE WORKING CAPITAL REQUIREMENTS OF THE COMPANY.

With the expansion of the business activity, the Company will be in need of additional working capital requirements which are based on our management estimations of the future business plan for the FY 2025-26 and 2026-27. The major capital will be invested in production, trade receivables and maintaining inventory and reducing trade payables cycles. The funding of the working capital requirements of our Company is expected to lead to a consequent increase in our profitability. As on March 31, 2024, the outstanding amount under the fund based working capital facilities of our Company was Rs. 2,608.30 Lakhs and non-fund based working capital facility is Nil.

The rationale for raising additional working capital requirements and increase in projected capital requirements are due to the following:

The increase in projected working capital requirements by 50%, 30% and 17% approximately in FY 25, 26, 27 respectively however in absolute working capital requirements are in line with projected increase in revenue from Operations. Further we are trying to reduce our payable's credit period in average and in absolute holding period which was about 116.40 days in the FY 2024. Going forward will strive to adhere to stricter credit policy to achieve better and favorable pricing terms. By making early payments to the service providers (i.e., availing lower credit periods), the company shall be able to get competitive prices which would result in a reduction in the cost as a percentage of cost of production thereby increasing the profitability of the Company. Thus, the Company has estimated credit period of 83.80 days in FY 2024-25,



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58.59 days in FY 2025-26 and 53.96 days in FY 2026-27 which would in turn help in reducing the cost of production and improve profitability margins.

The company also aims to maintained average inventory which was of 123.28 days in fiscal 2024 of cost of production. Going forward we estimate average inventory of 102.43 days in FY 2025, 85.68 days in financial year 2026 and of 80.94 days in FY 2027.

Trade Receivable: Our average Trade Receivable holding period level was 105.77 days in financial year 2023-24. We have assumed the Trade Receivable holding period level of around 85.16 days in FY 2024-2025, 86.04 days in financial year 2025-26 and 82.61 days which is in line with historical period.

Assumptions for holding level (Days) (Calculated on Average Basis)

Particulars	March 31, 2024	March 31, 2025	March 31, 2026	March 31, 2027
Inventory	123.28	102.43	85.68	80.94
Trade Payable	116.40	83.80	58.59	53.96
Trade Receivable	105.77	85.16	86.04	82.61

Assumptions for holding level (Days) (Calculated on Absolute Basis)

Particulars	March 31, 2024	March 31, 2025	March 31, 2026	March 31, 2027
Inventory	142.50	98.43	101.06	87.42
Trade Payable	136.56	65.62	70.30	56.12
Trade Receivable	81.92	109.50	93.86	96.05

Other currents assets mentioned in the working capital requirements are calculated as a percentage of Revenue of Operations which is estimated to around 50.00% in FY 2025, 50.00% in FY 2026 and around 40.00% in FY 2027 which is in line with the other currents assets in FY 2024 of 55.21% on Revenue.

Other Current liabilities mentioned in the working capital requirements are calculated as a percentage of Revenue of Operations which is estimated to around 10.00% in FY 2025, 10.71% FY 2026 and around 11.05% in FY 2027 which is in line with the other currents liabilities in FY 2024 of 6.84% on Revenue.

Based on the above we have estimated growth on the expected Revenue and operations of the company.

Also, this is to inform you that the reason for the working capital decreasing for FY 25 in days, slightly increasing in FY 26 and again decreasing in FY 27 is as follows:

The working capital major components includes Trade Receivables, Inventories and Trade payables.

With regards to the Inventory the company proposes to optimise the inventory level as an when the revenue grows. Accordingly, the company going forward has estimated average inventory of 102.43 days in FY 2025, 85.68 days in financial year 2026 and of 80.94 days in FY 2027 respectively which is consistently on a declining trend.

With respect to Trade Payables the company will clear off the dues of the suppliers at the earliest to achieve better and favorable pricing terms. The company has therefore estimated 83.80 days in FY 2024-25, 58.59 days in FY 2025-26 and 53.96 days in FY 2026-27 which would in turn help in reducing the cost of production and improve profitability margins. This is also on a declining trend.



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With respect to Trade Receivables, it mainly comprises of amount receivable from customers and it is not feasible to ascertain accurately to estimate the exact no. of days. The company has estimated Trade receivables of around 30% in FY 2025, 26% in FY 2025 and 26% in FY 2026. Since due to rounding off and averaging the no. of days shows slight variations. The Trade Receivables estimates are in the broader range of around 80-86 days.

(Rs. In lacs)

Sr. N o.	Particulars	31.03.2022	31.03.2023	31.03.2024	31.03.2025	31.03.2026	31.03.2027
		Audited	Audited	Audited	Estimated	Estimated	Estimated
A.	Current Assets						
	Inventories	587.08	947.56	1297.56	1,200.00	1,725.00	2,025.00
	Trade Receivable	114.23	1,318.17	833.10	1,500.00	1,800.00	2,500.00
	Short Term Loans & Advances and Other Current Assets	992.48	1,421.74	2,049.39	2,500.00	3,500.00	3,800.00
	Total Current Assets	1,693.79	3,687.47	4,180.04	5,200.00	7,025.00	8,325.00
B.	Current Liabilities						
	Trade payable	325.58	876.37	1,243.39	800.00	1,200.00	1,300.00
	Other current liabilities	315.47	559.23	253.81	500.00	750.00	1,050.00
	Short Term Provisions	-	74.64	74.53	-	-	-
	Total Current Liabilities	641.05	1,510.42	1,571.74	1,300.00	1,950.00	2,350.00
C.	Working Capital Gap (A-B)	1,052.74	2,177.23	2,608.30	3,900.00	5,075.00	5,975.00
D.	Owned Funds /Internal Accruals	697.64	1703.24	2,143.74	2,400.00	1,608.30	4,075.00
E.	Bank Borrowings	355.10	473.99	464.56	1,500.00	1,000.00	1,000.00
F.	Working Capital funding through Issue Proceeds	-	-	-	-	2,466.70	900.00

As per our estimates we would require upto Rs. 3,366.70 Lakhs out of the issue proceeds to meet the working capital requirements.

Assumption for Working Capital Requirement

Assumptions for holding level (Days)

Particulars	March 31, 2022	March 31, 2023	March 31, 2024	March 31, 2025	March 31, 2026	March 31, 2027
Inventory	29.49	72.24	123.28	102.43	85.68	80.94
Trade Receivable	28.36	61.35	105.77	85.16	86.04	82.61
Trade Payable	23.27	56.58	116.40	83.80	58.59	53.96

Justification of Holding Level of last one year and estimated for FY 2025, FY 2026 & FY 2027:

Sr. No.	Particulars	Assumptions
Current Assets		
1	Revenues from operations:	The revenues of operations from FY 2021 to FY 2022 was increased by 65.56%, in FY 2022 to FY 2023 was decreased by 27.88% and from FY 2023 to FY 2024 was decreased by 12.89%. This is to let you know that the



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Sr. No.	Particulars	Assumptions
		commissioning of media and entertainment content declined in 2022-2023 and 2023-2024 as a result of the major media networks' period of consolidation, which included the planned mergers of Jio/Star and Zee/Sony. However, with the consolidation process now complete, the market is poised for a resurgence in demand from 2024-25 onwards. However, going forward we have estimated the rationalization in increase our revenues in FY 2025 by 34.71%, in FY 2026 by 40.00% and in FY 2027 by 35.71% due to estimated increase in volume of operations and industry growth.
2	Inventories:	We have maintained average inventory in fiscal 2022 of 29.49 days, in fiscal 2023 by 72.24 days and in fiscal 2024 of 123.28 days of cost of production. Going forward we estimate average inventory of 102.43 days in FY 2025, 85.68 days in financial year 2026 and of 80.94 days in FY 2027. The Level of Projected Inventories are in line of fiscal 2023 and 2024.
3	Trade receivables	Our average Trade Receivable holding period level was 28.36 days in financial year 2021-22, 61.35 days in financial year 2022-23, 105.77 days in financial year 2023-24. We have assumed the Trade Receivable holding period level of around 85.16 days in FY 2024- 2025, 86.04 days in financial year 2025-26 and 82.61 days which is in line with historical period.
4	Other current assets including other financial assets.	The key items under this head are advance to suppliers, staff, other advances, security deposit with statutory authorities, Balances of taxes with Government authorities, prepaid expenses etc.
Current Liabilities		
5	Trade payables	Our payable's credit period during the FY 2022 was 23.27%, in FY 2023 was FY 2024 was 116.40 days. Going forward our company will strive to adhere to stricter credit policy to achieve better and favorable pricing terms. By making early payments to the service providers (i.e., availing lower credit periods), the company shall be able to get competitive prices which would result in a reduction in the cost as a percentage of cost of production thereby increasing the profitability of the Company. Thus, the Company has estimated credit period of 86.32 days in FY 2024-25, 67.59 days in FY 2025-26 and 76.68 days in FY 2026-27 which would in turn help in reducing the cost of production and improve profitability margins.
6	Other current liabilities	Other current liabilities include provisions, statutory dues, expenses payable etc.

Justification for utilization of Working Capital requirement for financial year 2024-25 and 2025-26:

We have estimated Rs. 5,000.00 Lakhs, 7,000.00 Lakhs and 9,500.00 Lakhs turnover during the Financial Year 2024-25, 2025-26 and 2026-27 respectively. We have calculated the Working capital requirement as per standard holding levels of the industry and the Company. Accordingly, we need additional working capital funds for expansion of business.

Assuming full subscription and Allotment of the Rights Equity Shares in the Issue, our Company proposes to utilize upto Rs. 2,466.70 Lakhs and Rs. 900.00 Lakhs from the Net Proceeds towards funding our working capital requirements in the FY 2026 and 2027 respectively.



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2. TO FINANCE THE GENERAL CORPORATE PURPOSE.

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. 1,036.32 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.

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

- strengthening marketing capabilities and brand building exercises;
- meeting ongoing general corporate contingencies;
- meeting fund requirements of our Company, in the ordinary course of its business;
- meeting expenses incurred in the ordinary course of business; and
- any other purpose, as may be approved by the Board, subject to applicable law.

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

ISSUE RELATED EXPENSES

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. 40.00 Lacs.

Particulars	Amount (Rs. in Lacs)	% of Total Issue Expenses	% of Total Issue Size
Issue management fees, Payment to other intermediaries such as Registrars etc.	10.00	25.00%	0.23%
Printing & Stationery, Distribution, Postage, etc.	5.00	12.50%	0.11%
Advertisement & Marketing Expenses	5.00	7.50%	0.07%
Regulatory & other expenses	18.00	45.00%	0.41%
Miscellaneous Expenses	2.00	5.00%	0.05%
Total	40.00	100.00%	0.90%

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

The funds deployed up to 24th March, 2025 pursuant to the object of this Issue as certified by the Auditors of our Company, viz. M/s. SARA & Associates, Chartered Accountants pursuant to their certificate dated 24th March, 2025 is given below:

Deployment of funds	Amount (Rs. In Lacs)
Issue Related Expenses	2.00
Objects Related Expenses	-



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Deployment of funds	Amount (Rs. In Lacs)
Total	2.00

Sources of funds	Amount (Rs. In Lacs)
Internal Accruals	2.00
Bank Finance	-
Total	2.00

BRIDGE FINANCING

We have not entered into any bridge finance arrangements that will be repaid from the Net Issue Proceeds.

APPRAISAL BY APPRAISING AGENCY

None of the Objects have been appraised by any bank or financial institution or any other independent third party organization.

INTERIM USE OF FUNDS

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Net Proceeds subject to compliance with all applicable laws and regulations. Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilisation of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

MONITORING UTILIZATION OF FUNDS

As the size of the Issue does not exceed Rs. 10,000 lakhs, in terms of Regulation 16 of the SEBI Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

Pursuant to Regulation 32 of the Listing Regulations, our Company shall on a Quarterly yearly basis disclose to the Audit Committee the uses and application of the Issue Proceeds. Until such time as any part of the Issue Proceeds remains unutilized, our Company will disclose the utilization of the Issue Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Issue Proceeds have been utilized so far, and details of amounts out of the Issue Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Issue Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Issue Proceeds in a Fiscal Year, we will utilize such unutilized amount in the next financial year subject to compliance with all applicable laws and regulations.

Further, in accordance with Regulation 32(1) (a) of the Listing Regulations our Company shall furnish to the Stock Exchanges on a Quarterly basis, a statement indicating material deviations, if any, in the utilization of the Issue Proceeds for the objects stated in this Letter of offer.



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CONFIRMATION REGARDING PURCHASE OF SECOND-HAND EQUIPMENT AND MACHINERY

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

OTHER CONFIRMATIONS

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, associates or Key Management Personnel, except as stated above and in the normal course of business and in compliance with applicable.



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS AS PER THE CERTIFICATE ISSUED BY STATUTORY AUDITORS OF THE COMPANY

To,
The Board of Directors,
Bodhi Tree Multimedia Limited
507, Reliable Business Centre Jogeshwari (West),
Mumbai, Maharashtra - 400102

Dear Sirs,

Subject: Proposed Rights Issue of equity shares with a Face value of Re. 1.00/- each by Bodhi Tree Multimedia Limited (the "Company") (the "Issue")

We hereby confirm that the enclosed statement states the possible special direct tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 ("Act") as amended from time to time, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company may or may not choose to fulfill.

This statement is only intended to provide general information to the investors and hence 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 rights issue of equity shares of the Company particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. Neither are we suggesting nor are we advising the investor to invest money based on this statement.

The contents of the enclosed statement are based on the information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company. We do not express any opinion or provide any assurance as to whether:

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

This statement is intended solely for information and for inclusion in the Letter of Offer in relation to the Issue of equity shares of the Company and is not to be used, circulated or referred to for any other purpose without our prior written consent. Our views are based on the existing provisions of law referred to earlier and its interpretation, which are subject to change from time to time.



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We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this Statement.

For M/s. S A R A & Associates
Chartered Accountants
Firm Registration No.: 120927W
Sd/-
CA Yogesh Kumar Rawal
Partner
M. No.146464
Date: 24-03-2025
Place: Mumbai
UDIN: 25146464BMLNNN9517



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

Annexure

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

I Special Tax Benefits available to the Company under the Act:

There are no special tax benefits available to the Company.

II. Special Tax Benefits available to the Shareholders under the Act:

There are no special tax benefits available for the shareholders of the Company under the provisions of the Act.

For M/s. S A R A & Associates
Chartered Accountants
Firm Registration No.: 120927W
Sd/-
CA Yogesh Kumar Rawal
Partner
M. No.146464
Date: 24-03-2025
Place: Mumbai
UDIN: 25146464BMLNNN9517



SECTION V: ABOUT OUR COMPANY

OUR INDUSTRY

The information contained in 'Industry Overview' in this section is derived from publicly available sources. Neither we, nor any other person connected with the Issue has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.

Shareholders should note that this is only a summary of the industry in which we operate and does not contain all information that should be considered before investing in the Equity Shares. Before deciding to invest in the Equity Shares, shareholders should read this entire Letter of Offer, including the information in the sections "Risk Factors" and "Financial Information" on pages 23 and 99, respectively of this Letter of Offer. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please see the section 'Risk Factors' on page 23 of this Letter of Offer.

GLOBAL PROSPECTS AND POLICIES

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

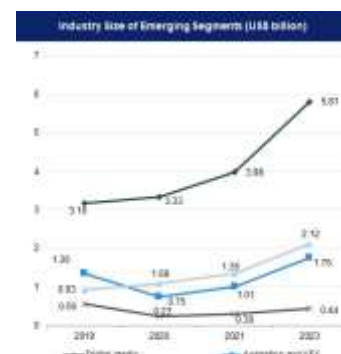
This significantly aided the country's industry and made India leading in terms of digital adoption and provided companies with uninterrupted rich data to understand their customers better. India has also experienced growing opportunities in the VFX sector as the focus shifted globally to India as a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

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

Market Size

As per the latest report by the EY, India's Media and entertainment Industry is expected to reach Rs. 2.34 trillion (US\$ 29.2 billion), then grow at a CAGR of 10% to reach Rs. 2.83 trillion (US\$ 35.4 billion) by 2025. Advertising revenue in India is projected to reach Rs. 394 billion (US\$ 5.42 billion) by 2024. The share of traditional media (television, print, filmed entertainment, OOH, music, radio) stood at 58% of the media and entertainment sector revenues in 2022.

The country's entertainment and media industry are expected to see a growth of 9.7% annually in revenues to reach US\$ 73.6 billion by 2027. Revenue of the Indian video OTT market that is dominated by players such as Amazon Prime Video, Netflix and Disney+ Hotstar is set to double from US\$ 1.8 billion in 2022 to US\$ 3.5 billion by 2027.





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

Indian digital industry is expected to grow at 29% to reach a market size of Rs. 35,809 crore (US\$ 4.35 billion) by the end of 2023. It is expected to contribute 38% to the overall advertising industry in India, on par with television.

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

Within the M&E sector, Animation, Visual Effects, Gaming and Comic (AVGC) sector is growing at a rate of ~29%, while the audio-visual sector and services is rising at the rate ~25%; is recognised as one of the champion sectors by the Government of India. The AVGC sector is estimated to grow at ~9% to reach ~Rs. 3 lakh crore (US\$ 43.93 billion) by 2024, stated Union Minister of Commerce & Industry, Consumer Affairs & Food & Public Distribution and Textiles, Mr. Piyush Goyal.

2022 recorded US\$ 3.6 billion in PE/VC investments in the media and entertainment sector, a 24% decline y-o-y.

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

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

According to CRISIL, print media's revenue is anticipated to increase by 13-15% this year as a result of increased government and corporate advertising spending. In FY24, the revenue of print media is predicted to reach Rs. 30,000 crore (US\$ 3.63 billion).

The Indian OTT audience universe currently stands at 424 million people, according to The Ormax OTT Audience Sizing Report 2022. Of these, 119 million are active paid OTT subscriptions in India.

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

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

As per GroupM's TYN report 2023, India was ranked 8th by global ad spend, and will continue as the fastest growing market among the top 10 ad markets in 2023.

Advertising revenue in India is projected to reach Rs. 394 billion (US\$ 5.42 billion) by 2024. India's subscription revenue is projected to grow at a CAGR of 2% and reach Rs. 432 billion (US\$ 4.94 billion).

Key growth drivers included rising demand for content among users and affordable subscription packages.

India's media and entertainment industry is the fifth largest market globally and is growing at the rate of 20% annually, according to Union Information and Broadcasting Minister Mr. Anurag Thakur.

The Indian mobile gaming market is growing at a pace in tandem with the global trend and is expected to reach US\$ 7 billion in 2025. The online gaming market in India is projected to reach US\$ 2.81 billion by 2025, from Rs. 76 billion (US\$ 1.08 billion) in 2020, due to rapid increase in consumption.

The music industry is expected to reach US\$ 400 million by 2025 from US\$ 199 million in 2019. According to a study conducted by Kantar and VTION, an audience measurement and analytics company, Gaana, the streaming service owned by Times Internet Ltd., had 30% market share, followed by JioSaavn (24%), Wynk Music (15%), Spotify (15%), Google Play Music (10%), and others (6%) in 2020.

The Ficci EY media and entertainment report 2023 said that in 2022, music streaming in India had an audience of approximately 208 million of which the paid subscriber base was just around 4-5 million.

About 1 million music streams were played every 3 minutes in FY23, totalling 460 million streams per day, according to a report by Redseer Strategy Consultants. Spotify led India's music and audio streaming market in FY23 with a 26% share, as compared to just 11% share in FY20.

Growth of the sector is attributable to the trend of platform such as YouTube that continues to offer recent and video content-linked music for free, which is expected to drive the paid OTT music sector reaching ~5 million end-users by 2023, generating revenue of ~Rs. 2 billion (US\$ 27 million).

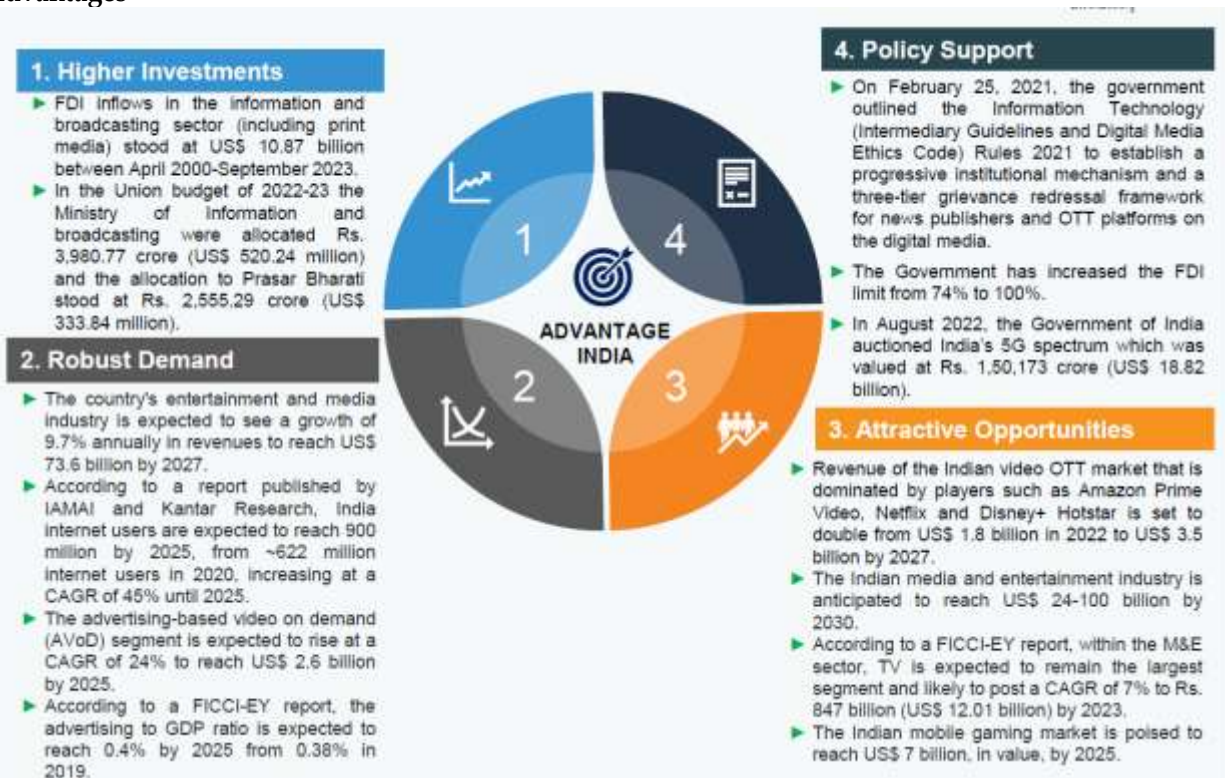
By 2025, the number of connected smart televisions are expected to reach ~40-50 million. 30% of the content viewed on these screens will be gaming, social media, short video and content items produced exclusively for this audience by television, print and radio brands. In the third quarter of 2022, smart TV shipments from India increased by 38% YoY, due to rising expansion activities adopted by original equipment manufacturers (OEMs) for their smart TV portfolios. By 2025, ~600-650 million Indians, will consume short-form videos, with active users spending up to 55 to 60 minutes per day.

According to the FICCI-EY media and entertainment industry survey, those who watch online videos through bundled packages (online video services bundled with mobile and broadband connections) will account for half of all online video viewers (399 million) by 2023, up from 284 million in 2020.

As of 2022, India registered ~527 million online video viewers, including streaming services and videos on free platforms such as YouTube. Mobile video viewers stood at 356 million in 2020, driven by rising number of users preferring video content over the last few years.

OTT video services market (video-on-demand and live) in India is likely to post a CAGR of 29.52% to reach US\$ 5.12 billion by FY26, driven by rapid developments in online platforms and increased demand for quality content among users.

Advantages

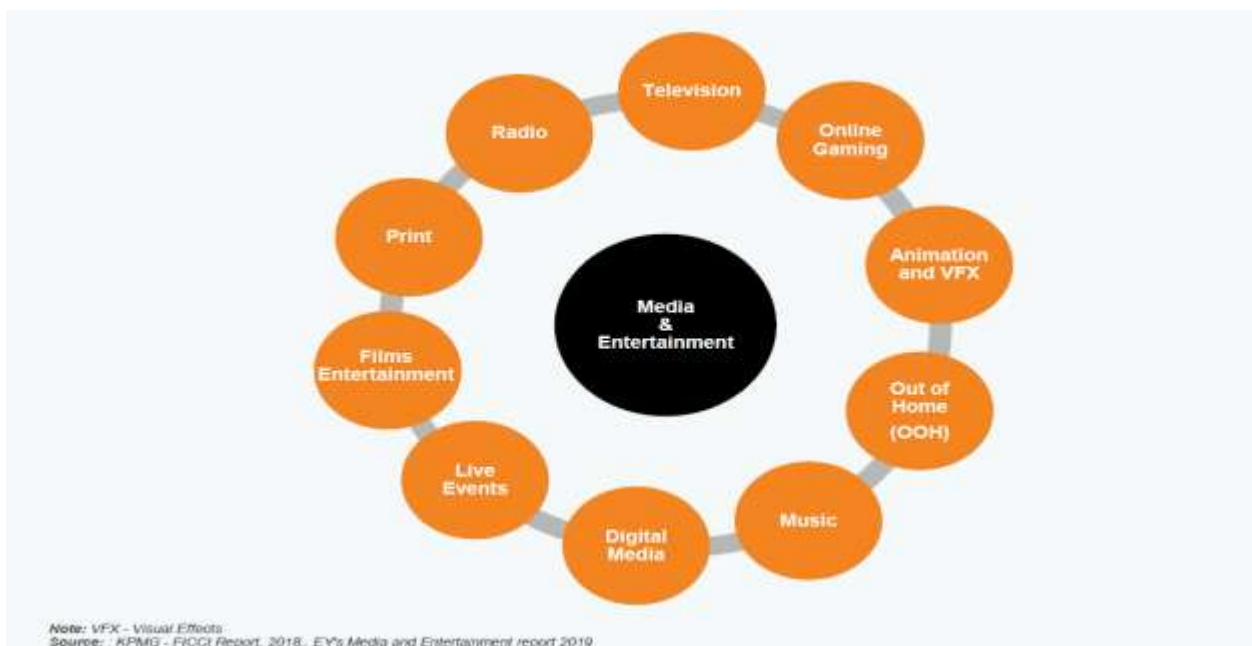


*Source: DPIIT, ICE 360 Survey 2016, Blue Star Investor Presentation August 2018, *BARC India Universe Update July 2018, Bombay Stock Exchange, News Article*

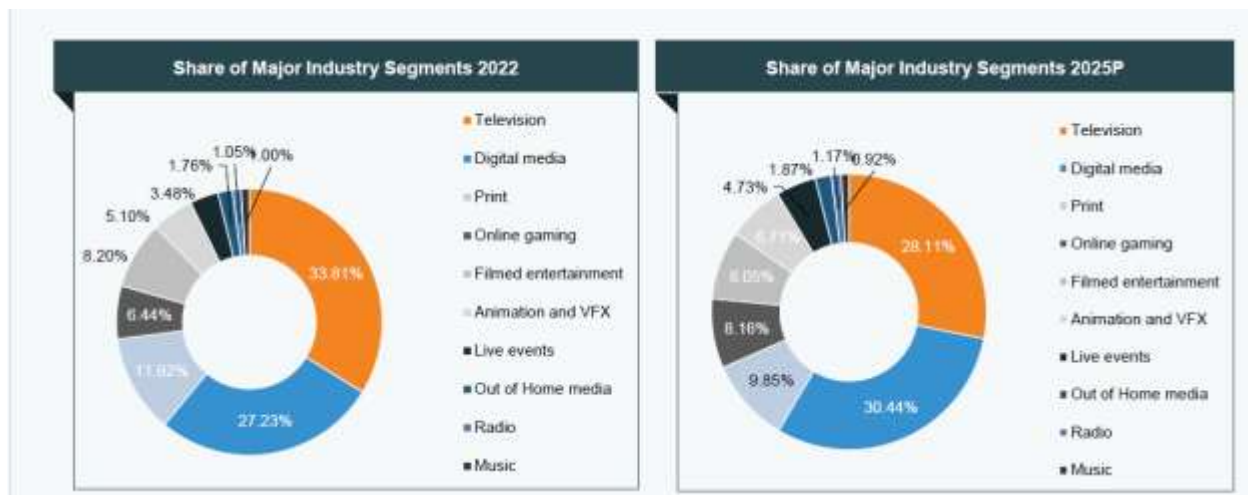
Market Overview



The entertainment sector is split into ten segments



Segments Of Indian Media And Entertainment Industry



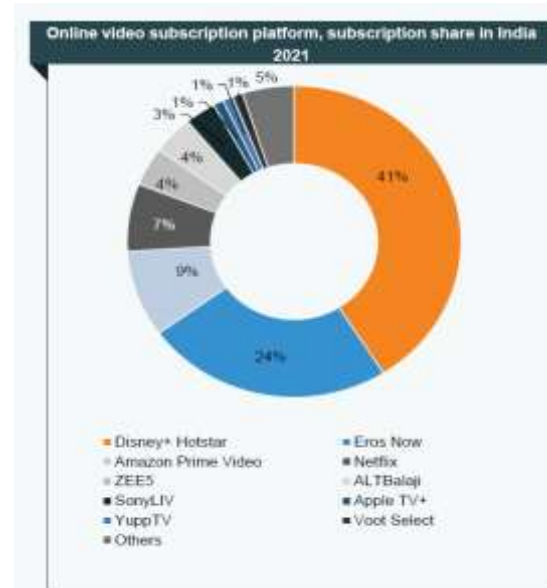
- The share of traditional media (television, print, filmed entertainment, OOH, music, radio) stood at 58% of the media and entertainment sector revenues in 2022.
- In 2022, television, digital, and print contributed ~ 73% to the total media and entertainment industry revenue.
- By FY25, the share of digital media is expected to increase to 30.44% from 27.33% in FY22.
- Television will account for 28.11% of the Indian media market in 2025.

Television, one of the largest and fastest growing segments



- In 2022, the television market size stood at US\$ 8.62 billion and is estimated to reach Rs. 826 billion (US\$ 10.36 billion) by 2024.
- In 2022, the number of connected TV sets grew by 10 million.
- TV distribution revenue is expected to increase to Rs. 432 billion (US\$ 5.42 billion) in 2024, from Rs. 392 billion (US\$ 4.77 billion) in 2022.
- TV advertising is expected to increase to Rs. 394 billion (US\$ 4.89 billion) in 2024, from Rs. 313 billion (US\$ 3.87 billion) in 2022.

- Advertising revenue in India is projected to reach Rs. 394 billion (US\$ 5.42 billion) by 2024.
- In FY22, Advertising grew 19% and crossed Rs. 1 trillion (US\$ 12 billion), while subscriptions grew by 13%.
- As per GroupM's Tyny report 2023, India was ranked 8th by global ad spend, and will continue as the fastest growing market among the top 10 ad markets in 2023.
- India's subscription revenue is projected to grow at a CAGR of 2% and reach Rs. 432 billion (US\$ 4.94 billion).
- In June 2022, the exclusive rights for the television broadcast of the Indian Premier League (IPL) from 2023-2027 was acquired by DisneyStar.



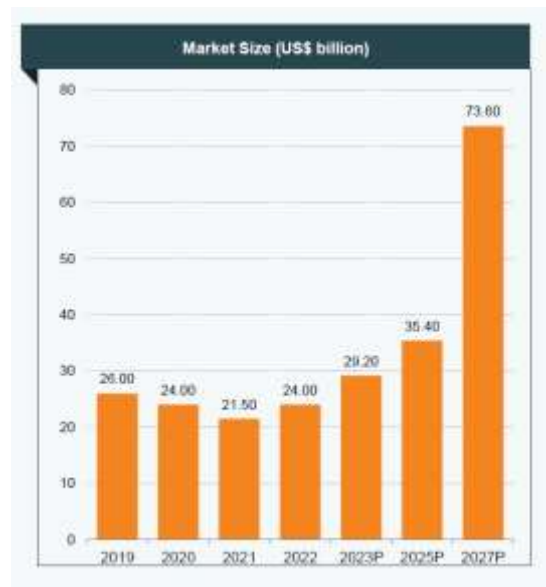
Rising online video subscription market in India

- The Indian OTT audience universe currently stands at 424 million people, according to The Ormax OTT Audience Sizing Report 2022. Of these, 119 million are active paid OTT subscriptions in India.
- India's SVOD subscriptions reached 130.2 million in 2022 compared to 110.5 million in 2021.
- In 2022, Disney+ Hotstar led the Indian SVOD market, with a 50% share in the total market.
- The Disney-owned OTT platform's subscribed base declined 6% quarter-on-quarter to 57.7 million as of December 31, 2022.
- Disney+ Hotstar was followed by Eros Now, with a 24% share, and Amazon Prime Video with a 9% share.
- The report estimated that ~90% of subscriptions for Eros Now were bundled users. The company leveraged strategic collaborations with domestic telcos, such as BSNL, Idea Cellular, and Reliance Jio, and pay-TV operators such as Tata Sky Binge+, Airtel and Xstream.
- Media company Shemaroo Entertainment is planning to spend Rs. 75 crore (US\$ 9.1 million) in FY24 to bolster its broadcast and over-the-top (OTT) businesses.
- In August 2023, Netflix inked a "first-of-its-kind" deal with Jio Platforms to bundle the streaming service with the carrier's two payas- you-go plans as the American giant pushes to expand its subscriber base in the key Asian market.
- In 2020, Netflix was the fourth leading platform in India, with a 7% share and a 4.4 million subscriber base.

- By 2030, India's over-the-top (OTT) entertainment industry will be worth US\$ 15 billion.

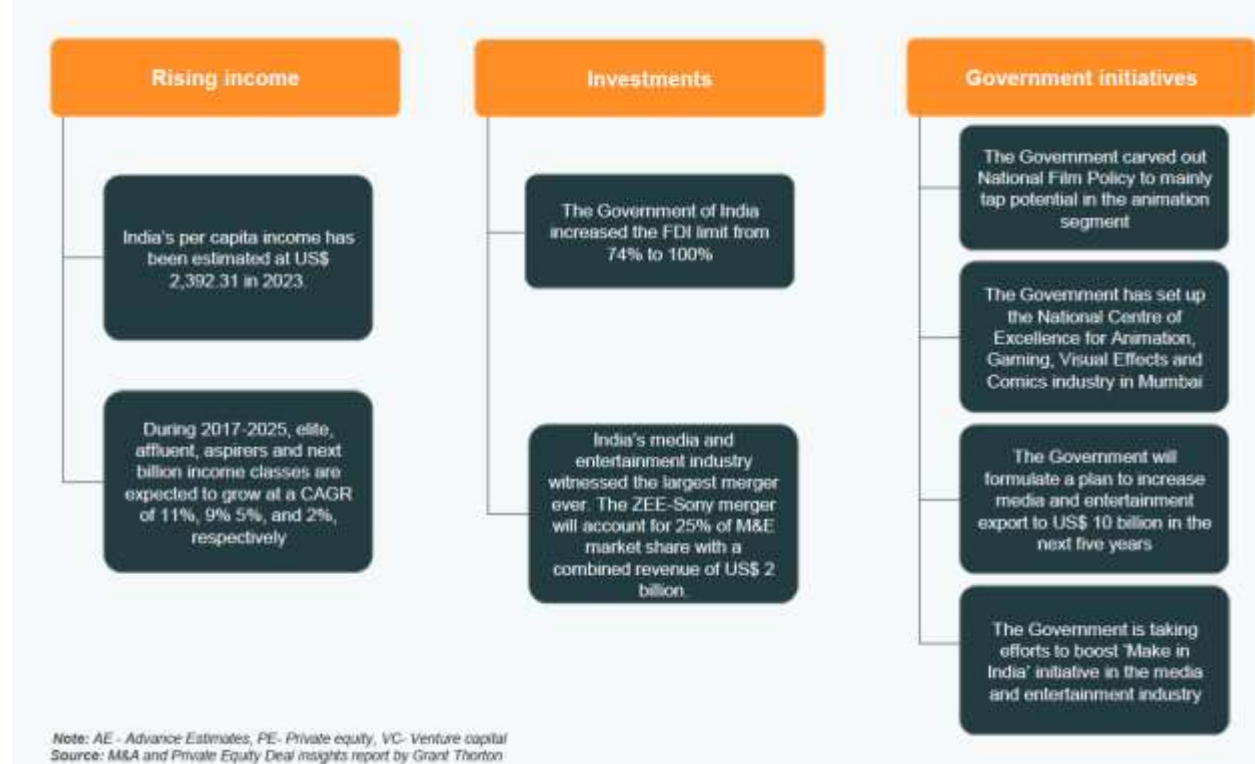
Indian media and entertainment industry is growing rapidly

- The country's entertainment and media industry are expected to see a growth of 9.7% annually in revenues to reach US\$ 73.6 billion by 2027.
- The Indian media and entertainment sector posted a robust 19.9% growth in 2022 and crossed the Rs. 2 trillion (US\$ 24 billion) mark in annual revenue for the first time led by a sharp jump in the digital advertising mop-up.
- India's media and entertainment industry is the fifth largest market globally and is growing at the rate of 20% annually, according to Union Information and Broadcasting Minister Mr. Anurag Thakur.
- As per the latest report by the EY, India's Media and Entertainment Industry is expected to reach Rs. 2.34 trillion (US\$ 29.2 billion), then grow at a CAGR of 10% to reach Rs. 2.83 trillion (US\$ 35.4 billion) by 2025.
- India's OTT video industry is expected to reach Rs. 21,032 crore (US\$ 2.63 billion) by 2026.
- India's newspapers and consumer magazines industry is expected to reach Rs. 29,945 crore (US\$ 3.756 billion) by 2026.
- In December 2020, Star Disney stated that the media & entertainment sector has the potential to increase to ~US\$ 100 billion by 2030.
- Television will account for 40% of the Indian media market in 2024, followed by print media (13%), digital advertising (12%), cinema (9%), and the OTT and gaming industries (8%).
- In October 2021, Prasar Bharati decided to auction its archives with the hope of monetising the content through sales to television and OTT platforms.



(Notes: P - Projected, CAGR is calculated from Rs. figures
Source: EY report March 2022, BCG reports, PwC Report)

Growth drivers of media and entertainment sector in India



Notable trends in the media and entertainment industry

2. EMERGING STAKEHOLDERS IN CLOUD GAMING

- The online gaming segment grew 35% in 2022 to reach Rs. 135 billion (US\$ 1.64 billion). It is the fourth largest segment of the Indian M&E sector.
- The count of online gamers in India grew to reach 421 million in 2022 and of these, around 90-100 million are frequent players of games.
- In September 2021, Bharti Airtel successfully conducted India's first cloud gaming test in a 5G environment.
- In May 2021, Atechnos (an India-based provider of digital transformation consulting, gaming and content distribution services) launched 'GoGames.Run', a premium cloud gaming as a service platform to offer solutions to OTT platforms, broadcast channels, telecom operators, etc.
- According to media reports of March 2021, Microsoft is testing 1080p streaming resolution for its Xbox Game Pass cloud gaming service. According to Windows Central, the cloud gaming service is currently available in 720p resolution, but an upgrade to 1080p resolution would bring it in line with Google's Stadia.

1. TELEVISION

- India's Direct-To-Home (DTH) Services market is expected to expand to US\$ 7.59 billion in 2029 from US\$ 6.48 billion in 2023, growing at a CAGR of 2.8%.
- In FY22, TV penetration in India stood at approximately 70% driven by DTH market. In FY20, DTH registered a market share of 37% to the total TV market against 34% in FY19.



3. DIGITAL AND OTT VIDEO

- Despite a slowing economy, robust growth in digital infrastructure and content supply digital and OTT ads increasing by 31.6% in FY22.
- Over 45 million Indian households paid for 99 million OTT video subscriptions in 2022.
- The video OTT market was valued at US\$ 3.03 billion in FY22.

4. REGIONAL LANGUAGE STREAMING SERVICES

- Music from South Indian languages such as Kannada, Malayalam, Tamil, and Telugu has witnessed the fastest growth in the vernacular in the last four years in FY23. The highest contributor to OTTA with the non-film genre was Punjabi music (39%) across all states.
- In February 2022, Spotify announced to stream songs in 12 Indian languages (including Hindi) on its platform.
- According to FICCEY's 2022 media & entertainment industry report, the share of regional language consumption on OTT platforms will cross 50% of the total time spent by 2025.

Source: CEAMA, Electronic Industries Association of India, Economic Times, "EY - Re-imagining India's M&E supply, National Policy on Electronics 2019

OTT on an uptrend post-digitisation

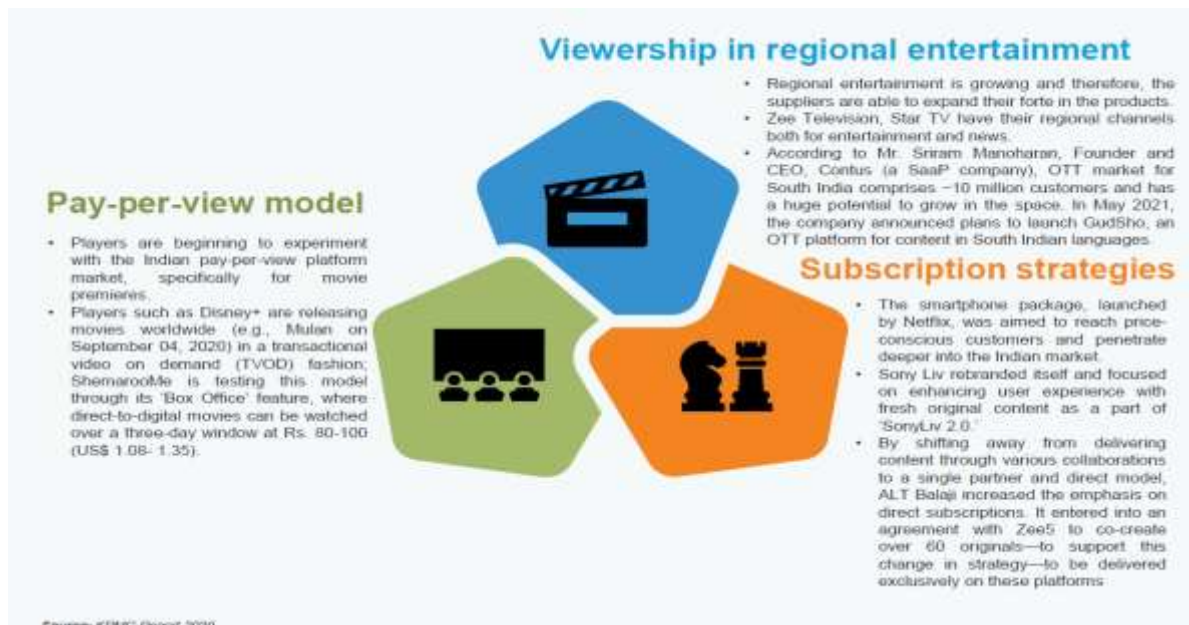
- Growing mobile and smartphone penetration has boosted adaptation of online video viewing in India.
- Indian Over-The-Top (OTT) platforms have demonstrated significant growth in the global market, witnessing a 194% increase in revenue from international viewers over the last two years.
- Revenue of the Indian video over-the-top (OTT) market that is dominated by players such as Amazon Prime Video, Netflix and Disney+ Hotstar is set to double from US\$ 1.8 billion in 2022 to US\$ 3.5 billion by 2027, according to PwC's latest report.
- By 2025, the number of connected smart televisions are expected to reach ~40-50 million. 30% of the content viewed on these screens will be gaming, social media, short video and content items produced exclusively for this audience by television, print and radio brands.
- India's OTT market minutes have increased to 204 billion minutes in 2021 from 181 billion minutes.
- OTT video services market (video-on-demand and live) in India is likely to post a CAGR of 29.52% to reach US\$ 5.12 billion by FY26, driven by rapid developments in online platforms and increased demand for quality content among users.
- OTT users in India are estimated at 353 million and active paid subscriptions at 96 million, translating to a 25.3% penetration.
- According to PwC, the OTT market is expected to reach Rs. 21,032 crore (US\$ 2.57 billion) by 2026. As of 2022, India registered ~527 million online video viewers, including streaming services and videos on free platforms such as YouTube.
- In November 2021, media consulting firm Ormax Media, launched an OTT Brand Health Tracking Tool called Ormax Brand Monitor (OBM).
- The tool is based on syndicated research conducted every month among SVOD & AVOD audiences across India, to track the performance of 16 OTT platforms on key brand measures.



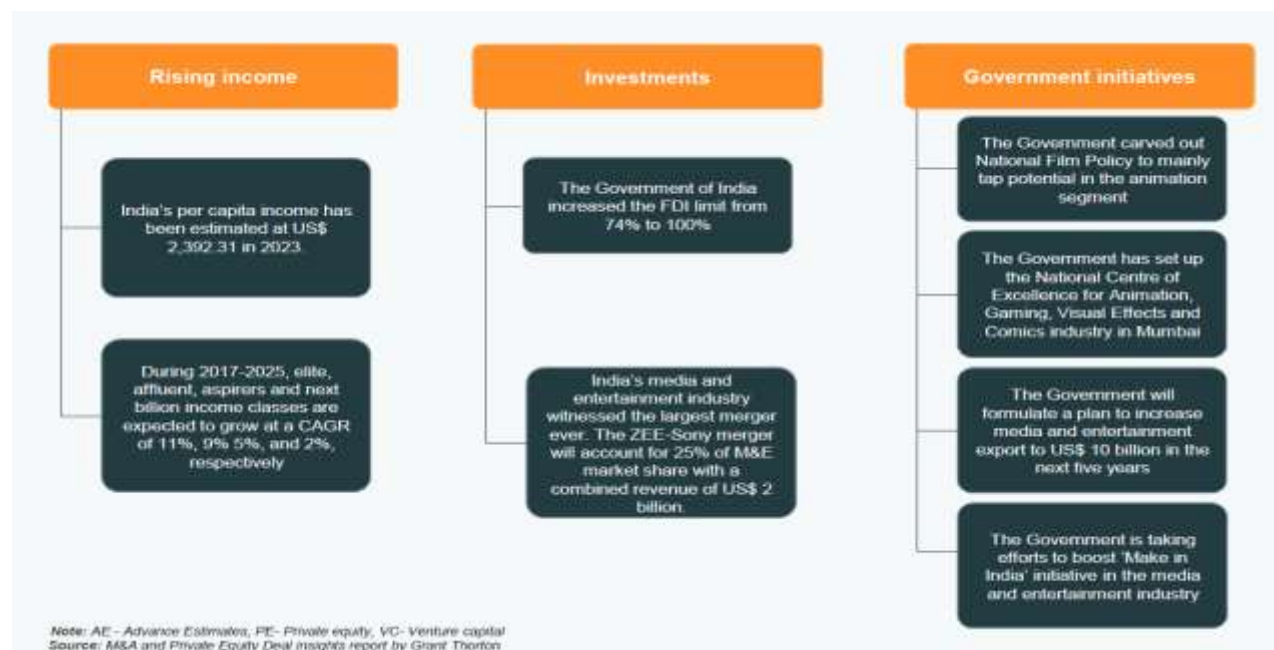
(Notes: E - Estimate, P - Projected, OTT- Over-the-top content, SVOD - Subscription video on demand, AVOD - Advertising-based Video on Demand)

Source: KPMG report - Media ecosystems: The walls fall down - September 2018, Boston Consulting Group (BCG), India Intelligence and Insights: Disney+ Hotstar: The Future of India's Largest Premium Digital Video Platform)

Strategies adopted



Growth drivers of media and entertainment sector in India



RECENT DEVELOPMENT/INVESTMENTS

Recent Developments in the Media and Entertainment Industry are



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- In August 2023, Netflix inked a “first-of-its-kind” deal with Jio Platforms to bundle the streaming service with the carrier’s two pay-as-you-go plans as the American giant pushes to expand its subscriber base in the key Asian market.
 - In June 2023, India, for the first time participated at the Annecy International Animation Festival in France and showcased the strength its creative economy holds.
 - In May 2023, Viacom18-owned streaming service JioCinema inked a multi-year content deal with NBCUniversal (NBCU) to bolster its premium content library. As part of the partnership, JioCinema will get access to thousands of hours of NBCU films and TV series in India.
 - According to CRISIL, print media’s revenue is anticipated to increase by 13-15% this year as a result of increased government and corporate advertising spending. In FY24, the revenue of print media is predicted to reach Rs. 30,000 crore (US\$ 3.63 billion).
 - Media company Shemaroo Entertainment is planning to spend Rs. 75 crore (US\$ 9.1 million) in FY24 to bolster its broadcast and over-the-top (OTT) businesses.
 - Newly merged multiplex giant PVR Inox is ready with a plan to add up to 175 new screens and retrofit a host of existing ones at an investment of Rs. 700 crore (US\$ 85.1 million) during FY24.
 - In April 2023, Prime Minister Mr. Narendra Modi commissioned Low Power FM Transmitters of capacity of 100 watt at 91 locations. These transmitters have been installed in 84 districts of 20 states. With this, the network of transmitters with All India Radio has increased from 524 to 615. The addition will further boost the coverage of AIR to 73.5% of the population of the country.
 - A partnership was announced in April, 2023 between the Ministry of Information & Broadcasting and Amazon India in the field of media, entertainment, and public awareness.
 - The online gaming segment grew 35% in 2022 to reach Rs. 135 billion (US\$ 1.64 billion). It is the fourth largest segment of the Indian M&E sector.
 - Music from South Indian languages such as Kannada, Malayalam, Tamil, and Telugu has witnessed the fastest growth in the vernacular in the last four years in FY23. The highest contributor to OTTA with the non-film genre was Punjabi music (39%) across all states.
 - In June 2022, the exclusive rights for the television broadcast of the Indian Premier League (IPL) from 2023-2027 was acquired by DisneyStar.
 - In March 2022, Pocket FM in India raised US\$ 65 million and has plans to expand in new regional languages.
 - In March 2022, Krafton infused US\$ 19.5 million in Indian audio content platform Kuku FM.
 - In November 2021, media consulting firm Ormax Media, launched an OTT Brand Health Tracking Tool called Ormax Brand Monitor (OBM). The tool is based on syndicated research conducted every month among SVOD & AVOD audiences across India, to track the performance of 16 OTT platforms on key brand measures.



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- In November 2021, social gaming platform WinZO, with Kalaari Capital announced a new investment initiative, 'Gaming Lab', to encourage and support India's gaming ecosystem.

GOVERNMENT INITIATIVES

The Telecom Regulatory Authority of India (TRAI) is set to approach the Ministry of Information and Broadcasting, Government of India, with a request to Fastrack the recommendations on broadcasting, in an attempt to boost reforms in the broadcasting sector. The Government of India has agreed to set up National Centre of Excellence for Animation, Gaming, Visual Effects and Comics industry in Mumbai. The Indian and Canadian Government have signed an audio-visual co-production deal to enable producers from both the countries exchange and explore their culture and creativity, respectively.

- In October 2021, Prasar Bharati decided to auction its archives with the hope of monetising the content through sale to television and OTT platforms.
- In June 2021, the Union Ministry of Information and Broadcasting notified the Cable Television Network (Amendment) Rules, 2021, which aims to establish a three-layer statutory mechanism for citizens to raise grievances with respect to broadcasted content.
- As part of the expansion to include all digital platforms and digital (OTT) players under a single roof, in May 2021, the Indian Broadcasting Foundation (IBF) announced the move to be renamed as the Indian Broadcasting and Digital Foundation (IBDF).
- As per the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021, IBDF would also form a self-regulatory body (SRB) soon.
- To ease filming in railways, the Film Facilitation Office (FFO) set up in the National Film Development Corporation (NFDC) collaborated with the Ministry of Railways to develop an integrated single window filming mechanism to streamline the permission process for filming across railway premises.
- In November 2021, the government announced that it is working towards creating a National Centre of Excellence for AVGC (animation, visual effects, gaming and comics).
- On February 25, 2021, the government outlined the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules 2021 to establish a progressive institutional mechanism and a three-tier grievance redressal framework for news publishers and OTT platforms on the digital media.
- In February 2021, the digital entertainment committee of the Internet and Mobile Association of India (IAMAI) finalised a code of conduct to form the basis for self-regulation code for OTT content. The code has been endorsed by 17 OTT platforms including Netflix, Amazon Prime Video, Disney+ Hotstar, ZEE5 and Voot.
- In February 2021, Prasar Bharati (India) and PSM (the official State Media of Maldives) inked an agreement to facilitate collaboration and capacity building in the field of broadcasting.
- Digital audio-visual content including films and web shows on over-the-top (OTT) streaming platforms, as well as news and current affairs on online platforms, have been brought under the Ministry of Information and Broadcasting in November 2020.



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ROAD AHEAD

The Indian M&E industry is on an impressive growth path. The industry is expected to grow at a much faster rate than the global average rate. This can be majorly credited to rising incomes, increasing internet penetration and a growing push toward digital adoption.

In the long run, growth in the M&E industry is expected in retail advertisement on the back of several players entering the food and beverages segment, E-commerce gaining more popularity in the country, and domestic companies testing out the waters. India's rural regions are expected to be the next regions for growth. India has also gotten on board with 5G and is already planning for 6G well ahead of the future. This push towards digital adoption especially in the rural regions will provide advertisers and publishers with an immense opportunity to capture untapped markets and help grow India's media and entertainment industry forward.

(Source: www.ibef.org)



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OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. Before deciding to invest in the Equity Shares, Shareholders should read this entire Letter of Offer. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with investment in the Equity Shares, you should read section titled "Risk Factors" on page 23, for a discussion of the risks and uncertainties related to those statements, as well as "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 99 and 106, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise stated, the financial information used in this section is derived from our Audited Standalone and Limited Review Standalone Financial Statements.

Overview

Our Company was originally incorporated as a private limited company on July 04, 2013, under the name and style "Bodhi Tree Multimedia Private Limited" under the provisions of the Companies Act, 1956, with the Registrar of Companies, Mumbai. Our Company was converted into a public limited company pursuant to a shareholders resolution passed at an Extra-Ordinary General Meeting of the Company held on August 18, 2020 and the name of our Company was changed to "Bodhi Tree Multimedia Limited", and a fresh Certificate of Incorporation consequent upon conversion to public limited company was issued by the Registrar of Companies, Mumbai on September 01, 2020. The equity shares of our Company were listed on the BSE and NSE on February 15, 2023, bearing Scrip symbol 'BTML' and ISIN 'INE0EEJ01015'. The Corporate Identification Number of our Company is L22211MH2013PLC245208.

We operate our activities from our registered office and studios located in 507, Reliable Business Centre, Jogeshwari (West), Mumbai - 400 102, Maharashtra, India. Our list of clients includes some of the renowned names in Films, Television and OTT Industry.

Our business model is B2B, wherein the primary business activity includes content production for television, films and digital platforms. We have been in the forefront of creating differentiated and edgy content through its distinct line-up of shows. Our business activities operate in 3 verticals at present: TV - Hindi GEC (General Entertainment Channels), Digital Content (OTT), and regional content in multiple languages.

- 1. TV - Hindi GEC:** We produce contents for linear broadcast networks like Zee, Sony, Star, Disney, Viacom, Sun and others. These contents include daily soaps, reality shows etc.
- 2. Digital Platforms (OTT):** We produce content for non-linear platforms such as Netflix, Voot, etc
- 3. Regional Shows:** We also produce content in regional languages including Tamil, Marathi, Bengali, and Gujarati on both TV and OTT platforms.

Since inception, we have produced a robust line-up of more than 30+ shows for major Broadcasters & OTT platforms. We have produced more than 1000+ hours of content on Television and OTT. The shows have encompassed all genres - drama, thriller, horror, comedy and lifestyle. The company has produced shows across multiple languages - Hindi, Tamil, Marathi, Gujarati and Bengali. The client roster includes all the major entertainment networks.



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Our team comprises of the most experienced minds in the entertainment content business with a proven track record of delivering successful television shows across all genres. The team skill sets cover both fiction and non-fiction content programming with combined experience of 10+ years and 100 + television shows between them.

We have five subsidiary Companies, namely.:

- M/s. Dharmaveer Media City Private Limited is a subsidiary of M/s. Bodhi Tree Multimedia Limited and company was incorporated in Mumbai, Maharashtra as on 24th April, 2023. The registered office of the company is situated at 507, Reliable Business Centre, Jogeshwari (West) Mumbai - 400102. Dharmaveer Media City Private Limited is engaged in Motion picture or video tape projection in cinemas, in the open air.
- M/s Vasudhara Media Ventures Private Limited is a subsidiary of M/s. Bodhi Tree Multimedia Limited and company was incorporated in Mumbai, Maharashtra as on 21st July, 2023. The registered office of the company is situated at 507, Reliable Business Centre, Jogeshwari (West) Mumbai - 400102 Vasudhara Media Ventures Private Limited is engaged in Television programming and broadcasting activities.
- M/s. MJ Creative Studio Private Limited is a subsidiary of M/s. Bodhi Tree Multimedia Limited and company was incorporated in Mumbai, Maharashtra as on 30th March, 2024. The registered office of the company is situated at 507, Reliable Business Centre, Jogeshwari (West) Mumbai - 400102. MJ Creative Studio Private Limited is engaged in Motion picture, video and television programme distribution activities and conducting the business of various media projects to be broadcasted on OTT, Television and Screen.
- M/s. Maa Shanti Motion Pictures Private Limited is a subsidiary of M/s. Bodhi Tree Multimedia Limited and company was incorporated in Mumbai, Maharashtra as on 25th April, 2024. The registered office of the company is situated at 507, Reliable Business Centre, Jogeshwari (West) Mumbai - 400102. MJ Creative Studio Private Limited is engaged in Motion picture, video and television programme distribution activities.
- M/s. Samidha Khalid Ventures Private Limited is a subsidiary of M/s. Bodhi Tree Multimedia Limited and company was incorporated in Mumbai, Maharashtra as on 25th April, 2024. The registered office of the company is situated at 507, Reliable Business Centre, Jogeshwari (West) Mumbai - 400102. Samidha Khalid Ventures Private Limited is engaged in Motion picture, video, television programme and production activities.

OUR BUSINESS OPERATIONS

1. The Company functions as a 'production house'. It operates on a commissioned content business model. This means that the Company gets contracted to produce the shows in the mentioned business verticals. The Company has multiple concepts of various shows under development using its pool of writers and also purchasing rights of successful shows that have happened internationally or in the regional markets. These concepts are then pitched to the various broadcasters / OTT platforms.
2. The broadcasters / platforms 'commission' i.e., give the Company a contract to produce the show based on a budget that the Company presents once they approve the concept of the show. The Company has to make the programme in the said budget and take 10% as profit margin over and



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above the budget of the show. In certain cases, the broadcasters / platforms can also offer a performance linked incentive based on the popularity of the programme.

3. The Company then produces the programme which is aired / streamed on the broadcaster / platform. It is responsible for the entire content production right from developing the concept, scripts, identifying the cast and crew, contracting, project planning and post production editing and delivering the finished programme to the broadcaster / platform.
4. The main verticals that in the entertainment content space are:

Hindi General Entertainment: This is content creation for the linear broadcast channels. These channels include Zee, Sony, Star Plus etc. Typical contracts given here are 1 year / 260 episodes which then get renewed yearly based on the show performance. Each episode is 30 min slot.

OTT Web platforms: This is content made for platforms such as Voot, Zee5, Netflix etc. The contracts for OTT are typically 6-8 episodes of 40 min which then gets extended to multiple seasons based on the performance.

Filmed entertainment: Hindi / Regional- These are movies that get screened in movie theatres and then on broadcast and OTT platforms.

Regional General entertainment: This is content produced for regional language channels in various channels Tamil, Bengali, Marathi etc. Both the models above apply in a similar manner in the regional space.

5. In addition to the 'commissioned model', the other business model prevalent in the industry is that of the 'IP model'. This is intellectual property rights that the Company creating the content owns. In this model, the Company invests in making its own content without getting a 'contract' from the client - i.e. Broadcaster / OTT platform. It then sells this content to the various clients and also licenses it on a national / international level. Such a model requires higher investment from the Production house i.e., Company.

OUR COMPETITIVE STRENGTHS

1. Brand Value

We believe that the name Bodhi is well established, it enjoys a strong reputation in the Indian media industry. We use the Bodhi Tree name for our Hindi and other regional language film production and distribution businesses. Through our continued efforts, both with participants and audiences, we seek to continue to benefit from the positive values associated with the brand Bodhi as a business to business (B2B) and business to consumer (B2C) name. We have worked with large number of marque clients which includes some of the renowned names in Films, Television and OTT Industry. We stand ahead of our competitors mainly due to our long term relationship with our clients and we have a proven track records of deliverables in timely and cost effective manner which has created a brand loyalty amongst our clients. Our specialization in genres like Youth, Horror, Thriller and Edgy contents has strengthen the brand Bodhi in the media industry.

2. Experienced Team

Our team has significant industry experience and it has a significant role in the consistent growth of our



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Company. Our team combines expertise and experience to outline plans for future development of our Company. Our Creative team comprising of writers, artists, directors, etc. We always carry a trending outlook, optimistic nature and a confident attitude towards every assignment may it be Producing, Directing of Film or OTT based Web series. Our team possesses a deep understanding of the Indian entertainment business including an understanding of talent relationships, deal structuring and strategic content exploitation, and is therefore well-positioned to focus on the continued strengthening of our distribution network to capitalise on our competitive advantage and our expansion into new media distribution. We believe that our teams experience and expertise has been essential in adopting the appropriate strategies to source our film content in a cost-effective manner and in maximising the monetisation of our content.

3. Highly effective and efficient Sales and Marketing plays catalyst in acquiring more customers and media rights

The market is highly competitive and fragmented. We compete with a variety of Entertainment and Production houses, as well as service providers. Our management team possesses a deep experience of Indian television market and their excellent marketing skill helped company to cater more customers and media rights. Some of our competitors have the great financial, workforce, marketing, sales and other resources. However, very few of these houses are involved exclusively in a business like the business of the Company and comparable to the scale of operations. We believe that the principal competitive factors include product quality, reliability, and price that can comprehensively address varying requirements of different TV channels and OTT platforms. We believe that our ability to compete effectively is primarily dependent on ensuring consistent product quality and timely delivery at competitive prices, thereby strengthening our brand over the years. We believe that our cost-effective and integrated offerings, our focus on customer satisfaction and our reliability combined with our quality consciousness, provides us with a competitive advantage in our business.

4. Organized and Focused Business Operations

A strong Managerial team is involved in sales and marketing pitching for prime projects at the appropriate time. The team ensures compatibility and reliability with the clients servicing their needs and requirements efficiently. This is the reason major clients continue to associate with our Company year on year. Our company also focuses on transitioning from delivering playout content using existing models to distributing that content via emerging options may have high-level work streams such as second-screen application development, modification of digital rights contracts and management systems, establishment of new relationships with content delivery networks, and integration with social media sites through APIs. While identifying projects it's needed to fulfil the organization's future-state vision, our company may also review and continue, halt or repurpose any inflight projects related to the transformation effort.

5. Wide range of production into number of languages

The Company has experience of Scripting, Producing TV daily soaps and OTT based web series into various languages including various local languages such as Hindi, Marathi, Gujarati, Tamil, Kannada, Telugu, Bengali and Bhojpuri. We are also looking forward to adding more shows and web series into new local Indian languages as the opportunity into the market is widely spread over.

OUR STRATEGIES

1. Exploring New Media



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In the past few years, the media industry has envisaged revolutionary developments, apart from TV, new media platforms like OTT have emerged as alternative source for entertainment. Therefore, the scope of work has also widened in each and every section of the industry. There has been growing demand for more contents in every genre in Hindi as well as other regional languages across all the platforms. We aim to monetize the content explosion by exploring new media platforms, we are also focusing on expanding our client base. We aim to achieve this by providing value added services to our clients through the strong story writing, best direction, and use of latest and updated technology, quality assurance, and timely delivery of results.

2. Focus on scaling up content volume

As discussed about the growing demand, we aim to increase the volume of contents we produce. Gradually we intent to enter different states of India with regional contents, we have already completed several projects in regional languages including Tamil, Marathi and Gujarati. Our focus is to scale up the content volume with existing clients as well as with new media. Many of our existing clients broadcast multiple channels including national and regional, however, our share in their wallet is very limited, for e.g., if our client broadcast 10 different channels then we are providing contents to 2 or 3 channels. Our aim is to increase our share in their wallet. The key elements of our business strategy are to adopt a de-risking expansion strategy to expand in multiple segments of the business and scale up the business significantly in these areas.

3. To develop own IP

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

OUR CONTENT

INTRODUCING BODHI TREE

Redefining content creation

Our content production spectrum includes a multi lingually diverse roster of shows on television, films, and digital platforms.

We are one of the leading B2B content production companies in India, renowned for creating differentiated content for television, films and digital platforms. Since our inception, we have produced more than 30 shows for major broadcasters and OTT platforms, including over 1000 hours of content. Our shows have spanned all genres, including drama, thriller, horror, comedy, and lifestyle - enabling us to create a diverse portfolio of shows. We have produced shows in numerous languages, including Hindi, Tamil, Marathi, Gujarati, and Bengali for a diverse clientele comprising major entertainment networks.

OUR VERTICALS

- Hindi General Entertainment**
We produce different types of content including daily soaps, reality shows and offee houricals for Zee, Sony, Star, Disney, Viacom, Sun, and other broadcast networks.
- Digital Platforms (OTT)**
We produce content for subscription platforms such as Netflix, Voot and others.
- Regional Shows**
We produce a wide variety of shows for TV and OTT platforms in regional languages such as Tamil, Marathi, Bengali, and Gujarati.

Logos of partner networks and platforms: Disney, Star, Zee, Viacom, Netflix, Voot, and regional channels like Marathi, Gujarati, and Bengali.

Year of Production	Name of the Project	Telecast Platform	Achievements
2022	 The Gone Game 2 5 Episodes	Voot Select 	Rated 8 on IMDB
	 Life Navrang 7 Episodes	Youtube 	
2023	 Class	Netflix 	Rated 6.2 on IMDB. Most popular youth show: Editor's Choice Award Grazia Magazine awards
	 Savdhan	Zee Entertainment Enterprises Ltd 	

Year of Production	Name of the Project	Telecast Platform	Achievements
2020	 Marzi 6 Episodes 6 Total Hours	Series  Vuclip (India) Pvt. Ltd - Web	Rated 7.3 on IMDB. Adaptation of successful HBO format 'The liar'
	 Raikar Case 7 Episodes 7 Total Hours	Vuclip (India) Pvt. Ltd - Web Series 	Rated 7.3 on IMDB. Critically acclaimed show with rave reviews.
	 Nati Pinky Ki Lambi Love Story 55 Episodes 27.5 Total Hours	Viacom18 Media Pvt Ltd - Web Series 	Highly acclaimed show opening at rating of 1.7, nearly doubling the channels reach on the slot

Year of Production	Name of the Project	Telecast Platform	Achievements
2019	 Arundathi 153 Episodes 76.5 Total Hours	Sun TV Network Limited 	Daily horror show. Opening rating of 6.5. Highest for the 10 pm slot
	 F For Fantasy 6 Episodes 6 Total Hours	Viacom18 Media Pvt Ltd - Web Series 	Rated 6.6 on IMDB.

Year of Production	Name of the Project	Telecast Platform	Achievements
2018	 The Interns 8 Episodes 4 Total Hours	Worldwide Media Pvt Ltd - Web Series 	First-of-its-kind scripted reality show
	 Banned 12 Episodes 6 Total Hours	Vuclip (India) Pvt. Ltd - Web Series 	Rated 7.1 on IMDB. First of its kind musical web series with original soundtrack
	 13 Mussories 13 Episodes 6.5 Total Hours	Vuclip (India) Pvt. Ltd - Web Series 	Rated 6.5 on IMDB

UTILITIES

Our registered office is well equipped with computer systems, internet connectivity, other communications equipment, security and other facilities which are required for our business operations to function smoothly. It is equipped with requisite utilities and modern facilities including the following:

Power

Our Company has made adequate arrangements for its power requirements. The requirement of power for our operations is met through the state electricity board.

Water

Water is required only for drinking and sanitary purposes and adequate water sources are available. The



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requirements are fully met at the existing premises.

COMPETITION

The media and entertainment industry are highly competitive and unorganised, with no single company controlling significant market share in the business. We face competition from both organized and unorganized players in the market. Our main competitors are other organized companies in these segments. We compete under the name and style "Bodhi Tree Multimedia Limited". Amongst the players, we consider TVF, Dice Media, Balaji Telefilms, Ding Entertainment and many more as major competitors in our business. Competition is generally based on the contents, concept, copy rights and cast. The contents that are being published over these platforms are either created by them or could be acquired through outright purchase. We believe that we are able to compete effectively in the markets with our presence because of the quality of contents, the strength of our brand equity and our reputation.

We also expect further competition from large national and international online media publishing houses and content creation companies, who have access to a fully functional OTT platforms and an established set-up for content creation in the form of films, web series, short films, etc. We will compete in terms of our unique story-telling and social causes depicted in our videos thus attempting to create a niche in the OTT segment. Our challenge will be to establish our Company's reputation and eligibility for better contents including short films, web series and music.

OUR MAJOR PLANT AND MACHINERY

As on date of this Letter of Offer, we do not own any major plant and machinery to operate our business.

INSURANCE

Policy No.	Issued by	Premium Paid	Sum insured amount	Risk covered	Place of Coverage	Expiry Date
23315212	HDFC Life Insurance	1,41,374	2,50,00,000	HDFC Life Click 2 Protect Plus	507 Reliable Business Centre Jogeshwari West Mumbai - 400102	08/03/2026

HUMAN RESOURCES

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business. Also, our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work progress and skilled/ semi-skilled/ unskilled resources together with our strong management team have enabled us to successfully implement our growth plans.

PROPERTIES

Sr. No.	Location of the Property	Licensor/Lessor	Lease Rent/ License Fee	Tenor	
				From	To



BODHI TREE MULTIMEDIA LIMITED
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Sr.	Location of the Property	Licensor/Lessor	Lease	Tenor	
1.	507, Reliable Business Centre Jogeshwari (West), Mumbai City, Mumbai, Maharashtra-400102	Mr. Mautik Tolia	-	-	-
2.	Bhukhanvala Chambers, B-28, Veera Industrial Estate, Off Link Road, Andheri West, Mumbai-400053	Bhukhanvala Holdings Private Limited (through Ms. Niyati Desai)	Rs. 3,00,000/- p.a	15 th February, 2024	14 th February, 2027

INTELLECTUAL PROPERTY RIGHTS

We have registration of the following Trademarks with the Trademarks Registry, Government of India. The details of trademark applications are as under:

Sr. No.	Trademark	Class	Applicant	Date of Application	Validity	Registration Status
1.		38	Bodhi Tree Multimedia Private Limited	11/07/2020	11/07/2030	Registered

OUR CLIENTS

Sr. No.	Name of the clients
1.	Hungama Digital Media Entertainment Pvt Ltd
2.	Sun TV Network Limited
3.	Times Cinemas and Entertainment Private Limited
4.	Zee Entertainment Enterprises Ltd
5.	ALT Digital Media Entertainment Ltd.
6.	Hungama Digital Media Entertainment Pvt Ltd
7.	Novi Digital Entertainment Private Limited
8.	Thinking Grey
9.	Bridge Comm
10.	V R Films & Studios Ltd



BODHI TREE MULTIMEDIA LIMITED
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OUR MANAGEMENT

Board of Directors

Currently, our Company has 6 (Six) Directors on our Board including one Women Director, comprising of 2 (Two) Executive Directors, 1 (One) Non- Executive Non Independent Director and 3 (Three) Independent Directors. The composition of the Board of Directors is governed by the provisions of the Companies Act and the SEBI Listing Regulations and the norms of the code of corporate governance as applicable to listed companies in India.

The Articles of Association provide that our Company shall not have less than three Directors and not more than 15 Directors.

Pursuant to the provisions of the Companies Act, 2013, at least two-third of the total number of Directors, excluding the Independent Directors, are liable to retire by rotation, with one-third of such number retiring at each Annual General Meeting. A retiring director is eligible for re-appointment. Further, an Independent Director may be appointed for a maximum of two consecutive terms of up to five years each.

The following table sets forth details regarding our Board of Directors as of the date of this Letter of Offer.

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Date of Birth	Status of Directorship in our Company	Other Directorships/LLP
1. Mr. Mautik Ajit Tolia S/o Mr. Ajit Tolia Flat 202, Pracheeta CHS, Sakharam Keer Road, Shivaji Park, Mahim, Mumbai- 400 016, Maharashtra, India. Occupation: Business Nationality: Indian Tenure: Five years DIN: 06586383 PAN: AAJPT6175A	07/08/1978	Chairman & Managing Director	1. Dharmaveer Media City Private Limited 2. Samidha Khalid Ventures Private Limited 3. Maa Shanti Motion Pictures Private Limited 4. MJ Creative Studio Private Limited 5. Local Martech Private Limited 6. Sumukha Bodhitree Entertainment Private Limited 7. Guroudev Bhalla Screens LLP 8. Bodhi Mantra Media LLP 9. Phataka Films LLP
2. Mr. Sukesh Devdas Motwani S/o Devdas Motwani A-103, Praneel Apartments, New Link Road, Opp Eskay Club, Borivali West, Mumbai - 400 103, Maharashtra, India. Occupation: Business Nationality: Indian Tenure: Five Years	21/11/1974	Whole Time Director	NIL



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Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Date of Birth	Status of Directorship in our Company	Other Directorships/LLP
DIN: 06586400 PAN: AFFPM8865D			
3. Mr. Rahul Kanodia S/o Mr. Santoshkumar Kanodia 11, Kalpatru Pinnacle, Goregaon Mulund Link Road, Goregaon West, Opp Inorbit Mall, Mumbai- 400104 Occupation: Business Nationality: Indian Tenure: Retire by rotation DIN: 02320727 PAN: APLPK2788M	11/11/1989	Non-Executive and Non-Independent Director	1. Sitalakshmi Mills Limited 2. Sitalakshmi Coirs Private Limited 3. Sumukha Bodhitree Entertainment Private Limited 4. Sumukha Entertainment Private Limited
4. Ms. Nutan Jha D/o Prem Nath Jha A-2, Indrajit Society, 17 th Road, Santa Cruz (W), Mumbai - 400 054, Maharashtra, India. Occupation: Business Nationality: Indian Tenure: Five years DIN: 08848553 PAN: ABNPN8936C	29/09/1965	Non-Executive and Independent Director	NIL
5. Mr. Suneel Kumar Jain S/o Mr. Sanat Kumar Jain Bada Jain Mandir ke pass, Banpur, Lalitpur, Uttar Pradesh - 284402. Occupation: Professional Nationality: Indian Tenure: Five years DIN: 10371576 PAN: GAUPS5691M	03/12/1973	Non-Executive and Independent Director	NIL
6. Mr. Shailesh Pethe S/o Madhav Pethe A-16, Chitra Blg., Amrut Kumbh Society, Chitale Path, Dadar West, Mumbai, Bhawani Shankar, Maharashtra- 400028 Occupation: Business Nationality: Indian Tenure: Five years DIN: 03320087 PAN: AADPP4385J	13/09/1969	Additional and Non-Executive and Independent Director	1. Gautam Rajadhyaksha Foundation



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Relationship between Directors

None of the Directors are related to each other as per the provisions of the Companies Act, 2013.

Brief Profiles of Directors

1. Mr. Mautik Ajit Tolia

Mr. Mautik Ajit Tolia, aged 46 years is one of the promoters and Managing Director of our Company. He has been associated with the Company since its incorporation. He holds a BA in Economics from Mumbai University and MA in Media Communication Studies from UK. He has more than 20 years of experience in the media and entertainment sector. He is instrumental in formulating and implementing strategy and plays a pivotal role in business development, sales, administration and finance functions of the Company.

2. Mr. Suresh Devdas Motwani

Mr. Suresh Devdas Motwani, aged 50 years, is one of the promoters and Whole-Time Director of our Company. He has been associated with the Company since its incorporation. He holds a Degree in Bachelor of Engineering (Electronics) from University of Mumbai and has a rich experience of 20 years in the media and Entertainment field.

3. Mr. Rahul Kanodia

Mr. Rahul Kanodia, aged 35 years is designated as Non-Executive Director of our Company. He possesses a B. Com degree from the University of Mumbai and has been affiliated with the company since 26th October 2023. He has extensive experience in the field of sports and event management for over 10 years.

4. Ms. Nutan Jha

Ms. Nutan Jha, aged 59 years is the Non-Executive Independent Director of our Company. She possesses a Bachelor of Arts (Honours) degree from the University of Delhi and has been affiliated with the company since August 2020. She has extensive experience in the field of sports and event management for over 28 years.

5. Mr. Suneel Kumar Jain

Mr. Suneel Kumar Jain, aged 51 is the Non-Executive Independent Director of our Company. He possesses a DHMS degree and has been affiliated with the company since 26th October 2023. He is a Serial Entrepreneur.

6. Mr. Shailesh Pethe

Mr. Shailesh Pethe, aged 55 years, is the Additional Non-Executive Independent Director of our Company. He is an entrepreneur and started his own advertising agency. He is an anchor on DD News Mumbai to present Business news and Marathi News on DD Sahyadri. He has successfully completed more than 2000 hours on television. After his masters in Marketing management his stint with Investment banking started.

Details of any arrangement or understanding with major shareholders, customers, suppliers or others



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Our Company has not entered into any arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above mentioned Directors have been appointed in the Board.

Other Confirmations:

1. None of Directors are currently, or have been in the past five years, on the Board of Directors of a listed company whose shares have been or were suspended from being traded on the Stock Exchange.
2. None of our Directors is or was, in the past ten years, a director of any listed company which has been or was delisted from any stock exchange in India during the term of their directorship in such company.

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 Board constituted Board Committees in compliance with the Companies Act. 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 Company has 6 (Six) Directors on our Board including one Women Director, comprising of 2 (Two) Executive Directors, 1 (One) Non- Executive Non Independent Director and 3 (Three) Independent Directors.

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 and regulation 18 of SEBI LODR Regulations.

The terms of reference of Audit Committee complies with the requirements of Companies Act, 2013 and regulation 18 of SEBI LODR Regulations. The committee presently comprises following three (3) directors. Mr. Suneel Kumar Jain is the Chairman of the Audit Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Suneel Kumar Jain	Chairman	Independent Director
2.	Ms. Nutan Jha	Member	Independent Director
3.	Mr. Mautik Ajit Tolia	Member	Executive Director



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Role of Audit Committee

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

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
 - recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
 - approval of payment to statutory auditors for any other services rendered by the statutory auditors;
 - reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - o 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;
 - o changes, if any, in accounting policies and practices and reasons for the same;
 - o major accounting entries involving estimates based on the exercise of judgment by management;
 - o significant adjustments made in the financial statements arising out of audit findings;
 - o compliance with listing and other legal requirements relating to financial statements;
 - o disclosure of any related party transactions;
 - o modified opinion(s) 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 and monitoring the auditor's independence and performance, and effectiveness of audit process;
 12. approval or any subsequent modification of transactions of the listed entity with related parties;
 13. scrutiny of inter-corporate loans and investments;
 14. valuation of undertakings or assets of the listed entity, wherever it is necessary;
 15. evaluation of internal financial controls and risk management systems;
 16. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 17. 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;
 18. discussion with internal auditors of any significant findings and follow up there on;
 19. 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;
 20. 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;
 21. 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;



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22. to review the functioning of the whistle blower mechanism;
23. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
24. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
25. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision.
26. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
27. such other terms of reference/role as may be amended from time to time.

All the items listed in Section 177 of the Act and Regulation 18(3) read with Part C of Schedule II of the SEBI (LODR) Regulations, 2015 are covered in the terms of reference of the Audit Committee. 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*") to redress the complaints of the shareholders in terms of section 178 (5) of Companies Act, 2013 and regulation 20 of SEBI LODR Regulations. The committee currently comprises of three (3) Directors. Mr. Suneel Kumar Jain is the Chairman of the Stakeholders relationship Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Suneel Kumar Jain	Chairman	Independent Director
2.	Mr. Mautik Ajit Tolia	Member	Executive Director
3.	Mr. Suresh Devdas Motwani	Member	Executive Director

Role of stakeholder Relationship committee

The Stakeholder Relationship Committee of our Board look into:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of the annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for the effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- such other terms of reference/role as may be amended from time to time.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.



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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 and regulation 19 of SEBI LODR Regulations. The Committee currently comprises of three (3) Directors. Mr. Sailesh Pethe is the Chairperson of the Nomination and Remuneration Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Sailesh Pethe	Chairperson	Independent Director
2.	Ms. Nutan Jha	Member	Independent Director
3.	Mr. Suneel Kumar Jain	Member	Independent Director

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

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates.
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- recommend to the board, all remuneration, in whatever form, payable to senior management.
- such other terms of reference/role as may be amended from time to time.

Our Key Management Personnel and Senior Management Personnel

S.No.	Name of key Management Personnel and Senior Management Personnel	Designation	Associated with the Company Since
1.	Mr. Mautik Ajit Tolia	Chairman & Managing Director	04/07/2013
2.	Mr. Sukesh Devdas Motwani	Whole Time Director	04/07/2013
3.	Mr. Ravi Bhavanishankar Bhatt	Chief Financial Officer	25/08/2020
4.	Ms. Nirali Dishant Shah	Company Secretary & Compliance Officer	15/07/2022



BODHI TREE MULTIMEDIA LIMITED
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Relationship of Key Managerial Personnel with our Directors, Promoter and / or other Key Managerial Personnel

There is no relationship between Key managerial personnel with Our Directors, Promoters and/ or Other Key Managerial personnel.

OUR PROMOTERS

Details of our Promoters are as under:

1. MR. MAUTIK AJIT TOLIA

	Mautik Ajit Tolia, aged 46 years is one of the promoters and Managing Director of our Company. He has been associated with the Company since its incorporation. He holds a BA in Economics from Mumbai University and MA in Media Communication Studies from UK. He has more than 20 years of experience in the media and entertainment sector. He is instrumental in formulating and implementing strategy and plays a pivotal role in business development, sales, administration and finance functions of the Company.
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Identification

Name	Mautik Ajit Tolia
Permanent Account Number	AAJPT6175A
Passport No.	S7542945
Driving License	-
Bank Account Details	Bank of India Account No: 003010110000001 IFSC Code: BKID0000030 Branch: Mahim Branch
Education Qualification	BA in Economics from Mumbai University and MA in Media Communication Studies from UK.
Address	Flat 202, Pracheeta CHS, Sakharum Keer Road, Shivaji Park, Mahim, Mumbai- 400 016, Maharashtra, India

2. MR. SUKESH DEVDAS MOTWANI

	Sukesh Devdas Motwani, aged 50 years, is one of the promoters and Whole-Time Director of our Company. He is the Whole-Time Director and Promoter of the Company who has been associated with the Company since its incorporation. He holds a Degree in Bachelor of Engineering (Electronics) from University of Mumbai and has a rich experience of 20 years in the media and Entertainment field.
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Identification

Name	Sukesh Devdas Motwani
Permanent Account Number	AFFPM8865D
Passport No.	-
Driving License	-
Bank account details	HDFC Bank Account No: 00801050028920 IFSC Code: HDFC0000080 Branch: Worli, Mumbai.
Education Qualification	Degree in Bachelor of Engineering.
Address	A-103, Praneel Apartments, New Link Road, Opp Eskay Club, Borivali West, Mumbai - 400 103, Maharashtra, India.

Confirmation

Our Promoters and persons forming part of Promoter Group have confirmed that they have not been declared as wilful defaulter or a fraudulent borrower 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 has a negative net worth as of the date of the respective last audited financial statements.



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SECTION VI - FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Particulars	Page No.
Audited Financial Statements for the financial year ended on March 31, 2024	F1
Unaudited Financial Statements for the quarter and nine months ended December 31, 2024 along with Limited Review Report	F17
Statement of Accounting Ratios	100

Material changes and commitments, if any, affecting our financial position

There are no material changes and commitments, which are likely to affect our financial position since March 31, 2024 till date of this Letter of Offer. We have not given Restated Financials because we fall under Part-B of SEBI (ICDR), 2018. We have approved and filed the Limited review financial results for the quarter and nine months ended December 31, 2024 with the Stock Exchanges. For the Limited review financial results for the quarter and nine months ended December 31, 2024, please see Section "Financial Information" on page 99.

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SARA & ASSOCIATES

Chartered Accountants

Santosh Kumar Jain M.Com., F.C.A., DISA	Ramawatar Sharma B.Com., F.C.A.	Rajesh Agarwal B.Com., F.C.A.	Alok Bafra B.Com., F.C.A.	Manoj Agarwal B.Com., F.C.A.
Rachana Kanoi B.Com., F.C.A., C.S.	Kamal Sharma B.Com., F.C.A.	Rakesh Joshi B.Com., F.C.A.	Aditya Tulsian B.Com., F.C.A.	Chirag Shah B.Com., F.C.A.
				Yogesh Rawal B.Com., A.C.A.

1015, The Summit Business Park, M.V. Road, Near WEH Metro Station, Andheri (East), Mumbai - 400 093. | Tel. No.: 022-4168 5500 (30 Lines)
E-mail: info@sara-india.in Website: www.sara-india.com

Independent Auditor's Report on quarterly and year-to-date Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

Independent Auditor's Report

To the Board of Directors of
Bodhi tree Multimedia Limited

Opinion

1. We have audited the accompanying the statement of quarterly and year-to-date financial results ('the Statement') of Bodhi tree Multimedia Limited ('the Company') for the year ended 31 March 2024, attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations'), including relevant circulars issued by the SEBI from time to time.
2. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
 - i. Presents financial results in accordance with the requirements of Regulation 33 of the Listing Regulations; and
 - ii. gives a true and fair view in conformity with the applicable Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with relevant rules issued thereunder, and other accounting principles generally accepted in India, of the net profit after tax and other comprehensive i and other financial information of the Company for the year ended 31 March 2024.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Statement section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('the ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.



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Andheri Office: A-503, Vertex Vikas Building, Above Mitra Nursing Home, Sir M. V. Road, Andheri (East), Mumbai - 400 069. | Tel: 2682 6081-82 / 6238 6832



SARA & ASSOCIATES

Chartered Accountants

Santosh Kumar Jain M.Com., F.C.A., DISA	Ramawatar Sharma B.Com., F.C.A.	Rajesh Agarwal B.Com., F.C.A.	Alok Bairagra B.Com., F.C.A.	Manoj Agarwal B.Com., F.C.A.	
Rachana Kanoi B.Com., F.C.A., C.S.	Kamal Sharma B.Com., F.C.A.	Rakesh Joshi B.Com., F.C.A.	Aditya Tulsian B.Com., F.C.A.	Chirag Shah B.Com., F.C.A.	Yogesh Rawal B.Com., A.C.A.

1015, The Summit Business Park, M.V. Road, Near WEH Metro Station, Andheri (East), Mumbai - 400 093. | Tel. No.: 022-4168 5500 (30 Lines)
E-mail: info@sara-india.in Website: www.sara-india.com

Responsibilities of Management and Those Charged with Governance for the Statement

4. This Statement has been prepared on the basis of the annual audited financial statements and has been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the preparation and presentation of the Statement that gives a true and fair view of the net loss and other comprehensive loss and other financial information of the Company in accordance with the accounting principles generally accepted in India, including Ind AS prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India, and in compliance with Regulation 33 of the Listing Regulations.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

5. In preparing the Statement, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
6. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Statement

7. Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing, specified under section 143(10) of the Act, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Statement.





SARA & ASSOCIATES

Chartered Accountants

Santosh Kumar Jain | Ramawatar Sharma | Rajesh Agarwal | Alok Bairagra | Manoj Agarwal
M.Com., F.C.A., DISA | B.Com., F.C.A. | B.Com., F.C.A. | B.Com., F.C.A. | B.Com., F.C.A.

Rachana Kanoi | Kamal Sharma | Rakesh Joshi | Aditya Tulsian | Chirag Shah | Yogesh Rawal
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8. As part of an audit in accordance with the Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has in place adequate internal financial controls with reference to financial statements and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
 - Conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
9. Materiality is the magnitude of misstatements in the financial statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statement may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statement.
10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



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11. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For S A R A & Associates
Chartered Accountants
Firm Registration No.120927W


Alok Bairagra
Partner
Membership No. 105153



Mumbai
Date : 30/05/2024
UDIN: 24105153BKDIOH4933

BODHI TREE MULTIMEDIA LIMITED

CIN: L22211MH2013PLC245208

Regd Off. : 507, Reliable Business Centre, Jogeshwari West, Mumbai 400 102.

Email : info@bodhitreemultimedia.com

Standalone Statement of Assets & Liability for the Year ended on 31th March, 2024

(Rs. in Lakhs)

Sr. No.	Particulars	Year Ended	Year Ended
		As at 31-03-2024	As at 31-03-2023
	Date of Start the reporting period	01-04-2023	01-04-2022
	Date of end the reporting period	31-03-2024	31-03-2023
	Weather results are audited or unaudited	Audited	Audited
	Nature of report standalone/ Consolidation	Standalone	Standalone
I	ASSETS		
	Non-current assets		
	Property, plant and equipment	2.98	3.91
	Intangible Assets	14.98	14.98
	Right of use assets	87.89	24.45
	- Investments	2.90	1.00
	- Loans	87.12	35.68
	- Other financial assets	26.18	28.59
	Deferred tax assets (net)	5.30	12.32
	Other non-current assets	341.74	300.47
	Total non-current assets	569.08	421.39
	Current assets		
	Inventories	1,297.56	947.56
	Financial assets		
	- Trade receivables	833.10	2,433.39
	- Cash and cash equivalents	55.58	438.72
	Other current assets	2,025.21	91.63
	Total current assets	4,211.44	3,911.30
	Total Assets	4,780.52	4,332.68
II	EQUITY AND LIABILITIES		
	EQUITY		
	- Equity share capital	1,249.60	1,249.60
	- Other equity	1,452.24	1,237.95
	Total equity	2,701.84	2,487.55
	LIABILITIES		
	Non-current liabilities		
	Financial liabilities		
	- Borrowings	2.16	31.68
	- Lease liabilities	64.39	8.11
	Total non-current liabilities	66.55	39.79
	Current liabilities		
	Financial liabilities		
	- Borrowings	464.56	473.99
	- Lease liabilities	24.17	19.13
	- Trade payables		
	- Total outstanding dues of micro enterprises and small enterprises		
	- Total outstanding dues of creditors other than micro enterprises and small enterprises		
		1,243.39	661.47
	- Other financial liabilities	1.07	2.82
	Other Current Liabilities	228.57	573.28
	Provisions	50.35	74.64
	Total current liabilities	2,012.12	1,805.34
	Total liabilities	2,078.68	1,845.13
	Total equity and liabilities	4,780.52	4,332.68

By order of the Board

Bodhi Tree Multimedia

Mautik
Ajit ToliaDigitally signed by
Mautik Ajit Tolia
Date: 2024.06.24
12:42:40 +05'30'Mautik Tolia
Managing Director

DIN:06586383

Place : Mumbai
Date : 30th May, 2024

BODHI TREE MULTIMEDIA LIMITED

CIN: L22211MH2013PLC245208

Regd Off. : 507, Reliable Business Centre, Jogeshwari West, Mumbai 400 102.

Email : info@bodhitreemultimedia.com

Statement of Standalone Audited Financial Results for the Year Ended on 31st March, 2024

(Rs. in Lakhs)

Sr. No.	Particulars	Quarter ended			Year Ended	
		As at 31-03-2024	As at 31-12-2023	As at 31-03-2023	As at 31-03-2024	As at 31-03-2023
	Date of Start the reporting period	01-01-2024	01-10-2023	01-01-2023	01-04-2023	01-04-2022
	Date of end the reporting period	31-03-2024	31-12-2023	31-03-2023	31-03-2024	31-03-2023
	Weather results are audited or unaudited	Audited	(Unaudited)	Audited	Audited	Audited
	Nature of report standalone/ Consolidation	Standalone	Standalone	Standalone	Standalone	Standalone
1	Income from operations					
	(a) Revenue from operations	1,273.35	84.89	2,196.92	3,711.74	4,261.21
	(b) Other Income	21.35	0.61	13.47	24.88	20.96
	Total Income	1,294.70	85.50	2,210.39	3,736.62	4,282.17
2	Expenses					
	(a) Cost of production	1,095.20	324.00	1,574.01	3,048.88	3,877.21
	(b) Change in inventories	-488.31	-208.78	87.83	-350.00	-360.48
	(c) Employee benefit expense	26.74	29.30	24.39	107.21	96.68
	(d) Finance cost	18.15	19.94	13.23	55.73	58.08
	(e) Depreciation and amortisation expense	6.36	5.01	4.88	21.38	19.50
	(f) Other expenses	324.66	22.91	50.07	398.66	135.53
	Total expenses	982.81	192.38	1,754.41	3,281.85	3,826.52
3	Profit / (Loss) before exceptional items (1-2)	311.89	-106.88	455.98	454.77	455.65
4	Exceptional Items	-	-	-	-	-
5	Profit before extraordinary items and tax (3-4)	311.89	-106.88	455.98	454.77	455.65
6	Extraordinary items	-	-	-	-	-
7	Profit / (Loss) before tax (5-6)	311.89	-106.88	455.98	454.77	455.65
8	Tax expense					
	Current Tax	-24.51	-9.71	-29.93	-74.53	-79.95
	MAT Credit Entitlement	-56.01	29.86	-50.10	-56.01	-50.10
	Deferred Tax	2.37	-2.71	0.29	-7.03	0.29
9	Net Profit / (Loss) for the period	233.74	-89.45	376.24	317.20	325.89
	Other comprehensive income					
	Items that will not be reclassified subsequently to profit or loss	-	-	-	-	-
	Items that will be reclassified subsequently to profit or loss	-	-	-	-	-
	Total other comprehensive income/ (loss), net of tax	-	-	-	-	-
	Total comprehensive income for the period	233.74	-89.45	376.24	317.20	325.89
10	Paid-up Equity Share Capital (Face value of Rs. 10/- each)	1,249.60	1,249.60	1,249.60	1,249.60	1,249.60
11	Earnings per share (of Rs.10/- each) (not annualised):					
	Basic	1.87	-0.72	0.30	2.54	2.61
	Diluted	1.87	-0.72	0.30	2.54	2.61
	See accompanying note to the financial results					

Notes to the financial results:

- The above Financial Results and Statement of Assets and Liabilities were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on May 30, 2024.
- Figures of previous year/ period have been regrouped/ recast wherever necessary, in order to make them comparable.
- The aforesaid results have been filed with Stock Exchange under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are also available on the Stock Exchange website at www.nseindia.com and on website of the Company at www.bodhitreemultimedia.com
- The Company operates in one segment namely "Production of Content for television and Internet based programs" and therefore segment reporting as required under IndAS-108 is not applicable.
- The statement is as per Regulation 33 of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

Place : Mumbai
Date : 30th May, 2024

By order of the Board

Mautik Ajit
Tolia
Mautik Tolia
Managing Director
DIN:06586383

Digitally signed by
Mautik Ajit Tolia
Date: 2024.06.24 12:43:05
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BODHI TREE MULTIMEDIA LIMITED

CIN: L22211MH2013PLC245208

Regd Off. : 507, Reliable Business Centre, Jogeshwari West, Mumbai 400 102.

Email : info@bodhitreemultimedia.com

Standalone Statement Of Cash Flows For The Year Ended 31st March, 2024

(Rs. In Lakhs)

Sr. No.	Particulars	Year Ended	Year Ended
		As at 31-03-2024	As at 31-03-2023
	Date of Start the reporting period	01-04-2023	01-04-2022
	Date of end the reporting period	31-03-2024	31-03-2023
	Weather results are audited or unaudited	Audited	Audited
	Nature of report standalone/ Consolidation	Standalone	Standalone
A)	Cash flow from operating activities:		
	Profit for the period	454.77	455.45
	Adjustments to reconcile net profit to net cash provided by operating activities:		
	Depreciation and amortization	21.38	19.50
	Finance cost	55.73	58.08
	Changes in assets and liabilities		
	Changes in Inventories	-350.00	-360.48
	Trade receivables and unbilled revenue	-269.97	-1,713.28
	Loans, other financial assets and other assets	-90.31	301.31
	Trade payables	367.03	335.89
	Other financial liabilities, other liabilities and provisions	-309.43	285.28
	Cash generated from operations	-120.81	-618.26
	Income taxes paid	-64.75	-73.91
	Net cash generated by operating activities	-185.55	-692.16
B)	CASH FLOW FROM INVESTING ACTIVITIES :		
	Property, plant and equipment	-	-7.01
	Investment in Non Current Assest	-	-
	Net Cash generated investing activities	-	-7.01
C)	CASH FLOW FROM FINANCING ACTIVITIES :		
	Proceeds from Short Term Borrowings	-9.43	118.89
	Proceeds from Long Term Borrowings	-	-
	Repayment of Long Term Borrowings	-29.52	-143.40
	Dividend	-102.91	-
	Interest paid	-55.73	-58.08
	Right Shares issued	-	1,124.60
	Net Cash generated from financing activities	-197.58	1,042.01
	Net increase in Cash and Cash Equivalents (A+B+C)	-383.14	342.84
	Cash and cash equivalents at the beginning of the period / year	438.72	95.88
	Cash and cash equivalents at the end of the period / year	55.58	438.72

By order of the Board

Bodhi Tree Multimedia Limited

Mautik Ajit Tolia Digitally signed by Mautik Ajit Tolia
Date: 2024.06.24 12:43:29 +05'30'Place : Mumbai
Date :30th May, 2024Mautik Tolia
Managing Director
DIN:06586383



SARA & ASSOCIATES

Chartered Accountants

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Independent Auditor's Report on quarterly and year-to-date Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

Independent Auditor's Report

To the Board of Directors of
Bodhi tree Multimedia Limited

Opinion

1. We have audited the accompanying consolidated annual financial results of Bodhi tree Multimedia Limited (hereinafter referred to as the 'Holding Company') and its subsidiaries & its associates (The Holding company, its subsidiaries and its associates together referred to as ('the Group') for the quarterly and year-to-date financial results ('the Statement') for the year ended 31st March, 2024, attached herewith, being submitted by the Holding Company pursuant to the requirement of regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of separate financial information of the subsidiaries, associates and jointly controlled entities, the aforesaid consolidated financial results:
 - i. include the annual financial results of the following entities
 - A. Parent Company
Bodhi Tree Multimedia Limited
 - B. Subsidiaries Company
Dharmaveer Media City Private Limited
Vasudhara Media Ventures Private Limited
Guroudev Bhalla Screens LLP





SARA & ASSOCIATES

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C. Associates

Phataka Films LLP

- ii. presents financial results in accordance with the requirements of Regulation 33 of the Listing Regulations; and
- iii. gives a true and fair view in conformity with the applicable Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with relevant rules issued thereunder, and other accounting principles generally accepted in India, of the net profit after tax and other comprehensive income and other financial information of the Group for the year ended 31 March 2024.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing ("SA"s) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Results section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (the "ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated Financial Results under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

Management's Responsibilities for the Consolidated Financial Results

4. This Statement which includes consolidated financial results is the responsibility of the Company's Board of Directors and has been approved by them for the issuance. The Statement has been compiled from the audited interim condensed consolidated financial statements for the three months and year ended March 31, 2024. This responsibility includes preparation and presentation of the Consolidated Financial Results that give a true and fair view of the consolidated net profit and consolidated other comprehensive income and other financial information of the Group in accordance with the recognition and measurement principles laid down in Ind AS, prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of



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adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the respective financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of this Consolidated Financial Results by the Directors of the Company, as aforesaid.

5. In preparing the Consolidated Financial Results, the respective Boards of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.
6. The respective Boards of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Results

7. Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Results as a whole, are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Consolidated Financial Results.
8. As part of an audit in accordance with the Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Consolidated Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than



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for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Results, including the disclosures, and whether the Consolidated Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Perform procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations to the extent applicable.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the Consolidated Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Consolidated Financial Results of which we are the independent auditors.





SARA & ASSOCIATES

Chartered Accountants

Santosh Kumar Jain M.Com., F.C.A., DISA	Ramawatar Sharma B.Com., F.C.A.	Rajesh Agarwal B.Com., F.C.A.	Alok Bairagra B.Com., F.C.A.	Manoj Agarwal B.Com., F.C.A.	
Rachana Kanoi B.Com., F.C.A., C.S.	Kamal Sharma B.Com., F.C.A.	Rakesh Joshi B.Com., F.C.A.	Aditya Tulsian B.Com., F.C.A.	Chirag Shah B.Com., F.C.A.	Yogesh Rawal B.Com., A.C.A.

1015, The Summit Business Park, M.V. Road, Near WEH Metro Station, Andheri (East), Mumbai - 400 093. | Tel. No.: 022-4168 5500 (30 Lines)
E-mail: info@sara-india.in Website: www.sara-india.com

9. Materiality is the magnitude of misstatements in the financial statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated financial statement may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statement.
10. We communicate with those charged with governance of the Company and such other entities included in the Consolidated Financial Results of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
11. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matter

12. The consolidated financial results include the unaudited financial results of one associate, whose financial statements reflect Group's share of loss after tax of Rs. 0.08 lacs for the year ended 31st March, 2024 as considered in the consolidated financial results. This unaudited financial statements have been furnished to us by the Board of Directors and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of this jointly controlled entity is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Board of Directors, this financial statements are not material to the Group.





SARA & ASSOCIATES

Chartered Accountants

Santosh Kumar Jain M.Com., F.C.A., DISA	Ramawatar Sharma B.Com., F.C.A.	Rajesh Agarwal B.Com., F.C.A.	Alok Bairagra B.Com., F.C.A.	Manoj Agarwal B.Com., F.C.A.	
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The consolidated financial results include the Audited financial results of two Subsidiaries, whose financial statements reflect Group's share of Profit after tax of Rs. 628.36 lacs for the year ended 31st March, 2024 as considered in the consolidated financial results. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors

Our opinion on the consolidated Financial Results is not modified in respect of the above matters with respect to our reliance on the Financial Results certified by the Board of Directors.

For S A R A & Associates

Chartered Accountants

Firm Registration No.120927W

Alok Bairagra

Alok Bairagra

Partner

Membership No. 105153



Mumbai

Date: 30/05/2024

UDIN: 24105153BKDI0G9043

BODHI TREE MULTIMEDIA LIMITED

CIN: L22211MH2013PLC245208

Regd Off. : 507, Reliable Business Centre, Jogeshwari West, Mumbai 400 102.

Email : info@bodhitreemultimedia.com

Consolidated Statement of Assets & Liability for the Year ended on 31th March, 2024

(Rs. in Lakhs)

Sr. No.	Particulars	Year Ended	Year Ended
		As at 31-03-2024	As at 31-03-2023
	Date of Start the reporting period	04-01-2023	04-01-2022
	Date of end the reporting period	31/3/2024	31/3/2023
	Weather results are audited or unaudited	Audited	Audited
	Nature of report standalone/ Consolidation	Consolidated	Consolidated
I	ASSETS		
	Non-current assets		
	Property, plant and equipment	5.97	3.91
	Intangible Assets	14.98	14.98
	Right of use assets	87.89	24.45
	- Investments	0.80	0.88
	- Loans	101.44	35.68
	- Other financial assets	40.95	27.47
	Deferred tax assets (net)	5.30	12.32
	Deferred tax assets (net)	541.74	301.59
	Total non-current assets	799.06	421.27
	Current assets		
	Inventories	1,631.06	947.56
	Financial assets		
	- Trade receivables	1,401.83	1,318.17
	- Cash and cash equivalents	81.98	438.72
	Other current assets	2,231.74	1,421.74
	Total current assets	5,346.60	4,126.19
	Total Assets	6,145.67	4,547.46
II	EQUITY AND LIABILITIES		
	EQUITY		
	- Equity share capital	1,249.60	1,249.60
	- Other equity	1,474.26	1,237.83
	- 'NCI	15.68	-
	Total equity	2,739.53	2,487.43
	LIABILITIES		
	Non-current liabilities		
	Financial liabilities		
	- Borrowings	2.16	31.68
	- Lease liabilities	64.39	8.11
	Total non-current liabilities	66.55	39.79
	Current liabilities		
	Financial liabilities		
	- Borrowings	500.64	473.99
	- Lease liabilities	24.17	19.13
	- Trade payables		
	- Total outstanding dues of micro enterprises and small enterprises		
	- Total outstanding dues of creditors other than micro enterprises		
	and small enterprises	2,169.10	876.37
	- Other financial liabilities	1.14	2.82
	Other Current Liabilities	577.00	573.28
	Provisions	67.52	74.64
	Total current liabilities	3,339.58	2,020.24
	Total liabilities	3,406.13	2,060.03
	Total equity and liabilities	6,145.67	4,547.46

By order of the Board

Bodhi Tree Multimedia Limited

Mautik Ajit Tolia Digitally signed by Mautik Ajit Tolia

Mautik Tolia

Managing Director

DIN:06586383

Place : Mumbai

Date : May 30, 2024

BODHI TREE MULTIMEDIA LIMITED

CIN: L22211MH2013PLC245208

Regd Off. : 507, Reliable Business Centre, Jogeshwari West, Mumbai 400 102.

Email : info@bodhitreemultimedia.com

Statement of Consolidated Audited Financial Results for the Year Ended on 31st March, 2024

(Rs. in Lakhs)

Sr. No.	Particulars	Quarter ended			Year Ended	
		As at 31-03-2024	As at 31-12-2023	As at 31-03-2023	As at 31-03-2024	As at 31-03-2023
	Date of Start the reporting period	01-01-2024	10-01-2023	01-01-2023	04-01-2023	04-01-2022
	Date of end the reporting period	31/3/2024	31/12/2023	31/3/2023	31/3/2024	31/3/2023
	Weather results are audited or unaudited	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
	Nature of report standalone/ Consolidation	Consolidated	Consolidated	Consolidated	Consolidated	Consolidated
1	Income from operations					
	(a) Revenue from operations	2,186.43	1,290.40	2,196.92	6,399.91	4,261.21
	(b) Other Income	5.88	0.61	13.47	9.41	20.96
	Total Income	2,192.31	1,291.01	2,210.39	6,409.32	4,282.17
2	Expenses					
	(a) Cost of production	2,346.16	1,392.71	1,574.01	5,982.31	3,878.24
	(b) Change in inventories	-651.05	-258.56	87.83	-683.50	-360.48
	(c) Employee benefit expense	28.36	31.37	24.39	110.90	96.68
	(d) Finance cost	18.80	19.96	13.23	56.40	58.08
	(e) Depreciation and amortisation expense	7.38	5.01	4.88	22.54	19.50
	(f) Other expenses	325.88	28.95	50.07	411.94	135.53
	Total expenses	2,075.54	1,219.44	1,754.41	5,900.60	3,827.55
3	Profit / (Loss) before exceptional items (1-2)	116.77	71.57	455.98	508.72	454.62
4	Exceptional Items	-	-	-	-	-
	Profit / (Loss) on share of associates	-0.08		-0.05	-0.08	-0.05
5	Profit before extraordinary items and tax (3-4)	116.70	71.57	455.92	508.65	454.56
6	Extraordinary items	-	-	-	-	-
7	Profit / (Loss) before tax (5-6)	116.70	71.57	455.92	508.65	454.56
8	Tax expense					
	Current Tax	43.18	-84.41	-79.95	-91.20	-79.95
	MAT Credit Entitlement	-56.01	44.37	-50.10	-56.01	-50.10
	Deferred Tax	2.37	-3.50	0.29	-7.03	0.29
9	Net Profit / (Loss) for the period	106.23	28.02	326.16	354.40	324.80
10	Net Profit attributable to:					
	Owners of the company	160.90	-18.69	326.16	339.21	324.80
	Non-controlling Interest	-54.67	46.71	0.00	15.19	0.00
11	Paid-up Equity Share Capital (Face value of Rs. 10/- each)	1,249.60	1,249.60	1,249.60	1,249.60	1,249.60
12	Earnings per share (of Rs.10/- each) (not annualised):					
	Basic	0.85	0.22	2.61	2.84	2.60
	Diluted	0.85	0.22	2.61	2.84	2.60
	See accompanying note to the financial results					

Notes to the financial results:

- The above result were reviewed by the Audit Committee and approved by the Board Of directors at their meeting on May 30, 2024. The audit report will be filed with the stock Exchange and will also be available on Company's website www.bodhitreemultimedia.com
- The Financial Results have been prepared in accordance with the Indian Accounting Standards as notified under section 133 of the Companies Act 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India as amended from time to time.
- The Company operates in one segment namely "Production of Content for television and Internet based programs" and therefore segment reporting as required under Ind AS-108 is not applicable
- The statement is as per Regulation 33 of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').
- The aforesaid results have been filed with Stock Exchange under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are also available on the Stock Exchange website at www.nseindia.com and on website of the Company at www.bodhitreemultimedia.com
- The financial figures for quarter and year ended have been regrouped/reclassified wherever necessary to confirm to current period.

By order of the Board

Bodhi Tree Multimedia Limited

Mautik Ajit Tolia

Mautik Tolia

DIN:06586383

Place : Mumbai
Date : May 30, 2024

Managing Director

BODHI TREE MULTIMEDIA LIMITED

CIN: L22211MH2013PLC245208

Regd Off. : 507, Reliable Business Centre, Jogeshwari West, Mumbai 400 102.

Email : info@bodhitreemultimedia.com

Consolidated Statement Of Cash Flows For The Year Ended 31st March-2024

(Rs. In Lakhs)

Sr. No.	Particulars	Year Ended	Year Ended
		As at 31-03-2024	As at 31-03-2023
	Date of Start the reporting period	04-01-2023	04-01-2022
	Date of end the reporting period	31/3/2024	31/3/2023
	Weather results are audited or unaudited	Audited	Audited
	Nature of report standalone/ Consolidation	Consolidated	Consolidated
A)	Cash flow from operating activities:		
	Profit for the period	508.72	455.45
	Adjustments to reconcile net profit to net cash provided by operating activities:		
	Depreciation and amortization	22.54	19.50
	Finance cost	56.40	58.08
	Changes in assets and liabilities		
	Changes in Inventories	-683.50	-360.48
	Trade receivables and unbilled revenue	-974.24	-1,713.28
	Loans, other financial assets and other assets	-336.75	301.31
	Trade payables	1,293.25	335.89
	Other financial liabilities, other liabilities and provisions	41.63	285.28
	Cash generated from operations	-71.95	-618.26
	Income taxes paid	-120.94	-73.91
	Net cash generated by operating activities	-192.89	-692.16
B)	CASH FLOW FROM INVESTING ACTIVITIES :		
	Property, plant and equipment	-4.16	
	Investment in Non Current Asset	-0.51	-7.01
	Net Cash generated investing activities	-4.67	-7.01
C)	CASH FLOW FROM FINANCING ACTIVITIES :		
	Proceeds from Short Term Borrowings	5.33	118.89
	Proceeds from Long Term Borrowings	21.32	-
	Repayment of Long Term Borrowings	-29.52	-143.40
	Dividend	-102.91	-
	Interest paid	-56.40	-58.08
	Right Shares issued	-	1,124.60
	Share Issued	3.00	-
	Net Cash generated from financing activities	-159.18	1,042.01
	Net increase in Cash and Cash Equivalents (A+B+C)	-356.74	342.84
	Cash and cash equivalents at the beginning of the period / year	438.72	95.88
	Cash and cash equivalents at the end of the period / year	81.98	438.72

By order of the Board
Bodhi Tree Multimedia Limited

Mautik
Ajit Tolia

Digitally signed by
Mautik Ajit Tolia
Date: 2024.06.24
12:41:59 +05'30'

Mautik Tolia
Managing Director
DIN:06586383

Place : Mumbai
Date : May 30, 2024



SARA & ASSOCIATES

Chartered Accountants

Santosh Kumar Jain M.Com., F.C.A., DISA	Ramawatar Sharma B.Com., F.C.A.	Rajesh Agarwal B.Com., F.C.A.	Alok Baidra B.Com., F.C.A.	Manoj Agarwal B.Com., F.C.A.
Rachana Kanoi B.Com., F.C.A., C.S.	Kamal Sharma B.Com., F.C.A.	Rakesh Joshi B.Com., F.C.A.	Aditya Tulsian B.Com., F.C.A.	Chirag Shah B.Com., F.C.A.
				Yogesh Rawal B.Com., F.C.A.

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Independent Auditor's Review Report on Standalone Unaudited Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of
M/S BODHI TREE MULTIMEDIA LIMITED

1. We have reviewed the accompanying statement of unaudited financial results ('the Statement') of BODHI TREE MULTIMEDIA LIMITED ('the Company') for the quarter ended 31st December 2024 and the year to date results for the period 01st April 2024 to 31st December 2024, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Attention is drawn to the fact that the figures for the corresponding quarter and year-to-date period ended 31st December 2023 have been approved by the Company's Board of Directors, but have not been subjected to audit or review.
2. The Statement, which is the responsibility of the Company's management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



City Office: 202, May Building, 297/299/301, Princess Street, Near Marine Lines Flyover, Mumbai - 400 002. | Tel: 4922 7200
Andheri Office: A-503, Vertex Vikas Building, Above Mitra Nursing Home, Sir M. V. Road, Andheri (East), Mumbai - 400 069. | Tel: 2682 6081-82 / 6238 6832



SARA & ASSOCIATES

Chartered Accountants

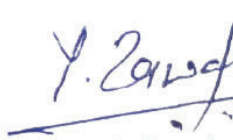
Santosh Kumar Jain | Ramawatar Sharma | Rajesh Agarwal | Alok Bairagra | Manoj Agarwal
M.Com., F.C.A., DISA | B.Com., F.C.A. | B.Com., F.C.A. | B.Com., F.C.A. | B.Com., F.C.A.

Rachana Kanoi | Kamal Sharma | Rakesh Joshi | Aditya Tulsian | Chirag Shah | Yogesh Rawal
B.Com., F.C.A., C.S. | B.Com., F.C.A. | B.Com., F.C.A. | B.Com., F.C.A. | B.Com., F.C.A. | B.Com., F.C.A.

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4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S A R A & Associates
Chartered Accountants
Firm Registration No.120927W


Yogesh Rawal
Partner
Membership No. 146464
Mumbai
Date : 14/02/2025
UDIN: 25146464BMLNNL4276



BODHI TREE MULTIMEDIA LIMITED

CIN : L22211MH2013PLC245208

Regd Off. : 507, Reliable Business Centre, Jogeshwari West, Mumbai 400 102.

Email : info@bodhitreemultimedia.com

Statement of Standalone unaudited Financial Results for the Quarter Ended on 31st December, 2024

Sr. No.	Particulars	Quarter ended			Nine Month Ended		(Rs. in Lakhs)
		As at 31-12-2024	As at 30-09-2024	As at 31-12-2023	As at 31-12-2024	As at 31-12-2023	Year Ended As at 31-03-2024
	Date of Start the reporting period	01-10-2024	01-07-2024	01-10-2023	01-04-2024	01-04-2023	01-04-2023
	Date of end the reporting period	31-12-2024	30-09-2024	31-12-2023	31-12-2024	31-12-2023	31-03-2024
	Weather results are audited or unaudited	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	Audited
	Nature of report standalone/ Consolidation	Standalone	Standalone	Standalone	Standalone	Standalone	Standalone
1	Income from operations						
	(a) Revenue from operations	1,044.45	1,210.00	84.87	3,784.26	2,438.39	3,711.74
	(b) Other Income	51.43	14.44	0.61	65.87	3.53	24.88
	Total Income	1,095.88	1,224.44	85.48	3,850.13	2,441.92	3,736.62
2	Expenses						
	(a) Cost of production	881.67	1,457.19	324.00	3,847.52	1,953.68	3,323.48
	(b) Change in inventories	-120.00	-501.12	-208.78	-666.29	138.31	-350.00
	(c) Employee benefit expense	31.96	28.72	29.30	89.03	80.47	107.21
	(d) Finance cost	74.41	31.70	19.94	129.18	37.58	55.73
	(e) Depreciation and amortisation expense	7.85	7.72	5.01	23.28	15.02	21.38
	(f) Other expenses	56.96	38.66	22.91	136.98	74.00	124.05
	Total expenses	932.85	1,062.87	192.38	3,559.70	2,299.06	3,281.85
3	Profit / (Loss) before exceptional items (1-2)	163.03	161.57	-106.90	290.43	142.86	454.77
4	Exceptional Items	-	-	-	-	-	-
5	Profit before extraordinary items and tax (3-4)	163.03	161.57	-106.90	290.43	142.86	454.77
6	Extraordinary items	-	-	-	-	-	-
7	Profit / (Loss) before tax (5-6)	163.03	161.57	-106.90	290.43	142.86	454.77
8	Tax expense						
	Current Tax	-40.26	-40.75	-9.71	-81.01	-50.02	-74.53
	MAT Credit Entitlement	-	-	29.86	-	-	-56.01
	Deferred Tax	-5.49	2.42	-2.71	-3.31	-9.40	-7.03
9	Net Profit / (Loss) for the period	117.28	123.24	-89.46	206.11	83.44	317.20
	Other comprehensive income						
	Items that will not be reclassified subsequently to profit or loss	-	-	-	-	-	-
	Items that will be reclassified subsequently to profit or loss	-	-	-	-	-	-
	Total other comprehensive income/ (loss), net of tax	-	-	-	-	-	-
	Total comprehensive income for the period	117.28	123.24	-89.46	206.11	83.44	317.20
10	Paid-up Equity Share Capital (Face value of Rs. 1/- each)	1,249.60	1,249.60	1,249.60	1,249.60	1,249.60	1,249.60
11	Earnings per share (of Rs.1/- each) (not annualised):						
	Basic	0.09	0.10	0.07	0.16	0.67	0.25
	Diluted	0.09	0.10	0.07	0.16	0.67	0.25
	See accompanying note to the financial results						

Notes to the financial results:

- The above Financial Results and Statement of Assets and Liabilities were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on February 14th, 2025.
- Figures of previous year/ period have been regrouped/ recast wherever necessary, in order to make them comparable.
- The aforesaid results have been filed with Stock Exchange under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are also available on the Stock Exchange website at www.nseindia.com and on website of the Company at www.bodhitreemultimedia.com
- The Company operates in one segment namely "Production of Content for television and Internet based programs" and therefore segment reporting as required under IndAS-108 is not applicable.
- The statement is as per Regulation 33 of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

Place : Mumbai
Date : 14th February 2025

By order of the Board
Bodhi Tree Multimedia Limited
Mautik Ajit Tolia
(Digital Signature Made At Tolia
Date: 10/02/2025 14:18:00 -05'30')
Mautik Tolia
Managing Director
DIN:06586383



SARA & ASSOCIATES

Chartered Accountants

Santosh Kumar Jain M.Com., F.C.A., DSA	Ramawatar Sharma B.Com., F.C.A.	Rajesh Agarwal B.Com., F.C.A.	Alok Baidragra B.Com., F.C.A.	Manoj Agarwal B.Com., F.C.A.
Rachana Kanoi B.Com., F.C.A., C.S.	Kamal Sharma B.Com., F.C.A.	Rakesh Joshi B.Com., F.C.A.	Aditya Tulsian B.Com., F.C.A.	Chirag Shah B.Com., F.C.A.
				Yogesh Rawal B.Com., F.C.A.

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Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results of the Company Pursuant to the Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of
M/S BODHI TREE MULTIMEDIA LIMITED

1. We have reviewed the accompanying statement of Consolidated unaudited financial results ('the Statement') of Bodhi Tree Multimedia Limited ('the Parent') and its subsidiary (the Parent and its subsidiary together referred to as "the Group"), and its share of the net profit/(loss) after tax and total comprehensive income / loss of its associates for the quarter ended 31st December, 2024, being submitted by the Parent pursuant to the requirements of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Attention is drawn to the fact that the figures for the corresponding quarter ended 31st December, 2023 have been approved by the Parent's Board of Directors, but have not been subjected to review.
2. This statement, which is the responsibility of the Parent's Management and has been approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in India Accounting Standard 34, Interim Financial Reporting ('Ind As 34') prescribed under section 133 of Companies Act, 2013 ('the Act') and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 and 52 of Listing Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Our responsibility is to issue a report on these financial statements based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. The Statement includes the results of the following entities:
 - A. **Parent Company**
Bodhi Tree Multimedia Limited
 - B. **Subsidiaries Company**
Dharmaveer Media City Private Limited
Vasudhara Media Ventures Private Limited
Guroudev Bhalla Screens LLP
MJ Creative Studio Private Limited



City Office: 202, May Building, 297/299/301, Princess Street, Near Marine Lines Flyover, Mumbai - 400 002. | Tel: 4922 7200
Andheri Office: A-503, Vertex Vikas Building, Above Mitra Nursing Home, Sir M. V. Road, Andheri (East), Mumbai - 400 069. | Tel: 2682 6081-82 / 6238 6832



SARA & ASSOCIATES

Chartered Accountants

Santosh Kumar Jain | Ramawatar Sharma | Rajesh Agarwal | Alok Bairagra | Manoj Agarwal
M.Com., F.C.A., DISA | B.Com., F.C.A. | B.Com., F.C.A. | B.Com., F.C.A. | B.Com., F.C.A.

Rachana Kanoi | Kamal Sharma | Rakesh Joshi | Aditya Tulsian | Chirag Shah | Yogesh Rawal
B.Com., F.C.A., C.S. | B.Com., F.C.A. | B.Com., F.C.A. | B.Com., F.C.A. | B.Com., F.C.A. | B.Com., F.C.A.

1015, The Summit Business Park, M.V. Road, Near WEH Metro Station, Andheri (East), Mumbai - 400 093. | Tel. No.: 022-4168 5500
E-mail: info@sara-india.in Website: www.sara-india.com

C. Associates

Phataka Films LLP

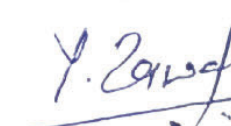
5. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of Consolidated unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. We did not review the interim financial information of four subsidiaries and one associate included in the statement, whose financials information reflects total revenues of Rs. 642.73 Lakhs and Rs. 1,104.77 Lakhs and total net profit after tax of Rs. 10.56 Lakhs and Rs. 25.82 Lakhs and total comprehensive income is nil for quarter and nine month period ended on 31st December, 2024 as considered in the Statement. In respect to the interim financial information of all the four subsidiaries and one associate, management certified accounts have been furnished to us by the management and our conclusion so far as it related to the amounts and disclosures included in respect of these subsidiaries bases solely on management certified accounts.

Our conclusion is not modified in respect of these matters with respect to the aforesaid subsidiaries/associates.

For SARA & Associates

Chartered Accountants

Firm Registration No. 120927W




Yogesh Rawal

Partner

Membership No. 146464

Mumbai

Date: 14/02/2025

UDIN: 25146464BMLNNK2130

BODHI TREE MULTIMEDIA LIMITED

CIN: L22211MH2013PLC245208

Regd Off. : 507, Reliable Business Centre, Jogeshwari West, Mumbai 400 102.

Email : info@bodhitreemultimedia.com

Statement of Consolidated unaudited Financial Results for the Quarter Ended on 31st December, 2024

(Rs. in Lakhs)

Sr. No.	Particulars	Quarter ended			Nine Month Ended		Year Ended
		As at 31-12-2024	As at 30-09-2024	As at 31-12-2023	As at 31-12-2024	As at 31-12-2023	As at 31-03-2024
	Date of Start the reporting period	01-10-2024	01-07-2024	01-10-2023	01-04-2024	01-04-2023	01-04-2023
	Date of end the reporting period	31-12-2024	30-09-2024	31-12-2023	31-12-2024	31-12-2023	31-03-2024
	Weather results are audited or unaudited	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	Audited
	Nature of report standalone/ Consolidation	Consolidated	Consolidated	Consolidated	Consolidated	Consolidated	Consolidated
1	Income from operations						
	(a) Revenue from operations	1,687.18	1,400.64	1,290.40	4,889.03	4,213.48	6,399.91
	(b) Other Income	77.02	81.57	0.61	158.59	3.54	9.41
	Total Income	1,764.20	1,482.21	1,291.01	5,047.62	4,217.02	6,409.32
2	Expenses						
	(a) Cost of production	1,477.38	1,915.20	1,392.71	5,221.83	3,636.15	5,982.31
	(b) Change in inventories	-180.03	-844.59	-258.56	-1,069.79	-32.45	-683.50
	(c) Employee benefit expense	35.55	30.55	31.37	95.23	82.54	110.90
	(d) Finance cost	60.35	45.87	19.96	129.29	37.60	56.40
	(e) Depreciation and amortisation expense	8.40	8.32	5.01	24.88	15.16	22.54
	(f) Other expenses	105.51	60.56	28.95	214.72	86.06	411.94
	Total expenses	1,507.16	1,215.91	1,219.44	4,616.16	3,825.06	5,900.59
3	Profit / (Loss) before exceptional items (1-2)	257.05	266.30	71.57	431.47	391.96	508.73
4	Exceptional Items						
	(Loss) on share of Associate	-	-	-	-	-	-0.08
5	Profit before extraordinary items and tax (3-4)	257.05	266.30	71.57	431.47	391.96	508.65
6	Extraordinary items	-	-	-	-	-	-
7	Profit / (Loss) before tax (5-6)	257.05	266.30	71.57	431.47	391.96	508.65
8	Tax expense						
	Current Tax	-70.37	-43.66	-84.41	-123.37	-134.38	-91.20
	MAT Credit Entitlement	-	0.00	44.37	-	0.00	-56.01
	Deferred Tax	-5.49	2.42	-3.50	-3.31	-9.40	-7.03
9	Net Profit / (Loss) for the period	181.18	225.06	28.03	304.78	248.18	354.41
10	Net Profit Attributable to						
	Owners of the company	143.10	179.13	-18.69	266.65	178.32	339.22
	Non-controlling Interest	38.08	45.93	46.71	38.13	69.86	15.19
11	Paid-up Equity Share Capital (Face value of Rs. 1/- each)	1,249.60	1,249.60	1,249.60	1,249.60	1,249.60	1,249.60
12	Earnings per share (of Rs.1/- each) (not annualised):						
	Basic	0.14	0.18	0.22	0.67	1.99	2.84
	Diluted	0.14	0.18	0.22	0.67	1.99	2.84
	See accompanying note to the financial results						

Notes to the financial results:

- The above Financial Results and Statement of Assets and Liabilities were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on February 14th, 2025.
- Figures of previous year/ period have been regrouped/ recast wherever necessary, in order to make them comparable.
- The aforesaid results have been filed with Stock Exchange under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are also available on the Stock Exchange website at www.nseindia.com and on website of the Company at www.bodhitreemultimedia.com
- The Company operates in one segment namely "Production of Content for television and Internet based programs" and therefore segment reporting as required under IndAS-108 is not applicable.
- The statement is as per Regulation 33 of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

Place : Mumbai
Date : 14th February 2025

By order of the Board
Bodhi Tree Multimedia Limited

Mautik Ajit
Tolia

Mautik Tolia
Managing Director
DIN:06586383

Digitally signed by Mautik
Ajit Tolia
Date: 2025.02.14 18:09:20
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**BODHI TREE MULTIMEDIA LIMITED**

(CIN- L22211MH2013PLC245208)

STATEMENT OF ACCOUNTING RATIOS**Accounting Ratios**

The following table presents certain accounting and other ratios derived from our audited standalone financial statements included in the section titled “Financial Information” beginning on page 99 of this Letter of Offer.

Accounting Ratios (Standalone)

Particulars	Period ended December 31, 2024	Period ended March 31, 2024
Earnings Per Share		
(a) Basic Earnings Per Share (after extraordinary items) (in Rs.)	0.16	2.54
(b) Diluted Earnings Per Share (after extraordinary items) (In Rs.)	0.16	2.54
Return on Net Worth (after extraordinary items and excluding Revaluation reserves) (%)	7.09%	11.74%
Net Asset Value / Book Value per Equity Share each	2.33	21.62
Face Value per Equity Share	1.00	10.00
EBITDA (Rs. in Lakhs)	442.89	531.88

Accounting Ratios (Consolidated)

Particulars	Period ended December 31, 2024	Period ended March 31, 2024
Earnings Per Share		
(a) Basic Earnings Per Share (after extraordinary items) (In Rs.)	0.24	2.84
(b) Diluted Earnings Per Share (after extraordinary items) (In Rs.)	0.24	2.84
Return on Net Worth (after extraordinary items and excluding Revaluation reserves) (%)	10.01%	12.94%
Net Asset Value / Book Value per Equity Share each	2.44	21.92
Face Value per Equity Share	1.00	10.00
EBITDA (Rs. in Lakhs)	585.63	587.60



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

Capitalization Statement

The statement on our capitalisation is as set out below

Standalone Capitalization statement

(Rs. in Lakhs)		
Particulars	As at December 31, 2024 (Pre-Issue)	As adjusted for proposed Issue
Borrowings		
Current Borrowings	2,251.39	2,251.39
Non-Current Borrowings (including current maturity)	-	-
Total borrowings (A)	2,251.39	2,251.39
Total Equity		
Share capital	1,249.60	1,804.98
Reserves and surplus*	1,657.32	5,544.96
Total Equity (B)	2,906.92	7,349.94
Non-current Borrowings / Total Equity ratio	-	-
Total borrowings / Total Equity ratio (A/B)	0.77	0.31

*Excluding other Comprehensive Income.

Consolidated Capitalization statement

(Rs. in Lakhs)		
Particulars	As at December 31, 2024 (Pre-Issue)	As adjusted for proposed Issue
Borrowings		
Current Borrowings	3,418.14	3,418.14
Non-Current Borrowings (including current maturity)	-	-
Total borrowings (A)	3,418.14	3,418.14
Total Equity		
Share capital	1,249.60	1,804.98
Reserves and surplus*	1,794.45	5,682.09
Total Equity (B)	3,044.05	7,487.07
Non-current Borrowings / Total Equity ratio	-	-
Total borrowings / Total Equity ratio (A/B)	1.12	0.46

*Excluding other Comprehensive Income. Includes the Non-Controlling Interest.



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

MARKET PRICE INFORMATION

The Equity Shares of our Company are listed on the NSE and BSE. As our Equity Shares are listed only on the NSE and BSE, stock market data for our Equity Shares has been given for NSE and BSE.

For the purpose of this section:

- Year is a Financial Year;
- Average price is the average of the daily closing prices of the Equity Shares, for the year, or the month, or the week, as the case may be;
- High price is the maximum of the daily high prices and Low price is the minimum of the daily low prices of the Equity Shares, for the year, or the month, as the case may be; and
- In case of two days with the same high/low/closing price, the date with higher volume has been considered.

Yearly Stock Market Quotation at NSE

The high, low prices and average of closing prices recorded on the NSE for the preceding three Financial Years and the number of Equity Shares traded on the days the high and low prices were recorded are stated below:

Year ended on March 31	High (in Rs)	Date of High	No. of Shares traded on date of high	Low (in Rs)	Date of Low	No. of Shares traded on date of low	Average price for the year (in Rs.)
2024	218.20	18 th January, 2024	6,87,987	125.60	26 th September, 2023	22,854	175.77
2023	188.35	17 th February, 2023	3,10,712	158	28 th March, 2023	47,741	171.91

(Source: www.nseindia.com) In case where closing price is same the No. of shares traded higher on that day is taken.

Please note that the Company has migrated from SME to Main Board w.e.f from 15th February, 2023

Monthly Stock Market Quotation at NSE

The high and low prices and volume of the Equity Shares traded on the respective dates during the last six months is as follows:

Month	High (in Rs.)	Date of High	No. of Shares traded on date of high	Low (in Rs.)	Date of Low	No. of Shares traded on date of low	Average price for the Month (in Rs.)	Total No of Trading Days
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**BODHI TREE MULTIMEDIA LIMITED**

(CIN- L22211MH2013PLC245208)

Month	High (in Rs.)	Date of High	No. of Shares traded on date of high	Low (in Rs.)	Date of Low	No. of Shares traded on date of low	Average price for the Month (in Rs.)	Total No of Trading Days
February, 2025	10.62	07 th February, 2025	15,211	8.47	18 th February, 2025	3,42,508	9.80	20
January, 2025	12.89	08 th January, 2025	28,54,073	9.94	03 rd January, 2025	3,49,370	11.63	23
December, 2024	12.15	06 th December, 2024	2,69,851	10.13	30 th December, 2024	2,37,466	11.05	21
November, 2024	12.15	29 th November, 2024	8,47,556	10.75	01 st November, 2024	2,47,899	11.38	19
October, 2024	14.26	15 th October, 2024	11,63,498	11.94	30 th October, 2024	1,75,004	12.80	14
September, 2024	13.5	06 th September, 2024	1,00,440	11.9	19 th September, 2024	18,963	12.58	21

(Source: www.nseindia.com). In case where closing price is same the No. of shares traded higher on that day is taken.

Weekly Stock Market Quotation at NSE

Week end closing prices of the Equity Shares for the last four weeks on the NSE are as below:

Week Ended on	Closing Price (In Rs.)	High (in Rs.)	Date of High	Low (in Rs.)	Date of Low
21 st March, 2025	9.01	9.47	19 th March, 2025	9.01	21 st March, 2025
13 th March, 2025	8.79	9.00	10 th March, 2025	8.79	13 th March, 2025
07 th March, 2025	9.10	9.47	06 th March, 2025	8.96	03 rd March, 2025
28 th February, 2025	9.41	10.24	25 th February, 2025	9.41	28 th February, 2025

(Source: www.nseindia.com).

The closing price of the Equity Shares as on 02nd May, 2024 was Rs. 17.10 on the NSE, the trading day immediately preceding the day on which Board of Directors approved the Issue.

Yearly Stock Market Quotation at BSE

The high, low prices and average of closing prices recorded on the BSE for the preceding three Financial Years and the number of Equity Shares traded on the days the high and low prices were recorded are stated below:



BODHI TREE MULTIMEDIA LIMITED

(CIN- L22211MH2013PLC245208)

Year ended on March 31	High (in Rs)	Date of High	No. of Shares traded on date of high	Low (in Rs)	Date of Low	No. of Shares traded on date of low	Average price for the year (in Rs.)
2024	217.95	18 th January, 2024	1,13,449	125.45	26 th September, 2023	2323	167.62
2023	187.90	17 th February, 2023	27,295	160.2	28 th March, 2023	891	171.68
2022	-	-	-	-	-	-	-

(Source: www.bseindia.com) In case where closing price is same the No. of shares traded higher on that day is taken.

The Company got listed on BSE w.e.f. 15th February, 2023

Monthly Stock Market Quotation at BSE

The high and low prices and volume of the Equity Shares traded on the respective dates during the last six months is as follows:

Month	High (in Rs.)	Date of High	No. of Shares traded on date of high	Low (in Rs.)	Date of Low	No. of Shares traded on date of low	Average price for the Month (in Rs.)	Total No of Trading Days
February, 2025	10.63	10 th February, 2025	7,289	8.51	18 th February, 2025	3,98,833	9.53	20
January, 2025	12.87	08 th January, 2025	3,71,660	9.96	03 rd January, 2025	99,359	11.68	23
December, 2024	12.19	06 th December, 2024	1,27,959	10.11	30 th December, 2024	34,653	11.06	21
November, 2024	12.22	01 st November, 2024	17,512	10.74	27 th November, 2024	60,879	11.40	19
October, 2024	14.28	15 th October, 2024	2,04,631	11.28	08 th October, 2024	27,173	12.48	22
September, 2024	13.93	09 th September, 2024	87,910	12.03	30 th September, 2024	44,003	12.85	21

(Source: www.bseindia.com). In case where closing price is same the No. of shares traded higher on that day is taken.

Weekly Stock Market Quotation at BSE

Week end closing prices of the Equity Shares for the last four weeks on the BSE are as below:



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

Week Ended on	Closing Price (In Rs.)	High (in Rs.)	Date of High	Low (in Rs.)	Date of Low
21 st March, 2025	9.27	9.45	18 th March, 2025	9.20	20 th March, 2025
13 th March, 2025	8.85	9.28	10 th March, 2025	8.85	13 th March, 2025
07 th March, 2025	9.76	9.90	06 th March, 2025	8.99	04 th March, 2025
28 th February, 2025	9.30	10.29	25 th March, 2025	9.30	28 th February, 2025

(Source: www.bseindia.com).

The closing price of the Equity Shares as on 02nd May, 2024 was Rs. 17.26 on the BSE, the trading day immediately preceding the day on which Board of Directors approved the Issue.



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND
RESULTS OF OPERATIONS**

The following discussion of our financial condition and results of operations should be read in conjunction with the "Financial Statements" beginning on page 99 of this Letter of Offer.

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should also read "Risk Factors" and "Forward Looking Statements" beginning on page 23 and 17, respectively of this Letter of Offer, which discuss a number of factors and contingencies that could affect our financial condition and results of operations.

Our financial statements included in this Letter of Offer are prepared in accordance with Ind AS, which differs in certain material respects from other accounting standards such as IFRS. Our financial year ends on March 31 of each year. Accordingly, all references to a particular financial year are for the 12 months ended March 31 of that year. Unless otherwise indicated or the context requires, the financial information for Fiscal 2023 included herein is based on the Audited Financial Statements included in this Letter of Offer. For further information, see "Financial Statements" beginning on page 99 of this Letter of Offer.

Neither we, nor any of our affiliates or advisors, nor any other person connected with the Issue has independently verified such information. For further information, see "Presentation of Financial and other Information" beginning on page 15 of this Letter of Offer.

Business overview

Our Company was originally incorporated as a private limited company on July 04, 2013, under the name and style "Bodhi Tree Multimedia Private Limited" under the provisions of the Companies Act, 1956, with the Registrar of Companies, Mumbai. Our Company was converted into a public limited company pursuant to a shareholders resolution passed at an Extra-Ordinary General Meeting of the Company held on August 18, 2020 and the name of our Company was changed to "Bodhi Tree Multimedia Limited", and a fresh Certificate of Incorporation consequent upon conversion to public limited company was issued by the Registrar of Companies, Mumbai on September 01, 2020. The equity shares of our Company were listed on the BSE and NSE on February 15, 2023, bearing Scrip symbol 'BTML' and ISIN 'INE0EEJ01015'. The Corporate Identification Number of our Company is L22211MH2013PLC245208.

We operate our activities from our registered office and studios located in 507, Reliable Business Centre, Jogeshwari (West), Mumbai - 400 102, Maharashtra, India. Our list of clients includes some of the renowned names in Films, Television and OTT Industry.

Our business model is B2B, wherein the primary business activity includes content production for television, films and digital platforms. We have been in the forefront of creating differentiated and edgy content through its distinct line-up of shows. Our business activities operate in 3 verticals at present: TV - Hindi GEC (General Entertainment Channels), Digital Content (OTT), and regional content in multiple languages.

- 1. TV - Hindi GEC:** We produce contents for linear broadcast networks like Zee, Sony, Star, Disney, Viacom, Sun and others. These contents include daily soaps, reality shows etc.



BODHI TREE MULTIMEDIA LIMITED
(CIN- L22211MH2013PLC245208)

2. **Digital Platforms (OTT):** We produce content for non-linear platforms such as Netflix, Voot, etc
3. **Regional Shows:** We also produce content in regional languages including Tamil, Marathi, Bengali, and Gujarati on both TV and OTT platforms.

For further details, refer chapter titled “*Our Business*” on page 78.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

To the knowledge of our Company and except as disclosed herein, since the date of the last financial statements contained in this Letter of Offer, no other circumstances have arisen which would materially and adversely affect or which would be likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 (twelve) months.

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 23 of this Letter of offer. Our results of operations and financial conditions are affected by numerous factors including the following:

- Increased competition in this industry
- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various projects and business plans
- Our ability to attract and retain qualified personnel
- Access to content and ability to sustain portfolio approach
- Access to distribution channels

SIGNIFICANT ACCOUNTING POLICIES

The accounting policies have been applied consistently to the periods presented in the Limited Review Unaudited Standalone Financial Statements and Audited Standalone Financial Statements. For details of our significant accounting policies, please refer chapter titled “Financial Statements” on page 99 of this Letter of Offer.

CHANGE IN ACCOUNTING POLICIES

Except as mentioned in chapter titled “Financial Statements” on page 99, There has been no change in accounting policies for the period which has been included in this Letter of Offer.

RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS

For details, please refer chapter titled “Financial Statements” on page 99 of this Letter of Offer.

SUMMARY OF OPERATIONS

The following discussion on result of operations should be read in conjunction with the Audited Standalone and Consolidated financial statements of our Company for financial year ended March 31,



BODHI TREE MULTIMEDIA LIMITED

(CIN- L22211MH2013PLC245208)

2024 and the Unaudited Standalone and Consolidated financial results for the quarter and nine months ended December 31, 2024 in comparison with Audited Standalone and Consolidated financial statements of our Company for financial year ended March 31, 2023 and the Unaudited Standalone and Consolidated financial results for the quarter and nine months ended December 31, 2023.

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's Audited financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue:

Financial Statement

(Rs. In Lacs)

Particulars	For the financial year ended 31 st March, 2024		For the financial year ended 31 st March, 2023	
	Standalone	Consolidated	Standalone	Consolidated
Income: -				
Revenue from Operations	3,711.74	6,399.91	4,261.20	4,261.20
<i>As a % of Total Revenue</i>	99.33%	99.85%	99.51%	99.51%
Other Income	24.88	9.41	20.96	20.96
<i>As a % of Total Revenue</i>	0.67%	0.15%	0.49%	0.49%
Total Revenue (A)	3,736.62	6,409.32	4,282.16	4,282.16
Growth %				
Expenditure: -				
Cost of Production	3,323.48	6,258.51	3,877.20	3,877.20
<i>As a % of Total Revenue</i>	88.94%	97.65%	90.54%	90.54%
Purchase of Stock in trade	-	-	-	-
<i>As a % of Total Revenue</i>	-	-	-	-
Changes in Inventories of Finished Goods, Work-in-progress, and stock in trade	(350.00)	(683.50)	(360.48)	(360.48)
<i>As a % of Total Revenue</i>	(9.37%)	(10.66%)	(8.42%)	(8.42%)
Employees Benefit Expenses	107.21	108.27	96.68	96.68
<i>As a % of Total Revenue</i>	2.87%	1.69%	2.26%	2.26%
Finance Cost	55.73	72.08	58.08	58.07
<i>As a % of Total Revenue</i>	1.49%	1.12%	1.36%	1.36%
Depreciation and Amortization Expenses	21.38	22.54	19.50	19.50
<i>As a % of Total Revenue</i>	0.57%	0.35%	0.46%	0.46%
Other Expenses	124.05	122.70	135.53	135.73
<i>As a % of Total Revenue</i>	3.32%	1.91%	3.16%	3.17%
Total Expenses (B)	3,281.82	5,900.60	3,826.51	3,826.51



BODHI TREE MULTIMEDIA LIMITED

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Particulars	For the financial year ended 31 st March, 2024		For the financial year ended 31 st March, 2023	
	Standalone	Consolidated	Standalone	Consolidated
As a % of Total Revenue	87.83%	92.06%	89.36%	89.36%
Profit before exceptional items	454.77	508.72	455.65	455.65
As a % of Total Revenue	12.17%	7.94%	10.64%	10.64%
Exceptional Items	-	-	-	-
(Loss) on shares of associate	-	(0.08)	-	(0.05)
Profit before Tax	454.77	508.73	455.65	455.46
PBT Margin	12.17%	7.94%	10.64%	10.64%
Tax Expense:				
i. Current Tax	(74.53)	(91.20)	(74.64)	(74.65)
ii. Deferred Tax	(7.03)	(7.03)	0.29	0.29
iii. MAT Credit Entitlement	(56.02)	(56.01)	(50.10)	(50.10)
iv. Tax expense for earlier years	-	-	(5.31)	(5.31)
Profit after Tax	317.19	354.56	325.89	325.74
PAT Margin %	8.49%	5.53%	7.61%	7.61%

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2024 WITH FINANCIAL YEAR ENDED YEAR ENDED MARCH 31, 2023

INCOME

Income from Operations

(Rs. In Lacs)

Particulars	2023-24		2022-23		Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Revenue from Operations	3,711.74	6,399.91	4,261.20	4,261.21	(12.89%)	50.19%

The operating income of the Company for the year ending March 31, 2024 on standalone is Rs 3,711.74 Lakhs as compared to Rs. 4,261.21 lakhs for the year ended March 31, 2023 on standalone basis showing a decrease of 12.89%, and such decrease is due to decrease in volume of operations.

Accordingly, the operating income of the Company for the year ending March 31, 2024 on consolidated is Rs. 6,399.91 Lakhs as compared to Rs. 4,261.20 lakhs for the year ended March 31, 2023 on consolidated basis, showing an increase of 50.19%, and such increase is due to consolidated increase in volume of operations.

Other Income

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Our other income increased from Rs. 20.96 Lakhs in the financial year ended March 31, 2023 to Rs. 24.88 Lakhs in the financial year ended March 31, 2024 on standalone basis, this was primarily due to increase in Non-operating Income and Our Other Income decreased from Rs. 20.94 Lakhs to Rs. 9.41 Lakhs on consolidated basis during the year ended March 31, 2023 to March 31, 2024 respectively, this was primarily due to decrease in Non-operating Income on consolidated basis.

Direct Expenses

(Rs. In Lacs)

Particulars	2023-24		2022-23		Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Cost of Production	3,323.48	6,258.51	3,877.20	3,877.21	(15.45%)	58.53%
Purchases of Stock in trade	-	-	-	-		
Change in inventories of finished goods, work-in-progress and stock-in-trade	(350.00)	(683.50)	(360.48)	(360.48)		
Total	2,973.48	5,575.01	3,516.72	3,516.73		

Our direct expenses consist of Cost of production, purchases of stock in trade & change in inventories of finished goods, work-in-progress there is 15.45% decrease in direct expenses from Rs. 3,516.72 Lakhs during year ended March 31, 2023 to Rs. 2,973.48 Lakhs during year March 31, 2024 on standalone basis due to decrease in expenses and there is 58.53% increase in direct expenses from Rs. 3,516.72 Lakhs during year ended March 31, 2023 to Rs. 5,575.01 Lakhs during year March 31, 2024 on consolidated basis which is due to increase in business volume.

Employee Benefit Expenses

(Rs. In Lacs)

Particulars	2023-24		2022-23		Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Employee Benefit Expenses	107.21	108.27	96.68	96.68	10.89%	11.99%

There is 10.89% increase in employee benefit expenses from Rs. 96.68 Lakhs during year ended March 31, 2023 to Rs. 107.21 Lakhs during year March 31, 2024 on standalone basis which is due to increase in staff and salary & wages and there is 11.99% increase in employee benefit expenses from Rs. 96.68 Lakhs during year ended March 31, 2023 to Rs. 108.27 Lakhs during year March 31, 2024 on consolidated basis which is due to increase in staff and salary & wages of the subsidiary Companies.

Finance Cost

There is 4.05% decrease in finance cost expenses during the year ended March 31, 2024 as compared with finance cost expenses during the year ended March 31, 2023 due to decrease in borrowings on standalone and on the other hand there is 24.12% increase in finance cost expenses during the year ended March 31, 2024 as compared with finance cost expenses during the year ended March 31, 2023 due to increase in borrowings on consolidated respectively.



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Depreciation

There is 9.64% & 15.58% increase in Depreciation expenses during the year ended March 31, 2024 as compared with depreciation expenses during the year ended March 31, 2023 due to increase in value of assets on standalone and consolidated basis respectively.

Other Expenses

(Rs. In Lacs)

Particulars	2023-24		2022-23		Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Other Expenses	124.05	122.70	135.53	135.73	(8.47%)	(9.60%)

There is 8.47% decrease in other expenses from Rs. 135.53 Lakhs during the year ended March 31, 2023 to Rs. 124.05 Lakhs during the year ended March 31, 2024 on standalone basis which is in line with volume of business operations and accordingly, there is 9.60% decrease in other expenses from Rs. 135.73 Lakhs during the year ended March 31, 2023 to Rs. 122.70 Lakhs during the year ended March 31, 2024 on consolidated basis.

Profit Before Tax

(Rs. In Lacs)

Particulars	2023-24		2022-23		Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Profit Before Tax	454.77	508.64	455.65	455.51	(0.19%)	11.70%

Profit before tax decreased by 0.19% from Rs. 455.65 lakhs during the year ended March 31, 2023 to Rs. 454.77 lakhs during the year ended March 31, 2024 on standalone basis due to decrease in volume of sales. Also, profit before tax increased by 11.70% from Rs. 455.40 lakhs during the year ended March 31, 2023 to Rs. 508.64 lakhs during the year ended March 31, 2024 on consolidated basis.

Provision for Tax and Net Profit

(Rs. In Lacs)

Particulars	2023-24		2022-23		Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Taxation Expense	(137.58)	(154.24)	(129.76)	(129.7)	6.02%	18.86%
Profit After Tax	317.20	354.56	325.89	325.74	(2.67%)	8.85%

Profit after tax decreased by 2.67% from Rs. 325.89 Lakhs during the year ended March 31, 2023 to Rs. 317.20 Lakhs during the year March 31, 2024 on standalone due to decrease in turnover. Also, Profit after tax increased by 8.84% from Rs. 325.74 Lakhs during the year ended March 31, 2023 to Rs. 354.56 Lakhs during the year ended March 31, 2024 on consolidated basis due to increase in operations of the Company.

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's Unaudited financial results, in each case stated in absolute terms and as a percentage of total sales and/or total revenue:



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(Rs. In Lacs)

Particulars	For the quarter ended December 31, 2024		For the quarter ended December 31, 2023	
	Standalone	Consolidated	Standalone	Consolidated
Income: -				
Revenue from Operations	3,784.26	4,889.03	2,438.39	4,213.48
<i>As a % of Total Revenue</i>	98.29%	96.86%	99.86%	99.92%
Other Income	65.87	158.59	3.53	3.54
<i>As a % of Total Revenue</i>	1.71%	3.14%	0.14%	0.08%
Total Revenue (A)	3,850.13	5,047.62	2,441.92	4,217.02
Growth %				
Expenditure: -				
Cost of Production	3,847.52	5,221.83	1,953.68	3,636.15
<i>As a % of Total Revenue</i>	99.93%	103.45%	80.01%	86.23%
Purchase of stock-in-trade	-	-	-	-
<i>As a % of Total Revenue</i>	-	-	-	-
Changes in inventory of finished goods, Work-in-progress and Stock- in- trade	(666.29)	(1,069.79)	138.31	(32.45)
<i>As a % of Total Revenue</i>	(17.31%)	(21.19%)	5.66%	(0.77%)
Employees Benefit Expenses	89.03	95.23	80.47	82.54
<i>As a % of Total Revenue</i>	2.31%	1.89%	3.30%	1.96%
Finance Cost	129.18	129.29	37.58	37.60
<i>As a % of Total Revenue</i>	3.36%	2.56%	1.54%	0.89%
Depreciation and Amortisation Expenses	23.28	24.88	15.02	15.16
<i>As a % of Total Revenue</i>	0.60%	0.49%	0.62%	0.36%
Other Expenses	136.98	214.72	74.00	86.06
<i>As a % of Total Revenue</i>	3.56%	4.25%	3.03%	2.04%
Total Expenses (B)	3,559.70	4,616.16	2,299.06	3,825.06
<i>As a % of Total Revenue</i>	92.46%	91.45%	94.15%	90.17%
Profit before exceptional items and tax	290.43	431.46	142.86	391.96
<i>As a % of Total Revenue</i>	7.54%	8.55%	5.85%	9.29%
Exceptional Items	-	-	-	-
Profit before Tax	290.43	431.46	142.86	391.96
<i>PBT Margin</i>	7.54%	8.55%	5.85%	9.29%
Tax Expense:				
i. Current Tax	(81.01)	(123.37)	(50.02)	(134.38)
ii. Deferred Tax	(3.31)	(3.31)	(9.40)	(9.40)
iii. MAT Credit Entitlement	-	-		
Profit after Tax	206.11	304.78	83.44	248.18
<i>PAT Margin %</i>	5.35%	6.04%	3.42%	5.89%



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COMPARISON OF QUARTER AND NINE MONTH ENDED DECEMBER 31, 2024 WITH QUARTER AND NINE MONTH ENDED DECEMBER 31, 2023

INCOME

Income from Operations

(Rs. In Lacs)

Particulars	31.12.24		31.12.23		Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Revenue from Operations	3,784.26	4,889.03	2,438.39	4,213.48	55.20%	16.03%

The operating income of the Company for quarter and nine months ended December 31, 2024 on standalone is Rs. 3,784.26 Lakhs as compared to Rs. 2,438.39lakhs for the quarter and nine months ended December 31, 2023 on standalone basis, showing an increase of 55.20%, and such increase is due to increase in volume of operations.

The operating income of the Company for the quarter and nine months ended December 31, 2024 on consolidated basis is Rs. 4,889.03Lakhs as compared to Rs. 4,213.48lakhs for the quarter and nine months ended December 31, 2023 on consolidated basis, showing increase of 16.03%, and such increase is due to increase in volume of operations.

Other Income

Our other income increased from Rs 3.53 Lakhs during quarter and nine months ended December 31, 2023 to Rs. 65.87 Lakhs during quarter nine months ended December 31, 2024 on standalone basis, this was primarily due to increase in Non-operating Income and Our other income increased from Rs. 3.54 Lakhs during quarter and nine months ended December 31, 2023 to Rs. 158.59 Lakhs during quarter and nine months ended December 31, 2024 on consolidated basis this was primarily due to increase in Non-operating Income.

Direct Expenses

(Rs. In Lacs)

Particulars	31.12.24		31.12.23		Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Cost of Production	3,847.52	5,221.83	1,953.68	3,636.15	52.07%	15.22%
Purchases of stock in trade	-	-	-	-		
Change in inventories of finished goods, work-in-progress and stock-in-trade	(6,66.29)	(1,069.79)	138.31	(32.45)		
Total	3,181.23	4,152.04	2,091.99	3,603.70		

Our direct expenses consist of Cost of production, purchases of Stock in trade & change in inventories of finished goods, work-in-progress and stock-in-trade there is 52.07% increase in direct expenses from Rs. 2,091.99 Lakhs during quarter and nine months ended December 31, 2023 to Rs. 3,181.23 Lakhs during quarter and nine months ended December 31, 2024 on standalone basis and there is 15.22% increase in direct expenses from Rs.

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3,603.70 Lakhs during quarter and nine months ended December 31, 2023 to Rs. 4,152.04 Lakhs during quarter and nine months ended December 31, 2024 on consolidated basis which is in line with the revenue from operations and increase in business volume.

Employee Benefit Expenses

(Rs. In Lacs)

Particulars	31.12.24		31.12.23		Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Employee Benefit Expenses	89.03	95.23	80.47	82.54	10.64%	15.37%

There is 10.64% increase in employee benefit expenses from Rs 80.47 lakhs during quarter and nine months ended December 31, 2023 to Rs. 89.03 lakhs during quarter and nine months ended December 31, 2024 on standalone basis, which is due to increase in staff and salary & wages and there is 15.37% increase in employee benefit expenses from Rs. 82.54 lakhs during quarter and nine months ended December 31, 2023 to Rs.95.23 lakhs during quarter and nine months ended December 31, 2024 on consolidated basis, which is due to increase in staff and salary & wages.

Depreciation

There is 54.99% increase in depreciation expenses amounting to Rs 23.28 lakhs during quarter and nine months ended December 31, 2024 as compared to Rs. 15.02 lakhs during quarter and nine months ended December 31, 2023 due to increase in value of tangible assets on standalone and there is increase of 64.12% in depreciation expenses amounting to Rs. 24.88 lakhs during quarter and nine months ended December 31, 2024 as compared to Rs. 15.16 during quarter and nine months ended December 31, 2024 respectively due to increase in value of tangible assets on consolidated basis.

Finance Cost

The finance cost increased to Rs. 129.18 Lakhs during the quarter and nine months ended December 31, 2024 from Rs. 37.58 Lakhs as compared with finance cost during the quarter and nine months ended December 31, 2023 and finance cost increased to Rs. 129.29 Lakhs during the quarter and nine months ended December 31, 2024 from Rs. 37.60 Lakhs as compared with finance cost during the quarter and nine months ended December 31, 2023 due to increase in borrowings on standalone and consolidated basis respectively.

Other Expenses

(Rs. In Lacs)

Particulars	31.12.24		31.12.23		Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Other Expenses	136.98	214.72	74.00	86.06	85.11%	149.50%

There is 85.11% increase in other expenses from Rs. 74.00 Lakhs during the quarter and nine months ended December 31, 2023 to Rs. 136.98 Lakhs during the quarter and nine months ended December 31, 2024 on standalone basis which is in line with volume of business operations and accordingly, there is 149.50% increase in other expenses from Rs. 86.06 Lakhs during the quarter and nine months ended

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December 31, 2023 to Rs. 214.72 Lakhs during the quarter and nine months ended December 31, 2024 on consolidated basis which is in line with volume of business operations..

Profit Before Tax**(Rs. In Lacs)**

Particulars	31.12.24		31.12.23		Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Profit Before Tax	290.43	431.46	142.86	391.96	103.30%	10.08%

Profit before tax increased by 103.30% from Rs. 142.86 lakhs during quarter and nine months ended December 31, 2023 to Rs. 290.43 Lakhs during quarter and nine months ended December 31, 2024 on standalone basis and Profit before tax increased by 10.08% from of Rs. 391.96 lakhs during the quarter and nine months ended December 31, 2023 to Rs. 431.46 lakhs during the quarter and nine months ended December 31, 2024 on consolidated basis.

Provision for Tax and Net Profit**(Rs. In Lacs)**

Particulars	31.12.24		31.12.23		Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Taxation Expense	(84.32)	(126.68)	(59.42)	(143.78)	(41.91%)	(11.89%)
Profit After Tax	206.11	304.78	83.44	248.18	147.02%	22.81%

Profit after tax increased by 41.91% from Rs. 83.44 Lakhs during quarter and nine months ended December 31, 2023 to Rs. 206.11 Lakhs during quarter and nine months ended December 31, 2024 on standalone basis and profit after tax increased to 22.81% and stood at Rs.304.78 lakhs during quarter and nine months ended December 31, 2024 from Rs. 248.18 Lakhs during quarter and nine months ended December 31, 2023 on consolidated basis.

44 Lakhs during quarter and nine months ended December 31, 2023 to Rs. 206.11 Lakhs during quarter and nine months ended December 31, 2024 on standalone basis and profit after tax increased to 22.81% and stood at Rs.304.78 lakhs during quarter and nine months ended December 31, 2024 from Rs. 248.18 Lakhs during quarter and nine months ended December 31, 2023 on consolidated basis.

nd nine months ended December 31, 2024 from Rs. 248.18 Lakhs during quarter and nine months ended December 31, 2023 on consolidated basis.

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 described in the chapter titled "Risk Factors" and chapter titled "Management's Discussion and Analysis of Financial Conditions and Results of Operations" beginning on pages 23 and 106, respectively, of this Letter of Offer, to our knowledge there are no known trends or uncertainties that have or are expected to have a material adverse impact on our income from continuing operations.

Unusual or Infrequent Events or Transactions



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Except as described elsewhere in this Letter of Offer, there have been no events or transactions to our knowledge which may be described as “unusual” or “infrequent”.

Significant economic/regulatory changes

Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

There are no significant economic changes that materially affected our Company’s operations or are likely to affect income except as mentioned in the chapter titled “*Risk Factors*” on page 23 of this Letter of Offer.

Expected future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known

Other than as described in the chapter titled “*Risk Factors*” and chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on pages 23 and 106, respectively, and elsewhere in this Letter of Offer, there are no known factors to our knowledge which would have a material adverse impact on the relationship between costs and income of our Company. Our Company’s future costs and revenues will be determined by demand/supply situation and government policies.

The extent to which material increases in net sales or revenue are due to increased sales volume or increased sales prices

Increase in revenues is by and large linked to increase in sale of our services.

Competitive Conditions

We expect competition in the sector from existing and potential competitors to intensify. However, on account of cost reduction and cost control, consistently delivering quality services, we are able to stay competitive. For further details, kindly refer the chapter titled “*Our Business*” beginning on page 78 of this Letter of Offer.



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SECTION VII - LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND OTHER DEFAULTS

Our Company is subject to various legal proceedings from time to time, primarily arising in the ordinary course of business. There is no outstanding litigation which has been considered material in accordance with our Company's 'Policy for Determination of Materiality', framed in accordance with Regulation 30 of the SEBI Listing Regulations, and accordingly, there is no such outstanding litigation involving our Company that requires disclosure in this Letter of Offer. However, solely for the purpose of the Issue, the following outstanding litigations have been disclosed in this section of this Letter of Offer, to the extent applicable: any outstanding civil litigation, including tax litigation, involving our Company, where the amount involved is where the amount involved is 20% of Turnover or Net Worth of the Company for the immediately preceding financial year ("**Materiality Threshold**") or above.

Except as disclosed below, there are no outstanding litigation with respect to (i) issues of moral turpitude or criminal liability on the part of our Company; (ii) material violations of statutory regulations by our Company; (iii) economic offences where proceedings have been initiated against our Company; (iv) any pending matters, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position.

Pre-litigation notices received by our Company from third-parties (excluding notices pertaining to any offence involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings related to economic offences) shall not be evaluated for materiality until such time our Company are impleaded as defendants in litigation proceedings before any judicial forum.

LITIGATIONS INVOLVING OUR COMPANY

Litigations Against our Company

Criminal proceeding against our Company

Nil

Civil Proceeding against our Company

SR. No.	Plaintiffs	Defendant	Brief Details	Amount involved (Amount in Rs. Lakhs)
1	Mrs. Lakshimi, Mr. S.R. Leelaram and Mr. Yogesh M. R	Bodhitree Multimedia Pvt Ltd & Ors	The Civil original Suit No vide no. 3494 of 2021, whereby a suit was filed against the Defendants and was directed to the pay an amount of Rs. 16.03 Lakhs which pending towards edit studio set up, along with the interest at the rate of 24%p.a from the date of filing of the suit, at Chennai civil court. In addition to this amount the plaintiff's are also claiming of Rs. 5.00 lakhs against the Defendant No. 1 and 2 for compensation for loss of	Rs. 21.03 Lakhs

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			business and mental agony. The matter is pending before Lok Adalat and the next date of hearing is 27 th March, 2025.	
2.	M/s. Velocity Mobility Solutions Pvt Ltd	Bodhitree Multimedia Pvt Ltd & Ors	The Civil Commercial Suit vide no. 478 of 2023, filed with District North west, Rohini Court, Delhi for recovery of Rs. 35.04 lakhs pending towards Taxi services (includes Rs 29.33 lakhs against the outstanding amount together with 18% interest p.a amounting to Rs 5.72 lakhs) as on the date. The learned local commissioner shall final arguments between both the parties in the next hearing to be held on 19 th April, 2025.	Rs. 35.04 Lakhs

Action and Proceeding initiated by Statutory / Regulatory Authority including economic offences against our Company

Nil

Other Proceeding against our Company including matters which are considered material as per Materiality Policy

Nil

Litigations by our Company

Criminal proceeding by our Company

Nil

Litigation involving our Directors, Promoters and Promoter Group

LITIGATIONS INVOLVING SUBSIDIARY COMPANIES

Litigations against Subsidiary Companies

Criminal proceeding against our Subsidiary Companies

Nil

Action and Proceeding initiated by Statutory/Regulatory Authority against of our Subsidiary Companies

Nil

Other Proceeding against our Subsidiary Companies



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Nil

Litigations by Subsidiary Companies

Criminal proceeding by our Subsidiary Companies

Nil

Other Proceeding by our Subsidiary Companies

Nil

Revenue Matters:

Nil

DISCLOSURES PERTAINING TO WILFUL DEFAULTERS OR FRAUDULENT BORROWERS

Neither our Company, our Promoters, our Directors are or have been classified as a willful defaulter or fraudulent borrower by a bank or financial institution or a consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrower issued by RBI.

AMOUNT DUE TO MSME

There are no pending dues to MSME supplier for more than 45 (Forty Five) days as on December 31, 2024.



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GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company requires various consents, licenses, permissions and approvals from various central and state authorities under various rules and regulations for carrying on its present business activities. We have received the necessary consents, licenses, permissions and approvals from the Government of India and various governmental agencies required for our present business and to undertake the Issue. Such consents, licenses, permissions and approvals may be required to be renewed periodically and applications for the same are made at the appropriate stage.

Since, our Company intends to utilize the proceeds of the Issue to meet the incremental working capital requirement, no government and regulatory approval pertaining to the Object of the Issue will be required.



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MATERIAL DEVELOPMENTS

There have not arisen, since the date of the last financial statements disclosed in this Letter of Offer, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

For further details, please refer to the chapter titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 106 of this Letter of Offer.



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OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

This Issue has been authorized by the resolution passed by our Board at its meeting held on May 03, 2024 pursuant to Section 62 (1) (a) of the Companies Act, 2013 and other applicable provisions. The Rights Issue Committee has approved the Record Date for the Issue at its meeting held on March 18, 2025 and this Letter of Offer at its meeting held on March 24, 2025.

Our Board, in its meeting held on March 18, 2025, has resolved to issue the Equity Shares to the Eligible Equity Shareholders, at Rs. 8.00 (including a premium of Rs. 7.00) per Equity Share aggregating up to Rs. 4,443.02 Lakhs. The Issue Price is Rs. 8.00 (including a premium of Rs. 7.00) per Equity Share has been arrived at by our Company prior to determination of the Record Date.

Our Company has received in-principle approval from NSE and BSE in accordance with Regulation 28(1) of the SEBI Listing Regulations for listing of the Equity Shares to be Allotted in this Issue pursuant to their respective letters each dated February 14, 2025 and February 14, 2025 respectively. Our Company will also make application to NSE and BSE to obtain its trading approval for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN INE0EEJ20023 for the Rights Entitlements to be credited to the respective demat accounts of the Equity Shareholders of our Company. For details, see "*Terms of the Issue*" beginning on page 130 of this Letter of Offer.

Prohibition by SEBI

Our Company, our Promoter, our Directors, the members of our Promoter Group and persons in control of our Company have not been prohibited from accessing the capital market or debarred from buying or selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/court as on date of this Letter of Offer.

Further, our Promoter and our Directors are not promoter or director of any other company which is debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI. None of our Directors or Promoter is associated with the securities market in any manner. Further, there is no outstanding action initiated against any of our Directors or Promoters by SEBI in the five years preceding the date of filing of this Letter of Offer.

Neither our Promoter nor our Directors have been declared as fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018).

Prohibition by RBI

Neither our Company, nor our Promoter, and Directors have been categorized or identified as wilful defaulters or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

Eligibility for this Issue



BODHI TREE MULTIMEDIA LIMITED
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Our Company is a listed company and has been incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on the NSE and BSE. Our Company is eligible to offer Equity Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI ICDR Regulations.

Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company has made application to the and has received its in-principle approval for listing of the Equity Shares to be issued pursuant to this Issue. NSE is the Designated Stock Exchange for the Issue.

Compliance with Part B of Schedule VI of the SEBI ICDR Regulations

Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of the SEBI ICDR Regulations as explained below:

1. Our Company has been filing periodic reports, statements and information in compliance with the SEBI Listing Regulations, as applicable for the last one year immediately preceding the date of filing of this Letter of Offer with the Designated Stock Exchange;
2. The reports, statements and information referred to above are available on the websites of NSE and BSE; and
3. Our Company has an investor grievance-handling mechanism which includes meeting of the Stakeholders' Relationship Committee at frequent intervals, appropriate delegation of power by our Board as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.

As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI ICDR Regulations, and given that the conditions specified in Clause (3) of Part B of Schedule VI of SEBI ICDR Regulations are not applicable to our Company, the disclosures in this Letter of Offer are in terms of Clause (4) of Part B of Schedule VI of the SEBI ICDR Regulations.

Disclaimer Clause of SEBI

The Draft Letter of Offer has not been filed with SEBI in terms of SEBI ICDR Regulations as the present Issue is Rs. 4,443.02 Lakhs which is less than Rs. 5,000 lakhs. Our Company is in compliance with first proviso to Regulation 3 of the SEBI ICDR Regulations and our Company shall file the copy of the Letter of Offer prepared in accordance with the SEBI ICDR Regulations with SEBI for information and dissemination on the website of SEBI i.e. www.sebi.gov.in.

Disclaimer from our Company, our Director(s)



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Our Company accept no responsibility for statements made otherwise than in this Letter of Offer or in any advertisement or other material issued by our Company or by any other persons at the instance of our Company and anyone placing reliance on any other source of information would be doing so at their own risk.

Investors who invest in the Issue will be deemed to have represented to our Company and its officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares, and are relying on independent advice / evaluation as to their ability and quantum of investment in the Issue.

Caution

Our Company shall make all relevant information available to the Eligible Equity Shareholders in accordance with SEBI ICDR Regulations and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Letter of Offer. You must not rely on any unauthorized information or representations. This Letter of Offer is an offer to sell only the Equity Shares and rights to purchase the Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Letter of Offer is current only as of its date.

Disclaimer with respect to jurisdiction

This Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Mumbai, Maharashtra, India only.

Designated Stock Exchange

The Designated Stock Exchange for the purpose of the Issue is NSE.

Listing

Our Company will apply to NSE and BSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

Disclaimer Clause of NSE

As required, a copy of this Letter of Offer has been submitted to the NSE. The Disclaimer Clause as intimated by NSE to us, post scrutiny of this Letter of Offer is set out below:

"National Stock Exchange of India Limited ("the Exchange") has given, vide its letter dated February 14, 2025 permission to this Company to use the Exchange's name in this Letter of Offer as one of the stock



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exchanges on which this Company's securities are proposed to be listed. The Exchange has scrutinized this Letter of Offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this Letter of Offer; or
- Warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
- 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 Letter of Offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Disclaimer Clause of BSE

As required, a copy of this Letter of Offer has been submitted to the BSE. The Disclaimer Clause as intimated by BSE to us, post scrutiny of this Letter of Offer is set out below:

"BSE Limited ("the Exchange") has given, vide its letter dated February 14, 2025 permission to this Company to use the Exchange's name in this Letter of Offer as one of the stock exchanges on which this Company's securities are proposed to be listed. The Exchange has scrutinized this Letter of Offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this Letter of Offer; or
- Warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
- 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 Letter of Offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

NO OFFER IN THE UNITED STATES



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THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND EQUITY SHARES REFERRED TO IN THE LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THE LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. Envelopes containing an Application Form should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and this Letter of Offer, Letter of Offer/ Abridged Letter of Offer, Application Form and the Rights Entitlement Letter will be dispatched to the Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires the Rights Entitlements and the Equity Shares will be deemed to have declared, represented, warranted and agreed, by accepting the delivery of the Letter of Offer, (i) that it is not and that, at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made; and (ii) is authorised to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws, rules and regulations.

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application Form headed "Overseas Shareholders" to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; (iii) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such Application Form.

None of the Rights Entitlements or the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or any state securities laws in the United States. Accordingly, the Rights Entitlements and Equity Shares are being offered and sold only outside the United States in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales are made.

NO OFFER IN ANY JURISDICTION OUTSIDE INDIA



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NO OFFER OR INVITATION TO PURCHASE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IS BEING MADE IN ANY JURISDICTION OUTSIDE OF INDIA, INCLUDING, BUT NOT LIMITED TO AUSTRALIA, BAHRAIN, CANADA, THE EUROPEAN ECONOMIC AREA, GHANA, HONG KONG, INDONESIA, JAPAN, KENYA, KUWAIT, MALAYSIA, NEW ZEALAND, SULTANATE OF OMAN, PEOPLE'S REPUBLIC OF CHINA, QATAR, SINGAPORE, SOUTH AFRICA, SWITZERLAND, THAILAND, THE UNITED ARAB EMIRATES, THE UNITED KINGDOM AND THE UNITED STATES. THE OFFERING TO WHICH THIS LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN ANY JURISDICTION OUTSIDE INDIA OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THIS LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO ANY OTHER JURISDICTION AT ANY TIME.

Consents

Consents in writing of our Directors, the Registrar to the Issue and the Bankers to the Issue/ Refund Bank to act in their respective capacities, have been obtained and such consents have not been withdrawn up to the date of this Letter of Offer.

Expert Opinion

Our Company has not obtained any expert opinions.

Performance vis-à-vis objects – Public/Rights Issue of our Company

Our Company came up with the rights issue last year, however this to inform you that since the issue was not fully subscribed the company withdrew the same. Except, mentioned above our Company has not made any public issues during last one year immediately preceding the date of this Letter of Offer. There have been no instances in the past, wherein our Company has failed to achieve the objects in its previous issues.

Filing

SEBI *vide* the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Letter of Offer has been filed with the Stock Exchanges and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchanges.

Mechanism for Redressal of Investor Grievances

Our Company has adequate arrangements for redressal of investor grievances in compliance with the SEBI Listing Regulations. We have been registered with the SEBI Complaints Redress System (SCORES)



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as required by the SEBI Circular no. CIR/ OIAE/ 2/ 2011 dated June 3, 2011. Consequently, investor grievances are tracked online by our Company.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of Shareholders in relation to transfer of shares and effective exercise of voting rights. Our Registrar and Share Transfer Agent. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer.

Investor complaints received by our Company are typically disposed of within 15 days from the receipt of the complaint.

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-Issue or post Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, see "*Terms of the Issue*" beginning on page 130. The contact details of Registrar to the Issue and our Company Secretary and Compliance Officer are as follows:

Investor Grievances arising out of this Issue

Investors may contact the Registrar to the Issue at:

Bigshare Services Private Limited

E/2, Ansa Industrial Estate, Saki Vihar Road,
Saki Naka, Andheri (East), Mumbai, Maharashtra-400072

Tel No.: +91-22-62638200

Fax No.: +91-22-62638299

Website: www.bigshareonline.com

E-mail ID: investor@bigshareonline.com/rightsissue@bigshareonline.com

Contact Person: Mr. Mohan Devadiga

SEBI Registration No: INR000001385

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue/post- Issue related matter such as non-receipt of letter of Allotment, credit of Rights Equity Shares, refund and such other matters. The contact details of the Compliance Officer are as follows:

Company Secretary and Compliance Officer

Ms. Nirali Dishant Shah

507, Reliable Business Centre Jogeshwari (West), Mumbai City, Maharashtra, India -400102

Email: cs@bodhitreemultimedia.com

Website: www.bodhitreemultimedia.com

Tel: 022-40101293



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Investors may contact the Company Secretary and Compliance Officer at the above mentioned address for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment / share certificates/ demat credit/ Refund Orders etc.

EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI

Our Company has not submitted any application to SEBI for exemption from complying with any provisions of Securities.

Status of Complaints

- i. Total number of complaints received during Fiscal 2021: Nil
 - ii. Total number of complaints received during Fiscal 2022: Nil
 - iii. Total number of complaints received during Fiscal 2023: Nil
 - iv. Total number of complaints received during Fiscal 2024 (till date): Nil
 - v. Time normally taken for disposal of various types of investor complaints: 15 days
- (a) Share transfer process: Within 15 days after receiving full set of documents
 - (b) Share transmission process: Within 21 days after receiving full set of documents
 - (c) Other Complaints: Within 15 days from the receipt of the complaint

Status of outstanding investor complaints

As on the date of the LOF, there were Nil outstanding investor complaints.

Changes in Auditor during the last three years

There has been no change in the Auditors of the Company during the last three years.

Minimum Subscription

The objects of the Issue are meeting the Working Capital requirements and General Corporate Purpose and do not involve financing of Capital Expenditure for a project.

However, our promotor has indicated that they will not subscribe fully to their portion of right entitlement and that they may renounce their rights entitlements. Accordingly, in terms of Regulation 86(1) of the SEBI ICDR Regulations, the requirements of minimum subscription are applicable to the issue.

In accordance with Regulation 86 of SEBI (ICDR) Regulations, if our Company does not receive the minimum subscription of at least 90% of the Issue of the Equity Shares being offered under this Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date. If there is delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rates prescribed under applicable laws. The above is subject to the terms mentioned under "Terms of the Issue" on page 130 of this Letter of Offer.



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SECTION VIII - ISSUE INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Eligible Equity Shareholders proposing to apply in this Issue. The Eligible Equity Shareholders should carefully read the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. The Eligible Equity Shareholders are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Right Issue Circulars, the Eligible Equity Shareholders proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this Letter of Offer.

This Issue and the Rights Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, FEMA, FEMA Rules, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice.

DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

In accordance with the SEBI ICDR Regulations, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Shareholders can access this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable laws) on the websites of:

- (i) Our Company at www.bodhitreemultimedia.com;
- (ii) The Registrar at www.bigshareonline.com;
- (iii) The Stock Exchanges at www.nseindia.com and www.bseindia.com;

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Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., Bigshare Services Private Limited at www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.bodhitreemultimedia.com).

Please note that neither our Company nor the Registrar shall be responsible for non-dispatch of physical copies of Issue materials, including this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

The distribution of this Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer is being filed with the Stock Exchanges. Accordingly, the Rights Entitlements and Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Equity Shares or the Rights Entitlements, distribute or send this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India).



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PROCESS OF MAKING AN APPLICATION IN THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA.

Investors can submit either the Application Form in physical mode to the Designated Branches of the SCSBs or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) authorizing the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process. For details, titled "Procedure for Application through the ASBA Process" on page 133.

Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details refer "Grounds for Technical Rejection" on page 139. Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, refer chapter titled "Application on Plain Paper under ASBA process".

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:



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- a) apply for its Equity Shares to the full extent of its Rights Entitlements; or
- b) apply for its Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- c) apply for Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- d) apply for its Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or
- e) renounce its Rights Entitlements in full.

Making of an Application through the ASBA process

A Shareholders, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Shareholders desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Shareholders should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Do's for Shareholders applying through ASBA:

- a) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Equity Shares will be allotted in the dematerialized form only.



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- b) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- c) Ensure that there are sufficient funds (equal to {number of Equity Shares (including additional Equity Shares) applied for} X {Application Money of Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- d) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.
- e) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- f) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
- g) 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. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

Don'ts for Shareholders applying through ASBA:

- a) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
- b) Do not send your physical Application to the Registrar, the Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- c) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
- d) Do not submit Application Form using third party ASBA account.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

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The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- (a) Name of our Company, being Bodhi Tree Multimedia Limited;
- (b) Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- (c) Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;
- (d) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue
- (e) Number of Equity Shares held as on Record Date;
- (f) Allotment option – only dematerialised form;
- (g) Number of Equity Shares entitled to;
- (h) Number of Equity Shares applied for within the Rights Entitlements;
- (i) Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- (j) Total number of Equity Shares applied for;
- (k) Total amount paid at the rate of Rs. 8.00 (including a premium of Rs. 7.00) per Equity Share;
- (l) Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- (m) In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- (n) Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- (o) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- (p) All such Eligible Equity Shareholders are deemed to have accepted the following:

"I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for Shareholders in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/ We (i) am/ are, and the person, if any, for whose account I/ we am/ are acquiring such Rights Entitlement and/ or the Rights Equity Shares is/ are, outside the U.S., (ii) am/ are not a "U.S. Person" as defined in ("Regulations"),



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and (iii) is/ are acquiring the Rights Entitlement and/ or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulations.

I/ We acknowledge that the Company, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements. "

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where a Shareholders submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Shareholders are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, and the Registrar not having any liability to the Shareholders. The plain paper Application format will be available on the website of the Registrar at www.bigshareonline.com.

Our Company, and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Shareholders' ASBA Accounts on or before the Issue Closing Date.

Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date;
- b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;



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- c) The remaining procedure for Application shall be same as set out in "*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*" mentioned above.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process.

Application for Additional Equity Shares

Shareholders are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalized in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in "*Basis of Allotment*" mentioned below.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Additional general instructions for Shareholders in relation to making of an application

- i) Please read this Letter of offer carefully to understand the Application process and applicable settlement process.
- ii) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Letter of offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.
- iii) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section "*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*" mentioned above.
- iv) Applications should be (i) submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.
- v) Applications should not be submitted to the Banker(s) to the Issue or Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar.
- vi) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the



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residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Shareholders for which PAN details have not been verified shall be "suspended for credit" and no Allotment and credit of Equity Shares pursuant to this Issue shall be made into the accounts of such Shareholders.

- vii) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("**Demographic Details**") are updated, true and correct, in all respects. Shareholders applying under this Issue should note that on the basis of name of the Shareholders, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Shareholders applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Shareholders including mailing of the letters intimating unblocking of bank account of the respective Shareholders and/or refund. The Demographic Details given by the Shareholders in the Application Form would not be used for any other purposes by the Registrar. Hence, Shareholders are advised to update their Demographic Details as provided to their Depository Participants. **The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Shareholders as per the e-mail address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Equity Shares are not allotted to such Shareholders. Please note that any such delay shall be at the sole risk of the Shareholders and none of our Company, the SCSBs, Registrar shall be liable to compensate the Shareholders for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Shareholders (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.**
- viii) By signing the Application Forms, Shareholders would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
- ix) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Shareholders must sign the Application as per the specimen signature recorded with the SCSB.
- x) Shareholders should provide correct DP ID and Client ID/ Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID/ Folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Shareholders will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.
- xi) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.
- xii) All communication in connection with Application for the Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to



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the date of Allotment in this Issue quoting the name of the first/sole Applicant, Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.

- xiii) Shareholders are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
- xiv) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- xv) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- xvi) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- xvii) Do not pay the Application Money in cash, by money order, pay order or postal order.
- xviii) Do not submit multiple Applications.
- xix) No investment under the FDI route (i.e any investment which would result in the Shareholders holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the Shareholders to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.
- xx) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

- i) DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.
- ii) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
- iii) Sending an Application to our Company, Registrar, Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB.
- iv) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- v) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- vi) Account holder not signing the Application or declaration mentioned therein.
- vii) Submission of more than one Application Form for Rights Entitlements available in a particular demat account.



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- viii) Multiple Application Forms, including cases where a Shareholders submits Application Forms along with a plain paper Application.
- ix) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
- x) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.
- xi) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- xii) Application Forms which are not submitted by the Shareholders within the time periods prescribed in the Application Form and this Letter of offer.
- xiii) Physical Application Forms not duly signed by the sole or joint Shareholders, as applicable.
- xiv) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand s.
- xv) If a Shareholders is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Shareholders to subscribe to their Rights Entitlements.
- xvi) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs and QPs) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.
- xvii) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- xviii) Application from Shareholders that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs and QPs).

Applications by non-resident Shareholders.

- a. Payment from third party bank accounts.

Multiple Applications

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Shareholders and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of



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each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see "*Procedure for Applications by Mutual Funds*" mentioned below.

In cases where Multiple Application Forms are submitted, including cases where (a) a Shareholders submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected.

Procedure for Applications by certain categories of Shareholders

Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its Shareholders group (which means multiple entities registered as foreign portfolio Shareholders and directly and indirectly having common ownership of more than 50% of common control) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or Shareholders group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or Shareholders group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the Shareholders will also be required to comply with applicable reporting requirements.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iii) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

1. Such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
2. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre - approved by the FPI.



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No investment under the FDI route will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval.

Procedure for Applications by AIFs, FVCIs, VCFs and FDI route

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (i.e any investment which would result in the Shareholders holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the Shareholders to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India ("OCI") may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognized stock exchange in India, subject to the conditions, *inter alia*, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporate in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Shareholders**"), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Shareholders will also require prior



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approval of the Government of India and each Shareholders should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Shareholders shall intimate our Company and the Registrar about such approval within the Issue Period.

Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

Procedure for Applications by Systemically Important Non-Banking Financial Companies ("NBFC-SI")

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of RBI Act, 1934 and (b) net worth certificates from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is April 28, 2025, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Letter of offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Basis of Allotment" mentioned below.

Please note that on the Issue Closing Date, (Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Shareholders can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, may withdraw their Application post the Issue Closing Date.

Disposal of Application and Application Money



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No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form to the Eligible Equity Shareholders upon submission of the Application.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Shareholders within a period of 4 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

Rights Entitlements

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (*i.e.*, www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (*i.e.*, www.bodhitreemultimedia.com).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is INE0EEJ20023. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.



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Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements they will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (*i.e* www.bigshareonline.com). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, "**BODHI TREE MULTIMEDIA LIMITED ESCROW DEMAT ACCOUNT**" and "**BODHI TREE MULTIMEDIA LIMITED UNCLAIMED SECURITIES SUSPENSE ACCOUNT**") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or suspended for debit or credit or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., by April 23, 2025 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.



RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

Renouncees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and *vice versa* shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favor of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer.

Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "**On Market Renunciation**"); or (b) through an off-market transfer (the "**Off Market Renunciation**"), during the Renunciation Period. The Shareholders should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Shareholders may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Shareholders who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Shareholders.

On Market Renunciation



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The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN INE0EEJ20023 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, *i.e.*, from April 15, 2025 to April 28, 2025 (both days inclusive).

The Shareholders holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN INE0EEJ20023 and indicating the details of the Rights Entitlements they intend to trade.

The Shareholders can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of NSE and BSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renouncees on or prior to the Issue Closing Date to enable Renouncees to subscribe to the Equity Shares in the Issue.

The Shareholders holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE0EEJ20023, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to



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issue a receipt instruction slip to their depository participant. The Shareholders can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

MODE OF PAYMENT

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through the ASBA facility, the Shareholders agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Shareholder's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Shareholders in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in this Letter of offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Mode of payment for Resident Shareholders

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

Mode of payment for Non-Resident Shareholders



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As regards the Application by non-resident Shareholders, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.
2. Subject to the above, in case Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Equity Shares cannot be remitted outside India.
3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.
4. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.
5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.
6. Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for additional Equity Shares.

BASIS FOR THIS ISSUE AND TERMS OF THIS ISSUE

The Equity Shares are being offered for subscription to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

For principal terms of Issue such as face value, Issue Price, Rights Entitlement ratio, see "*The Issue*" beginning on mentioned above.

Fractional Entitlements

The Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 4 (Four) Equity Shares for every 9 (Nine) Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 9 (Nine) Equity Shares or is not in the multiple of 9 (Nine) Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by



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rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Security if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

For example, if an Eligible Equity Shareholder hold 9 (Nine) Equity Shares, such Equity Shareholder will be entitled to 4 (Four) Rights Equity Share(s) and will also be given a preferential consideration for the Allotment of one additional Rights Equity Share if such Eligible Equity Shareholder has applied for additional Rights Equity Shares, over and above his/ her Rights Entitlements, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Such Eligible Equity Shareholders are entitled to apply for additional Rights Equity Shares and will be given preference in the Allotment of one Rights Equity Shares, if such Eligible Equity Shareholders apply for additional Rights Equity Shares, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

Ranking

The Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of this Letter of offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice. The Equity Shares to be issued and Allotted under this Issue shall rank *pari passu* with the existing Equity Shares, in all respects including dividends.

Listing and trading of the Equity Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchange. Unless otherwise permitted by the SEBI ICDR Regulations, the Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from the NSE and BSE through letter bearing reference number Ref. No: NSE/LIST/46443 dated February 14, 2025 and number LOD/RIGHT/MV/FIP/1818/2024-25 dated February 14, 2025 respectively. Our Company will apply to the Stock Exchanges for final approvals for the listing and trading of the Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Equity Shares or the price at which the Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on NSE (Scrip Code: BTML) and on BSE (Scrip Code: 543767) under the ISIN: INE0EEJ01023. The Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon



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receipt of such listing and trading approvals, the Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchanges, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four days of receipt of intimation from the Stock Exchanges, rejecting the application for listing of the Equity Shares, and if any such money is not refunded/ unblocked within four days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

Subscription to this Issue by our Promoter and members of the Promoter Group

For details of the intent and extent of subscription by our Promoter and members of the Promoter Group, see "*Capital Structure - Intention and extent of participation by our Promoter*" mentioned above.

Rights of the Rights Equity Shareholder

Subject to applicable laws, the Rights Equity Shareholders shall have the following rights:

- The right to receive dividend, if declared;
- The right to attend general meetings and exercise voting powers, unless prohibited by law;
- The right to vote in person or by proxy;
- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive surplus on liquidation;
- The right to free transferability of Rights Equity Shares; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act and Memorandum of Association and Articles of Association.

General Terms of the Issue

Market Lot

The Equity Shares of our Company are tradable only in dematerialised form. The market lot for Rights Equity Shares in dematerialised mode is one Equity Share.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint



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holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in this Issue.

Nomination

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Equity Shares to be allotted in this Issue. Nominations registered with the respective DPs of the Shareholders would prevail. Any Shareholders holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

Arrangements for Disposal of Odd Lots

The Equity Shares shall be traded in dematerialised form only and, therefore, the marketable lot shall be One Equity Share and hence, no arrangements for disposal of odd lots are required.

Notices

In accordance with the SEBI ICDR Regulations and the SEBI Right Issue Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation and one **Marathi language national daily newspaper** with wide circulation being the **regional language of Maharashtra, where our Registered Office is situated.**

This Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchanges for making the same available on their websites.

Offer to Non-Resident Eligible Equity Shareholders/Shareholders



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As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue Equity Shares to non-resident Equity Shareholders including additional Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Shareholders has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at Bigshare Services Private Limited at investor@bigshareonline.com/rightsissue@bigshareonline.com. It will be the sole responsibility of the Shareholders to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Equity Shares may be permitted under laws of such jurisdictions, Eligible Equity Shareholders can access this Letter Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable securities laws) from the websites of the Registrar, our Company, and the Stock Exchanges. Further, Application Forms will be made available at Registered and Corporate Office of our Company for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Equity Shares are issued on rights basis.

In case of change of status of holders, *i.e.*, from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("OCBs") have been derecognized as an eligible class of Shareholders and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Shareholders being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self-attested proof of address, passport, etc. by mail at investor@bigshareonline.com/rightsissue@bigshareonline.com.

ALLOTMENT OF THE EQUITY SHARES IN DEMATERIALIZED FORM



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PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" AS MENTIONED ABOVE

Issue Schedule

Last date for credit of Rights entitlements	April 09, 2025
Issue opening date	April 15, 2025
Last Date on Market Renunciation of Rights Entitlements*	April 22, 2025
Issue Closing Date**	April 28, 2025
Finalisation Of Basis of Allotment (On or About)	May 05, 2025
Date Of Allotment (On or About)	May 06, 2025
Date Of Credit (On or About)	May 09, 2025
Date Of Listing and Trading (On or About)	May 13, 2025

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

***Our Board or the Rights Issue Committee, duly constituted and authorized by the Board of Directors thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., April 23, 2025 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., April 25, 2025.

Basis of Allotment

Subject to the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to allot the Equity Shares in the following order of priority:

- (a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Equity Shares renounced in their favour, in full or in part.
- (b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Equity Share each if they apply for additional Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Equity Shares after allotment under (a) above. If number of Equity Shares required for Allotment under this head are more than the number of Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair



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and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.

- (c) Allotment to the Eligible Equity Shareholders who having applied for all the Equity Shares offered to them as part of this Issue, have also applied for additional Equity Shares. The Allotment of such additional Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Equity Shares will be on equitable basis giving due regard to the holdings as on the record date and will not be a preferential allotment.
- (d) Allotment to Renouncees who having applied for all the Equity Shares renounced in their favour, have applied for additional Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (e) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Shareholders who have been allocated Equity Shares in this Issue, along with:

- i) The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;
- ii) The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
- iii) The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

Further, the list of Applicants eligible for refund with corresponding amount will also be shared with Escrow Collection Bank(s) to refund such Applicants.

ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS

Our Company will send/ dispatch Allotment advice, refund intimations or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them; along with crediting



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the Allotted Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 4 days from the Issue Closing Date. In case of failure to do so, our Company and our Directors who are "officers in default" shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 4 days' period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through an e-mail, to the e-mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Shareholders who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for additional Equity Shares in the Issue and is allotted a lesser number of Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

PAYMENT OF REFUND

Mode of making refunds

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes.

Unblocking amounts blocked using ASBA facility.

NACH - National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

National Electronic Fund Transfer ("NEFT") - Payment of refund shall be undertaken through NEFT wherever the Shareholders' bank has been assigned the Indian Financial System Code ("**IFSC Code**"), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Shareholders have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening



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and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Shareholders through this method.

Direct Credit – Shareholders having bank accounts with the Banker(s) to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company

RTGS – If the refund amount exceeds Rs. 2,00,000, the Shareholders have the option to receive refund through RTGS. Such eligible Shareholders who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company. Charges, if any, levied by the Shareholder's bank receiving the credit would be borne by the Shareholders.

For all other Shareholders, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demands drawn in favour of the sole/first Shareholders and payable at par.

Credit of refunds to Shareholders in any other electronic manner, permissible by SEBI from time to time.

Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES

Receipt of the Equity Shares in Dematerialized Form

The demat credit of securities to the respective beneficiary accounts will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE.

Shareholders shall be allotted the Equity Shares in dematerialized (electronic) form. Our Company has signed an agreement with NSDL and with CDSL which enables the Shareholders to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

SHAREHOLDERS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.



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The procedure for availing the facility for Allotment of Equity Shares in this Issue in the dematerialized form is as under:

- i) Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Shareholders having various folios in our Company with different joint holders, the Shareholders will have to open separate accounts for such holdings. Those Shareholders who have already opened such beneficiary account(s) need not adhere to this step.
- ii) It should be ensured that the depository account is in the name(s) of the Shareholders and the names are in the same order as in the records of our Company or the Depositories.
- iii) The responsibility for correctness of information filled in the Application Form *vis-a-vis* such information with the Shareholder's depository participant, would rest with the Shareholders. Shareholders should ensure that the names of the Shareholders and the order in which they appear in Application Form should be the same as registered with the Shareholder's depository participant.
- iv) If incomplete or incorrect beneficiary account details are given in the Application Form, the Shareholders will not get any Equity Shares and the Application Form will be rejected.
- v) The Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent directly to the Applicant by e-mail and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Equity Shares to the Applicant's depository account.
- vi) Non-transferable Allotment advice/ refund intimation will be directly sent to the Shareholders by the Registrar, by e-mail and, if the printing is feasible, through physical dispatch.
- vii) Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

IMPERSONATION

As a matter of abundant caution, attention of the Shareholders is specifically drawn to the provisions 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."

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least Rs. 0.1 crore or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public



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interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than Rs. 0.1 crore or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to Rs. 0.5 crore or with both.

UTILISATION OF ISSUE PROCEEDS

Our Board declares that:

- A. All monies received out of this Issue shall be transferred to a separate bank account;
- B. Details of all monies utilized out of this Issue referred to under (A) above shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- C. Details of all unutilized monies out of this Issue referred to under (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- i) The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.
- ii) All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges where the Equity Shares are to be listed will be taken by our Board within seven Working Days of finalization of Basis of Allotment.
- iii) The funds required for making refunds / unblocking to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
- iv) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Shareholders within 4 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
- v) In case of refund / unblocking of the Application Money for unsuccessful Applicants or part of the Application Money in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
- vi) Adequate arrangements shall be made to collect all ASBA Applications.
- vii) Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

SHAREHOLDERS GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS



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1. Please read this Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected.
2. All enquiries in connection with this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed "**Bodhi Tree Multimedia Limited - Rights Issue**" on the envelope and postmarked in India or in the e-mail) to the Registrar at the following address:

Bigshare Services Private Limited

E/2, Ansa Industrial Estate, Saki Vihar Road,
Saki Naka, Andheri (East), Mumbai, Maharashtra-400072

Tel No.: +91 22-62638200.

Fax No.: +91-22-62638299.

Website: www.bigshareonline.com

E-mail ID: investor@bigshareonline.com/rightsissue@bigshareonline.com

Contact Person: Mr. Mohan Devadiga

SEBI Registration No: INR000001385

3. In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders will be available on the website of the Registrar (i.e., Bigshare Services Private Limited at www.bigshareonline.com). Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is 022 - 62638200.

(i) The Shareholders can visit following links for the below-mentioned purposes:
4. Frequently asked questions and online/ electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders: www.bigshareonline.com).
5. Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: www.bigshareonline.com or www.bodhitreemultimedia.com).
6. Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.bigshareonline.com).
7. Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders: investor@bigshareonline.com/rightsissue@bigshareonline.com.



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This Issue will remain open for a minimum 7 days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).



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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, of the Government of India, 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 Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment ("FDI") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) ("DPIIT"), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 ("FDI Circular 2020"), which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2020 will be valid until the DPIIT issues an updated circular.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict, the relevant notification under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 will prevail. The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI. The FDI Circular 2020, issued by the DPIIT, consolidates the policy framework in place as on October 15, 2020, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that (i) the activities of the investee company fall under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectorial limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

No investment under the FDI route (i.e. any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.



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Please also note that pursuant to Circular no. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("OCBs") have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain such approvals shall be upon the Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors 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.



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STATUTORY AND OTHER INFORMATION

Please note that the Rights Equity Shares applied for under this Issue can be allotted only in dematerialized form and to (a) the same depository account/ corresponding pan in which the Equity Shares are held by such Investor on the Record Date, or (b) the depository account, details of which have been provided to our Company or the Registrar at least two working days prior to the Issue Closing Date by the Eligible Equity Shareholder holding Equity Shares in physical form as on the Record Date, or (c) demat suspense account where the credit of the Rights Entitlements returned/reversed/failed.



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SECTION IX - OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts referred to in para (A) have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Letter of Offer.

Copies of the above mentioned contracts and also the documents for inspection referred to in para (B), may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Letter of Offer until the closure of the subscription list.

Any of the contracts or documents mentioned in this Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A) MATERIAL CONTRACTS

1. Agreement dated 03rd May, 2024 between our Company and M/s Bigshare Services Private Limited, Registrar to the Issue.
2. Tripartite Agreement dated 29th September, 2020 between our Company, National Securities Depository Ltd. (NSDL) and Registrar to the Issue;
3. Tripartite Agreement dated 29th September, 2020 between our Company, Central Depository Services (India) Limited (CDSL) and Registrar to the Issue;
4. Banker(s) to the Issue Agreement dated 21st March, 2025 amongst our Company and the Registrar to the Issue and the Escrow Collection Bank(s).

(B) DOCUMENTS FOR INSPECTION

5. Certified copy of the Memorandum of Association and Articles of Association of our Company as amended from time to time.
6. Certificate of Incorporation dated 04th July, 2013.
7. Fresh Certificate of Incorporation dated 01st September, 2020.
8. Copy of the resolution of the Board of Directors under Section 62 of the Companies Act passed in its meeting dated May 03, 2024 authorizing the Issue.
9. Copy of the resolution passed by the Right Issue Committee dated 02nd January, 2025 approving the Draft letter of offer and dated 24th March, 2025 approving the letter of offer.
10. Resolution passed by the Right Issue Committee dated 18th March, 2025 determining the Record date.



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11. Consents of the Directors, Company Secretary and Compliance Officer, Statutory Auditor and Registrar to the Issue to include their names in the Offer Document to act in their respective capacities;
 12. Annual reports of our Company for the financial years ended March 31, 2021, 2023 and 2024;
 13. A statement of tax benefits dated 24th March, 2025 received from M/s. SARA & Associates, Chartered Accountants, Statutory Auditor regarding tax benefits available to our Company and its shareholders;
 14. Audited Financial Results along with Audit Report dated 30th May, 2024 received from M/s. SARA & Associates, Chartered Accountants, Statutory Auditor for the Financial Year ended March 31, 2024 and Unaudited Financial Results for the quarter and nine months ended December 31, 2024 dated 14th February, 2025.
 15. Certificate dated 24th March, 2025 from M/s. SARA & Associates, Chartered Accountants regarding "Sources & deployment of funds";
 16. In-principle listing approval(s) dated 14th February, 2025 from National Stock Exchange of India Limited and BSE Limited respectively;

Any of the contracts or documents mentioned in the Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Equity Shareholders, subject to compliance with applicable law.

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DECLARATION

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

Name	Signature
Mr. Mautik Ajit Tolia Chairman & Managing Director DIN: 06586383	Sd/-
Mr. Sukesh Devdas Motwani Whole Time Director DIN: 06586400	Sd/-
Mr. Rahul Kanodia Non-Executive Non-Independent Director DIN: 02320727	Sd/-
Mrs. Nutan Jha Non-Executive and Independent Director DIN: 08848553	Sd/-
Mr. Suneel Kumar Jain Non-Executive and Independent Director DIN: 10371576	Sd/-
Mr. Shailesh Pethe Additional and Non-Executive and Independent Director DIN: 03320087	Sd/-
Mr. Ravi Bhavanishankar Bhatt Chief Financial Officer PAN: AHQPB7483F	Sd/-
Ms. Nirali Dishant Shah Company Secretary and Compliance officer PAN: CTXPS9738M	Sd/-

Place: Mumbai, Maharashtra**Date: March 24, 2025.**