

**IN THE NATURE OF ABRIDGED PROSPECTUS – MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS**

**This is an abridged prospectus containing salient features of the Prospectus.  
You are encouraged to read greater details available in the Prospectus.**

**THIS DOCUMENT CONSISTS OF FOUR PAGES OF APPLICATION FORM ALONG WITH INSTRUCTIONS AND FIVE PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

You may obtain a physical copy of the Application form and the Prospectus from stock exchange, our Company, Lead manager, Non-Syndicate Registered Brokers, Registrar and Share Transfer Agents, Underwriters, Bankers to the Issue or Self Certified Syndicate Banks. You may also download the Prospectus from the websites of Securities and Exchange Board of India (“SEBI”), Lead Manager and Stock Exchange where the equity shares are proposed to be listed (Stock Exchange) that is [www.sebi.gov.in](http://www.sebi.gov.in), [www.finshoregroup.com](http://www.finshoregroup.com), and [www.bsesme.com](http://www.bsesme.com) respectively. All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Prospectus.

**SUNGOLD MEDIA AND ENTERTAINMENT LIMITED**

(Formerly Known as Shree Krishna Holiday Home and Farms Limited)

*Our Company was incorporated as Shree Krishna Holiday Home and Farms Limited on 09th Day of March, 1995 under the provisions of Companies Act, 1956 with Registrar of Companies, Gujarat bearing Registration No. 024944 having its registered office in Gujarat. Subsequently, the name and the object clause of the Company was changed from Shree Krishna Holiday Home And Farms Limited to Sungold Media and Entertainment Limited pursuant to the Certificate of Name change obtained by Registrar of Companies, Gujarat on June 30, 2017. Our Company's Corporate Identity Number is U22100GJ1995PLC024944*

**Registered Office:** 13, Radhakrushna Mandir Compound, Rajpipla, Nandod, Narmada- 393145, Gujarat, India;

**Company Secretary and Compliance Officer:** Ms.Madhuri Niconkumar Mistry;

**Email:** [cs@sungoldmediaent.com](mailto:cs@sungoldmediaent.com). **Telephone:** +91 9099018633. **Website:** [www.sungoldmediaent.com](http://www.sungoldmediaent.com)

**PROMOTERS OF OUR COMPANY: MR. RAJIV RAMESHCHANDRA KOTIA AND MR. RAJ RAJIV KOTIA**

**ISSUE DETAILS, LISTING AND PROCEDURE**

PUBLIC OFFER OF 13,50,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (“EQUITY SHARES”) OF SUNGOLD MEDIA AND ENTERTAINMENT LIMITED (THE “COMPANY”) FOR CASH AT A PRICE OF ₹ 10/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ NIL PER EQUITY SHARE) (THE “OFFER PRICE”), AGGREGATING TO RS. 135.00 LACS (“THE OFFER”) THROUGH AN OFFER FOR SALE COMPRISING OF 13,50,000 EQUITY SHARES BY MR. RAJIV RAMESHCHANDRA KOTIA OF WHICH 70,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH FOR CASH AT A PRICE OF ₹ 10/- PER EQUITY SHARE, AGGREGATING TO ₹ 7.00 LACS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE OFFER (THE “MARKET MAKER RESERVATION PORTION”). THE OFFER LESS MARKET MAKER RESERVATION PORTION I.E. OFFER OF 12,80,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ 10/- PER EQUITY SHARE, AGGREGATING TO ₹128.00 LACS IS HERINAFTER REFERRED TO AS THE “NET OFFER”. THE OFFER AND THE NET OFFER WILL CONSTITUTE 27.00% AND 25.60% RESPECTIVELY OF THE FULLY DILUTED POST OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

This is an Offer for Sale (OFS) of 13,50,000 Equity Shares of face value of ₹ 10/- each and the minimum lot size is 10,000 Equity Shares and in multiples of 10,000 thereof and for which pre-issue advertisement shall be advertised in English national daily “Financial Express- English”, Hindi National Daily “Jan Satta” and regional daily “Financial Express-Gujarati” after registering Prospectus with the Registrar of Companies, Ahmedabad, Gujarat. For details of Basis for offer Price, please refer page no. 70 of the Prospectus.

**Procedure:**

If you wish to know about processes and procedures applicable to public issues, you may request for a copy of the General Information Document (GID) from LM or download it from the website of BSE ([www.bsesme.com](http://www.bsesme.com)) and LM ([www.finshoregroup.com](http://www.finshoregroup.com)).

**ELIGIBILITY FOR THE ISSUE**

**This being an issue under Chapter XB of SEBI (ICDR) Regulations, 2009; Regulation 26(1)/26(2) SEBI (ICDR) Regulations, 2009 are not applicable. The company is eligible for the issue in terms of Regulation 106(M)(1) of SEBI (ICDR) Regulations, 2009.**

**INDICATIVE TIMETABLE**

The below dates are indicative. However actual dates may vary.

Issue Opening Date	<b>August 09, 2018 (Thursday)</b>	Unblocking of funds from ASBA Account	<b>August 21, 2018 (Tuesday)</b>
Issue Closing Date	<b>August 14, 2018 (Tuesday)</b>	Credit of Equity Shares to demat accounts of Allottees	<b>August 21, 2018 (Tuesday)</b>
Finalisation of basis of allotment with the Designated Stock Exchange	<b>August 20, 2018 (Monday)</b>	Commencement of trading of Equity Shares on the Stock Exchange	<b>August 23, 2018 (Thursday)</b>

The above time table, other than issue opening and closing dates, is indicative in nature and does not constitute any obligation on the Company or the LM. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on the SME Platform of BSE are taken within 6 working days of the issue closing date, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the BSE. The Commencement of the trading of Equity shares will be entirely at the discretion of the BSE SME Exchange in accordance with the applicable laws.

**ATTENTION OF INVESTOR**

Please ensure that you read the Prospectus, the General instructions contained in this Memorandum and the 'General Information Document (GID) for investing in Public Issues undertaken through the “Fixed price issue” before applying in the Issue. Unless otherwise specified, all terms used in this form shall have the meaning ascribed to such terms in the Prospectus. The investors are advised to retain a copy of Prospectus/Abridged Prospectus for their future reference.

**GENERAL**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of the Prospectus. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page number 13 of the Prospectus and on page no.6 of this Abridged Prospectus.

**PRICE INFORMATION OF LEAD MANAGER: FINSHORE MANAGEMENT SERVICES LIMITED**

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY FINSHORE MANAGEMENT SERVICES LIMITED: Refer Annexure-A

**GENERAL INFORMATION**

Names of Lead Manager and contact details	<b>Finshore Management Services Limited</b> Anandlok, Block-A, 2nd Floor, Room No. 207, 227 A.J.C. Bose Road, Kolkata-700020, India <b>Telephone:</b> +91-33-22895101 <b>Facsimile:</b> +91-33-22895101 <b>Email:</b> ramakrishna@finshoregroup.com <b>Investor grievance email:</b> info@finshoregroup.com <b>Contact Person:</b> Mr. S. Ramakrishna Iyengar <b>Website:</b> www.finshoregroup.com <b>SEBI Registration Number:</b> INM000012185
Names of Syndicate Members	Not Applicable
Name of Registrar to the Issue and contact details	<b>Satellite Corporate Services Private Limited</b> Unit. No 49, Building No. 13 AB, 2nd Floor, Samhita Commercial Co-Op Society Ltd, Off Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai – 400 072. <b>Tel. :</b> +91-22- 28520461/462, <b>Fax :</b> +91-22- 28511809 <b>SEBI Registration No:</b> INR000003639 <b>Email Id:</b> service@satellitecorporate.com <b>Website:</b> www.satellitecorporate.com <b>Contact Person:</b> Mr. Michael Monteiro
Name of Statutory Auditor	<b>M/s. Bhatner &amp; Company</b> , Chartered Accountants
Legal Advisor to the Offer	<b>Mr. Sudhir R. Mishra</b> , Advocates, High Court
Name of Credit Rating Agency and the rating or grading obtained, if any	Not Applicable
Name of Debenture trustee, if any	Not Applicable
Self Certified Syndicate Banks	The list of banks is available on <a href="http://www.sebi.gov.in/sebiweb/home/detail/32791/no/List-of-Self-Certified-Syndicate-Banks-under-the-ASBA-facility">http://www.sebi.gov.in/sebiweb/home/detail/32791/no/List-of-Self-Certified-Syndicate-Banks-under-the-ASBA-facility</a>
Non-Syndicate Registered Brokers	You can submit Application Forms in the Issue to Registered Brokers at the Broker Centres. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the website of the Stock Exchange ( <a href="http://www.bseindia.com">www.bseindia.com</a> ).
Details regarding website address(es)/link(s) from which the investor can obtain list of registrar to issue and share transfer agents, depository participants and stock brokers who can accept application from investor (as applicable)	The details of the Designated Registrar and Share Transfer Agents Locations and Designated Collecting Depository Participant Locations, along with their names and contact details are available on the websites of the Stock Exchange ( <a href="http://www.bsesme.com">www.bsesme.com</a> ) and updated from time to time

**PROMOTERS OF ISSUER COMPANY**

**Mr. Rajiv Rameshchandra Kotia**, aged 57 years, is the Promoter of our Company. He holds a degree of Bachelor of Commerce. He is also Chairman & Managing Director of Sungold capital Limited since last 26 years. He had worked as Finance Executive in Gujarat Credit Corporation Limited, looking after business of Leasing and Hire Purchase. He is multifaceted and brings diverse skills to run different businesses. He aspires to achieve greater heights in all business ventures.

**Mr. Raj Rajiv Kotia**, (Son of Mr. Rajiv Rameshchandra Kotia) aged 26 years, is Promoter cum Managing Director & C.F.O. of our Company. He holds a degree of Bachelor of Commerce. He has worked as an Assistant Editor at Studio Sound N Vision and Assistant Editor at Balaji Telefilms for six months. He was a laptop engineer and Hardware Engineer at Ever-N-Ever Distributors and Apex Techno Ahmedabad. He was an Event Organizer at G.L.S College, Ahmedabad. He is associated with our company since June 30, 2017.

For Further details on : “**Our Promoters and Promoter Group**” refer Page 119 of the Prospectus

Our Company was incorporated as “Shree Krishna Holiday Home and Farms Limited” in Ahmedabad, Gujarat under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated March 09, 1995 bearing Registration Number 024944 issued by the Registrar of Companies, Ahmedabad, Gujarat. We have obtained the Certificate of Commencement dated March 22, 1995.

Subsequently, the name and the object clause of the Company was changed from Shree Krishna Holiday Home And Farms Limited to Sungold Media and Entertainment Limited pursuant to a special resolution passed by our Shareholders at the EGM held on April 24, 2017. A fresh certificate of incorporation consequent upon change of name and object clause was issued on June 30, 2017 by Registrar of Companies, Ahmedabad, Gujarat. The Corporate Identification Number of our Company is U22100GJ1995PLC024944.

Earlier The Company was engaged in the business of marketing, development and maintenance of Farm Houses, Holidays Resorts, and Housing Society etc. Pursuant to the change of object, we are currently engaged in the media and entertainment services.

We provide a complete solution for branding of clients business. We do graphics design, web site design, Video Editing, Digital Marketing, Photography, Videography, Mobile App Development, Celebrity Management and distribution services. We design and develop optimal solutions that maximize our clients brand image. We deliver value in terms of Quality and Cost. We excel in customer service and support and intend to increase our visibility through use of digital channel as well as social media platforms to provide extensive and end to end services to clients

**Our Services includes:**

**Development of Web Portals**

We are developing a number of web portals like [www.liveupdates.co.in](http://www.liveupdates.co.in), [www.entertainment365.in](http://www.entertainment365.in), and [www.gujaratdevelopment.cometc](http://www.gujaratdevelopment.cometc) which is owned and maintained by the company for the promotions of different area of business activities. Further, we also develop web portals for third party owned by them and maintained by us.

### **Digital Marketing Services:**

We do digital marketing and promotions for our clients in several social media sites like:

- Blog
- Whatsapp
- Face book
- Twitter
- YouTube
- Instagram etc.

### **Designing Services:**

- Files
- Logo
- I-Cards
- Bill Books
- Envelopes
- Letterheads
- Copy Book and Receipt Book
- Brochure
- Booklets
- Challan Book
- Catalogue
- Fex, Flyers
- Leaflets etc
- Registration Pads

### **Website Designing**

- NET
- Static
- Responsive
- Php
- Dynamic
- E-Commerce website
- Umbraco
- Word press
- Majento

### **Video Editing Services:**

- Product Video
- Corporate Video
- Animation
- Movie
- TV Serial
- Advertisement
- Music Album
- Colour Grading

### **Photography Services:**

- High Fashion
- Beauty
- Advertising
- Celebrities
- Marriage Shoot and more

For further details of our business, please refer chapter titled 'Our Business' on page no.91 of the Prospectus.

For further details of Industry overview, please refer chapter titled 'About the company and The Industry' on page no.74 of the Prospectus.

For further details of approvals received and pending government approvals, please refer chapter titled 'Government and Other Key Approvals' on page no.152 of the Prospectus.

## **PROMOTERS OF ISSUER COMPANY**

Name	Designation	Experience
<b>Mr. Raj Rajiv Kotia</b>	Managing Director cum C.F.O	Mr. Raj Rajiv Kotia, aged 26 years, is the Managing Director of our Company. He holds a degree of Bachelor of Commerce. He has worked as an Assistant Editor at Studio Sound N Vision, and Assistant Editor at Balaji Tele films for six months. He was a laptop engineer and Hardware Engineer at Ever-N-Ever Distributors and Apex Techno Ahmedabad. He was an Event Organizer at G.L.S College, Ahmedabad. He is associated with our company since June 30, 2017
<b>Mr. Keyur Sharadchandra Gandhi</b>	Non-Executive Director	Mr. Keyur Sharadchandra Gandhi, aged 43 Years, is the Non-Executive Director of our Company. He has worked as an editor of weekly financial analysis Newspaper "Sharonomics" for 3 years and has 10 years' experience in accounts and administration of his own petroleum business. He is also having around 15 years' experience in the print and Electronic Media. He is associated with our Company since October 11, 2013.
<b>Mr. Amit Rameshbhai Kotia</b>	Non-Executive Director	Mr. Amit Rameshbhai Kotia, aged 52 years, is Non-Executive Director of our company. He has vast experience in property development, administration in fund raising, marketing, also holds good experience in placement in mutual funds and attracting foreign investments. He has expertise in raising funds at minimum cost and also has keen interest in real estate properties. He is associated with our company since November 10, 2017.
<b>Mr. Harsh Bhupendrabhai Mehta</b>	Independent Director	Mr. Harsh Bhupendrabhai Mehta, aged 30 years, is an Independent Director of our company. He has vast experience in Franchise business and has also appeared in civil service exam. He is associated with our company since March 22, 2018.
<b>Ms. Resham Ajit Maniyar</b>	Independent Woman Director	Ms. Resham Ajit Maniyar, aged 25 years, is an Independent Woman Director of our company. She is well versed experience with legal, Secretarial Knowledge. She is associated with our company since March 22, 2018.

## **OBJECT OF THE OFFER**

The objects of the Offer are to achieve the benefits of listing the Equity Shares on the SME Platform of BSE and to carry out the offer for Sale of 13,50,000 Equity Shares by the Selling Shareholders. The listing of the Equity Shares will enhance our brand name and provide liquidity to the existing shareholders. The listing of the Equity Shares will also provide a public market for the Equity Shares in India. Our Company will not receive any proceeds from the Offer. For further details, see the section titled "*The Offer*" on page 36 of the Prospectus. **Accordingly, the requirements under Regulation 4 (2) (g) of the SEBI ICDR Regulations and Clause VII C of Part A of Schedule VIII of the SEBI ICDR Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals) are not applicable.**

**Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the Company in the preceding 10 years:** Not Applicable

**Name of monitoring agency, if any:** Not Applicable

**Terms of Issuance of Convertible Security, if any:** Not Applicable

### **SHAREHOLDING PATTERN**

Sr. No.	Particulars	Pre Issue number of shares	% Holding of Pre issue
1.	Promoter & Promoter Group	38,65,772	77.32
2.	Public	11,34,228	22.68
	<b>Total</b>	<b>50,00,000</b>	<b>100.00</b>

For further details refer "Capital Structure" on Page 54 to 65 of the Prospectus

**Number/amount of Equity Shares proposed to be sold by selling shareholders, if any:**

Sr. No.	Name of the Selling Shareholders	No. of Equity Shares Offered	(%) of the pre offer capital
1.	Mr. Rajiv Rameshchandra Kotia	13,50,000	27.00
2.	<b>Total</b>	<b>13,50,000</b>	<b>27.00</b>

**RESTATED AUDITED FINANCIALS**

(Amount (₹) in Lakhs, except per share data)

Particulars	For the period ended February 28, 2018	For the year ended March 31,			
		2017	2016	2015	2014
Total income from operations (net)	44.73	59.71	56.31	34.96	14.93
Net Profit / (Loss) before tax and extraordinary items	3.95	7.49	12.70	9.25	1.32
Net Profit / (Loss) after tax and extraordinary items	2.67	5.32	8.81	6.31	0.91
Equity Share Capital	500.00	429.25	429.25	429.25	164.25
Reserves and Surplus	57.85	55.18	49.86	41.59	35.28
Net worth	557.85	484.44	479.11	470.84	199.52
Basic & Diluted earnings per share (Rs.) *	0.06	0.12	0.21	0.21	0.17
Return on net worth (%) *	0.48%	1.10%	1.84%	1.34%	0.46%
Net Asset Value Per Share (Rs)	11.16	11.29	11.16	10.97	12.15

\*Figures for period ended February 28, 2018 are not annualised.

For further details refer "Financial information of the Company" starting from Page 123 of the Prospectus

**INTERNAL RISK FACTORS**

The below mentioned risks are top 5 risk factors as per the Prospectus.

**1. Certain of our Promoter group and our Promoter, Directors are involved in certain legal proceedings.**

Certain of our Promoter Group and our Promoter, Directors, are involved in certain legal proceedings. Market Regulator SEBI has imposed penalty on our Promoter, promoter group and directors for wrong disclosure of shareholding, non disclosure as per SEBI (Prohibition of Insider Trading) Regulation 1992, non disclosure as per SEBI (SAST) 1997 and violation of Section 11 C (3) read with Section 11(2) (I) of SEBI Act 1992.

**2. Earlier the company was engaged in the business of marketing, development and maintenance of Farm Houses, Holidays Resorts, Housing Society etc. but no such statutory approvals, licenses, registration etc available.****3. The Registered Office of Our Company is not owned by us.****4. Our Company had negative cash flows from our operating activities, investing activities as well as financing activities in some of the previous year(s) as per the Restated Financial Statements.****5. We require certain approvals, permits and licenses in the ordinary course of business, and any failure or delay to obtain or renew them may adversely affect our operations.**

For further details please refer the chapter "Risk Factor" on page no. 13 of our Prospectus.

**BASIS FOR OFFER PRICE**

For "Basis for Offer Price" of the Company refer Page 70 of the Prospectus

**GROUP ENTITIES OF OUR COMPANY**

For "Group entities" of the Company refer Page 119 of the Prospectus

**OUTSTANDING LITIGATION, CLAIMS AND REGULATORY ACTION**

For further details of such cases and the cases filed by and against our Company, Director, Promoters, Promoter Group please see the chapter titled "Outstanding Litigation and Material Developments" beginning on page 147 of the Prospectus.

**MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The material contracts and agreements for inspection referred to hereunder, may be inspected at the Registered Office of our Company at 13, Radhakrushna Mandir Compound, Village- Rajpipla, Nandod Narmada- 393145, Gujarat, India from 11.00 a.m. to 3.00 p.m. on working days from the date of the prospectus until the Issue Closing Date.

For "Material Contracts and Documents for Inspection" refer Page 226 of the Prospectus

**ANY OTHER IMPORTANT INFORMATION AS PER LEAD MANAGER/ISSUER/SELLING SHAREHOLDER**

None

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 1956, and the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Prospectus are true and correct.

**DECLARATION BY THE SELLING SHAREHOLDER**

I Rajiv Rameshchandra Kotia certify that all statements and undertakings made by it in this Prospectus about or in relation to itself and the Equity Shares offered by it in the Offer for Sale are true and correct.

## Annexure A

## DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY FINSHORE MANAGEMENT SERVICES LIMITED

Sr. No	Issue Name	Issue Size ₹ (Cr.)	Issue Price (₹)	Listing Date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	East India Securities Ltd	92.74	920	13-03-18	921.9	+1.02 [+0.72]	1.08 [+4.80]	NIL

Financial Year	Total no. of IPOs	Total Funds Raised (Rs. in Cr.)	Nos. of IPOs trading at discount - 30th calendar day from listing day			Nos. of IPOs trading at premium - 30th calendar day from listing day			Nos. of IPOs trading at discount - 180th calendar day from listing day			Nos. of IPOs trading at premium - 180th calendar day from listing day		
			Over 50%	Between 25-50%	Over 50%	Over 50%	Between 25-50%	Over 50%	Over 50%	Between 25-50%	Over 50%	Over 50%	Between 25-50%	Over 50%
2016-17	0	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2017-18	1	92.73	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2018-19 ^	0	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

^ upto June 26, 2018

Source: Price information www.bseindia.com. Issue information from respective prospectus.