



CHATTERBOX TECHNOLOGIES LIMITED
Corporate Identity Number: U93000MH2016PLC273833

Our Company was incorporated as Chatterbox Technologies Private Limited on March 03, 2016 under the Companies Act, 2013 with the Registrar of Companies, Maharashtra at Mumbai. The status of the Company was changed to public limited and the name of our Company was changed to Chatterbox Technologies Limited vide Special Resolution dated October 28, 2024. The fresh certificate of incorporation consequent to conversion was issued on December 04, 2024 by the Registrar of Companies, Central Processing Centre. The Corporate Identification Number of our Company is U93000MH2016PLC273833. For further details of our Company, see "General Information" and "History and Certain Other Corporate Matters" on pages 53 and 132, respectively.

Registered Office: Unit No. 101 VIP Plaza Cooperative Premises Society Ltd, Andheri New Link Road, Opp Infinity Mall Behind Crystal Plaza, Andheri, Mumbai - 400053, Maharashtra, India;
E-mail: info@chtrbox.com; **Website:** www.chtrbox.com; **Telephone:** +91 22 4451 4288;
Contact Person: Prachi Parag Kela, Company Secretary & Compliance Officer;

ADDENDUM TO THE DRAFT RED HERRING PROSPECTUS DATED FEBRUARY 22, 2025: NOTICE TO THE INVESTORS ("THE ADDENDUM")		
OUR PROMOTERS: QYOU MEDIA INC. AND RAJNANDAN MISHRA		
INITIAL PUBLIC ISSUE OF UPTO 37,37,200* EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (THE "EQUITY SHARES") OF CHATTERBOX TECHNOLOGIES LIMITED ("OUR COMPANY" OR "THE COMPANY") AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF [●] PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹[●] LAKHS ("PUBLIC ISSUE") OUT OF WHICH UPTO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF UPTO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL NEWSPAPER I.E. [●], ALL EDITIONS OF THE HINDI NATIONAL NEWSPAPER I.E. [●] AND REGIONAL NEWSPAPER I.E. [●], EACH WITH WIDE CIRCULATION AT THE PLACE WHERE REGISTERED OFFICE OF THE ISSUER IS SITUATED, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE", "STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE. <i>*Subject to Finalization of the Basis of Allotment.</i>		
Potential Bidders may note the following: <i>In the sections "Definitions and Abbreviations", "Summary of Offer Document", "Risk Factors", "Summary of Financial Information", "General Information", "Capital Structure", "Objects of the Offer", "Business Overview", "Outstanding Litigation and Material Developments", "Other Regulatory and Statutory Disclosures", "Terms of the Issue" and "Material Contracts and Documents for Inspection" provided herein below as part of Addendum, modifications have been updated.</i> <i>The above is to be read in conjunction with the Draft Red Herring Prospectus and accordingly their references in the Draft Red Herring Prospectus stand amended pursuant to this Addendum. Please note that the changes pursuant to this Addendum will be appropriately included in the Red Herring Prospectus, as and when filed with the RoC, the SEBI and the Stock Exchange. All capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Draft Red Herring Prospectus.</i> <i>The Equity Shares offered in the Issue have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) within the United States only to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in the Draft Red Herring Prospectus as "U.S. QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in the Draft Red Herring Prospectus as "QIBs". The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.</i>		
Place: Mumbai, Maharashtra Technologies Limited Dated: July 17, 2025		For and on behalf of Chatterbox
		Sd/- Prachi Parag Kela Company Secretary and Compliance Officer
BOOK RUNNING LEAD MANAGER		REGISTRAR TO THE ISSUE
		
Expert Global Consultants Private Limited 503-504, RG Trade Tower Netaji Subhash Place, Pitampura - 110 034, New Delhi, India SEBI Registration Number: INM000012874 CIN: U74110DL2010PTC205995 Contact Person: Shobhit R. Agarwal Telephone: +91 11 4509 8234 Email ID: ipo@expertglobal.in Website: www.expertglobal.in Investor Grievance ID: compliance@expertglobal.in		Bigshare Services Private Limited S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra – 400 093, India Telephone: +91 11 6263 8200 Email: ipo@bigshareonline.com Website: www.bigshareonline.in Investor grievance email: investor.del@bigshareonline.com Contact Person: Mr. Babu Rapheal SEBI registration number: INR000001385 CIN: U99999MH1994PTC076534
BID/ISSUE PROGRAM		
Anchor portion Opens/Closes on ⁽¹⁾ : [●]	Bid/Issue Opens on ⁽¹⁾ : [●]	Bid/Issue Closes on ⁽²⁾ : [●]*

(1) Our Company in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date.

(2) Our Company in consultation with the BRLM, may decide to close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date, in accordance with the SEBI ICDR Regulations.

*The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Issue Closing Day.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

The following information shall be amended and/ or updated and/or added under the chapter titled “*Definitions and Abbreviations*” beginning from page 1 of the Draft Red Herring Prospectus:

Issue Related Terms

Terms[#]	Description[#]
Cut-off Price	The Issue Price, which shall be any price within the Price band as finalized by our Company in consultation with BRLM. Individual Investors, QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the Red Herring Prospectus. The amount utilized for general corporate purposes shall not exceed 15% of the Gross Proceeds of the Issue or ₹1,000 lakhs whichever is lower. Provided that any Issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the Red Herring Prospectus.
Individual Investor	Individual Bidders, submitting Bids, who applies for minimum application size for two lots. Provided that the minimum application size shall be above ₹2,00,000/- (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Individual Investor Portion	The portion of the Issue being not less than 35% of the Net Issue consisting of [●] Equity Shares which shall be available for allocation to Individual Investor in accordance with the SEBI ICDR Regulations subject to valid Bids being received at or above the Issue Price
Minimum Application Size	The minimum application size shall be of two lots provided that the minimum application value shall be above ₹ 2,00,000.
Non-Institutional Bidders	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with SEBI that are not QIBs (including Anchor Investors), or Individual Investors who applies for application size of more than two lots and who have Bid for Equity Shares for an amount of more than ₹2,00,000/- (but not including NRIs other than Eligible NRIs, QFI other than Eligible QFIs and Market Maker)
Non-Institutional Portion/ Non-Institutional Category	The portion of the Issue being not less than 15% of the Issue, consisting of upto [●] Equity Shares of face value of ₹10/ each of which (a) 1/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs and (b) 2/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹10,00,000/- subject to valid Bids being received at or above the Issue Price.

[#] We hereby undertake to carry out necessary and appropriate global changes in the Red Herring Prospectus (RHP) with respect to the above-mentioned definitions, in accordance with the amendments introduced under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as notified on March 03, 2025, and in line with any relevant guidance or communication issued by the designated stock exchange, i.e., the SME Platform of BSE Limited.

SECTION II - SUMMARY OF THE OFFER DOCUMENT

The following information shall be amended and/ or updated and/or added under the chapter titled “*Summary Of The Offer Document*” beginning from page 17 of the Draft Red Herring Prospectus:

K. Summary of Related Party Transactions:

Following are the details of related party transactions as certified by our Statutory Auditor M/s. Joy Mukherjee & Associate vide their Certificate dated February 19, 2025 (UDIN: 25419374BMOHJX9203):

(Rs. in Lakhs, except as mentioned in percentage)

Name of Related Party #	Nature of Transaction	31.12.2024		31.03.2024		31.03.2023		31.03.2022	
		Amount	% \$	Amount	% \$	Amount	% \$	Amount	% \$
Rajnandan Mishra *	KMP/ Director Remuneration	225.00	5.00	125.00	2.26	-	-	-	-
Pranay Swarup	Director Remuneration	-	-	-	-	130.35	3.24	58.09	1.82
Julie Kriegshaber	Remuneration	-	-	27.35	0.49	22.58	0.56	28.29	0.88
Pranay Swarup	Professional Charges	-	-	23.40	0.42	20.62	0.51	-	-
Qyou Media Inc.	Sales	-	-	-	-	4.00	0.10	-	-
Qyou Media India Private Limited	Sales	-	-	300.00	5.42	-	-	-	-
Glitch Media Private Limited	Sales	-	-	-	-	30.14	0.75	58.46	1.83
Qyou Media Inc.	Management fees paid	-	-	50.00	0.90	216.00	5.37	300.00	9.38
Qyou Media India Private Limited*	Reimbursement of Expenses	450.00	10.00	303.02	5.47	-	-	-	-
Qyou Media India Private Limited	Interest on Long term advances	21.04	0.47	-	-	-	-	-	-
Details of Balances outstanding with Related parties at period / year end									
Qyou Media Inc.	Management fees	-	-	-	-	216.00	5.37	300.00	9.38
Qyou Media Inc.	Trade Receivable	-	-	-	-	4.00	0.10	-	-
Rajnandan Mishra	Remuneration payable	15.62	0.35	16.78	0.30	-	-	-	-
Qyou Media India Private Limited	Trade Receivable	322.26	7.16	270.00	4.88	-	-	-	-
Qyou Media India Private Limited	Interest accrued but not due	18.94	0.42	-	-	-	-	-	-
Qyou Media India Private Limited	Loans & Advances / Other Receivable	405.00	9.00	272.71	4.93	-	-	-	-
Glitch Media Private Limited	Trade Receivable	-	-	-	-	0.70	0.02	14.63	0.46
Pranay Swarup	Remuneration / Professional Charges	-	-	-	-	14.18	0.35	6.50	0.20
Julie Kriegshaber	Remuneration payable	-	-	-	-	1.34	0.03	3.13	0.10

\$ As a % of the total revenue for the respective year/ period

#None of the Related party transactions constitutes more than 20% of the total revenue for the respective year/ period

*The Company has entered into an Expense Reimbursement Agreement dated April 05, 2023 and further Addendum Agreement No. 1 dated November 01, 2023 and Addendum Agreement No. 2 dated April 01, 2024 (all Agreements together are referred as “Reimbursement Agreements”), with its fellow subsidiary QYOU Media India Private Limited (QMIPL), engaged in Media and Entertainment Industry, pursuant to which the Companies share certain resources and expenditures such as general administration, security, office space, employees, content creation and allied services, finance and accounts and others in order to optimize the costs and for efficient business synergies on the group level and therefore, may engage with different external and internal service providers to carry out various business activities. Further, pursuant to the said Reimbursement Agreements, 2/3rd of Raj Nandan Mishra’s salary is agreed to be reimbursed by QYOU Media India Private Limited to our Company.

P. Pre-IPO Placement:

The Company does not contemplate any issuance or placement of Equity Shares from the date of this Draft Red Herring Prospectus till the listing of the Equity Shares.

Q. Shareholding of the Promoters, Promoters Group and additional top 10 shareholders as at allotment

Sr. No.	Name of the Shareholders	Pre- Issue shareholding as at the date of Advertisement		Post-Issue shareholding as at Allotment**			
				At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares*	% of Shareholding	No. of Equity Shares*	% of Shareholding
(A) Promoter							
1.	QYOU Media Inc.	71,23,707	68.39%	[●]	[●]	[●]	[●]
2.	Rajnandan Mishra	14,17,500	13.61%	[●]	[●]	[●]	[●]
Sub-Total (A)		85,41,207	82.00%	[●]	[●]	[●]	[●]
(B) Promoter Group							
1.	Nil	Nil	Nil	[●]	[●]	[●]	[●]
Sub-Total (B)				[●]	[●]	[●]	[●]
(C) Additional Top 10 Shareholders							
1.	Virtuous Capital Limited	5,07,208	4.87%	[●]	[●]	[●]	[●]
2.	Haryana Refractories Private Limited (Beneficial Owner – Manoj Agarwal)	3,63,184	3.49%	[●]	[●]	[●]	[●]
3.	Prashant D Pawar	2,23,881	2.15%	[●]	[●]	[●]	[●]
4.	Manish Kumar	1,77,533	1.70%		[●]	[●]	[●]
5.	RNR Wealth Management Private Limited	1,02,533	0.98%	[●]	[●]	[●]	[●]
6.	Vinayak Gopalkrishna Kudva	60,000	0.58%	[●]	[●]	[●]	[●]
7.	HBPA Tradex Private Limited	51,883	0.50%	[●]	[●]	[●]	[●]
8.	Hani Ahmed Farid	50,000	0.48%	[●]	[●]	[●]	[●]
9.	Aamer Ahmed Farid	50,000	0.48%	[●]	[●]	[●]	[●]
10.	Sunreet Singh Pruthi	50,000	0.48%	[●]	[●]	[●]	[●]
Sub-Total (C)		16,36,222	15.71%	[●]	[●]	[●]	[●]
Total (A)+(B)+(C)		1,01,77,429	97.71%	[●]	[●]	[●]	[●]

*Includes all options that have been exercised until date of draft red herring prospectus and any transfers of equity shares by existing shareholders after the date of the pre-issue and price band advertisement until date of prospectus.

**Based on the Issue price of ₹ [●] and subject to finalization of the basis of allotment.

SECTION III - RISK FACTOR

The following information shall be amended and/ or updated and/or added under the chapter titled “*Risk Factor*” beginning from page 23 of the Draft Red Herring Prospectus:

2. ***We propose to utilize a portion of our Net Proceeds towards setting up of an additional office cum in-house Studio at Mumbai. Any delay or failure in successfully setting up our in-house Studio may affect our business growth, thereby affecting our future business plans, business operations and financial conditions.***

In order to strengthen our video and production capabilities, provide comprehensive service offering to our customers and influencers and derive better value and margins from our business activities, Our Company proposes to deploy an amount Rs. 713.74 Lakhs from the Net Proceeds towards setting up of the proposed additional office cum in-house studio in Mumbai, Maharashtra that is proposed to be operative from Fiscal 2026. For details, please refer to “***Object of the Offer -Funding the Capital expenditure for setting up an additional office cum setting up a new studio***” beginning on page no. 78 of the DRHP. M/s Max Realty, Partnership firm, via its quotation dated February 06, 2025 (valid for 6 months from date of issuance, i.e. till August 06, 2025) the approximate annual cost for leasing a 3000 sq. ft. premises in Mumbai, Andheri (West) shall be approximately Rs. 126.00 Lakhs (Inclusive of GST and estimated rent payable for one year and One-time refundable Security Deposit payable for 6 months rental.) Within the same premises, our company proposes to use approximately 1500 sq. ft. for setting up of in-house studio and the balance 1500 sq. ft. for setting up of proposed office space which shall be used for day-to-day operation.

Further, as per M/s Harishankar Furniture & Decorators, bearing GST Registration number 27ACAPY2344P1Z1, via its quotation dated February 06, 2025 (valid for 6 months from date of issuance, i.e. till August 06, 2025) the estimated cost for setting up proposed office space is approximately Rs. 53.80 Lakhs and as per M/s Transs Techno Consultants Private Limited (CIN: U74140DL2006PTC146788), via its quotation dated February 03, 2025 (valid for 6 months from date of issuance, i.e. till August 03, 2025) the estimated cost for setting up the proposed in-house studio is approximately Rs. 533.94 Lakhs.

While we have obtained the various quotations towards the capital expenditure for the proposed additional office cum in-house studio, these quotations are valid for only 6 months from the date of issuance and may be subject to revisions. Further, setting up of the proposed additional office cum in-house studio may be subject to delays and other risks such as unforeseen technical problems, force majeure events, unanticipated cost increases or changes in scope, etc. Additionally, we may face risks while setting up of the proposed additional office cum in-house studio including but not limited to, delays in the civil constructions, interior decorations, non- availability of the required studio equipment’s, appointing/ hiring the right manpower or for other reasons.

We cannot assure that proposed capital expenditure towards our enhancing existing business will be within the cost indicated by such quotations and as scheduled. Any time and cost overrun due to our failure to implement our objects of the offer within our budget could adversely impact our financial condition temporarily and also delay our growth prospects and may adversely affect our business, results of operations and financial condition. While we may seek to minimize the risks from any unanticipated events, it cannot be assured that all potential delays could be mitigated and that we will be able to prevent any cost over-runs and any loss of profits resulting from such delays, shortfalls and disruptions. As a result, our business, financial condition, results of operations and prospects could be materially and adversely affected.

While we have yet to enter into formal leave and license agreement with the lessor for leasing the premises, there can be no assurance that we will not face any disruption of our rights as a licensee and term of lease, lease fee and any other terms and conditions will be agreeable and favorable to our company. Further, once the agreement is entered into, if the owner of the premises, decides to prematurely terminate the agreement or revoke the agreement or refuse to renew the agreement in a in a timely manner or at all or imposes such terms and conditions that are unfavorable to us, we may suffer a disruption in our operations or re- locate to another premise or have to pay increased rent. In such a case, we may have to re-locate to another premise and/or agree to pay the extra amount for using the same premises. Increase in lease structure will lead to increase of our expenditure which in turn may affect our revenue and increase of operational cost. Also, searching for the suitable location, re-setting the studio from the scratch and relocating the furniture and fixtures from one location to another, may have a material adverse effect on our business, prospects, results of operations and financial condition.

3. ***In order to effectively manage our growth and/ or to successfully implement our business plan and growth strategies, our company proposes to invest upto Rs. 1110.00 Lakhs towards the capital expenditure. In case there is delay or failure towards deploying of capital expenditure in a structured manner, it could have an adverse effect on our business, results of operations and financial condition.***

In order to implement our future growth strategies as detailed on page 106 of the DRHP, our company proposes to invest Rs. 1107.25 Lakhs towards purchase of hardware and software, rent co-working space in Bengaluru and Delhi and appoint/ hire additional manpower:

Sr. No.	Particulars	Vendor name & details	Estimated cost
1.	Purchase of hardware and software	FoxBASE Technologies Pvt Ltd Date of quotations: February 01, 2025 Validity: 6 months from date of issuance Validity date: August 01, 2025	195.20
2.	Rent co-working space and security deposit payable towards the same	Max Realty Date of quotations: February 06, 2025 Validity: 6 months from date of issuance Validity date: August 06, 2025	108.86
3.	Manpower enhancement	Vedit HR Solutions Pvt Ltd Date of quotations: February 05, 2025 Validity: 6 months from date of issuance Validity date: August 05, 2025	803.19
	Total		1,107.25

For details on each capital expenditure, please refer to “**Object of the Offer chapter-Capital requirements for Existing business**” beginning on page no. 72 of the DRHP.

While we have obtained the various quotations towards the capital expenditure, most of these quotations are valid for a certain period of time and may be subject to revisions. Further, our expansion plan may be subject to delays and other risks such as unforeseen technical problems, force majeure events, unanticipated cost increases or changes in scope, etc. Additionally, we may face risks while implementing the proposed expansion plan including but not limited to, delays in the civil constructions, interior decorations, appointing/ hiring the right manpower, renting sufficient co-working space or for other reasons. We cannot assure that proposed capital expenditure towards us enhancing our existing business will be within the cost indicated by such quotations and as scheduled. Any time and cost overrun due to our failure to implement our objects of the offer within our budget could adversely impact our financial condition temporarily and also delay our growth prospects and may adversely affect our business, results of operations and financial condition. While we may seek to minimize the risks from any unanticipated events, it cannot be assured that all potential delays could be mitigated and that we will be able to prevent any cost over-runs and any loss of profits resulting from such delays, shortfalls and disruptions. As a result, our business, financial condition, results of operations and prospects could be materially and adversely affected.

4. Our Company had negative cash flow from operating activity in recent period/ fiscals, details of which are given below.

Sustained negative cash flow could adversely impact our business, financial condition and results of operations. The detailed break up of cash flows is summarized in below table and our Company has reported negative cash flow from investing and financing activity in the financial years is as mentioned below, which could affect our business and growth:

(₹ in Lakhs)				
Particulars	31.12.2024	31.03.2024	31.03.2023	31.03.2022
Net cash generated from / (used in) operating activities	(131.63)	430.78	(203.48)	191.44
Net cash generated from / (used in) Investing Activities	237.04	(537.37)	(194.00)	23.58
Net cash generated from / (used in) from financing activities	-	-	-	-

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flow, it may adversely affect our business and financial operations. For further, details please refer to the section titled “**Financial Statements**” and chapter titled “**Management's Discussion and Analysis of Financial Conditions and Results of Operations**” beginning on page 106 and page 190 respectively, of this DRHP.

5. A significant portion of our revenue is derived from Western, Northern and Southern India and Southeast Asia. Any downturn and/ or any economic, regulatory, social and political change in any of these regions in which we operate or seek to operate may affect our market share and/ or may adversely affect our business, financial condition and results of operations.

Our Chtrbox and Chtrsocal services are provided not only within India but also Internationally. Based on the restated financial statement, the table below sets forth details of revenue from operations generated from our domestic sales and international sales for the period ended on December 31, 2024 and financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively:

(₹ in lakhs, except for percentage)

Particulars	31.12.2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	% #	Amount	% #	Amount	% #	Amount	% #
Domestic Sales								
Maharashtra	2,504.17	55.93%	3,246.04	59.18%	2,009.85	50.35%	1,538.06	48.49%
Haryana	815.26	18.21%	610.96	11.14%	716.53	17.95%	491.94	15.51%

Particulars	31.12.2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	% #	Amount	% #	Amount	% #	Amount	% #
Karnataka	430.72	9.62%	424.95	7.75%	800.34	20.05%	521.72	16.45%
New Delhi	199.28	4.45%	875.21	15.96%	162.85	4.08%	79.64	2.51%
West Bengal	80.64	1.80%	23.07	0.42%	35.86	0.90%	29.90	0.94%
Gujarat	70.23	1.57%	20.94	0.38%	20.28	0.51%	63.33	2.00%
Telangana	67.63	1.51%	0.67	0.01%	5.93	0.15%	17.04	0.54%
Uttar Pradesh	42.39	0.95%	69.37	1.26%	54.83	1.37%	78.75	2.48%
Tamil Nadu	28.46	0.64%	16.18	0.29%	57.92	1.45%	82.61	2.60%
Rajasthan	20.37	0.45%	7.45	0.14%	0.34	0.01%	23.89	0.75%
Punjab	12.25	0.27%	5.79	0.11%	2.54	0.06%	-	0.00%
Madhya Pradesh	7.52	0.17%	5.62	0.10%	6.80	0.17%	11.52	0.36%
Chhattisgarh	6.10	0.14%	0.53	0.01%	-	-	0.35	0.01%
Himachal Pradesh	3.25	0.07%	3.60	0.07%	-	-	-	-
Bihar	2.80	0.06%	0.25	-	-	-	-	-
Dadra And Nagar Haveli	1.88	0.04%	-	-	0.50	0.01%	0.20	0.01%
Kerala	0.98	0.02%	7.71	0.14%	-	0.00%	1.80	0.06%
Chandigarh	0.40	0.01%	2.30	0.04%	1.68	0.04%	0.13	0.00%
Assam	0.11	0.00%	0.55	0.01%	-	-	-	-
Andhra Pradesh	-	-	1.02	0.02%	(3.98)	(0.10%)	4.85	0.15%
Daman & Diu	-	-	1.38	0.03%	-	-	-	-
Goa	-	-	0.02	0.00%	-	-	-	-
Jammu And Kashmir	-	-	-	-	-	-	26.12	0.82%
Meghalaya	-	-	-	-	0.95	0.02%	-	0.00%
Nagaland	-	-	0.07	0.00%	-	-	-	-
Odisha	-	-	0.07	0.00%	-	-	-	-
Sikkim	-	-	0.06	0.00%	-	-	-	-
Uttarakhand	-	-	0.10	0.00%	-	-	-	-
Total (A)	4,294.44	95.92	5,323.91	97.06	3,873.22	97.04	2,971.86	93.69
International Sales								
Singapore	70.06	1.56%	78.49	1.43%	71.32	1.79%	168.04	5.30%
Europe	80.76	1.80%	74.15	1.35%	6.66	0.17%	20.04	0.63%
Canada	8.30	0.19%	5.10	0.09%	0.81	0.02%	1.36	0.04%
USA	-	-	1.64	0.03%	11.18	0.28%	7.66	0.24%
UAE	-	-	2.08	0.04%	23.54	0.59%	2.93	0.09%
The Republic of Korea	23.66	0.53%	-	-	-	-	-	-
Hong Kong	-	-	-	-	4.73	0.12%	-	-
Total (B)	182.78	4.08	161.46	2.94	118.24	2.96	200.03	6.31
Total (A+B)	4,477.22	100.00	5,485.37	100.00	3,991.46	100.00	3,171.89	100.00

#as a percentage of Revenue from operations

Majority of our services are provided to our customers located in Western India, Northern India, Southern India and Southeast Asia. For details on our Geography wise sales break up, please refer to page no. 104 of the DRHP.

The composition and revenue generated from these Geographies might change as we continue to add new Geographies in normal course of business. Any decline in our quality standards, growing competition and any change in the demand for our services within any of these Geography's may adversely affect our growth, business, results of operations and financial condition.

Due to geographical concentration of our business sales and revenues from Western India, Northern India, Southern India and Southeast Asia, our services are prone to local, regional and environmental factors. Any materially adverse social, political or economic development, civil disruptions, or changes in the policies of the state government or state or local governments, may require us to expand our business to newer Geographic locations within India and Internationally or modification of our business strategy, or require us to incur significant capital expenditure or suspend our operations. Any such adverse development could result in significant loss due to our inability to provide services to our customers as scheduled, which could materially affect our business reputation within the industry. Though no such events occurred in past, the occurrence of or our inability to effectively respond to, any such events or effectively manage the competition in the region, could have an adverse effect on our business, results of operations, financial condition, cash flows and future business prospects.

We are also subject to various risks in the regions we provide our services including but not limited to the risks such as changes in the customers' business strategy, spending towards their marketing/ advertising and branding, our pricing, changes in customers' requirements, entry of any other competitors, and external conditions many of which are beyond our control including shifts in market or economic conditions, or the emergence of more competitive offerings from our competitors or economic slowdown in the major Geographic locations where we serve or regional natural disasters or political discord or riots in the region where our services are provided, constraints on our ability to diversify across states and perception by our potential clients etc. Further, any failure in expanding our revenue sources from the existing markets in which we operate may lead to loss of opportunity in earning higher revenues thereby effecting our growth, business, results of operations and financial condition. Further, any occurrence of change in the customers' requirements/ preference and/ or any other contingencies in the regions we provided our services, we may not be able to effectively expand our business to newer locations and as a result our revenues and profitability may be adversely affected.

6. ***Our company requires to continuously strength its brand visibility as an Influencer's and digital marketing and social media management company. If our company fails to ensure the same, we revenue from operations shall decrease thereby effecting our overall business and financial condition.***

We operate in digital and influencer and digital marketing and social media management industry, utilizing both online and offline business models. To maximize our reach and attract a broad influencers/ customer base, brand visibility plays a pivotal role. Brand building serves as a cornerstone for Influencers platform by creating awareness, attracting and retaining Influencers/ customers, differentiating our offerings in a competitive landscape, and ensuring alignment with the ever-evolving needs of the digital marketing sector. If these initiatives prove ineffective, it could negatively impact the recognition and visibility of our Company and may not successfully enhance the popularity of our Company among customers.

Details of our brand building or marketing or advertising expenditure incurred by us in the past is as follows:

(₹ in lakhs, except for percentage)

Particulars	31.12.2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	% #	Amount	% #	Amount	% #	Amount	% #
Brand building, Marketing and advertisement for our company	8.28	0.27	12.28	0.22	6.38	0.16	2.70	0.08

#as a percentage of total revenue

Effective marketing not only drives business growth but also enriches Influencers/ customers experiences. Our revenues are significantly influenced by the success of our branding, marketing and advertising efforts across various channels. We rely heavily on the expertise of our senior management to define and implement these strategies. However, if our management along with marketing, advertisement and brand building team leads us to adopt ineffective brand building or marketing or advertising initiatives, we may fail to attract, engage, and retain new clients. Consequently, unsuccessful brand building, marketing and advertising efforts could materially and adversely affect our operational results.

Further, the market perception of our brands is one of the key factors for the sustained demand of our services amongst influencers/ customers. In order to ensure the above, our company proposes to appoint a specialized PR, branding, marketing, advertising and social media management agency- M/s The Reppro. We have obtained the quotation and scope of work to be handled by the social media management agency- M/s The Reppro via its quotation dated February 08, 2025 (valid for 6 months from date of issuance, i.e. till August 08, 2025). Further, our company proposes to utilise upto Rs. 501.50 Lakhs of net proceeds towards enhancing its own brand visibility within the existing and newer markets. For details on the same, please refer to “**Capital requirements for Brand Building of our own Company**” beginning on page no. 80 of the DRHP.

While we have obtained the various quotations towards the marketing expenditure, these quotations are valid for a period of 6 months from the date of issuance and may be subject to revisions. These initiatives are designed to increase our visibility and reach within the market we cater to and also the new targeted markets and supported by our in-house marketing team. However, we cannot guarantee that our marketing, advertisement and brand building efforts will ultimately be successful, as it is affected by numerous factors, including the effectiveness of our branding and marketing campaigns and our ability to provide consistent, high-quality services, hire/ appoint popular and well-known influencers etc. Any negative publicity or perception of influencers/ consumers relating to the quality of our services, pricing strategy etc. regardless of whether such claims or perceptions are true, may adversely impact public perception of our brand could have an adverse impact on our brand, which may negatively affect our business and can significantly reduce our brand value and consumer trust thereby tarnishing our brand, result of operations and financial conditions.

Further, in the past financial years/ periods, we have not faced any of the above situations leading to negative brand value which could have an adverse and material impact on our business operations and financial conditions. However, we cannot assure you that in the future if we are unable to maintain and continuously enhance our brand building, marketing and advertising activities and expenditures, we may lose influencers/ customers trust thereby deduction in our brand recognition and reputation. This will negatively impact our business and future prospects.

9. *We do not own the Registered Office premises and the same are on lease arrangement. Any termination of such lease/license and/or non-renewal thereof and attachment by Property Owner could adversely affect our operations.*

Our registered office is situated at Unit No. 101 VIP Plaza, Cooperative Premises Society Ltd, Andheri New Link Road, Opp Infinity Mall Behind Crystal Plaza, Andheri, Mumbai - 400053, Maharashtra, India is a leased premise and our Company has entered into an agreement with Lessor for leasing the same premises for a period of 60 months w.e.f. 01.04.2023. For details, please refer to “***Our Business - Our immovable properties***” page no. 124 of the DRHP.

Our business operations are also conducted from the said premises. As per the lease agreements, if there are any non-compliance by us in relation to any term of lease, lease fee and any other terms and conditions; it may result in the termination of the lease agreement and consequently we may have to vacate the said premises.

Although, since the past 3 fiscal years, our company has not faced any conflict of interest with the lessors. However, we cannot assure you that in the long-term conflict of interest shall not arise thereby leading us to terminate the lease agreement or pay additional cost to continue with the existing premises or relocate to another premises thereby adversely affecting our business operations.

We also cannot assure you that lessor will not terminate the lease agreement, which would require us to re-locate to another premise and may have an adverse effect on us conducting our business operations. In such case, we may have to re-locate to another premise and/or agree to pay the extra amount for using the same premises. Increase in lease structure will lead to increase of our expenditure which in turn may affect our revenue and increase of operational cost. Also, searching for the suitable location, setting the up our office space, normalising any interruptions, may lead to loss of clients, impact on services, reduction in sales thereby affecting our profitability.

12. *Our company has made application for registering of our various Intellectual Property rights with Trade Marks Registry, Mumbai. However, the same is under the process of examination. Any delay in granting registration could result in loss of company's right to use the said Intellectual Property right.*

Our Company has made 18 applications with the Trade Marks Registry, Mumbai for registering our company's name, logo, its division name and logo. As per the Trade Marks Registry, all 18 applications are under the process of “Formalities Check Pass-The application will be examined in due course”, the actually status is yet to be confirmed by the Trade Marks Registry. For further details on Intellectual Property Rights, please refer page no. 213 of the DRHP.

Further, our company is dependent on receiving approval and/ or being granted registration from the Trade Mark Registrar, Mumbai. While still the application is under process, if the same is not accepted or registration is not granted, then our company may lose the statutory protection available to it under the Trade Marks Act, 1999 for such trademarks, as otherwise available for registered trademarks in future could have a material adverse effect on our business, which in turn could adversely affect our results of operations.

14. *We rely on telecommunications and information technology systems, networks and infrastructure to operate our business and any interruption or breakdown or failure in such systems, networks or infrastructure or our technical systems or any cybersecurity breaches could impair our ability to effectively provide our services and may lead to operational interruption, liabilities or reputational harm.*

Our business operations, the quality of our service and our ability to attract and retain customers depend on the efficient and uninterrupted operation, reliability, speed and availability of information technology and telecommunications systems, networks and infrastructure, both internal and external. Also, our ability to effectively deploy, implement and use information technology systems and advanced technology initiatives in a cost effective and timely basis. Our computer networks may be vulnerable to unauthorised access, computer hacking, computer viruses, worms, malicious applications and other security problems caused by unauthorised access to, or improper use of, systems by our employees, subcontractors or third-party vendors. Any systems failure or security breach or lapse on our part or on the part of our employees and other ecosystem participants that results in the release of user data could harm our reputation and brand and, consequently, our business, in addition to exposing us to potential legal liability. Any such legal proceedings or actions may subject us to significant penalties and negative publicity, require us to change our business practices, increase our costs and severely disrupt our business.

Further, leakage of data, our technology systems, websites, mobile sites and servers are vulnerable to telecommunications failures, downtime, computer viruses, hacking, malware, defacement, unauthorized access, cyber-attacks, physical or electronic break-ins, other cybersecurity breaches and similar disruptions, which could lead to accessing difficulties, service interruptions, delays, loss of our database content, unauthorized disclosure and/ or loss of proprietary and/ or confidential information pertaining to our clients or other breaches of our information security. We have not experienced any case of substantial disruption in the past. We cannot assure you that our back-up and business continuity planning would effectively eliminate or alleviate the risks arising from the above contingencies. Any damage to or failure of our systems could lead to loss of our database content or interruptions or delays, thereby impairing our ability to effectively provide our services, which could result in customer dissatisfaction.

In the event of any such system damage, interruption, or failure, we could experience delays in our operations, loss of critical data, and an overall degradation of our services. Furthermore, even if we are successful in repelling a cyber-attack or recovering from a systems failure, we may still need to invest a significant amount of resources in restoring the system, reworking the lost data, and enhancing security measures to prevent future occurrences. This could lead to increased operational expenses and, in turn, could have a material adverse impact on our profits. Additionally, any significant breach of our cybersecurity measures could result in a loss of trust from our clients, damage our reputation, and potentially lead to litigation or regulatory actions. While we have not experienced any material cybersecurity breaches in the past, we cannot guarantee that our measures will prevent all potential cybersecurity threats. Although, our company continues to invest in technology and human resources to mitigate these risks, there is no assurance that such measures will be completely successful, and our operational expenses, reputation and business may be adversely affected despite these measures.

We may also experience interruptions caused by reasons beyond our control. Our success will depend upon third parties maintaining and improving the Internet infrastructure to provide a reliable network with speed and adequate data capacity and telecommunication networks with good clarity and lower congestion. We may not have access to alternative telecommunication networks other than those we currently use, in the event of disruptions, failures or any other problems in the network or infrastructure of our current telecommunications service providers. In addition, we cannot assure you that a more technologically sophisticated and reliable fixed telecommunications network or Internet infrastructure will be developed in India that will ensure our ability to deliver smooth and reliable provision of our products and services to our users. Any of the above could disrupt our ability to operate our online services or may materially affect the efficiency of the services provided by us, our reputation and financial condition.

31. There were certain instances of delay/default in payment of statutory dues by our Company in the past.

For the past three Fiscals and the period ended December 31, 2024, there were certain instances of delay/default in payment of statutory dues including Employee Provident Fund, Good and Service Tax, Tax Deducted at Source, Professional Tax, Income Tax due by our Company and as certificated by Joy Mukherjee & Associate, Statutory Auditor of our Company via its certificate (UDIN: 25419374BMOHKE7915) dated February 19, 2025:

EPF Details: 2021-2022

Month	Nature of Fund	Employee share	Due date of payment	Employer share	Actual amount paid	Date of payment	EPF CHALLAN No	Reasons for delay
Apr-21	EPF	29,604	15/05/2021	30,054	59,658	17/05/2021	3172105017070	Due to Technical glitches in the system
May-21	EPF	29,604	15/06/2021	30,054	59,658	12/11/2021	3172111012675	There was a change in management control of the company & the transition period caused delays in internal data processing.
Jun-21	EPF	29,604	15/07/2021	30,054	59,658	12/11/2021	3172111012690	
Jul-21	EPF	32,667	15/08/2021	33,116	65,783	10/12/2021	3172112010375	
Aug-21	EPF	32,667	15/09/2021	33,116	65,783	10/12/2021	3172112010378	
Sep-21	EPF	32,667	15/10/2021	33,116	65,783	28/12/2021	3172112023087	
Oct-21	EPF	34,504	15/11/2021	35,029	69,533	14/01/2022	3172201015990	
Nov-21	EPF	34,504	15/12/2021	35,029	69,533	14/01/2022	3172201016124	
Dec-21	EPF	32,667	15/01/2022	33,116	65,783	01/04/2022	3172204000661	
Jan-22	EPF	32,667	15/02/2022	33,116	65,783	01/04/2022	3172204000665	
Feb-22	EPF	34,504	15/03/2022	35,029	69,533	01/04/2022	3172204000667	

EPF Details: 2022-2023

Month	Nature of Fund	Employee share	Due date of payment	Employer share	Actual amount paid	Date of payment	EPF CHALLAN No	Reasons for delay
Sep-22	EPF	49,858	15.10.2022	51009	100,867	18.10.2022	3172210022347	Due to Technical glitches in the system
Nov-22	EPF	53,900	15.12.2022	55,175	109,075	19.12.2022	3172212022748	

GST Details: 2021-2022

Month	Due Date	Return filing date	Interest paid			Late fees paid			Reasons for delay
			IGST	CGST	SGST	IGST	CGST	SGST	
Apr-21	20/05/2021	23/07/2021	-	-	-	-	475	475	There was a change in management control of the company & the transition period caused delays in internal data processing.
May-21	20/06/2021	24/07/2021	-	-	-	-	475	475	
Jun-21	20/07/2021	18/08/2021	-	-	-	-	100	100	
Jul-21	20/08/2021	03/09/2021	-	-	-	-	725	725	
Aug-21	20/09/2021	30/09/2021	-	-	-	-	350	350	
Sep-21	20/10/2021	26/10/2021	-	-	-	-	250	250	
Oct-21	20/11/2021	26/11/2021	-	-	-	-	150	150	

Month	Due Date	Return filing date	Interest paid			Late fees paid			Reasons for delay
			IGST	CGST	SGST	IGST	CGST	SGST	
Feb-22	20/03/2022	22/03/2022	-	-	-	-	150	150	
Mar-2022	20/04/2022	26/04/2022	1168	2621	2621	-	50	50	

GST Details: 2022-2023

Month	Due Date	Return filing date	Interest paid			Late fees paid			Reasons for delay
			IGST	CGST	SGST	IGST	CGST	SGST	
Apr-22	20/05/2022	24/05/2022	9332	18	18	-	150	150	Due to Technical glitches in the system

GST Details: 2024-2025

Month	Due Date	Return filing date	Interest paid			Late fees paid			Reasons for delay
			IGST	CGST	SGST	IGST	CGST	SGST	
Apr-24	5/20/2024	5/31/2024	-	-	-	-	-	-	Due to Technical glitches in the system
Oct-24	11/20/2024	12/7/2024	-	-	-	-	-	-	Due to billing closing & working capital issue
Dec-24	1/22/2025	2/7/2025	-	-	-	-	-	-	

Professional Tax Details

Year	Nature	Due date of payment	Amount paid	Date of payment	Professional Tax CHALLAN No	Reasons for delay
2020-2021	PTEC	30/06/2020	2500	01-10-2021	URN10012559100TE	Due to Technical glitch
2021-2022	PTEC	30/06/2021	2500	04-10-2021	URN10012568980TE	
2024-2025	PTEC	30/06/2024	2500	12/02/2025	URN10022190898TE	

Professional Tax Details: 2022-2023

Year	Nature	Due date of payment	Amount paid	Date of payment	Professional Tax CHALLAN No	Reasons for delay
Apr-22	PTRC	30/04/2022	10400	30/06/2022	URN10014842268TR	Due to Technical glitch
May-22	PTRC	30/05/2022	10200	30/06/2022	URN10014845854TR	
Dec-22	PTRC	30/12/2022	23200	27/01/2023	URN10016292981TR	

Professional Tax Details: 2023-2024

Year	Nature	Due date of payment	Amount paid	Date of payment	Professional Tax CHALLAN No	Reasons for delay
Apr-23	PTRC	30/04/2023	15700	12/06/2023	URN10017589935TR	Due to Technical glitch
May-23	PTRC	30/05/2023	14800	12/06/2023	URN10017590076TR	
Jul-23	PTRC	30/07/2023	11775	11/10/2023	URN10018561900TR	
Aug-23	PTRC	30/08/2023	13000	11/10/2023	URN10018561960TR	
Sep-23	PTRC	30/09/2023	1000	24/11/2023	URN10018841268TR	
Oct-23	PTRC	30/10/2023	13375	24/11/2023	URN10018841352TR	

Though these delays/ defaults were not material in nature and the same were regularized subsequently by making necessary payments with fees, interest and penalties as applicable and there are no outstanding payments as on date of filing the DRHP, we cannot assure you that there will be no default or delay in future in payment of such statutory dues. Further, we cannot assure that we will not be subject to any legal proceeding or regulatory actions, including monetary penalties by statutory authorities on account of such delay/ default in payments or filing of returns, which may adversely affect our business, financial condition, and reputation.

32. *We have selected the Companies from the same sector in which we operate for “Peer Competitors – Comparison of Accounting Ratios” in Basis for Issue Price section, most of these listed Companies are very large compared to us and may have product portfolio larger than ours.*

Since we are a Company engaged in influencer and digital marketing and social media management sector, we have selected the listed Companies from same sector for “Peer Competitors – Comparison of Accounting Ratios” in Basis for Issue Price section. For more details of these listed Companies, please refer to “Peer Competitors – Comparison of Accounting Ratios” on page 90 of the DRHP. Most of these listed Companies are very large compared to us and may have product portfolio larger than ours, hence we have considered the listed Companies which are in the similar line of business as ours is considered above for comparison.

It is to be noted that the Company disclosed as listed peers are not comparable to our size and scale of operations and have product portfolio larger than ours and accordingly do not represent proper comparison.

Most of our peer competitors are larger than we are in terms of size of operations and they also have greater financial and marketing resources than we do, these reasons may have impact on the share price of our Company and in such events investors may lose part or full investments value. As our Company is small, our price may trade at substantial discount to the price of all our listed peers. Further, due to the above, we cannot predict what effect, if any, it will have on the share price of our Company when the equity shares get listed.

33. *There are certain discrepancies/errors noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 2013. Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent.*

Our Company is required to make filings under various rules and regulations as applicable under the applicable provisions of the Companies Act, 2013 which is usually done within the prescribed time period by the Company. However, in some instances delay has occurred in doing ROC filings. The details of forms filed in delay are disclosed below:

S.No.	Form	Date of filing	Normal Fees	Additional Fees
1.	PAS-3	14.01.2017	400	1,600
2.	MGT-14	14.01.2017	400	2,400
3.	MGT-14	30.04.2022	400	800
4.	MGT-14	26.02.2025	600	2,400
5.	MGT-14	26.02.2025	600	2,400
6.	AOC-4	01.11.2022	400	400
7.	AOC-4	31.10.2024	400	200
8.	ADT-1	15.04.2022	400	400
9.	ADT-1	15.10.2022	400	400
10.	ADT-1	04.09.2024	400	400
11.	ADT-1	30.10.2024	400	800
12.	MGT-7	29.11.2022	400	100
13.	MGT-7	16.12.2024	600	1,700
14.	DIR-12	11.11.2021	400	4,000
15.	DIR-12	28.11.2022	400	4,800
16.	DIR-12	11.11.2021	400	4,000
17.	DIR-12	22.07.2024	400	4,800
18.	DIR-12	31.10.2023	400	800
19.	DIR-12	02.12.2024	400	800
20.	GNL-2	19.02.2017	400	4,000
21.	INC-27	29.11.2024	400	800
22.	BEN-2	01.02.2025	600	1,200
23.	MR-1	26.02.2025	600	1,200
24.	DIR-12	23.09.2023	400	2,400
25.	DIR-12	06.01.2023	400	4,800
26.	DIR-12	14.08.2023	400	4,000
27.	INC-22	18.07.2023	400	800
28.	MGT 14	18.12.2022	400	1600

Due to delays in filings pursuant to non-functionality of MCA, our Company had, on some occasions, paid the requisite late fees. No show cause notice in respect of the above has been received by the Company till date, however any penalty imposed for such non-compliance in future by any regulatory authority could affect our financial conditions to that extent. Any delay / non-compliance in the past or future may render us liable to statutory penalties / actions.

34. *There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the SME Platform of BSE Ltd. in a timely manner, or at all.*

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the SME Platform of BSE Ltd. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

SECTION IV – INTRODUCTION

SUMMARY FINANCIAL INFORMATION

The following information shall be amended and/ or updated and/or added under the chapter titled “*Summary Financial Information*” beginning from page 50 of the Draft Red Herring Prospectus:

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

(₹ in Lakhs)

Particulars	Note No.	31.12.24	31.03.24	31.03.23	31.03.22
Equity & Liabilities					
Shareholders Fund					
Share capital	I.1	1,041.66	12.86	12.86	12.86
Reserves and surplus	I.2	1,278.61	1,665.08	812.46	684.62
Total Shareholder's Fund		2,320.27	1,677.94	825.32	697.48
Non Current Liabilities					
Long term provisions	I.3	5.97	4.51	1.84	2.15
Total Current Liabilities		5.97	4.51	1.84	2.15
Current Liabilities					
Trade Payables	I.4	1,108.76	489.03	459.96	329.40
Other Current Liabilities	I.5	239.54	207.74	444.54	534.01
Short Term Provisions	I.6	25.89	21.43	8.35	10.34
Total Current Liabilities		1,374.19	718.20	912.85	873.75
Total Equity & Liability		3,700.43	2,400.65	1,740.01	1,573.38
Non-Current Assets					
Property, Plants and Equipment and Intangible Assets					
Property, Plants and Equipment	I.7	43.35	41.32	9.45	2.66
Intangible Assets	I.7	0.79	0.79	0.79	0.79
Capital WIP - Intangible asset under development		467.71	445.68	208.46	0.00
Total Fixed Assets		511.85	487.79	218.70	3.45
Deferred Tax Assets	I.10	26.97	27.03	30.25	15.67
Long term Loans and Advances	I.8	385.39	462.45	498.32	214.10
Other Non Current Assets	I.9	21.00	21.00	0.00	0.00
Total Non Current Assets		945.21	998.27	747.27	233.22
Current assets					
Trade Receivables	I.11	1,697.60	855.32	713.97	655.53
Cash and bank balances	I.12	258.35	152.94	259.53	657.01
Short Term Loans and advances	I.13	81.38	11.02	14.11	21.27
Other Current Assets	I.14	717.89	383.10	5.13	6.35
Total Current Assets		2,755.22	1,402.38	992.74	1,340.16
Total Assets		3,700.43	2,400.65	1,740.01	1,573.38

The above statement should be read with the Summary of significant accounting policies and other explanatory information.

As per our report of even date attached
For Joy Mukherjee and Associates
Chartered Accountants
Firm Registration No.: 006792C

Sd/-
CA Joy Mukherjee
Partner
Membership No. 074602
Place : Lucknow
Date: February 4, 2025

For and on behalf of the Board of Directors
Chatterbox Technologies Limited

Sd/-
Curt Marvis
DIN: 08231593
Place: Los Angeles
Date: February 4, 2025

Sd/-
Rajnandan Mishra
DIN: 10815241
Place: New Delhi
Date: February 4, 2025

Sd/-
Pooja Mehta
CFO
PAN: BOWPS9024P
Place: Mumbai.
Date: February 4, 2025

Sd/-
Prachi Kela
Company Secretary
PAN: CBJPB7760A
Place: Mumbai
Date: February 4, 2025

STATEMENT OF PROFIT & LOSS AS RESTATED

(₹ in Lakhs)

Particulars	Note No.	31.12.24	31.03.24	31.03.23	31.03.22
Income					
Revenue from Operations	II.1	4477.22	5,485.37	3,991.46	3,171.89
Other Income	II.2	22.97	51.60	28.53	26.49
Total Revenue (A)		4,500.19	5,536.97	4,019.99	3,198.38
Expenditure					
Cost of Services rendered	II.3	3111.95	3,697.23	3,001.31	2,369.23
Employee Benefit Expenses	II.4	405.67	431.05	510.44	358.21
Other Expenses	II.5	118.22	201.86	369.93	386.22
Total (B)		3,635.84	4,330.14	3,881.68	3,113.66
Profit Before Interest, Depreciation and Tax (A-B)		864.35	1,206.83	138.31	84.72
Depreciation and Amortisation Expenses		7.82	15.88	0.83	0.98
Profit Before Interest and Tax		856.53	1,190.95	137.48	83.74
Finance costs		0.00	0.00	0.00	0.00
Profit before Taxation		856.53	1,190.95	137.48	83.74
Provision for Taxation		214.13	335.11	25.92	26.29
Provision for Deferred Tax		0.07	3.22	-14.58	-14.33
Prior period Tax adjustments done in respective years		0.00	0.00	-1.70	5.34
Total Taxes		214.20	338.33	9.64	17.30
Profit After Tax but Before Extra ordinary Items		642.33	852.62	127.84	66.44
Extraordinary Exps. / (Income)		0.00	0.00	0.00	0.00
Prior Period Items		0.00	0.00	0.00	0.00
Net Profit after adjustments		642.33	852.62	127.84	66.44
Net Profit Transferred to Balance Sheet		642.33	852.62	127.84	66.44
Basic and Diluted (face value per equity share Rs.10)		6.17	663.00	99.41	51.66

The above statement should be read with the Summary of significant accounting policies and other explanatory information.

As per our report of even date attached

For Joy Mukherjee and Associates

Chartered Accountants

Firm Registration No.: 006792C

For and on behalf of the Board of Directors

Chatterbox Technologies Limited

Sd/-

CA Joy Mukherjee

Partner

Membership No. 074602

Place : Lucknow

Date: February 4, 2025

Sd/-

Curt Marvis

DIN: 08231593

Place: Los Angeles

Date: February 4, 2025

Sd/-

Rajnandan Mishra

DIN: 10815241

Place: New Delhi

Date: February 4, 2025

Sd/-

Pooja Mehta

CFO

PAN: BOWPS9024P

Place: Mumbai.

Date: February 4, 2025

Sd/-

Prachi Kela

Company Secretary

PAN: CBJPB7760A

Place: Mumbai

Date: February 4, 2025

STATEMENT OF CASH FLOWS AS RESTATED

(₹ in Lakhs)

PARTICULARS	31.12.24	31.03.24	31.03.23	31.03.22
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit Before Tax	856.53	1190.95	137.48	83.74
<i>Adjusted for :</i>				
a. Depreciation and amortization expenses	7.82	15.88	0.83	0.98
b. Provision for doubtful receivables / (written back)	4.78	2.78	13.96	16.24
c. Bad debts written off	0.00	30.17	13.26	0.67
d. Loss on sale of property, plant and equipment	0.00	1.16	0.00	0.00
e. Sundry balances written back	0.00	(5.14)	(7.58)	(0.28)
f. Interest income on deposits	(22.97)	(12.45)	(19.94)	(23.47)
g. Other adjustments	0.00	0.00	0.00	0.26
Operating profit before working capital changes	846.16	1223.35	138.01	78.14
<i>Adjusted for :</i>				
a. Increase / (decrease) in trade payables	619.73	34.21	138.14	223.65
b. Increase / (decrease) in provisions	5.92	16.16	2.63	7.15
c. Increase / (decrease) in other current liabilities	40.25	(245.26)	(89.47)	458.38
d. (Increase) / Decrease in trade receivables	(847.07)	(174.30)	(85.66)	(340.58)
e. (Increase) / Decrease in short term loans and advances	(70.35)	3.08	7.16	(17.57)
f. (Increase) / Decrease in Other Current Assets	(316.49)	(378.51)	(0.94)	(3.00)
g. (Increase) / Decrease in Other Non-Current Assets	0.00	(21.00)	0.00	3.58
Cash generated from operations	278.15	457.73	109.87	409.75
Income Tax (Paid) / Received (net)	(409.78)	(26.95)	(313.35)	(218.31)
Net cash generated from/(used in) operating activities (A)	(131.63)	430.78	(203.48)	191.44
B. CASH FLOW FROM INVESTING ACTIVITIES				
a. Purchase of property, plant and equipment and cost incurred towards assets under development	(40.34)	(278.02)	(216.09)	(0.50)
b. Proceeds from disposal of property, plant and equipment	0.00	0.36	0.00	0.00
c. (Increase)/decrease in long term loans and advances to related parties	272.71	(272.71)	0.00	0.00
d. Interest received from deposits with banks	4.67	13.00	22.09	24.08
Net cash generated from/(used in) investing activities (B)	237.04	(537.37)	(194.00)	23.58
C. CASH FLOW FROM FINANCING ACTIVITIES				
a. Interest & Finance Cost	0.00	0.00	0.00	0.00
b. Proceeds from share issued	0.00	0.00	0.00	0.00
c. (Repayments) / proceeds of long term borrowings	0.00	0.00	0.00	0.00
d. (Repayments) / proceeds of short term borrowings	0.00	0.00	0.00	0.00
Net cash generated/(used) in financing activities (C)	0.00	0.00	0.00	0.00
Net Increase / (Decrease) in cash and bank balances (A + B + C)	105.41	(106.59)	(397.48)	215.02
Cash and bank balances at the beginning of the year	152.94	259.53	657.01	441.99
Cash and bank balances at the end of the year	258.35	152.94	259.53	657.01
Components of cash and bank balances				
Balances with banks:				
Current account balances	184.20	5.04	5.13	5.21
Sweep-in deposit accounts	74.15	147.90	254.40	651.80
Total	258.35	152.94	259.53	657.01

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.

The above statement should be read with the Summary of significant accounting policies and other explanatory information.

As per our report of even date attached

For Joy Mukherjee and Associates

Chartered Accountants

Firm Registration No.: 006792C

Sd/-

CA Joy Mukherjee

Partner

Membership No. 074602

Place : Lucknow

Date: February 4, 2025

For and on behalf of the Board of Directors

Chatterbox Technologies Limited

Sd/-

Curt Marvis

DIN: 08231593

Place: Los Angeles

Date: February 4, 2025

Sd/-

Pooja Mehta

CFO

PAN: BOWPS9024P

Place: Mumbai.

Date: February 4, 2025

Sd/-

Rajnandan Mishra

DIN: 10815241

Place: New Delhi

Date: February 4, 2025

Sd/-

Prachi Kela

Company Secretary

PAN: CBJPB7760A

Place: Mumbai

Date: February 4, 2025

GENERAL INFORMATION

The following information shall be amended and/ or updated and/or added under the chapter titled “**General Information**” beginning from page 47 of the Draft Red Herring Prospectus:

Monitoring Agency	Syndicate member
Acuité Ratings & Research Limited 708, Lodha Supremus, Lodha iThink Techno Campus Kanjurmarg (East), Mumbai 400 042 Tel No: +91 9969898000 E-mail ID: info@acuite.in Website: www.acuite.in Contact Person: Ms. Chitra Mohan SEBI Registration No.: IN/CRA/006/2011	Prabhat Financial Services Limited 205, Navjeevan Complex, 29, Station Road, Jaipur- 302006, Rajasthan, India Tel No: + 91 40 6716 2222 E-mail Id: compliance@Prabhat.in Website: www.pfslindia.co.in Contact Person: Mr. Adheesh Kabra SEBI Registration No.: INZ000169433

Underwriting Agreement

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the underwriter Expert Global Consultants Private Limited.

Pursuant to the terms of the Underwriting Agreement dated July 17, 2025 entered into by Company, Underwriter, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriter	Number of Equity shares to be underwritten	Amount underwritten (₹ in lakhs)	% of the total issue size underwritten
Expert Global Consultants Private Limited	Up to 37,27,200	[●]	100%

**Includes [●] Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker, [●] in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.*

Details of the Market Making Arrangement for this Offer

Our Company and the BRLM has entered into a Market Making Agreement dated July 17, 2025 with the following Market Maker, to fulfil the Market Making obligations under this Issue:

Name	Prabhat Financial Services Limited
Correspondence Address	205, Navjeevan Complex, 29, Station Road, Jaipur-302006, Rajasthan, India
Tel No.	+ 91 40 6716 2222
E-mail	compliance@Prabhat.in
Website	www.pfslindia.co.in
Contact Person	Mr. Adheesh Kabra
SEBI Registration No.	INZ000169433

CAPITAL STRUCTURE

The following information shall be amended and/ or updated and/or added under the chapter titled “*Capital Structure*” beginning from page 62 of the Draft Red Herring Prospectus:

10. Build Up of our Promoters’ Shareholding, Promoters’ Contribution and Lock-In

As on the date of this Draft Red Herring Prospectus, our Promoters hold 85,41,207 Equity Shares, constituting 82.00% of the pre-issued, subscribed, and paid-up Equity Share capital of our Company.

a) *Build-up of our Promoters’ shareholding in our Company*

Date of Allotment / Transfer	Nature of acquisition (Allotment/ Acquired/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue Price /Acquisition Price / Transfer price per Equity Share (in ₹)	Nature of Consideration	Percentage of Pre-Issue Equity Share Capital (%)	Percentage of Post-Issue Equity Share Capital (%)
QYOU Media Inc. (QMI)							
June 21, 2021	Acquisition ⁽¹⁾	1,24,744	10	1,321.20	Cash	1.20	0.88
January 17, 2023	Acquisition ⁽²⁾	1,287	10	23,556.12	Cash	0.01	0.01
December 03, 2024	Transfer to QMIPL ⁽³⁾	(23,153)	10	3,903.00	Cash	-0.22	-0.16
December 03, 2024	Gift to Rajnandan Mishra ⁽⁴⁾	(12,600)	10	Nil	Other than Cash	-0.12	-0.09
December 10, 2024	Acquisition ⁽⁵⁾	142	10	27,126.37*	Cash	0.00	0.00
December 11, 2024	Acquisition ⁽⁶⁾	2,363	10	27,124.52*	Cash	0.02	0.02
December 13, 2024	Bonus Issue in the ratio of 80:1	74,22,640	10	Nil	Nil	71.26	52.48
December 20, 2024	Acquisition ⁽⁷⁾	5,184	10	334.89*	Cash	0.05	0.04
February 04, 2025	Gift to Rajnandan Mishra ⁽⁸⁾	(3,96,900)	10	Nil	Other than Cash	-3.81	-2.81
	Sub Total	71,23,707				68.39	50.37
Rajnandan Mishra							
December 03, 2024	Gift from QMI ⁽⁴⁾	12,600	10	Nil	Other than Cash	0.12	0.09
December 13, 2024	Bonus Issue in the ratio of 80:1	10,08,000	10	Nil	Nil	9.68	7.13
February 04, 2025	Gift from QMI ⁽⁸⁾	3,96,900	10	Nil	Other than Cash	3.81	2.81
	Sub Total	14,17,500				13.61	10.02
Grand Total		85,41,207				82.00	60.39

Note:

1) 1,24,744 equity shares were acquired via SPA dated May 31, 2021 as mentioned below:

Sr. No.	Name of Sellers	Number of Shares acquired
a.	Pranay Swarup	66,140
b.	Rohit Raj	20,807
c.	Varun Duggirala	6,936
d.	Akhil Mordia	3,119
e.	Roshan Abbas Production Pvt. Ltd.	13,871
f.	Gaurav Kapur	13,871
	Total	1,24,744

2) 1,287 equity shares were acquired via SPA dated May 31, 2021 as mentioned below:

Sr. No.	Name of Sellers	Number of Shares acquired
a.	Pranay Swarup	682
b.	Rohit Raj	215
c.	Varun Duggirala	72

Sr. No.	Name of Sellers	Number of Shares acquired
d.	Akhil Mordia	32
e.	Roshan Abbas Production Pvt. Ltd.	143
f.	Gaurav Kapur	143
	Total	1,287

3) Transferred 23,153 Equity Shares by QYOU Media Inc. vide Share Purchase Agreement (SPA) dated December 02, 2024 to QYOU Media India Private Limited, Subsidiary Company of QYOU Media Inc., at fair market value as per Valuation Report dated November 01, 2024 prepared by M/s. Navigant Corporate Advisors Limited, SEBI registered Category I Merchant Banker:

Sr. No.	Name of Sellers	Number of Shares acquired
a.	QYOU Media India Private Limited	23,153
	Total	23,153

4) Transfer by way of Gift to Rajnandan Mishra vide Gift Deed dated October 10, 2024

Sr. No.	Name of Sellers	Number of Shares acquired
a.	Rajnandan Mishra	12,600
	Total	12,600

5) 142 Equity Shares were acquired as mentioned below:

Sr. No.	Name of Sellers	Number of Shares acquired
a.	Varun Duggirala	142142
	Total	142142

6) 2,363 Equity Shares were acquired via SPA as mentioned below:

Sr. No.	Name of Sellers	Number of Shares acquired
a.	Pranay Swarup	1,363
b.	Rohit Raj	428
c.	Roshan Abbas Production Pvt. Ltd.	286
d.	Gaurav Kapur	286
	Total	2,363

7) Acquired 5,184 Equity Shares from were acquired via SPA:

Sr. No.	Name of Sellers	Number of Shares acquired
a.	Akhil Mordia	5,184
	Total	5,184

8) Transfer by way of Gift vide Gift Deed dated October 10, 2024

Sr. No.	Name of Sellers	Number of Shares acquired
a.	Rajnandan Mishra	3,96,900
	Total	3,96,900

b) Details of Promoter's Contribution Locked-in for Three Years

In accordance with Section 238(b) of the SEBI ICDR Regulations, the lock-in of specified securities held by the promoters shall be as follows:

- Fifty percent of the promoters' holding in excess of the minimum promoters' contribution shall be locked in for a period of two years from the date of allotment in the initial public offer.
- The remaining fifty percent of the promoters' holding in excess of the minimum promoters' contribution shall be locked in for a period of one year from the date of allotment in the initial public offer.

11. Shareholding of the Promoters, Promoters Group and additional top 10 shareholders as at allotment

Sr. No.	Name of the Shareholders	Pre- Issue shareholding as at the date of Advertisement		Post-Issue shareholding as at Allotment**			
				At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares*	% of Shareholding	No. of Equity Shares*	% of Shareholding
(A) Promoter							
1.	QYOU Media Inc.	71,23,707	68.39%	[●]	[●]	[●]	[●]
2.	Rajnandan Mishra	14,17,500	13.61%	[●]	[●]	[●]	[●]
Sub-Total (A)		85,41,207	82.00%	[●]	[●]	[●]	[●]
(B) Promoter Group							
1.	Nil	Nil	Nil	[●]	[●]	[●]	[●]
Sub-Total (B)				[●]	[●]	[●]	[●]
(C) Additional Top 10 Shareholders							
1.	Virtuous Capital Limited	5,07,208	4.87%	[●]	[●]	[●]	[●]
2.	Haryana Refractories Private Limited (Beneficial Owner – Manoj Agarwal)	3,63,184	3.49%	[●]	[●]	[●]	[●]
3.	Prashant D Pawar	2,23,881	2.15%	[●]	[●]	[●]	[●]
4.	Manish Kumar	1,77,533	1.70%		[●]	[●]	[●]
5.	RNR Wealth Management Private Limited	1,02,533	0.98%	[●]	[●]	[●]	[●]
6.	Vinayak Gopalkrishna Kudva	60,000	0.58%	[●]	[●]	[●]	[●]
7.	HBPA Tradex Private Limited	51,883	0.50%	[●]	[●]	[●]	[●]
8.	Hani Ahmed Farid	50,000	0.48%	[●]	[●]	[●]	[●]
9.	Aamer Ahmed Farid	50,000	0.48%	[●]	[●]	[●]	[●]
10.	Sunreet Singh Pruthi	50,000	0.48%	[●]	[●]	[●]	[●]
Sub-Total (C)		16,36,222	15.71%	[●]	[●]	[●]	[●]
Total (A)+(B)+(C)		1,01,77,429	97.71%	[●]	[●]	[●]	[●]

*Includes all options that have been exercised until date of this addendum and any transfers of equity shares by existing shareholders after the date of the pre-issue and price band advertisement until date of prospectus.

**Based on the Issue price of ₹ [●] and subject to finalization of the basis of allotment.

12. Our shareholding pattern

Pursuant to Regulation 31 of the SEBI (LODR) Regulations, the holding of specified securities is divided into the following three categories: (a) Promoters and Promoter Group; (b) Public; and (c) Non-Promoter - Non-Public.

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (XI)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital) As a % of (A+B+C2) (XI) + (X)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B+C)			No (a)	As a % of total Shares held (b)	No (a)	As a % of total Shares held (b)	
								Class : Equity	Class :Preference	Total								
(A)	Promoters & Promoter Group	2	85,41,207	-	-	85,41,207	82.00	85,41,207	-	85,41,207	82.00	-	-	-	-	-	85,41,207	
(B)	Public	20	18,75,393	-	-	18,75,393	18.00	18,75,393	-	18,75,393	18.00	-	-	-	-	-	18,75,393	
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total	22	1,04,16,600	-	-	1,04,16,600	100.00	1,04,16,600	-	1,04,16,600	100.00	-	-	-	-	-	1,04,16,600	

Note: The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

- Our Company will file the shareholding pattern of our Company in the form prescribed under Regulation 31 of SEBI (LODR) Regulations, one day prior to the listing of the Equity Shares. The shareholding pattern will be uploaded on the website of BSE before commencement of trading of our Equity Shares.
- There are no Equity Shares against which depository receipts have been issued.
- There are no Equity Shares which are pledged or otherwise encumbered as on date of DRHP.
- Other than the Equity Shares, there is no other class of securities issued by our Company.
- Except for Pooja Dhaval Mehta, Karan Govind Pherwani, Darshil Ramnik Shah Karia and Mrunali Kishore Dedhia- KMP/ SMP of our company, none of the public shareholders are related either directly or indirectly to our Promoters or Promoter Group Members or our Directors or our KMP or to the Book Running Lead Manager and its associates.

OBJECTS OF THE OFFER

The following information shall be amended and/ or updated and/or added under the chapter titled “*Objects of the Offer*” beginning from page 73 of the Draft Red Herring Prospectus:

Requirement of Funds and Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilized in accordance with the details provided in the following table:

(₹ in lakhs)

S. No.	Particulars	Amount
1	Funding Capital expenditure for Existing business	1107.25
2	Funding Capital expenditure for setting up an additional office cum setting up a new studio	713.74
3	Funding Capital expenditure for Brand Building of our own Company	501.50
4	Meeting the incremental working capital requirements of our company	632.88
5	General Corporate Purposes *	[●]
	Total ^	[●]

**To be finalized upon determination of the Issue Price and will be updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 15% of the Gross Proceeds or Rs. 10 crores whichever is lower.*

^Assuming full subscription and subject to finalization of basis of allotment.

Given below is the schedule of implementation for the above object mentioned of Issue:

Sr. No.	Particulars	Estimated month & year of ^s	
		Commencement	Completion
A	Capital expenditure on purchasing the Hardware and Software		
	Purchase of the Hardware and Software	September 2025	January 2026
	Installation of the Hardware and Software	September 2025	January 2026
	Commencement of operations	September 2025	January 2026
B	Rent co-working space		
	Identification of location for renting the co-working spaces in Bengaluru and New Delhi	September 2025	October 2025
	Entering into an agreement and payment of the security deposit	September 2025	October 2025
	Commencement of usage of co-working space	September 2025	October 2025
C	Manpower enhancement		
	Enter into an agreement with HR agency	December 2024	
	Appointment of manpower	September 2025	January 2026

^s this timeline is a variable factor and subject to finalization of basis of allotment and listing of the shares of our company on the Designated Stock Exchange.

C) Manpower enhancement

Sr. No.	Department name	Designation of the employees to be hired	Name of the Division and/ or Sub-Division	Location	Required number of years of experience	Estimated monthly CTC (lakhs) @	Total Number of manpower required	Total cost p.a. (lakhs) per resources \$	Total Amount to be funded from the Net Proceeds (Rs. in Lakhs)	
									In FY 2026	In FY 2027
A	Corporate	Chief Business Officer	N.A.	Mumbai	15+ Years	12.50	1.00	150	100.00	50.00
		Regional Head – North	N.A.	Delhi	10+ Years	5.00	1.00	60	40.00	20.00
		Regional Head – South	N.A.	Bengaluru	10+ Years	5.00	1.00	60	40.00	20.00
B	Business Development & Operations	Team Lead - Brand solutions	Chtrbox	Mumbai, Delhi & Bengaluru	5+ Years	1.67	3.00	20	40.00	20.00
		Team Lead - Talent Management	Chtrbox	Delhi & Bengaluru	5+ Years	1.25	2.00	15	20.00	10.00
		Senior Manager - Brand solutions / Social Media Management	Chtrbox & Chtrsosial	Mumbai, Delhi & Bengaluru	3 - 5 Years	1.00	6.00	12	48.00	24.00
		Senior Manager - Talent management	Chtrbox	Mumbai, Delhi & Bengaluru	3 - 5 Years	0.83	5.00	10	33.33	16.67
		Manager	Chtrbox	Mumbai	1 - 3 years	0.63	3.00	7.5	15.00	7.50
C	Creative Production &	Creative Director (Head of Production)	Chtrsosial	Mumbai	8 - 10 Years	2.00	1.00	24	16.00	8.00
		Creative Strategist	Chtrbox		4 - 8 years	1.67	1.00	20	13.33	6.67
		Performance Marketing Analyst	Chtrsosial		5 - 7 Years	1.50	1.00	18	12.00	6.00
		Social Media Campaign and Growth Specialist	Chtrsosial		4+ Years	1.25	1.00	15	10.00	5.00
		Script Writer	Chtrsosial		5 - 8 Years	1.00	1.00	12	8.00	4.00
		Studio Manager	Chtrsosial		5+ Years	1.00	1.00	12	8.00	4.00
		Production Manager	Chtrsosial		5+ Years	0.83	1.00	10	6.67	3.33
		Content Creator	Chtrsosial		0 - 2 Years	0.67	3.00	8	16.00	8.00
		Writer / Editor	Chtrbox		1 - 4 years	0.58	3.00	7	14.00	7.00
D	Client Servicing	Team Lead	Chtrbox	Mumbai	5+ Years	1.25	1.00	15	10.00	5.00
		Senior Manager	Chtrbox	Mumbai & Bengaluru	3 - 5 Years	0.83	3.00	10	20.00	10.00
		Manager	Chtrbox	Mumbai & Delhi	1 - 3 Years	0.63	3.00	7.5	15.00	7.50
		Associate Manager	Chtrbox	Mumbai	0 - 1 Year	0.54	1.00	6.5	4.33	2.17
E	Service provider's fees	N.A.	-	-	-	-	-	-	68.69*	-
Total									558.36	244.83

*Exclusive of GST

@ Average CTC is on per resource per annum basis. As confirmed by the service provider, the average cost to company is based on the current market trends and may vary based on the market conditions at the time of hiring. However, it does not expect any significant deviations in the next 3 to 6 months (w.e.f. February 5, 2025)

a) Existing Working Capital:

The details of our Company's working capital for nine months period ended on December 31, 2024 and as at March 31, 2022, March 31, 2023 and March 31, 2024 is derived from the Restated Financial Statements, and source of funding of the same are provided in the table below:

(₹ in lakhs)

Particulars	31-Mar-22 Actuals	No. of Days	31-Mar-23 Actuals	No. of Days	31-Mar-24 Actuals	No. of Days	31-Dec-2024 Actuals	No. of Days
Current Assets								
Inventories	0.00		0.00		0.00		0.00	
Trade Receivables	655.53	75	713.97	65	855.32	56	1,697.60	103
Short Term Loans & Advances and Other Current Assets	27.62		19.24		394.12		799.27	
Total	683.15		733.21		1,249.44		2,496.87	
Current Liabilities								
Trade payables	329.40	44	459.96	48	489.03	43	1,108.76	87
Other Current Liabilities & Short term Provisions	544.35		452.89		229.17		265.43	
Total	873.75		912.85		718.20		1,374.19	
Net Working Capital Requirement	-190.60		-179.64		531.24		1,122.68	
Funded through Internal Accruals	-190.60		-179.64		531.24		1,122.68	

b) Estimated Working Capital Requirements

Considering the existing and future growth, the total net working capital needs of our Company, as assessed based on the internal workings of our Company is expected to reach to ₹ 1071.23 lakhs for Fiscal 2025 and ₹ 1,704.11 lakhs for Fiscal 2026. Our Company proposes to utilize ₹ 632.88 lakhs of the Net Proceeds for our estimated working capital requirements in FY 2026. The balance portion of our Company working capital requirement, if any, shall be met from the internal accruals. The estimated working capital requirements, as approved by the Board pursuant to a resolution January 21, 2025 and key assumptions with respect to the determination of the same are mentioned below:

(₹ in lakhs)

Particulars	31-Mar-25 Estimated	No. of Days	31-Mar-26 Projected	No. of Days
Current Assets				
Inventories	0.00		0.00	
Trade Receivables	1,157.53	65	1,691.78	65
Short Term Loans & Advances and Other Current Assets	854.79		1,249.32	
Total	2,012.33		2,941.10	
Current Liabilities				
Trade payables	641.10	45	936.99	45
Other Current Liabilities & Short-term Provisions	300.00		300.00	
Total	941.10		1,236.99	
Net Working Capital Requirement	1,071.23		1,704.11	
Proposed Working Capital to be funded from IPO	-		632.88	
Funded through Internal Accruals	1,071.23		1,071.23	

Offer Related Expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] lakhs. The expenses of this Offer include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses and legal fees, if applicable. The estimated Offer expenses are as follows:

(₹ in lakhs)

Activity	Estimated expenses*	As a % of the total estimated Offer expenses	As a % of the total Offer size
BRLM fees (including underwriting, brokerage and selling commission)	[●]	[●]	[●]
Commission / processing fee for SCSBs, Sponsor Bank and Bankers to the Issue. Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs. **	[●]	[●]	[●]
Fees payable to Registrar to the Issue	[●]	[●]	[●]

Activity	Estimated expenses*	As a % of the total estimated Offer expenses	As a % of the total Offer size
Fees payable to auditors and other consultants / professionals	[●]	[●]	[●]
Fees payable to Legal Advisors to the Issue	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Printing and stationery expenses, distribution, and postage	[●]	[●]	[●]
Miscellaneous (out-of-pocket expenses Travelling etc. related to IPO)	[●]	[●]	[●]
Regulatory and Stock Exchange expenses and other regulatory expenses	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

Monitoring of Utilisation of Funds

In accordance with the SEBI ICDR Regulations, although the Net Proceeds of the Issue are less than ₹5,000 lakhs and thus do not mandatorily require appointment of a monitoring agency, our Company has, in consultation with the Book Running Lead Manager, appointed, Acuité Ratings & Research Limited, an independent monitoring agency for the purpose of overseeing the utilization of the Gross Proceeds of the Issue.

A separate bank account (“Special Bank Account”) shall be opened, into which the Gross Proceeds from the Issue shall be transferred from the Escrow Account immediately upon listing of the Equity Shares of the Company. This Special Bank Account shall be used exclusively for meeting the expenditure set out under the section “Objects of the Offer”.

The Special Bank Account shall be monitored by the independent Monitoring Agency. The Company and the Merchant Banker shall ensure that all payments relating to the “Objects of the Offer” and issue-related expenses are made solely from this Special Bank Account. Each such payment shall be made only upon receipt of a compliance certificate from the Monitoring Agency, confirming its satisfaction based on review of relevant supporting documents that the payment is being made in line with the disclosed “Objects of the Offer”. Such payment shall be made directly from the Special Bank Account.

In addition, pursuant to Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall disclose to the Audit Committee on a half-yearly basis, the applications of the proceeds of the Issue. On an annual basis, a statement of funds utilised for purposes other than those stated in the Prospectus, if any, shall be placed before the Audit Committee. Such disclosures shall be made until the full utilisation of the proceeds of the Issue. The statement shall be certified by the Statutory Auditors of the Company. Further, the Company shall submit a quarterly ‘Utilisation Certificate’ to the Stock Exchange(s) in respect of the utilisation of the Issue proceeds towards the “Objects of the Offer”, in the prescribed format.

In case there is any amount pending utilization in the said Special Bank Account, such amount will be released only after obtaining shareholders’ approval via Special Resolution w.r.t deviation in utilization of such proceeds by the Company. The notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act. Only after submission of such special resolution to the monitoring agency, shall the funds be released for its usage as approved by the shareholders, from the said Special Bank Account.

Further, apart from submitting the statement to Designated Stock Exchange, in accordance with Regulation 262 (4) of SEBI ICDR Regulations, the report of the Monitoring Agency shall also be publicly disseminated by uploading the same on the websites of Monitoring Agency and Issuer Company.

Variation in Objects

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Offer without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot, video conferencing or other audio-visual means in terms of General Circular 14/2020 dated April 8, 2020 issued by MCA, read with amendments thereto. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the “Postal Ballot Notice”) shall specify the prescribed details as required under the Companies Act, 2013 and applicable rules. Our Promoter or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act, 2013 and provisions of Regulation 281A and Schedule XX of the SEBI Regulations.

SECTION V – ABOUT THE COMPANY

BUSINESS OVERVIEW

The following information shall be amended and/ or updated and/or added under the chapter titled “***Business Overview***” beginning from page 104 of the Draft Red Herring Prospectus:

Chtrsocal:

ChtrSocial is the Social Media Management and Brand Design wing of Chtrbox. With creative talents in strategy, content, design and production ChtrSocial aims at humanizing brands with creative social media content, short form videos production and strategic storytelling. Key markets where ChtrSocial services provided in India includes Mumbai, Delhi, and Bangalore and Internationally, we’ve previously serviced inbound clients from the USA, however, as on date we are not providing Chtrsocal services to any of the international clients. For more details of our Services, please refer to section titled “Our Services” on page 115.

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

The following information shall be amended and/ or updated and/or added under the chapter titled “**Outstanding Litigation And Material Developments**” beginning from page 205 of the Draft Red Herring Prospectus:

For the purpose of material litigation, our Board has considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by our Company in this Red Herring Prospectus:

- a) all criminal proceedings (including matters at FIR stage where no/some cognizance has been taken by any court);
- b) all outstanding actions by regulatory authorities and statutory authorities;
- c) claims related to direct and indirect taxes, in a consolidated manner, giving the number of cases and total amount, however in the event any tax matters involve an amount, exceeding the threshold proposed below in relation to each Relevant Party, individual disclosures of such tax matters will be included; and
- d) Other pending litigations based on threshold criteria i.e. ₹ 4.93 Lakhs which is lower of below:
 - i. Materiality policy as defined by the Board and disclosed in the Issue Document, which amounts to ₹ 45.37 Lakhs.
 - ii. Litigations where the value or expected impact in terms of value, exceeds the lower of the following:
 - two percent of turnover, as per the latest annual restated financial statements of the issuer i.e. ₹ 109.71 Lakhs; or
 - two percent of net worth, as per the latest annual restated financial statements of the issuer i.e ₹ 33.56 Lakhs; or
 - five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated financial statements of the issuer i.e. ₹ 17.45 Lakhs”.

NON-PAYMENT OF STATUTORY DUES

Except as mentioned below, as on the date of the Draft Red Herring Prospectus there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not applicable to our company:

EPF Details: 2021-2022

Month	Nature of Fund	Employee share	Due date of payment	Employer share	Actual amount paid	Date of payment	EPF CHALLAN No	Reasons for delay
Apr-21	EPF	29,604	15/05/2021	30,054	59,658	17/05/2021	3172105017070	Due to Technical glitches in the system
May-21	EPF	29,604	15/06/2021	30,054	59,658	12/11/2021	3172111012675	There was a change in management control of the company & the transition period caused delays in internal data processing.
Jun-21	EPF	29,604	15/07/2021	30,054	59,658	12/11/2021	3172111012690	
Jul-21	EPF	32,667	15/08/2021	33,116	65,783	10/12/2021	3172112010375	
Aug-21	EPF	32,667	15/09/2021	33,116	65,783	10/12/2021	3172112010378	
Sep-21	EPF	32,667	15/10/2021	33,116	65,783	28/12/2021	3172112023087	
Oct-21	EPF	34,504	15/11/2021	35,029	69,533	14/01/2022	3172201015990	
Nov-21	EPF	34,504	15/12/2021	35,029	69,533	14/01/2022	3172201016124	
Dec-21	EPF	32,667	15/01/2022	33,116	65,783	01/04/2022	3172204000661	
Jan-22	EPF	32,667	15/02/2022	33,116	65,783	01/04/2022	3172204000665	
Feb-22	EPF	34,504	15/03/2022	35,029	69,533	01/04/2022	3172204000667	

EPF Details: 2022-2023

Month	Nature of Fund	Employee share	Due date of payment	Employer share	Actual amount paid	Date of payment	EPF CHALLAN No	Reasons for delay
Sep-22	EPF	49,858	15.10.2022	51009	100,867	18.10.2022	3172210022347	Due to Technical glitches in the system
Nov-22	EPF	53,900	15.12.2022	55,175	109,075	19.12.2022	3172212022748	

GST Details: 2021-2022

Month	Due Date	Return filing date	Interest paid			Late fees paid			Reasons for delay
			IGST	CGST	SGST	IGST	CGST	SGST	
Apr-21	20/05/2021	23/07/2021	-	-	-	-	475	475	There was a change in management control of the company & the transition period caused delays in internal data processing.
May-21	20/06/2021	24/07/2021	-	-	-	-	475	475	
Jun-21	20/07/2021	18/08/2021	-	-	-	-	100	100	
Jul-21	20/08/2021	03/09/2021	-	-	-	-	725	725	
Aug-21	20/09/2021	30/09/2021	-	-	-	-	350	350	
Sep-21	20/10/2021	26/10/2021	-	-	-	-	250	250	
Oct-21	20/11/2021	26/11/2021	-	-	-	-	150	150	
Feb-22	20/03/2022	22/03/2022	-	-	-	-	150	150	
Mar-2022	20/04/2022	26/04/2022	1168	2621	2621	-	50	50	

GST Details: 2022-2023

Month	Due Date	Return filing date	Interest paid			Late fees paid			Reasons for delay
			IGST	CGST	SGST	IGST	CGST	SGST	
Apr-22	20/05/2022	24/05/2022	9332	18	18	-	150	150	Due to Technical glitches in the system

GST Details: 2024-2025

Month	Due Date	Return filing date	Interest paid			Late fees paid			Reasons for delay
			IGST	CGST	SGST	IGST	CGST	SGST	
Apr-24	5/20/2024	5/31/2024	-	-	-	-	-	-	Due to Technical glitches in the system
Oct-24	11/20/2024	12/7/2024	-	-	-	-	-	-	Due to billing closing & working capital issue
Dec-24	1/22/2025	2/7/2025	-	-	-	-	-	-	

Professional Tax Details

Year	Nature	Due date of payment	Amount paid	Date of payment	Professional Tax CHALLAN No	Reasons for delay
2020-2021	PTEC	30/06/2020	2500	01-10-2021	URN10012559100TE	Due to Technical glitch
2021-2022	PTEC	30/06/2021	2500	04-10-2021	URN10012568980TE	
2024-2025	PTEC	30/06/2024	2500	12/02/2025	URN10022190898TE	

Professional Tax Details: 2022-2023

Year	Nature	Due date of payment	Amount paid	Date of payment	Professional Tax CHALLAN No	Reasons for delay
Apr-22	PTRC	30/04/2022	10400	30/06/2022	URN10014842268TR	Due to Technical glitch
May-22	PTRC	30/05/2022	10200	30/06/2022	URN10014845854TR	
Dec-22	PTRC	30/12/2022	23200	27/01/2023	URN10016292981TR	

Professional Tax Details: 2023-2024

Year	Nature	Due date of payment	Amount paid	Date of payment	Professional Tax CHALLAN No	Reasons for delay
Apr-23	PTRC	30/04/2023	15700	12/06/2023	URN10017589935TR	Due to Technical glitch
May-23	PTRC	30/05/2023	14800	12/06/2023	URN10017590076TR	
Jul-23	PTRC	30/07/2023	11775	11/10/2023	URN10018561900TR	
Aug-23	PTRC	30/08/2023	13000	11/10/2023	URN10018561960TR	
Sep-23	PTRC	30/09/2023	1000	24/11/2023	URN10018841268TR	
Oct-23	PTRC	30/10/2023	13375	24/11/2023	URN10018841352TR	

OTHER REGULATORY AND STATUTORY DISCLOSURES

The following information shall be amended and/ or updated and/or added under the chapter titled “*Other Regulatory and Statutory Disclosures*” beginning from page 217 of the Draft Red Herring Prospectus:

Eligibility for this Offer

We confirm that:

2. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to two-hundred (200), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within three Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of three Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013.

i) Default

There are no pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by the applicant company, promoters/ promoting company(ies), Subsidiary Companies, Group Companies, Companies promoted by the promoters/ promoting company(ies) during the past three years.

Other requirements

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to two-hundred (200), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within three Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of three Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

SECTION VIII – ISSUE RELATED INFORMATION

TERMS OF ISSUE

The following information shall be amended and/ or updated and/or added under the chapter titled “*Terms of the Issue*” beginning from page 230 of the Draft Red Herring Prospectus:

Minimum Number of Allotees

In accordance with the Regulation 268 (1) of SEBI ICDR Regulations, the Minimum number of allottees in this Issue shall be 200 (Two-Hundred) shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and all the monies blocked by the SCSBs or Sponsor Bank shall be unblocked as per SEBI ICDR Regulations and SEBI Circulars

Minimum Subscription

The minimum number of allottees in this Issue shall be two-hundred (200) shareholders. In case the minimum number of prospective allottees is less than two-hundred (200), no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked as per SEBI ICDR Regulations and SEBI Circulars

Migration To Main Board

SEBI vide Circular Nos. CIR/MRD/DSA/17/2010 dated May 18, 2010, has stipulated the requirements for migration from SME platform to Main Board. BSE has reviewed its criteria for Migration of SME Companies to BSE Main Board dated November 24, 2023 vide notice no. 20231124-55 effective from January 01, 2024 as follows:

- ***Paid up capital and market capitalization:*** Paid-up capital of more than 10 Crores and Market Capitalisation should be minimum Rs. 25 Crores. (Market Capitalisation will be the product of the price (average of the weekly high and low of the closing price of the related shares quoted on the stock exchange during 3 (Three) months prior to the date of the application) and the post issue number of equity shares.)
- ***Promoter holding:*** Promoter(s) shall be holding at least 20% of equity share capital of the company at the time of making application.
- ***Financial Parameters:*** The applicant company should have positive operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years and has positive Profit after tax (PAT) in the immediately preceding Financial Year of making the migration application to Exchange.

The applicant company should have a Net worth of at least Rs. 15 crores for 2 preceding full financial years.

- ***Track record of the company in terms of listing/ regulatory actions, etc:*** The applicant company is listed on SME Exchange/ Platform having nationwide terminals for at least 3 years.
- ***Regulatory action:***
 - *No material regulatory action in the past 3 years like suspension of trading against the applicant company, promoters/promoter group by any stock Exchange having nationwide trading terminals.*
 - *No Debarment of company, promoters/promoter group, subsidiary company by SEBI.*
 - *No Disqualification/Debarment of directors of the company by any regulatory authority.*
 - *The applicant company has not received any winding up petition admitted by a NCLT.*
- ***Public Shareholder:*** The applicant company shall have a minimum of 250 public shareholders as per the latest shareholding pattern.
- ***Other parameters like No. of shareholders, utilization of funds:***
 - *No proceedings have been admitted under the Insolvency and Bankruptcy Code against the applicant company and Promoting companies.*
 - *No pending Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant, promoters/promoter group /promoting company(ies), Subsidiary Companies.*
 - *The applicant company shall obtain a certificate from a credit rating agency registered with SEBI with respect to utilization of funds as per the stated objective pursuant to IPO and/or further funds raised by the company, if any post listing on SME platform.*

- *The applicant company has no pending investor complaints.*
- *Cooling off period of 2 months from the date the security has come out of trade-to-trade category or any other surveillance action.*

Notes:

1. *Net worth definition to be considered as per definition in SEBI ICDR*
2. *Company is required to submit Information Memorandum to the Exchange as prescribed in SEBI (ICDR) Regulations.*
3. *The application submitted to the Exchange for listing and mere fulfilling the eligibility criteria does not amount to grant of approval for listing.*
4. *If the documents and clarification received from the applicant company are not to the satisfaction of BSE, BSE has the right to close the application at any point of time without giving any reason thereof. Thereafter, the company can make fresh application as per the extant norms.*
5. *The Exchange may reject application at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Guidelines / Regulations issued by statutory authorities or for any reason in the interest of Investors and market integrity. The Exchange may also reject the application if the company is found not fulfilling internal BSE standards.*
6. *Companies that have approached for listing on any stock exchange and has been denied listing for any reason whatsoever or has chosen to withdraw its application from the Exchange, they may reapply for listing after a minimum period of 6 months (6 months after date of rejection/ withdrawal). If rejected for a second time, the company would not be eligible to apply again.*
7. *BSE decision w.r.t admission of securities for listing and trading is final.*
8. *BSE has the right to change / modify / delete any or all the above norms without giving any prior intimation to the company.*
9. *The companies are required to submit documents and comply with the extant norms.*
10. *The company shall use BSE's reference regarding listing only after the Exchange grants its in-principle listing approval to the company.*

As per the recent amendments of SEBI ICDR Regulation, 2018 dated March 03, 2025, please note:

Where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is increasing to more than Rs. 25 crores, the issuer may undertake further issuance of capital without migration from SME exchange to the main board, subject to the issuer undertaking to comply with the provisions of the SEBI (LODR) Regulations, as applicable to companies listed on the main board of the stock exchange(s).

SECTION X – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following information shall be amended and/ or updated and/or added under the chapter titled “*Material Contracts and Documents for Inspection*” beginning from page 329 of the Draft Red Herring Prospectus:

Material Contracts

3. Underwriting Agreement dated July 17, 2025 between our Company and Underwriters.
4. Market Making Agreement dated July 17, 2025 between our Company, Book Running Lead Manager and Market Maker.

DECLARATION

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

SIGNED BY ALL THE DIRECTORS, CFO AND CS OF OUR COMPANY

Name	Designation	Signature	Place
Mr. Curt Marvis (DIN: 08231593)	Non-Executive Chairman	Sd/-	Los Angeles, USA
Mr. Rajnandan Mishra (DIN: 10815241)	Managing Director	Sd/-	Mumbai, India
Mr. Kevin Richard Williams (DIN: 10145140)	Non-Executive Director	Sd/-	Toronto, Canada
Mr. Ratnakar Venkappa Rai (DIN: 00126309)	Independent Director	Sd/-	Mumbai, India
Mrs. Sangita Bhamesh Kamble (DIN: 10130251)	Independent Director	Sd/-	Mumbai, India
Mr. Pratik Prakash Shah (DIN: 10848091)	Independent Director	Sd/-	Mumbai, India
Ms. Pooja Dhaval Mehta (PAN: BOWPS9024P)	Chief Financial Officer	Sd/-	Mumbai, India
Ms. Prachi Parag Kela (PAN: CBJPB7760A)	Company Secretary & Compliance Officer	Sd/-	Mumbai, India

Date: July 17, 2025