



Dated: February 12, 2025

To,  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra-Kurla Complex,  
Bandra (E), Mumbai -400051

Symbol- TOUCHWOOD	ISIN- INE486Y01013	Series- EQ
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Sub: - Compliance under Regulation 32(1) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 – Statement of deviation(s) or variation(s)

Dear Sir/Ma'am,

Please find enclosed herewith the Statement of Deviation(s) or Variation(s) under Regulation 32(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the quarter ended on December 31, 2024, duly reviewed by the Audit Committee at its meeting held today, i.e., February 12, 2025, enclosed herewith as "Annexure A".

We hereby confirm that as on September 30, 2023 there were variations in the objects of the preferential issue as stated in the explanatory statement dated February 05, 2023. Further, there were no variation and deviation during the quarter ended December 31, 2024.

You are requested to kindly take the same on record.

Thanking you.

Yours faithfully,

**For Touchwood Entertainment Limited**

**Ritika**  
Vats  
Digitally signed  
by Ritika Vats  
Date:  
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**Ritika Vats**  
Company Secretary & Compliance Officer  
(Membership No. A73991)

Encl: As above

## **TOUCHWOOD ENTERTAINMENT LIMITED**

**CIN: L92199DL1997PLC088865 | ISO 9001 :2015 | UAM No. DL10F0009354**

Reg. Office : Sec-B, Pkt-1, Space 301 and 302, LSC-7 Community Centre, Vasant Kunj New Delhi -110070

Corporate Office : Thapar Farm-1, Opp. Shanti Kunj Main, Sector D-3 Church Mall Road, Vasant Kunj, New Delhi - 110070

Contact: +91-9810108253 ; Website: www.touchwood.in E-mail: cs@touchwood.in

**Statement of Deviation/ Variation in utilization of Funds Raised**

<b>Name of listed entity</b>	Touchwood Entertainment Limited					
<b>Mode of Fund Raising</b>	Preferential Issue					
<b>Type of Instrument</b>	Optionally convertible Equity Share Warrants					
<b>Date of Raising Funds</b>	28 <sup>th</sup> February, 2023					
<b>Amount Raised</b>	<p><b>Rs. 14,28,00,000/- (Rupees Fourteen Crore, Twenty-Eight Lakhs)</b></p> <p><b>[*Rs. 7,39,50,000/- (being 25% of Warrant Issue Price) for 29,00,000 warrants and Rs. 6,88,50,000 (Being 75% Warrant Exercise Price for 9,00,000 warrants)]</b></p> <p>The balance 75% of the issue price for 20,00,000 warrants is to be paid by the warrant holder at the time of allotment of equity shares pursuant to exercise of option by them on conversion of warrants at any time within a period of 18 months from the date of allotment.</p> <p>The warrant holder did not exercise the conversion option to convert its 20,00,000 warrants into equal number of equity shares within 18 months from the date of allotment i.e. on or before August 31, 2024.</p> <p>Therefore, the upfront amount received by the Company i.e. ₹5,10,00,000 (Indian Rupees Five Crore and Ten Lakhs Only), representing 25% of the issue price for 20,00,000 warrants stands forfeited as per the provisions of regulation 169(3) of Securities and Exchange Board of India (Issue of capital and Disclosure requirements) Regulations, 2018.</p>					
<b>Report filed for Quarter ended</b>	31 <sup>st</sup> December, 2024					
<b>Monitoring Agency</b>	Not Applicable					
<b>Monitoring Agency Name, if applicable</b>	Not Applicable					
<b>Is there a Deviation / Variation in use of funds raised</b>	Yes, Variation in the objects of the preferential issue as stated in the explanatory statement dated February 05, 2023					
<b>If yes, whether the same is pursuant to change in terms of a contract or objects, which was approved by the shareholders</b>	Yes					
<b>If Yes, Date of shareholder Approval</b>	September 29, 2023					
<b>Explanation for the Deviation / Variation</b>	Variation in the objects of the preferential issue, as stated in the explanatory statement dated September 1, 2023.					
<b>Comments of the Audit Committee after review</b>	The same was reviewed and approved by the Audit committee.					
<b>Comments of the auditors, if any</b>	Not Applicable					
<b>Objects for which funds have been raised and where there has been a deviation, in the following table</b>						
<b>Original Object</b>	<b>Modified Object, if any</b>	<b>Original Allocation (In Rs.)</b>	<b>Modified allocation, if any (In Rs.)</b>	<b>Funds Utilized</b>	<b>Amount of Deviation / Variation for the quarter according to applicable object</b>	<b>Remarks if any</b>

To fund the capital requirement for the growth and expansion of the business of the subsidiary companies of Touchwood Entertainment Limited which shall enhance the business of the Company and for any other purpose as may be decided and approved by the Board.	For the growth and expansion of the business of the subsidiary companies of Touchwood Entertainment Limited which shall enhance the business of the Company.	*14,28,00,000	2,50,00,000	2,50,00,000	NA.	No funds were utilized before variation in the objects of the Issue. The amount of Rs. 2,50,00,000 has been utilized subsequent to variation in the objects of the Preferential Issue.
	Capital Expenditures for Business Expansion and Purchase of Movable/ Immovable Assets.	-	10,00,00,000	33,215,690	NA.	No funds were utilized before variation in the objects of the Issue. The amount of Rs. 33,215,690 has been utilized subsequent to variation in the objects of the Preferential Issue.
	Working Capital requirements, General Corporate Purposes and Repayment of Loans	-	1,78,00,000	1,78,00,000	NA.	No funds were utilized before variation in the objects of the Issue. The amount of Rs. 1,78,00,000 has been utilized subsequent to variation in the objects of the Preferential Issue.

**\*Rs. 14,28,00,000 (being 25% of Warrant Issue Price for 29,00,000 warrants plus 75% Warrant Exercise Price for 9,00,000 warrants)**

**\*\* The company collected Rs. 7,39,50,000/- against such issue representing 25% of the subscription money. Further the company received Rs. 688,50,000/- representing 75% of 9 lac share warrants and converted the same into Equity shares. The balance 25% for rest of 20,00,000 share warrant totaling 510,00,000/- had been carried in the financials of the company as unsubscribed portion. The last date for conversion of share warrants into Equity shares was 31st August 2024. The company has now to decide to forfeit the share application money of these 20 lacs share warrants.**

Deviation or variation could mean:

- Deviation in the objects or purposes for which the funds have been raised or
- Deviation in the amount of funds actually utilized as against what was originally disclosed or
- Change in terms of a contract referred to in the fund-raising document i.e., prospectus, letter of offer, etc.

**For Touchwood Entertainment Limited**

**Manjit Singh**  
Digitally signed  
by Manjit Singh  
Date: 2025.02.12  
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**Manjit Singh**  
**Managing Director**  
**DIN: 00996149**