DRAFT RED HERRING PROSPECTUS
Dated June 17, 2025
(Please read Section 32 of the Companies Act, 2013)
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Issue

REVA
DIAMONDS

(Please scan this QR code to view the DRHP)

PNGS REVA DIAMOND JEWELLERY LIMITED

CORPORATE IDENTITY NUMBER: U32111PN2024PLC236494

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND E-MAIL	WEBSITE
Abhiruchi Mall, 59/1 C, Sinhgad Road, Wadgaon Budruk, Pune – 411041, Maharashtra, India	Kirti Suryakant Vaidya *Company Secretary and Compliance Officer*	**E-mail:** investor@revabypng.com **Tel:** +91 020-29980704	www.revabypng.com

OUR PROMOTERS: P.N. GADGIL & SONS LIMITED, GOVIND VISHWANATH GADGIL AND RENU GOVIND GADGIL

DETAILS OF THE ISSUE

Type	Fresh Issue size	Offer for Sale size	Total Issue size	Eligibility and reservation
Fresh Issue	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹4,500 million	Not applicable	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹4,500 million	The Issue is being made pursuant to Regulation 6(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), as our Company does not fulfil requirements under Regulations 6(1) of the SEBI ICDR Regulations. For further details, see “***Other Regulatory and Statutory Disclosures - Eligibility for the Issue***” on page 397. For details in relation to share reservation amongst QIBs, NIIs, RIIs (defined hereinafter) and Eligible Employees, see “***Issue Structure***” on page 414

DETAILS OF THE OFFER FOR SALE

Not Applicable

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10 each. The Floor Price, Cap Price and Issue Price, as determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “***Basis for Issue Price***” on page 118 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares 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 this Draft Red Herring Prospectus. Specific attention of the investors is invited to “***Risk Factors***” beginning on page 39.

ISSUER’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the stock exchanges being BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE”,** and together with the BSE, the “**Stock Exchanges**”). For the purposes of the Issue, the Designated Stock Exchange shall be [●].

BOOK RUNNING LEAD MANAGER

NAME AND LOGO OF THE BOOK RUNNING LEAD MANAGER		CONTACT PERSON	TELEPHONE AND EMAIL
SMART HORIZON CAPITAL ADVISORS PVT LTD	**Smart Horizon Capital Advisors Private Limited** ***(formerly known as Shreni Capital Advisors Private Limited)***	Parth Shah	**Tel:** 022 28706822 **E-mail:** pngreva@shcapl.com

REGISTRAR TO THE ISSUE

NAME AND LOGO OF THE REGISTRAR	CONTACT PERSON	TELEPHONE AND EMAIL
Bigshare Services Private Limited	Babu Rapheal C.	**Tel:** +91 22 62638200 **E-mail:** ipo@bigshareonline.com

BID/ ISSUE PERIOD

ANCHOR INVESTOR BIDDING DATE	[●](1)	BID/ ISSUE OPENS ON	[●]	BID/ ISSUE CLOSES ON	[●](2)(3)

(1) *Our Company, in consultation with the Book Running Lead Manager, 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 Book Running Lead Manager, may consider closing the Bid/ Issue Period for QIBs, one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.*

(3) *UPI mandate end time and date shall be at 5:00 pm on the Bid/ Issue Closing Date.*

DRAFT RED HERRING PROSPECTUS
Dated June 17, 2025
(Please read Section 32 of the Companies Act, 2013)
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Issue

REVA
DIAMONDS

PNGS REVA DIAMOND JEWELLERY LIMITED

Our Company was originally formed as a partnership firm under the name of "*Gadgil Metals and Commodities*" at Pune, under the Indian Partnership Act, 1932 pursuant to a partnership deed dated July 26, 2004 which was subsequently amended on December 9, 2015 and September 1, 2024 (collectively, the "**Partnership Deed**"). Subsequently, the partnership firm was converted into a public limited company under the Companies Act, 2013 with the name "*PNGS Reva Diamond Jewellery Limited*" and a certificate of incorporation dated December 20, 2024 was issued by the Registrar of Companies, Central Registration Centre. Our Corporate Promoter, P.N. Gadgil & Sons Limited undertook a disinvestment via a slump sale of their diamond business in favour of our Company pursuant to a business transfer agreement dated January 31, 2025 ("**Business Transfer Agreement**") pursuant to which our Company has been involved in the business of retail diamond jewellery. For details of change in name and Registered Office of our Company and details on the Business Transfer Agreement, see "*History and Certain Corporate Matters*" on page 290.

Corporate Identity Number: U32111PN2024PLC236494
Registered and Corporate Office: Abhiruchi Mall, 59/1 C, Sinhgad Road, Wadgaon Budruk, Pune – 411041, Maharashtra, India
Contact Person: Kirti Suryakant Vaidya, Company Secretary and Compliance Officer
Tel: +91 020-29980704 | **E-mail**: investor@revabypng.com | **Website**: www.revabypng.com

OUR PROMOTERS: P.N. GADGIL & SONS LIMITED, GOVIND VISHWANATH GADGIL AND RENU GOVIND GADGIL

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF PNGS REVA DIAMOND JEWELLERY LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING UP TO ₹4,500 MILLION (THE "ISSUE").

THE ISSUE INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE ₹[●] EACH, AGGREGATING UP TO ₹4,500 MILLION (CONSTITUTING UP TO [●]% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION"). THE ISSUE LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE SHALL CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND 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 [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER), AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED MARATHI DAILY NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE STOCK EXCHANGES FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS, AS AMENDED ("SEBI ICDR REGULATIONS").

In case of any revision in the Price Band, the Bid/ Issue Period shall be extended for at least three additional Working Days after such revision in the Price Band, subject to the Bid/ Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with the BRLM, may, for reasons to be recorded in writing, extend the Bid/ Issue Period for a minimum of one Working Day, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice and also by indicating the change on the websites of the BRLM and at the terminals of the Members of the Syndicate and by intimation to the Designated Intermediaries and Sponsor Banks, as applicable.

The Issue is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. The Issue is being made through the Book Building Process, in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein at least 75% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Portion**"), provided that our Company in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis (the "**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which Equity Shares are allocated to Anchor Investors. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (excluding the Anchor Investor Portion) ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIB. If at least 75% of the Issue cannot be Allotted to QIBs, then the entire application money will be refunded forthwith. Further, not more than 15% of the Net Issue shall be available for allocation to non-institutional investors ("**Non-Institutional Investors**" or "**NIIs**") (the "**Non-Institutional Portion**") of which one-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. The allocation to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations. Further, not more than 10% of the Net Issue shall be available for allocation to retail individual investors ("**Retail Individual Investors**" or "**RIIs**") (the "**Retail Portion**") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids being received from them at or above the Issue Price (net of Employee Discount, if any, as applicable). All Bidders (other than Anchor Investors) shall mandatorily participate in this Issue through the Application Supported by Block Amount ("ASBA") process and shall provide details of their respective bank account (including UPI ID for UPI Bidders (defined hereinafter)) in which the Bid Amount will be blocked by the SCSBs or the Sponsor Bank(s), as the case may be, to the extent of their respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, specific attention is invited to "*Issue Procedure*" on page 419.

RISKS IN RELATION TO ISSUE

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10 each. The Floor Price, Cap Price and Issue Price, as determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "***Basis for Issue Price***" on page 118 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "***Risk Factors***" beginning on page 39.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the Issue, [●] shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) and Section 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/ Issue Closing Date, see "***Material Contracts and Documents for Inspection***" on page 487.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
SMART HORIZON CAPITAL ADVISORS PVT LTD.	
Smart Horizon Capital Advisors Private Limited *(formerly known as Shreni Capital Advisors Private Limited)* B/908, Western Edge II, Kanakia Space Behind metro mall, Off Western Express Highway Magathane, Borivali (East), Mumbai – 400066, Maharashtra, India **Tel:**+ 022 28706822 **E-mail:** pngreva@shcapl.com **Investor grievance e-mail:** investor@shcapl.com **Contact Person:** Parth Shah **Website:** www.shcapl.com **SEBI registration number:** INM000013183	**Bigshare Services Private Limited** S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai –400093, Maharashtra, India **Tel:** +91 22 62638200 **E-mail:** ipo@bigshareonline.com **Investor grievance e-mail:** investor@bigshareonline.com **Contact Person:** Mr. Babu Rapheal C. **Website:** www.bigshareonline.com **SEBI registration number:** INR000001385

BID/ISSUE PERIOD

ANCHOR INVESTOR BIDDING DATE	[●][1]	BID/ ISSUE OPENS ON	[●]	BID/ ISSUE CLOSES ON	[●][2][3]

(1) *Our Company, in consultation with the Book Running Lead Manager, 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 Book Running Lead Manager, may consider closing the Bid/Issue Period for QIBs, one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*
(3) *UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.*

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

*Unless the context otherwise indicates, all references to "**the Company**", "**our Company**", and "**the Issuer**" are references to PNGS Reva Diamond Jewellery Limited, a public limited company incorporated in India under the Companies Act, 2013 with its Registered and Corporate Office at Abhiruchi Mall, 59/1 C, Sinhgad Road, Wadgaon, Budruk, Pune – 411041, Maharashtra, India. Furthermore, unless the context otherwise indicates, all references to the terms "we", "us" and "our" are to our Company (as defined below) on a consolidated basis.*

*The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Securities and Exchange Board of India Act, 1992 (the "**SEBI Act**"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities Contracts (Regulation) Act, 1956, as amended ("**SCRA**"), the Depositories Act, 1996, as amended or the rules and regulations made thereunder.*

*Notwithstanding the foregoing, terms in "**Statement of Special Tax Benefits**", "**Industry Overview**", "**Key Regulations and Policies in India**", "**Financial Information**", "**Outstanding Litigation and Material Developments**" and "**Terms of the Articles of Association**", beginning on pages 129, 137, 284, 313, 389 and 440, respectively, will have the meaning ascribed to such terms in those respective sections.*

General Terms

Term	Description
Our Company/ the Company/ the Issuer	PNGS Reva Diamond Jewellery Limited, a public limited company originally formed as a partnership firm under the name of "Gadgil Metals and Commodities" at Pune, under the Indian Partnership Act, 1932 pursuant to a partnership deed and subsequently, converted into a public limited company under the Companies Act, 2013 with the name "PNGS Reva Diamond Jewellery Limited" having registered and corporate office at Abhiruchi Mall, 59/1 C, Sinhgad Road, Wadgaon Budruk, Pune – 411041, Maharashtra, India
We/ us/ our	Unless the context otherwise indicates or implies, refers to our Company, on a consolidated basis as on the date of this Draft Red Herring Prospectus.

Company Related Terms

Term	Description
Articles or Articles of Association or AoA	The articles of association of our Company, as amended
Audit Committee	The audit committee of our Board, as described in "***Our Management - Committees of the Board – Audit Committee***" on page 298
Board or Board of Directors	The board of directors of our Company (including any duly constituted committee thereof). For details, see "***Our Management***" on page 293
Business Transfer Agreement	The business transfer agreement dated January 31, 2025, amongst our Company and our Corporate Promoter, P.N. Gadgil & Sons Limited pursuant to which our Corporate Promoter made a disinvestment via a slump sale of its business of selling diamond jewellery in favour of our Company for a consideration amount of ₹1,623.01 million and applicable taxes. For further details see "*History and Certain Corporate Matters*" on page 290
CARE Report	The industry report titled *"Gems and Jewellery Industry in India"* dated June 10, 2025, prepared and issued by CARE Analytics and Advisory Private Limited
Chairperson	The chairperson of our Board, namely Govind Vishwanath Gadgil. For details, see "***Our Management***" on page 293

Term	Description
Chief Executive Officer	The chief executive office of our Company namely, Amit Yeshwant Modak, who is also the Whole-time Director of the Company. For details, "***Our Management - Key Managerial Personnel and Senior Management***" on page 305
Chief Financial Officer	The chief financial officer of our Company, namely Kisan Maruti Shendkar. For details, see "***Our Management - Key Managerial Personnel and Senior Management***" on page 305
Chief Operating Officer	The chief operating officer on our Company, namely, Vrujendra Laxman Waghchaure. For details see "***Our Management – Senior Management***" on page 305
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely Kirti Suryakant Vaidya. For details, see "***Our Management - Key Managerial Personnel and Senior Management***" on page 305
Corporate Promoter	P.N. Gadgil & Sons Limited
Director(s)	The director(s) on our Board, as appointed from time to time. For details, see "***Our Management***" on page 293
Dividend Distribution Policy	Dividend distribution policy approved and adopted by our Board pursuant to its resolution dated May 5, 2025
Equity Shares	The equity shares of our Company of face value of ₹10 each
Executive Director	The executive director(s) on our Board. For details, see "***Our Management***" on page 293
Franchise Agreement	The franchise agreement dated February 1, 2025 between our Company and our Corporate Promoter, P.N. Gadgil & Sons Limited, which establishes a commercial arrangement under which our Company utilizes the retail space, manpower, logistics, electricity, furniture, security, and billing software provided by our Corporate Promoter for our business operations. For further details see "*History and Certain Corporate Matters*" on page 290.
Independent Architect	The independent architect namely, Satish Joshi, Archicon Design, an independent architect firm.
Independent Director(s)	The independent director(s) on our Board, as described in "***Our Management***" on page 293.
Independent Chartered Accountant	The peer reviewed independent chartered accountant of our Company, namely, Joshi & Sahney, Chartered Accountants.
Individual Promoter(s)	Govind Vishwanath Gadgil and Renu Govind Gadgil
IPO Committee	The IPO committee of our Board constituted to facilitate the process of the Issue, as described in "***Our Management – Committees of the Board – IPO Committee***" on page 305.
Key Managerial Personnel	The key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and as disclosed in "***Our Management*** – ***Key Managerial Personnel and Senior Management – Key Managerial Personnel***" on page 305
Materiality Policy	Policy for identification of (i) companies to be disclosed as group companies; (ii) companies to be disclosed as subsidiaries (iii) material outstanding civil litigation proceeding involving our Company, our Promoters, our Directors, Key Managerial Personnel and Senior Managerial Personnel and (iii) material creditors of the Company, pursuant to the disclosure requirements under SEBI ICDR Regulations, as adopted by the Board pursuant to its resolution dated May 5, 2025.
Memorandum of Association or MoA	The memorandum of association of our Company, as amended from time to time
New Stores	The 15 brand-exclusive stores which will be owned and operated by our Company and which we intend to set up from ₹ 2,865.64 million forming part of the Net Proceeds
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in "***Our Management – Committees of the Board – Nomination and Remuneration Committee***" on page 299

Term	Description
Non-Executive Director(s)	The non-executive director(s) on our Board, namely Govind Vishwanath Gadgil and Aditya Amit Modak including the Independent Directors. For details see "***Our Management − Board of Directors***" on page 293
Partnership Deed	Partnership deed dated July 26, 2004 entered into between Govind Vishwanath Gadgil, Parag Yeshwant Gadgil, Saurabh Gadgil, Abhay alias Vyankatesh Sadashiv Gadgil, and Sunita Amit Modak, and subsequently amended on December 9, 2015, and September 1, 2024.
Promoter Group	The individuals and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations. For details, see "***Our Promoters and Promoter Group - Promoter Group***" on page 310
Promoters	The promoters of our Company, namely, P.N. Gadgil & Sons Limited, Govind Vishwanath Gadgil and Renu Govind Gadgil
Registered Office / Registered and Corporate Office	The registered and corporate office of our Company is situated at Abhiruchi Mall, 59/1 C, Sinhgad Road, Wadgaon, Budruk, Pune, Maharashtra, India - 411041
Registrar of Companies or RoC	Registrar of Companies, Maharashtra at Pune
Restated Financial Information	The restated financial information of our Company as of and for the years ended 2025, 2024 and 2023, comprising the restated statement of assets and liabilities as of March 31, 2025, March 31, 2024, and March 31, 2023, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity and the restated statement of cash flow, for the Fiscals 2025, 2024 and 2023, the summary statement of material accounting policies, and other explanatory information prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI
Running Feet	The one-dimensional measurement used to measure counter-length at all our Stores and New Stores where one running foot is equal to 12 inches.
Senior Management	The senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in "***Our Management – Key Managerial Personnel and Senior Management – Senior Management***" on page 305
Shareholders	The shareholders of our Company from time to time
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board, as described in "***Our Management – Committees of the Board – Stakeholders' Relationship Committee***" on page 300
Stores	The retail network of our Company comprising of shop-in-shop format stores where we set up our brand in a dedicated space within the premises of the retail stores operated by our Corporate Promoter, P.N. Gadgil & Sons Limited
Statutory Auditor	The Statutory Auditor of our Company, namely M S K A & Associates, Chartered Accountants.
Whole-time Director	The whole-time director on our Board, namely Amit Yeshwant Modak as described in "***Our Management***" on page 293.

Issue Related Terms

Term	Description
Abridged Prospectus	The memorandum containing such salient features of prospectus as may be specified by SEBI in this regard
Acknowledgment Slip	The slip or document issued by the relevant Designated Intermediary(ies) to the Bidder as proof of registration of the Bid cum Application Form
Allot or Allotment or Allotted	Unless the context otherwise requires, the allotment, as the case may be of Equity Shares offered pursuant to the Issue to the successful Bidders
Allotment Advice	Advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom an Allotment is made
Anchor Investor Allocation	The price at which Equity Shares will be allocated to Anchor Investors

Term	Description
Price	according to the terms of the Red Herring Prospectus, which will be decided by our Company in consultation with the BRLM on the Anchor Investor Bidding Date
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Bidding Date	The date, being one Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLM will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Issue Price	The price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price The Anchor Investor Issue Price will be decided by our Company in consultation with the BRLM
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, not later than two Working Days after the Bid/ Issue Closing Date
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by our Company, in consultation with the BRLM, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations out of which one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus, and who has Bid for an amount of at least ₹1,00,000,000
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidders
ASBA Bidder(s)	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
ASBA or Application Supported by Blocked Amount	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB and will include amounts blocked by UPI Bidders using the UPI Mechanism
Banker(s) to the Issue	Collectively, the Escrow Collection Bank, the Refund Bank, the Public Issue Account Bank and the Sponsor Bank, as the case may be
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Issue, described in "***Issue Procedure***" on page 419
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form, and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid in the Issue, as applicable In the case of RIIs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIIs and mentioned in the Bid cum Application Form. Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-Off Price and the Bid Amount shall be Cap Price multiplied by the number of Equity Shares Bid by such Eligible Employee and mentioned in the Bid cum Application Form

Term	Description
	The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000. Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares of face value of ₹10 each
Bid(s)	An indication by a ASBA Bidder to make an offer during the Bid/Issue Period pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of the Anchor Investor Application Form, to subscribe to or purchase Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term 'Bidding' shall be construed accordingly
Bid/ Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries shall not accept any Bid, being [●], which shall be published in [●] (a widely circulated English national daily newspaper), [●] (a widely circulated Hindi national daily newspaper) and the [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located). In case of any revisions, the extended Bid/Issue Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the BRLM and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Banks Our Company, in consultation with the BRLM, may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date, in accordance with the SEBI ICDR Regulations In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of one Working Days, subject to the Bid/Issue Period not exceeding ten Working Days
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), and [●] editions of [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra where our Registered Office is located)
Bid/ Issue Period	Except in relation to Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which Bidders (excluding Anchor Investors) can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and in accordance with the terms of the Red Herring Prospectus Our Company, in consultation with the BRLM, may consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor

Term	Description
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, *i.e.*, Designated SCSB Branches for SCSBs, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
Book Running Lead Manager or BRLM	The Book Running Lead Manager to the Issue, being Smart Horizon Capital Advisors Private Limited
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker, provided that Retail Individual Investors may only submit ASBA Forms at such broker centres if they are Bidding using the UPI Mechanism. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com
CareEdge Research	CARE Analytics and Advisory Private Limited
CAN or Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on/after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band, above which the Issue Price and Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall not be more than 120% of the Floor Price, provided that the Cap Price shall be at least 105% of the Floor Price
Cash Escrow and Sponsor Bank Agreement	The agreement to be entered into between our Company, the Registrar to the Issue, the BRLM, Syndicate Members, the Escrow Collection Bank(s), the Public Issue Account Bank(s), the Sponsor Banks, and the Refund Bank(s) for, among other things, collection of the Bid Amounts from the Anchor Investors and where applicable, transfer of funds to the Public Issue Account(s) and where applicable remitting refunds, if any, to Bidders on the terms and conditions thereof
CDP or Collecting Depository Participant	A depository participant as defined under the Depositories Act, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of the UPI Circulars, issued by SEBI as per the lists available on the websites of BSE and NSE, as updated from time to time
Cut-Off Price	Issue Price, which shall be any price within the Price Band, finalised by our Company, in consultation with the BRLM Only Retail Individual Investors in the Retail Category and Eligible Employees Bidding in the Employee Reservation Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price
Demographic Details	The details of the Bidders including the Bidder's address, name of the Bidder's father/ husband, investor status, occupation, bank account details and UPI ID, as applicable
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively) as updated from time to time
Designated Date	The date on which the funds from the Escrow Account are transferred to the Public Issue Account or the Refund Account, as appropriate, and the relevant amounts blocked in the ASBA Accounts are transferred to the Public Issue Account(s) and/or are unblocked, as applicable, in terms of the Red Herring Prospectus and the Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Issue

Term	Description
Designated Intermediary(ies)	SCSBs, Syndicate, sub-Syndicate, Registered Brokers, CDPs and RTAs who are authorised to collect ASBA Forms from the ASBA Bidders, in relation to the Issue
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively) as updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, updated from time to time, or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus or DRHP	This draft red herring prospectus dated June 17, 2025 filed with SEBI and Stock Exchanges in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue, including any addenda or corrigenda thereto
Eligible Employees	Permanent employees of our Company and our Corporate Promoter (excluding such employees not eligible to invest in the Issue under applicable laws, rules, regulations and guidelines), as on the date of filing the Red Herring Prospectus with the RoC and who continue to be a permanent employee of our Company until the submission of the ASBA Form and is working and present in India or abroad as on the date of submission of the ASBA Form and does not include our Promoters or persons belonging to Promoter Group; or Director of our Company, whether whole-time or otherwise, not holding either himself/herself or through their relatives or through any body corporate, directly or indirectly, more than 10% of the outstanding Equity Shares (excluding Directors not eligible to invest in the Issue under applicable laws, rules, regulations and guidelines) as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be a Director of our Company until submission of the ASBA Form and is working and present in India or abroad as on the date of submission of the ASBA Form The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000. Only in the event of an under-subscription in the Employee Reservation Portion post initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000
Eligible FPIs	FPIs from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Issue and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered thereby
Eligible NRIs	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Red Herring Prospectus and the Bid Cum Application Form constitutes an invitation to subscribe or purchase for the Equity Shares
Employee Reservation Portion	The portion of the Issue being up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million which shall not exceed 5% of the post Issue Equity Share capital of our Company, available for allocation to Eligible Employees, on a proportionate basis
Escrow Account(s)	'No-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank and in whose favour Anchor Investors will transfer the money

Term	Description
	through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount while submitting a Bid
Escrow Collection Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue under the BTI Regulations, and with whom the Escrow Account(s) will be opened, in this case being [●]
First Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted
General Information Document	The General Information Document for investing in public offers, prepared and issued in accordance with the SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, issued by SEBI and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLM
Gross Proceeds	The gross proceeds of the Issue
Issue	Initial public offering of up to [●] Equity Shares of face value of ₹10 each for cash at a price of ₹[●] per Equity Share aggregating up to ₹4,500 million.
Issue Agreement	The agreement dated June 16, 2025 executed between our Company and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Price	The final price at which Equity Shares will be Allotted to successful Bidders other than Anchor Investors in terms of the Red Herring Prospectus. The Issue Price will be decided by our Company, in consultation with the BRLM on the Pricing Date, in accordance with the Book-Building Process and in terms of the Red Herring Prospectus
Issue Proceeds	The Proceeds of the Issue which shall be available to our Company. For further information about use of the Issue Proceeds, see "***Objects of the Issue***" on page 102
Minimum Promoters' Contribution	Aggregate of 20% of the fully diluted post-Issue equity share capital of our Company that are eligible to form part of the minimum promoters' contribution, as required under the Regulations 14 and 16(1) of the SEBI ICDR Regulations
Monitoring Agency	[●]
Monitoring Agency Agreement	The agreement to be entered into between our Company and the Monitoring Agency prior to filing of the Red Herring Prospectus
Mutual Fund Portion	The portion of the Issue being 5% of the Net QIB Category consisting of [●] Equity Shares of face value of ₹10 each which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price
Net Issue	The Issue, less the Employee Reservation Portion
Net QIB Category	The portion of the QIB Category less the number of Equity Shares Allotted to the Anchor Investors
Non-Institutional Category	The portion of the Issue, being not more than 15% of the Net Issue or [●] Equity Shares of face value of ₹10 each, which will be made available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Category shall be available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹10,00,000 and two-thirds of the Non-Institutional Category shall be available for allocation to Bidders with a Bid size of more than ₹10,00,000, provided that under-subscription in either of these two sub-categories of Non-Institutional Category may be allocated to Bidders in the other sub-category of Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price
Non-Institutional Investors or NIIs	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with the SEBI, that are not QIBs (including Anchor Investors) or Retail Individual Investors or the Eligible Employees Bidding in

Term	Description
	the Employee Reservation Portion, who have Bid for Equity Shares for an amount of more than ₹2,00,000 (but not including NRIs other than Eligible NRIs)
Price Band	The price band ranging from a Floor Price of ₹[●] per Equity Share to a Cap Price of ₹[●] per Equity Share, including any revisions thereof. The Price Band and minimum Bid Lot, as decided by our Company, in consultation with the BRLM will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), and [●] editions of [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located), at least two Working Days prior to the Bid/Issue Opening Date with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites Provided that the Cap Price shall be at least 105% of the Floor Price and shall not be greater than 120% of the Floor Price
Pricing Date	The date on which our Company, in consultation with the BRLM, will finalise the Issue Price
Prospectus	The Prospectus to be filed with the RoC after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Issue Price, the size of the Issue and certain other information, including any addenda or corrigenda thereto
Public Issue Account	The 'no-lien' and 'non-interest bearing' bank account to be opened with the Public Issue Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
Public Issue Account Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Issue Account(s) will be opened for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●]
QIB Bidders	QIBs who Bid in the Issue
QIB Category	The portion of the Issue (including the Anchor Investor Portion) being not less than 75% of the Net Issue consisting of [●] Equity Shares of face value of ₹10 each which shall be available for allocation to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors)
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made
Refund Bank	The Banker to the Issue with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate
Registrar Agreement	The agreement dated May 30, 2025 entered into between our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar to the Issue or	Bigshare Services Private Limited

Term	Description
Registrar	
Retail Category	Portion of the Issue being not more than 10% of the Net Issue consisting of [●] Equity Shares of face value of ₹10 each which shall be available for allocation to Retail Individual Investors (subject to valid Bids being received at or above the Issue Price)
Retail Individual Investors or RIIs	Individual Bidders, who have Bid for the Equity Shares for an amount which is not more than ₹200,000 in any of the bidding options in the Issue (including HUFs applying through their karta and Eligible NRI Bidders) and does not include NRIs (other than Eligible NRIs)
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s) QIB Bidders and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Issue Period and withdraw their Bids until the Bid/ Issue Closing Date
RTAs or Registrar and Share Transfer Agents	The registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of the SEBI RTA Master Circular, as per the list available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), and the UPI Circulars
Self-Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, offering services in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or such other website as updated from time to time, and (ii) The banks registered with SEBI, enabled for UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time Applications through UPI in the Issue can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is appearing in the "list of mobile applications for using UPI in Public Issues" displayed on the SEBI website at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43. The said list shall be updated on the SEBI website from time to time
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders
Sponsor Bank(s)	Bank(s) registered with SEBI which will be appointed by our Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the UPI Mandate Request by the UPI Bidders and carry out other responsibilities, in terms of the UPI Circulars in this case being [●].
Sub-syndicate members	The sub-syndicate members, if any, appointed by the BRLM and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate Agreement	The agreement to be entered into between our Company, the Registrar to the Issue the BRLM and the Syndicate Members in relation to the procurement of Bid cum Application Forms by the Syndicate
Syndicate Member(s)	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations
Syndicate or Members of the Syndicate	Together, the BRLM and the Syndicate Members
Underwriters	[●]

Term	Description
Underwriting Agreement	The agreement to be entered into between the Underwriters and our Company, on or after the Pricing Date but prior to filing of the Prospectus with the RoC
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors who applied as (i) Retail Individual Investors in the Retail Category; (ii) Eligible Employees in the Employee Reservation Portion; and (iii) Non-Institutional Investors with a Bid size of up to ₹500,000 in the Non-Institutional Category bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents In accordance with the SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹500,000 are required to use UPI Mechanism and are required to provide their UPI ID in the Bid cum Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 (to the extent this circular is not rescinded by the SEBI RTA Master Circular and the SEBI ICDR Master Circular), SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 (to the extent this circular is not rescinded by the SEBI RTA Master Circular), SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (to the extent this circular is not rescinded by the SEBI ICDR Master Circular), SEBI ICDR Master Circular (to the extent it pertains to the UPI Mechanism), the SEBI RTA Master Circular (to the extent it pertains to the UPI Mechanism), and any subsequent circulars or notifications issued by SEBI in this regard, along with the circulars issued by the Stock Exchanges in this regard, including the circular issued by the NSE having reference no. 23/2022 dated July 22, 2022, and having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE having reference no. 20220702-30 dated July 22, 2022 and having reference no. 20220803-40 dated August 3, 2022
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI application and by way of an SMS directing the UPI Bidder to such UPI application) to the UPI Bidder initiated by the Sponsor Bank to authorise blocking of funds equivalent to Bid Amount in the relevant ASBA Account through UPI, and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that shall be used by UPI Bidders to make a Bid in the Issue in accordance with UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Working Day	All days on which commercial banks in Mumbai, India are open for business; provided, however, with reference to (a) announcement of Price Band; and (b) Bid/ Issue Period, the expression "Working Day" shall mean all days on which commercial banks in Mumbai are open for business, excluding all Saturdays, Sundays or public holidays; and (c) with reference to the time period between the Bid/ Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, the expression 'Working Day' shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, in terms of the circulars issued by SEBI

Conventional and General Terms or Abbreviations

Term	Description
AGM	Annual general meeting of shareholders under the Companies Act, 2013
AIF	An alternative investment fund as defined in and registered with SEBI under the SEBI AIF Regulations
Banking Regulation Act	Banking Regulation Act, 1949
BSE	BSE Limited
BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
CAGR	Compounded annual growth rate
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account
CLRA	Contract Labour (Regulation and Abolition) Act, 1970
Companies Act, 1956	The erstwhile Companies Act, 1956 along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder
Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder
Consolidated FDI Policy	The Consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time
CSR	Corporate Social Responsibility
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996, read with regulations framed thereunder
DIN	Director Identification Number
DP ID	Depository Participant's Identity Number
DP or Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (*formerly Department of Industrial Policy and Promotion*), GoI
EBIT	Earnings before interest and tax
EBITDA	EBITDA is calculated as the sum of (i) restated profit after tax for the year, (ii) tax expenses, (iii) depreciation and amortization expenses, and finance cost
EBITDA Margin	EBITDA margin is calculated EBDITA divided by revenue from operations
ECLGS	Emergency credit line guarantee scheme
EPS	Earnings Per Share
FCNR Account	Foreign currency non-resident bank account established in accordance with the provisions of FEMA
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Non-Debt Instruments Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued by the Ministry of Finance, GoI
Financial Year or FY or Fiscal or Fiscal Year	Unless states otherwise, the period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
GECL	Guaranteed emergency credit line
GoI or Government or Central Government	The Government of India
GST	Goods and services tax
HUF	Hindu undivided family

Term	Description
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards of the International Accounting Standards Board
Income Tax Act	The Income-tax Act, 1961, read with the rules framed thereunder
Income Tax Rules	The Income-tax Rules, 1962
Ind AS	The Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under Companies (Indian Accounting Standard) Rules, 2015
Indian GAAP	Accounting standards notified under section 133 of the Companies Act, 2013, read with Companies (Accounting Standards) Rules, 2006 and the Companies (Accounts) Rules, 2014
IPO	Initial public offering
IST	Indian Standard Time
MCA	The Ministry of Corporate Affairs, Government of India
MSME	Micro, small and medium enterprise
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A.	Not applicable
NBFC-SI	A systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
NEFT	National electronic fund transfer
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs
NPCI	National Payments Corporation of India
NRI	A person resident outside India, who is a citizen of India or an overseas citizen of India cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue
P/E Ratio	Price / earnings ratio
PAN	Permanent account number
PAT	Profit after tax
PBT	Profit before tax
PBT Margin	Profit before tax margin
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
Resident Indian	A person resident in India, as defined under FEMA
RTGS	Real time gross settlement
SCRA	The Securities Contracts (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Master Circular	SEBI master circular number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024

Term	Description
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI RTA Master Circular	SEBI master circular number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024
SEBI SBEB SE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Stock Broker Regulations	Securities and Exchange Board of India (Stock Brokers) Regulations, 1992
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Erstwhile, the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996
State Government	The government of a state in India
Stock Exchanges	Together, the BSE and NSE
TAN	Tax deduction account number
Trade Marks Act	The Trade Marks Act, 1999
U.S. GAAP	Generally accepted accounting principles in the United States of America
U.S. QIBs	"Qualified institutional buyers" as defined in Rule 144A under the U.S. Securities Act
U.S. Securities Act	The U.S. Securities Act of 1933
USD or $	U.S. Dollar
VCFs	Venture capital funds as defined in and registered with SEBI under the SEBI VCF Regulations and the SEBI AIF Regulations, as the case may be
Wilful Defaulter	Wilful Defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Year/ Calendar Year	The 12-month period ending December 31

Technical/ Industry related abbreviations

Term	Description
FOCO	Franchise Owned, Company Operated
FOFO	Franchise Owned, Franchise Operated
IGI	International Gemological Institute
CPD	Cut & Polished Diamonds
CZ	Cubic Zirconia
GIA	Gemological Institute of America
GJEPC	Gem & Jewellery Export Promotion Council
GMS	Gold Monetization Scheme
IGJS	International Gem and Jewellery Show
HUID	Hallmark Unique Identification
RFI	Radio Frequency Identification
Tier 1	Over 4 Million Population
Tier 2	1 Million to 4 Million Population
Tier 3	Less than 1 Million Population
DPMS	Dealers in Precious Metals and Stones

Key operating and financial information used in this Draft Red Herring Prospectus

Term	Description
Revenue from operations	Revenue from Operations is used to assess the overall financial performance of the Company and size of the business.
Revenue Growth Y-o-Y	Revenue Growth Y-o-Y indicates the percentage change in revenue from operations compared to the previous fiscal year.
Shop Sales Area	Shop Sales Area is used to is used to track the total size of operating stores in running feet.

Term	Description
Revenue from operations per running feet	Revenue per running feet is used to track the revenue earned based on the total size of operating stores in running feet.
Adjusted EBITDA	Adjusted EBITDA helps compare core operational efficiency by stripping out Other Income, Depreciation, amortisation and Finance costs from the profits before tax.
Adjusted EBITDA Growth Y-o-Y	Adjusted EBITDA Growth Y-o-Y indicates the percentage change in Adjusted EBITDA compared to the previous fiscal year
Adjusted EBITDA Margin	Adjusted EBITDA margin is to assess a company's operating profitability as a percentage of its revenue, excluding the effects of other income, financing cost, depreciation and amortization costs.
PAT (Profit After Tax)	Profit After Tax is an indicator of the overall profitability and financial performance of the business.
PAT Growth Y-o-Y	PAT Growth Y-o-Y indicates the percentage change in PAT compared to the previous fiscal year
PAT Margin	PAT Margin shows the profitability of the company vis-à-vis the Revenues.
Net Worth (Including Partner's Capital & Capital Reserve)	Indicates Net worth including partner’s capital and capital reserves.
Net Worth (Excluding Partner's Capital & Capital Reserve)	Indicates Net worth excluding partner’s capital and capital reserves.
Debt-to-Equity Ratio	Reflects the proportion of debt to equity capital, indicating the financial leverage and risk profile of the Company
Net Fixed Assets Turnover Ratio	Indicates how fixed assets are used to generate revenue
Advertising and Sales Promotion Expense	Describes how much the company is spending in its advertising and sales promotion.
Advertising and Sale Promotion Expenses as a percentage of revenue from operations (%)	Advertising and sale promotion expenses as a percentage of revenue from operations is to measure how much of a company's revenue is invested in promoting its products or services, indicating the intensity and efficiency of its customer acquisition and brand-building efforts.

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references in this Draft Red Herring Prospectus to 'India' are to the Republic of India and all references herein to the "US", the "U.S.", the "U.S.A." or the "United States" are to the United States of America.

All references herein to the 'Government', 'Indian Government', 'GoI', 'Central Government' or the 'State Government' are to the Government of India, central or state, as applicable.

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time and all references to page numbers in this Draft Red Herring Prospectus are to page numbers of this Draft Red Herring Prospectus.

Financial and Other Data

Unless stated or the context requires otherwise, the financial information and financial ratios in this Draft Red Herring Prospectus are derived from our Restated Financial Information. The Restated Financial Information comprises the restated financial information of our Company as of and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023, comprising the restated statement of assets and liabilities as of and the years ended March 31, 2025, 2024 and 2023, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flow as of and for the years ended March 31, 2025, 2024 and 2023, the summary statement of material accounting policies, and other explanatory information prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.

For further information of our Company's financial information, please see "***Financial Information***" on page 313.

There are significant differences between Indian GAAP, Ind AS, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, 2013, Ind AS, and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited. For details, see "***Risk Factors** – **Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the Restated Financial Statements prepared and presented in accordance with Ind-AS contained in this Draft Red Herring Prospectus***" on page 64.

Our Company's Financial Year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year. Accordingly, all references to a particular Fiscal or Financial Year are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. Unless stated otherwise, or the context requires otherwise, all references to a "year" in this Draft Red Herring Prospectus are to a calendar year.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal place and all percentage figures have been rounded off to two decimal places. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Red Herring Prospectus as rounded-off to such number of decimal points as provided in such respective sources.

Unless the context otherwise indicates, any percentage amounts, as set forth in "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 39, 268 and 368, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of amounts derived from the Restated Financial Information.

Non-Generally Accepted Accounting Principles Financial Measures

This Draft Red Herring Prospectus contains certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA, PAT Margin, Return on Equity, Net Asset Value per Equity Share, Net worth, Return on Net worth and certain other statistical information relating to our operations and financial performance. (together, "**Non-GAAP Measures**") that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or U.S. GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or U.S. GAAP. We compute and disclose such non-Indian GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These non-Indian GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. For the risks relating to our Non-GAAP Measures, see "***Risk Factors – In this Draft Red Herring Prospectus, we have included certain non-GAAP ("Generally Accepted Accounting Principles") financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology applicable across the Indian retailing industry and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.***" on page 61.

Industry and Market Data

Unless stated otherwise, the industry and market data used in this Draft Red Herring Prospectus has been derived from industry publications, in particular, the report titled *"Gems and Jewellery Industry in India"* dated June 10, 2025 ("**CARE Report**") prepared and issued by CARE Analytics and Advisory Private Limited, engaged by us on April 23, 2025 and exclusively commissioned and paid for by us in connection with the Issue. CareEdge Research is an independent agency which has no relationship with our Company, our Promoters, any of our Directors or Key Managerial Personnel, Senior Management, or the BRLM. For risks in relation to commissioned reports, see "***Risk Factors – Extracts of industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by CARE Analytics and Advisory Private Limited exclusively commissioned and paid for by us exclusively in connection with the Issue. Any reliance on such information for making an investment decision in the Issue is subject to inherent risks.***" on page 61. CareEdge Research *vide* letter dated June 10, 2025, has accorded their no objection and consent to use the CARE Report, in full or in part, in relation to the Issue. The CARE Report is available on the website of our Company at www.revabypng.com/initial-public-offer.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. Accordingly, no investment decision should be made solely on the basis of such information. Further, industry sources and publications are also prepared based on information as of a specific date and may no longer be current or reflect current trends.

The extent to which industry and market data set forth in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in "***Risk Factors – Extracts of industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by CARE Analytics and Advisory Private Limited exclusively commissioned and paid for by us exclusively in connection with the Issue. Any reliance on such information for making an investment decision in the Issue is subject to inherent risks.***" on page 61.

In accordance with the SEBI ICDR Regulations, the section "***Basis for Issue Price***" on page 118, includes information relating to our peer company and industry averages. Such information has been derived from publicly available sources. Such industry sources and publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base this information on estimates and assumptions that may prove to be incorrect.

Currency and Units of Presentation

All references to:

- "Rupee(s)", "Rs." or "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India; and

- "U.S. Dollar(s)" or "USD" or "US Dollar" are to United States Dollars, the official currency of the United States of America.

All the figures in this Draft Red Herring Prospectus have been presented in million or in whole numbers where the numbers have been too small to present in million unless stated otherwise. One million represents 10 lakhs or 1,000,000, one billion represents 1,000 million and one trillion represents 1,000 billion. Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. All figures in decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, figures sourced from third-party industry sources may be expressed in denominations other than million or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Exchange Rates

This Draft Red Herring Prospectus contains conversion of certain other currency amount into Rupees that have been presented solely to comply with the requirements of the SEBI ICDR Regulations. These conversions should not be considered as a representation that these currency amounts have been, could have been or can be converted into Rupees at any particular rate, the rates stated below or at all.

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

(*in ₹*)

Currency	Exchange rate as on		
	March 31, 2025	March 31, 2024	March 31, 2023
USD	85.58	83.37	82.22

Source: www.fbil.org

Note: If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward looking statements, which may include statements with respect to our business strategy, our revenue and profitability, our goals and other such matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. These forward-looking statements generally can be identified by words or phrases such as "***aim***", "***anticipate***", "***believe***", "***goal***", "***expect***", "***estimate***", "***intend***", "***likely to***", "***objective***", "***plan***", "***projected***", "***should***" "***will***", "***will continue***", "***seek to***", "***will pursue***" or other words or phrases of similar import. Similarly, statements that describe our expected financial conditions, results of operations, strategies, objectives, prospects, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements. All forward-looking statements whether made by us or any third parties in this Draft Red Herring Prospectus are based on our current plans, estimates, presumptions and expectations and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company has businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, changes in the competitive landscape, the performance of the financial markets in India and globally, incidence of any natural calamities and/or acts of violence, changes in laws, regulations and taxes and changes in competition in our industry.

Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

1. Any reputational damage to our brand, name or logo "Reva" could have an adverse effect on our financial condition, cash flows and results of operations;

2. Our dependency on the brand reputation of our Corporate Promoter, P.N. Gadgil & Sons Limited and any reputational damage to their brand will also have an impact on our footfall and subsequently our sales and revenue;

3. Our inability to effectively market our products could affect consumer footfall and consequently adversely impact our business, financial condition, cash flows and results of operations;

4. Our inability to compete with products such as lab-grown or synthetic diamonds gaining popularity and become more easily available, may cause a decrease in demand for natural diamonds or gemstones from customers.

5. Our ability to sustain revenue growth and profitability is dependent on converting existing customers into repeat customers and acquiring new customers in a cost-effective manner;

6. Our ability to introduce new designs and update our collections in line with evolving customer preferences is critical to our business success. If we fail to anticipate or respond effectively to changing trends, our business prospects, results of operations, and cash flows could be adversely affected.

7. Our revenue is influenced by seasonal trends and any dip in earnings during peak periods could disproportionately affect our overall performance.

For a further discussion on factors that could cause our actual results to differ from our expectations, see "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 39, 268 and 368, respectively.

Forward-looking statements reflect our views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Promoters, our Directors, the Syndicate, the Book Running Lead Manager, nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. There can be no assurance to Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

In accordance with regulatory requirements of SEBI and as prescribed under applicable law, our Company will ensure that investors in India are informed of material developments from the date of filing of the Red Herring Prospectus until the date of listing and trading approvals by the Stock Exchanges.

SUMMARY OF THE ISSUE DOCUMENT

*This section is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled "**Risk Factors**", "**The Issue**", "**Capital Structure**", "**Objects of the Issue**", "**Industry Overview**", "**Our Business**", "**Financial Information**", "**Outstanding Litigation and Material Developments**", " **Issue Procedure**" and "**Terms of the Articles of Association**" beginning on pages 39, 68, 83, 102, 137, 268, 313, 389, 419 and 440, respectively, of this Draft Red Herring Prospectus.*

Summary of our primary business

We are a retail focused jewellery brand involved in the business of sale of a wide range of jewellery made using diamond and precious and semi-precious stones which are studded into precious metals such as gold and platinum. We also retail plain platinum jewellery including rings, bracelets and chains. Our products are sold under our flagship brand, "Reva". As a design-led brand, we offer designs across various price points tailored to various occasions and customer preferences. Our retail network comprises of shops-in-shop where we set up our brand in a dedicated space within the premises of the retail stores operated by our Corporate Promoter, P.N. Gadgil & Sons Limited ("**Stores**"), allowing us to leverage their established infrastructure and customer footfall while maintaining our brand identity. As of March 31, 2025, we have 33 Stores across 25 cities in the states of Maharashtra, Gujarat and Karnataka aggregating to an area of 599.15 Running Feet. Our Stores are divided into two categories, namely, franchise owned and company operated ("**FOCO**") and franchise owned and franchise operated ("**FOFO**"). Our product offerings are designed to cater to a broad spectrum of customers, starting at an accessible price point of approximately ₹20,000 and going up till high-value jewellery. This entry-level pricing allows us to tap into a larger market, appealing to both first-time buyers and seasoned jewellery enthusiasts who seek high-quality designs without compromising on affordability.

For further information, see "***Our Business***" on page 268.

Summary of the industry in which we operate

The Indian gems and jewellery industry is a significant pillar of the national economy, contributing approximately 7% to the country's GDP and around 15% of total merchandise exports. The sector is expected to grow steadily, driven by domestic consumption and international demand. India is the largest diamond-cutting and polishing hub globally, producing over 90% of the world's polished diamonds. The industry comprises various segments, including gold jewellery, diamond jewellery, coloured gemstones, and diamond-studded gold jewellery, with gold jewellery dominating the market. Gold plays a vital cultural and religious role in India, symbolising prosperity and wealth, and is an essential part of weddings, festivals, and other ceremonies. The manufacturing base is geographically concentrated in key states like Maharashtra, Gujarat, and Tamil Nadu. Organised players are gaining traction as the industry undergoes formalisation. Increasing consumer preference for branded jewellery, quality assurance, and contemporary designs is driving this transition. Government initiatives, such as mandatory hallmarking for gold jewellery, the Gold Monetisation Scheme, and easing gold import restrictions, are bolstering the formal sector. In 2024, seven major trade fairs were organised by prominent councils such as the Gem and Jewellery Export Promotion Council (GJEPC), the All India Gem and Jewellery Domestic Council and others. These events were held across cities, including Jaipur, Mumbai, Bengaluru, Coimbatore, Delhi NCR, Hyderabad, and Kolkata, showcasing the dynamic Gems and Jewellery sector in India. Serving as vital platforms, these fairs promoted innovation, enhanced domestic and international trade, and fostered collaborations among industry stakeholders. Domestic demand is fuelled by rising disposable incomes, urbanisation, and a growing preference for lightweight, modern designs, especially among younger consumers. On the export front, markets like the U.S., UAE, and Hong Kong continue to drive growth. Trade agreements and government support for export-oriented policies further strengthen India's position in the global market. While the sector holds immense potential, it faces challenges such as gold price volatility, dependency on imports, and increasing competition from synthetic diamonds. Fluctuations in international demand and compliance with stringent regulatory norms also pose risks. However, these hurdles are being addressed through policy interventions, innovation, and diversification. Technological advancements, while still emerging, are being explored to improve efficiency and build trust. Digital retail platforms and blockchain-based supply chain transparency tools are examples of these efforts. However, traditional factors such as India's skilled workforce, robust manufacturing infrastructure, and a deep-rooted cultural affinity for jewellery remain the primary growth drivers. In conclusion, the Indian gems and jewellery industry continues to thrive, blending traditional strengths with evolving consumer preferences and gradual modernisation. Its ability to adapt to changes while leveraging its heritage ensures its sustained growth and competitiveness on the global stage. (*Source: CARE Report*)

For further information, see "***Industry Overview***" on page 137.

Our Promoters

The Promoters of our Company are P.N. Gadgil & Sons Limited, Govind Vishwanath Gadgil and Renu Govind Gadgil. For further details, see "***Our Promoters and Promoter Group***" on page 308.

Issue Size

The following table summarizes the details of the Issue. For further details, see "***The Issue***" and "***Issue Structure***" on pages 68 and 414, respectively.

Issue[(1)]	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹4,500 million
which includes	
Employee Reservation Portion[(2)]	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million
Net Issue	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million

(1) *Our Board has authorised the Issue pursuant to its resolution dated April 10, 2025. Our Shareholders have authorised the Issue pursuant to a special resolution dated May 5, 2025.*

(2) *In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits. The undersubscribed portion, if any, in the Employee Reservation Portion shall be added back to the Net Issue. In case of undersubscription in the Net Issue, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion. The Employee Reservation Portion shall not exceed 5% of our post-Issue paid-up Equity Share capital.*

For details, see "***Other Regulatory and Statutory Disclosures***" on page 397.

The Issue and Net Issue shall constitute [●]% and [●]%, respectively, of the post-Issue paid-up Equity Share capital of our Company. For further details, see "***The Issue***" beginning on page 68.

Objects of the Issue

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

Sr No	Particulars	Total estimated amount / expenditure
1.	Funding expenditure towards setting-up of 15 New Stores	2,865.64
2.	Marketing and promotional expenses related to the launch of the 15 New Stores, aimed at enhancing local brand awareness and visibility of our flagship brand, "Reva", in their respective areas	354.75
3.	General corporate purposes [(1)]	[●]
	Net Proceeds [(1)]	[●]

(1) *To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds, in accordance with SEBI ICDR Regulations.*

For further details, see "***Objects of the Issue***" on page 102.

Aggregate pre-Issue shareholding of our Promoters and members of our Promoter Group

The aggregate pre-Issue Equity shareholding and percentage of the pre-Issue paid-up Equity Share capital, of each of our Promoters and members of our Promoter Group as on the date of this Draft Red Herring Prospectus is set forth below:

Name	Pre-Issue		Post-Issue[1]	
	Number of Equity Shares of face value of ₹10 each	Percentage of pre-Issue Equity Share capital (%)	Number of Equity Shares of face value of ₹10 each	Percentage of post-Issue Equity Share capital (%)
Promoters				
P.N. Gadgil & Sons Limited	4,207,500	19.24	[●]	[●]
Govind Vishwanath Gadgil	6,975,000	31.90	[●]	[●]
Renu Govind Gadgil	6,975,000	31.90	[●]	[●]
Total (A)	**18,157,500**	**83.04**	[●]	[●]
Promoter Group (other than Promoters)				
Anjali Vishwanath Gadgil	508,500	2.33	[●]	[●]
Rohini Udaya Kalkundrikar	450,000	2.06	[●]	[●]
Jyoti Ravindra Paranjape	5,400	0.02	[●]	[●]
Sub-Total (B)	**963,900**	**4.41**	**[●]**	**[●]**
Total (A+B)	**19,121,400**	**87.45**	**[●]**	**[●]**

(1) *Subject to completion of the Issue and finalization of the Allotment.*

For further details, see "***Capital Structure***" beginning on page 83.

Shareholding of our Promoters, members of our Promoter Group and additional top 10 Shareholders of our Company as at allotment

The aggregate pre-Issue Equity shareholding and percentage of the pre-Issue paid-up Equity Share capital, of each of our Promoters, and members of our Promoter Group of our Company as on the date of this Draft Red Herring Prospectus is set forth below:

S. No	Name of the shareholder	Pre- Issue shareholding as at the date of Advertisement (1)		Post- Issue shareholding as at the date of Allotment (2)			
				At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
		No. of Equity Shares held	Percentage of the Equity Share capital on a fully diluted basis (%)	Number of Equity Shares	Shareholding (in %)	Number of Equity Shares	Shareholding (in %)
Promoter							
1.	P.N. Gadgil & Sons Limited	[●]	[●]	[●]	[●]	[●]	[●]
2.	Govind Vishwanath Gadgil	[●]	[●]	[●]	[●]	[●]	[●]
3.	Renu Govind Gadgil	[●]	[●]	[●]	[●]	[●]	[●]
	Sub-Total (A)	**[●]**	**[●]**	**[●]**	**[●]**	**[●]**	**[●]**
Promoter Group							
1.	Anjali Vishwanath Gadgil	[●]	[●]	[●]	[●]	[●]	[●]
2.	Rohini Udaya Kalkundrikar	[●]	[●]	[●]	[●]	[●]	[●]
3.	Jyoti Ravindra Paranjape	[●]	[●]	[●]	[●]	[●]	[●]
	Sub-Total (B)	**[●]**	**[●]**	**[●]**	**[●]**	**[●]**	**[●]**
Additional top 10 shareholders							
1.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
2.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
3.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
4.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
5.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
6.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
7.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
8.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
9.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
10.	[●]	[●]	[●]	[●]	[●]	[●]	[●]

S. No	Name of the shareholder	Pre- Issue shareholding as at the date of Advertisement (1)		Post- Issue shareholding as at the date of Allotment (2)			
		No. of Equity Shares held	Percentage of the Equity Share capital on a fully diluted basis (%)	At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
				Number of Equity Shares	Shareholding (in %)	Number of Equity Shares	Shareholding (in %)
Total		[●]	[●]	[●]	[●]	[●]	[●]

(1) *Basis the shareholding as at the date of Advertisement.*
(2) *Basis the Issue Price of ₹[●] and subject to finalization of basis of allotment.*

Summary of Selected Financial Information derived from our Restated Financial Information

The summary of selected financial information of the Company derived from the Restated Financial Information is set forth below:

(*₹ in million, unless otherwise specified*)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Equity Share capital/Partners capital	48.59	91.44	87.25
Net worth(1)	2463.37	1026.46	601.92
Revenue from operations	2,581.83	1,956.34	1,988.48
Profit/(loss) after tax	**594.74**	**424.14**	**517.47**
Basic EPS (₹)(2)	35.21	-	-
Diluted EPS (₹)(3)	35.21	-	-
Net asset value per equity share (₹)(4)	45.82	-	-
Total borrowings(5)	906.50	-	-

Notes:

(1) *Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*

(2) *Basic earnings per share (₹) is calculated by dividing the net restated profit for the year attributed to equity shareholders by the weighted average number of Equity Shares outstanding during the year. No basic & diluted earnings per share is presented for the year ended March 31, 2024 and for the year ended March 31, 2023 as the Company was formed by way of conversion of erstwhile partnership firm on December 20, 2024. The basic & diluted earnings per share for the year ended March 31, 2025 has been computed considering the 36,60,000 number of equity shares of INR 10 each, which has been issued to the partners of the erstwhile partnership firm on conversion of company on December 20, 2024 and preferential issue of 11,99,200 equity shares of INR 10 each by the company on March 24, 2025. The weighted average number of shares are computed on day proportionate basis from the date of incorporation of the company and applied to the profit for the year ended March 31, 2025. EPS Adjusted for Issue of Bonus Shares in accordance with IND AS 33. The Company at its Board Meeting held on April 28, 2025 has approved the issue of bonus shares in the proportion of 350 new bonus equity shares of face value of ₹ 10 for every 100 existing fully paid-up equity shares of face value of ₹ 10 each. The record date for the purposes of determining the entitlement for the bonus issue is May 16, 2025. This bonus issue is approved by the shareholders in the Extra ordinary general meeting held on May 21, 2025. Accordingly, the EPS for the year ended March 31, 2025 adjusted for Bonus Issue in the table above.*

(3) *Diluted earnings per share (₹) is calculated by dividing the net restated profit for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the period/year as adjusted for the effects of all dilutive potential Equity Shares outstanding during the period/year.*

(4) *Net asset is computed as total assets minus total liabilities, as per restated statement of assets and liabilities. Net asset value per Equity Share (₹45.82) is computed as Net Asset Value, divided by the total number of equity shares outstanding post bonus Issue.*

(5) *Total borrowings represent sum of current borrowings and non-current borrowings.*

For further details, see "***Restated Financial Information***" on page 313.

Qualifications of the auditors which have not been given effect to in the Restated Financial Information

The Statutory Auditors have not made any qualifications in their examination report, which have not been given effect to in the Restated Financial Information.

Summary of Outstanding Litigation and Material Developments

A summary of outstanding litigation proceedings involving our Company, our Promoters, our Directors, our Key Managerial Personnel and our Senior Managerial Personnel as disclosed in this Draft Red Herring Prospectus as per the Materiality Policy, is provided below:

Category of individuals/ entities	Criminal proceedings	Tax proceedings	Statutory or regulatory actions	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigation as per the Materiality Policy	Aggregate amount involved* (in ₹ million)
Company						
By our Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Company	Nil	Nil	Nil	Nil	Nil	Nil
Directors						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against our Directors	Nil	2#	Nil	Nil	Nil	3.74#
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	13	Nil	Nil	Nil	275.19
Key Managerial Personnel						
By the Key Managerial Personnel	Nil	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Against our Key Managerial Personnel	Nil	Not Applicable	Nil	Not Applicable	Not Applicable	Not Applicable
Senior Managerial Personnel						
By the Senior Managerial Personnel	Nil	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Against the Senior Managerial Personnel	Nil	Not Applicable	Nil	Not Applicable	Not Applicable	Not Applicable

* *To the extent quantifiable.*

\# *Against the Promoter Govind Vishwanath Gadgil in the capacity of Director.*

As on the date of this Draft Red Herring Prospectus, our Company does not have any group company.

For further details of the outstanding litigation proceedings, see "***Outstanding Litigation and Material Developments***" beginning on page 389.

Risk Factors

Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. Details of our top 10 risk factors are set forth below:

Sr. No.	Particulars
1.	The success of our business is closely tied to the strength and reputation of our flagship brand, "Reva". However, there is no guarantee that we will be able to effectively maintain or enhance the awareness and perception of the "Reva" brand in the market. Any reputational damage to the brand, name or logo could have an adverse effect on our financial condition, cash flows and results of operations.
2.	We are dependent on the brand reputation of our Corporate Promoter, P.N. Gadgil & Sons Limited and any reputational damage to their brand will also have an impact on our footfall and subsequently our sales and revenue

3.	Our inability to effectively market our products could affect consumer footfall and consequently adversely impact our business, financial condition, cash flows and results of operations.
4.	Products such as lab-grown or synthetic diamonds are gaining popularity and become more easily available, which may cause a decrease in demand for natural diamonds or gemstones from customers. The lower cost and growing acceptance of these diamonds is a potential threat to the natural diamond industry, and our pricing strategies may not be successful in competing with cost-efficient synthetic alternative products.
5.	Our ability to sustain revenue growth and profitability is dependent on converting existing customers into repeat customers and acquiring new customers in a cost-effective manner. If we fail to achieve this, our business, financial condition, results of operations, and cash flows could be adversely affected.
6.	Our ability to introduce new designs and update our collections in line with evolving customer preferences is critical to our business success. If we fail to anticipate or respond effectively to changing trends, our business prospects, results of operations, and cash flows could be adversely affected.
7.	Our inability to maintain an optimal level of inventory in our Stores may impact our operations adversely.
8.	Our revenue is influenced by seasonal trends and any dip in earnings during peak periods could disproportionately affect our overall performance.
9.	A significant portion of our revenue comes from our Stores in Maharashtra, where our operations are heavily focused. If this region or these key locations face any negative developments, it could harm our business performance, growth potential, financial health, and overall profitability.
10.	Our business depends on adequate working capital to support our continues growth. If we are unable to maintain the working capital requirements, on favourable terms, it may harm our operations, financial stability, and profitability

Our business depends on adequate working capital to support our continues growth. If we are unable to maintain the working capital requirements, on favourable terms, it may harm our operations, financial stability, and profitability. For details, see "***Risk Factors***" beginning on page 39.

Summary of Contingent Liabilities and Capital Commitments

There are no contingent liabilities as per Ind AS 37 as on March 31, 2025 as indicated in our Restated Financial Information.

For further details, please see "***Restated Financial Information – Note 34***", "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" and "***Outstanding Litigation and Material Developments***" beginning on pages 313, 368 and 389, respectively.

Summary of Related Party Transactions

The following is the summary of transactions with related parties for the years ended March 31, 2025, 2024 and 2023, as per the requirements under Ind AS 24, derived from the Restated Financial Information.

(₹ in million)

Name of the related party	Description of relationship	Nature of transactions	March 31, 2025	March 31, 2024	March 31, 2023
Govind Vishwanath Gadgil	Partners of partnership firm	Share of profit in partnership firm	2.92	1.88	1.45
		Net Drawings	25.65	-	1.10
		Payment to partners	-	0.52	-
		Sale of goods	0.07	-	-
		Sale of Investment property	9.50	-	-
Renu Govind Gadgil	Partners of partnership firm	Share of profit in partnership firm	1.90	1.22	0.94

Name of the related party	Description of relationship	Nature of transactions	March 31, 2025	March 31, 2024	March 31, 2023
		Net Drawings	36.00	-	7.00
		Sale of goods	-	2.26	-
Sunita Amit Modak	Partners of partnership firm	Share of profit in partnership firm	0.92	0.59	0.45
		Net Drawings	2.93	-	-
		Partner's remuneration	-	0.50	0.50
		Capital introduced	-	0.50	0.50
		Payment to partners	-	0.32	-
		Sale of goods	-	0.30	-
Mugdha Aditya Modak	Relative of partners of partnership firm	Sale of Goods	-	0.22	-
Aditya Amit Modak	Partners of partnership firm	Sale of Goods	0.16	0.05	0.10
		Share of profit in partnership firm	0.01	-	-
		Capital introduced	1.00	-	-
Rohini Kalkundrikar	Partners of partnership firm	Share of profit in partnership firm	0.01	-	-
		Capital introduced	1.00	-	-
Anjali Vishwanath Gadgil	Partners of partnership firm	Share of profit in partnership firm	0.01	-	-
		Capital introduced	1.00	-	-
P. N. Gadgil & Sons Limited	Enterprise over which KMP(s) or their relatives have control/significant influence	Sale of Goods	95.91	-	-
		Payable on account of common control transaction (including applicable taxes on above - GST)	1,670.96	-	-
		Commission expenses	30.01	-	-
Amit Yeshwant Modak	Partners of partnership firm	Share of profit in partnership firm	0.01	-	-
		Capital introduced	1.00	-	-
Amit Yeshwant Modak	Key managerial personnel	Sale of Goods	0.41	-	-
		Director remuneration*	0.20	0.20	0.20

Name of the related party	Description of relationship	Nature of transactions	March 31, 2025	March 31, 2024	March 31, 2023
Kirti Suryakant Vaidya	Key managerial personnel	Employee benefit expenses	0.50	-	-
Ravindra Vinayak Khadilkar	Relative of person having significant influence	Sale of Goods	1.44	-	-
Jyoti Ravindra Paranjape	Relative of person having significant influence	Sale of Goods	0.07	-	-

*Notes: *Proportionate share of remuneration allocated relating to diamond business*
As certified by Joshi & Sahney, Chartered Accountants, pursuant to their certificate dated June 16, 2025

For details of the related party transactions in accordance with Ind AS 24, see "***Restated Financial Information –Annexure VI*** on page 313.

Financing Arrangements

There have been no financing arrangements whereby our Promoters, members of our Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

Details of price at which equity shares were acquired by our Promoters, members of the Promoter Group, and Shareholders with right to nominate directors or other rights in the last three years preceding the date of this Draft Red Herring Prospectus

There are no Shareholders with right to nominate directors or other rights in our Company. Set out below are details of the price at which equity shares were acquired by the Promoters and members of the Promoter Group in the last three years preceding the date of this Draft Red Herring Prospectus:

Name of acquirer / shareholder	Nature of transaction	Nature of consideration	Face value (in ₹)	Date of acquisition	Number of equity shares acquired	Acquisition price per equity share (in ₹)[(1)]
Promoters						
P.N. Gadgil & Sons Limited	Preferential Issue	Cash	10	March 24, 2025	935,000	750
	Bonus Issue	NA	10	May 21, 2025	3,272,500	NIL
Govind Vishwanath Gadgil	Subscriber to the MoA	Cash*	10	December 20, 2024	1,550,000	10
	Bonus Issue	NA	10	May 21, 2025	5,425,000	NIL
Renu Govind Gadgil	Subscriber to the MoA	Cash*	10	December 20, 2024	1,550,000	10
	Bonus Issue	NA	10	May 21, 2025	5,425,000	NIL
Promoter Group						
Rohini Udaya Kalkundrikar	Subscriber to the MoA	Cash*	10	December 20, 2024	100,000	10
	Bonus Issue	NA	10	May 21, 2025	350,000	NIL
Anjali Vishwanath Gadgil	Subscriber to the MoA	Cash*	10	December 20, 2024	100,000	10
	Preferential Issue	Cash	10	March 24, 2025	13,000	750
	Bonus Issue	NA	10	May 21, 2025	395,500	NIL
Jyoti Ravindra Paranjape	Preferential Issue	Cash	10	March 24, 2025	1,200	750
	Bonus Issue	NA	10	May 21, 2025	4,200	NIL

** The capital balance of the Partner of the erstwhile firm is converted into Equity Share Capital of the company on conversion of the firm into the company as on December 20, 2024.*
(1) As certified by Joshi & Sahney, Chartered Accountants, pursuant to the certificate dated June 16, 2025.

Weighted average price at which the equity shares were acquired by our Promoters in the one year preceding the date of this Draft Red Herring Prospectus

The weighted average price at which the equity shares were acquired by our Promoters in the one year preceding the date of this Draft Red Herring Prospectus is as follows:

Name	Number of equity shares of face value of ₹10 acquired in last one year	Weighted average price of equity shares acquired in the last one year (in ₹)[1]
P.N. Gadgil & Sons Limited	42,07,500	166.67
Govind Vishwanath Gadgil	69,75,000	2.22
Renu Govind Gadgil	69,75,000	2.22

[1] *As certified by Joshi & Sahney, Chartered Accountants, pursuant to the certificate dated June 16, 2025.*

Weighted Average cost of acquisition of Equity Shares by our Promoters

The weighted average cost of acquisition per Equity Share by our Promoters as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name	Number of Equity Shares of face value of ₹10 each held	Weighted Average cost of acquisition per Equity Share (in ₹)[1]
1.	P.N. Gadgil & Sons Limited	42,07,500	166.67
2.	Govind Vishwanath Gadgil	69,75,000	2.22
3.	Renu Govind Gadgil	69,75,000	2.22

[1] *As certified by Joshi & Sahney, Chartered Accountants, pursuant to the certificate dated June 16, 2025.*

Weighted average cost of acquisition of all shares transacted in last one year, 18 months and three years preceding the date of this Draft Red Herring Prospectus

Period	Weighted average cost of acquisition (in ₹)[1]	Cap Price is 'x' times the weighted average cost of acquisition[2]	Range of acquisition price: lowest price – highest price (in ₹)[1]
Last one year	42.81	[●]	Nil – 750
Last 18 months	42.81	[●]	Nil – 750
Last three years	42.81	[●]	Nil – 750

[1] *As certified by Joshi & Sahney, Chartered Accountants, pursuant to the certificate dated June 16, 2025.*
[2] *To be updated in the Prospectus, once the Price Band information is available.*

Details of pre-IPO placement

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

Issue of Equity Shares for consideration other than cash or bonus issue in the last one year

Except as stated below, our Company has not issued any Equity Shares for consideration other than cash or bonus issue in the one year preceding the date of this Draft Red Herring Prospectus.

<table>
<tr><th>Date of Allotment</th><th>Nature of Allotment</th><th colspan="2">Name of Allottee(s)</th><th>Number of equity shares allotted</th><th>Face value per equity share (₹)</th><th>Issue price per equity share (₹)</th><th>Nature of consideration</th></tr>
<tr><td rowspan="2">May 21, 2025</td><td rowspan="2">Bonus issue in the ratio of 350 Equity Shares for every 100</td><th>No. of Equity shares of face value of ₹ 10 allotted</th><th>Name of allottees</th><td rowspan="2">17,007,200</td><td rowspan="2">10</td><td rowspan="2">NA</td><td rowspan="2">NA</td></tr>
<tr><td></td><td></td></tr>
</table>

Date of Allotment	**Nature of Allotment**	**Name of Allottee(s)**		**Number of equity shares allotted**	**Face value per equity share (₹)**	**Issue price per equity share (₹)**	**Nature of consideration**
	Equity Shares	5,425,000	Govind Vishwanath Gadgil				
		5,425,000	Renu Govind Gadgil				
		560,000	Sunita Amit Modak				
		350,000	Rohini Udaya Kalkundrikar				
		350,000	Aditya Amit Modak				
		500,500	Amit Yeshwant Modak				
		395,500	Anjali Vishwanath Gadgil				
		2,450	Nitish Vivek Patankar				
		7,000	Madhavi Ghanshyam Date				
		14,000	Sadashiv Shankar Pandit				
		3,500	Anushree Amol Prabhu				
		5,250	Mugdha Aditya Modak				
		7,000	Shripad Rajaram Kulkarni				
		1,750	Geeta Vijay Chitnis				
		15,750	Manoj Kantilal Jain				
		5,250	Nikhil Prakash Patke				
		4,550	Ashish Gaurav				
		5,250	Tapish Kukde				
		3,500	Ramesh Motiram Chaudhari				
		3,500	Kinjal Sharda				
		10,500	Rushabh Shailesh Shah				
		10,500	Rakesh Lalitkumar Jain				
		3,500	Lalchand Fulchand Karnavat				
		5,250	Sujata Shankar Walke				
		7,000	Viraj Kulkarni				

Date of Allotment	Nature of Allotment	Name of Allottee(s)		Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration
		3,150	Girish Javherilal Joshi				
		7,000	Aditya Hemant Bhat				
		7,000	Anuradha Sadashiv Natu jointly with Ranjeet Sadashiv Natu				
		3,500	Deepti Manvendra Kulkarni				
		10,500	Gauri Sanjay Antarkar				
		5,250	Sachin Vishwanath Hapse				
		7,000	Manasi Nikhil Kulkarni				
		3,500	Samruddhi Sushil Bapat				
		6,300	Kailas Shridhar Bhat				
		1,050	Pranav Uday Patkar				
		7,000	Smita Vishwas Bokil				
		3,500	Anuja Sudarshan Wagh				
		5,250	Sunil Umakant Pathak jointly with Simantini Sunil Pathak				
		4,900	Archana Mahesh Saygaonkar				
		7,000	Archana Gorhe				
		17,500	Vrajesh Shah, Karta - Vrajesh Shah HUF				
		2,450	Sayali Sanjiv Chandsarkar				
		7,000	Virendra Vikas Nadgir				
		10,500	Kunal Gadhi, Karta - Kunal Gandhi HUF				
		2,450	Susheel Bhandari				
		9,100	Honrao Swati Vishwas				

Date of Allotment	Nature of Allotment	Name of Allottee(s)		Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration
		3,500	Satish Narayan Joshi				
		7,000	Gauri Kalkundrikar				
		7,000	Devashree Kalkundrikar				
		4,200	Poorva Ravindra Khadilkar				
		1,050	Bhargavi Kulkarni				
		4,200	Jyoti Ravindra Paranjape				
		7,000	Arundhati Gadgil				
		1,050	Abhay Deole				
		3,150	Amit Prakash Tillu				
		17,500	Shrikant Digambar Kuber				
		28,000	Satish Digambar Kuber				
		5,250	Sharankumar Ratkalkar				
		7,000	Samir Prabhakar Gadgil				
		7,000	Ganesh Hari Gadgil				
		4,200	Asha Karmani				
		7,000	Omnarayan Chainsukhji Bhangdiya				
		3,500	Yogeshkumar Shankar Sutar				
		7,000	Archit Gupta				
		7,000	Tanu Gogia				
		42,000	Rujuta Ravindra Lale				
		3,150	Swati Madhav Godbole				
		1,050	Narayan Gyanchand Merani				
		7,000	Yashodhan Sunil Bhide				
		5,250	Sanjay Narayan Patankar				
		7,000	Rajesh Kumar Singla				

Date of Allotment	Nature of Allotment	Name of Allottee(s)	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration
		7,000 Rajesh Pandey				
		7,000 Rahul Kumar Paliwal				
		17,500 Somesh Zalani				
		1,050 Kirtika Sharma				
		4,200 Prabhakar Bajirao Walgude				
		17,500 Himmat Oswal				
		2,100 Jaideep Nilkanth Barve				
		1,050 Dilip Joshi				
		2,100 Naresh Shah				
		3,500 Nileema Sunil Pathak				
		5,250 Himgauri Vasudeo Gadgil				
		7,000 Mangal Kisan Shendkar				
		10,500 Vishnukumar Mahadeo Kulkarni				
		7,000 Satwik Jain				
		1,050 Pundlik Bhagvan Jadhav				
		1,050 Ganesh Gulab Shinde				
		1,050 Uddhav Mukund Kate				
		1,050 Nitin Chandrakant Mandhare				
		1,050 Pramod Parbati Jadhav				
		3,500 Pushpalata Ramdas Naik				
		1,050 Shreeshail Shivaraya Devkate				
		7,000 Kirti Suryakant Vaidya				
		4,200 Smita Pushkaraj Ghatpande				
		2,100 Sabiha Saleem Yalagi				
		2,100 Priyanka Rahul Sonawane				

<table>
<tr><th>Date of Allotment</th><th>Nature of Allotment</th><th>Name of Allottee(s)</th><th>Number of equity shares allotted</th><th>Face value per equity share (₹)</th><th>Issue price per equity share (₹)</th><th>Nature of consideration</th></tr>
<tr><td></td><td></td><td><table>
<tr><td>6,300</td><td>Yogesh Ramesh Doshi</td></tr>
<tr><td>2,100</td><td>Ashwin Vinayak Kulkarni</td></tr>
<tr><td>7,000</td><td>Salil Sunit Nitsure</td></tr>
<tr><td>1,750</td><td>Mahesh Vasantrao Mahadik</td></tr>
<tr><td>3,150</td><td>Kalpak Lalitkumar Binaykiya</td></tr>
<tr><td>7,000</td><td>Bapusaheb Pralhad Karwar</td></tr>
<tr><td>1,050</td><td>Mukund Suresh Kulthe</td></tr>
<tr><td>3,500</td><td>Shivraj Lalaso Kanase</td></tr>
<tr><td>3,500</td><td>Smita Vijay Mudhol</td></tr>
<tr><td>1,400</td><td>Sachin Shankar Goriwale</td></tr>
<tr><td>3,500</td><td>Sandeep Digambar Potdar</td></tr>
<tr><td>1,750</td><td>Santosh Sakharam Godse</td></tr>
<tr><td>3,500</td><td>Kishor Pandurang Thorat</td></tr>
<tr><td>1,750</td><td>Swati Kiran Jadhav</td></tr>
<tr><td>2,100</td><td>Pravina Yogesh Dusane</td></tr>
<tr><td>2,100</td><td>Mahesh Ramesh Varma</td></tr>
<tr><td>2,100</td><td>Triveni Vinay Chalke</td></tr>
<tr><td>7,000</td><td>Pradeep Pramod Wadekar</td></tr>
<tr><td>7,000</td><td>Rahul Shashikant Shevkari</td></tr>
<tr><td>5,250</td><td>Vrujendra Laxman Waghchaure</td></tr>
<tr><td>1,050</td><td>Vishal Sitaram Minde</td></tr>
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<tr><th>Date of Allotment</th><th>Nature of Allotment</th><th>Name of Allottee(s)</th><th>Number of equity shares allotted</th><th>Face value per equity share (₹)</th><th>Issue price per equity share (₹)</th><th>Nature of consideration</th></tr>
<tr><td></td><td></td><td><table>
<tr><td>1,750</td><td>Sarang Hemant Wadekar</td></tr>
<tr><td>7,000</td><td>Neha Dhirendra Boid</td></tr>
<tr><td>28,000</td><td>Prafulla Dharmarajb Wagh</td></tr>
<tr><td>7,000</td><td>Kisan Maruti Shendkar</td></tr>
<tr><td>7,000</td><td>Jitendra Prakash Joshi</td></tr>
<tr><td>1,050</td><td>Vivek Vasant Joshi</td></tr>
<tr><td>7,000</td><td>Shashikumar Pankaj</td></tr>
<tr><td>7,000</td><td>Rajesh Bhagchand Soni</td></tr>
<tr><td>10,500</td><td>Kiran Ramchandra Jawalkar</td></tr>
<tr><td>1,750</td><td>Prasad Prabhakar Ghodke</td></tr>
<tr><td>1,050</td><td>Sadanand Aadep</td></tr>
<tr><td>3,150</td><td>Yogesh Mukund Nerlekar</td></tr>
<tr><td>1,050</td><td>Girish Suresh Wagholikar</td></tr>
<tr><td>1,050</td><td>Ganesh Machindra Jagtap</td></tr>
<tr><td>2,100</td><td>Surekha Sameer Shivgar</td></tr>
<tr><td>1,050</td><td>Prem Deshpande</td></tr>
<tr><td>1,050</td><td>Nayan Nabara</td></tr>
<tr><td>1,050</td><td>Amit Jaywant Salvi</td></tr>
<tr><td>1,750</td><td>Mahesh Padmakar Vispute</td></tr>
<tr><td>2,100</td><td>Vijay Sharad Jadhav</td></tr>
<tr><td>3,272,500</td><td>P.N. Gadgil & Sons Limited</td></tr>
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For further details, see "- *Capital Structure - Share Capital History of our Company - Equity Share Capital*" on page 84

Split / Consolidation of Equity Shares in the last one year

Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not, applied for, or received, any exemption from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

SECTION II – RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. Potential investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. We have described the risks and uncertainties that we believe are material, but these risks and uncertainties may not be the only risks relevant to us, our Equity Shares, or the industry in which we currently operate or propose to operate. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also have an adverse impact on our business, results of operations, cash flows and financial condition. If any of the following risks or a combination of risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition may be adversely affected, the trading price of our Equity Shares could decline, and investors may lose all or part of their investment. To obtain a complete understanding of our business, you should read this section in conjunction with the sections titled "**Industry Overview**", "**Our Business**", "**Restated Financial Information**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" beginning on pages 137, 268, 313 and 368, respectively, of this Draft Red Herring Prospectus, as well as the other financial information contained in this Draft Red Herring Prospectus.*
*In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Issue including the merits and risks involved. Potential investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Issue. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries. This Draft Red Herring Prospectus contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including the considerations described in this section and elsewhere in this Draft Red Herring Prospectus. See "**Forward-Looking Statements**" on page 21 of this Draft Red Herring Prospectus.*

*Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see "**Restated Financial Information**" on page 313. Our financial year ends on March 31 of each year, so all references to a particular financial year or Fiscal are to the 12-month period ended March 31 of that year.*

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Gems and Jewellery Industry in India" dated June 10, 2025 (the "**CARE Report**") prepared and issued by CARE Analytics and Advisory Private Limited, appointed by us pursuant to an engagement letter dated April 23, 2025 and exclusively commissioned and paid for by us in connection with the Issue. A copy of the CARE Report is available on the website of our Company at www.revabypng.com/initial-public-offer. The data included herein includes excerpts from the CARE Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information relevant for the proposed CARE Report, that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CARE Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see "**Risk Factors – Extracts of industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by CARE Analytics and Advisory Private Limited exclusively commissioned and paid for by us exclusively in connection with the Issue. Any reliance on such information for making an investment decision in the Issue is subject to inherent risks.**" on page 61. Also see, "**Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data**" on page 18.*

On January 31, 2025, PNGS Reva Diamond Jewellery Limited ("Transferee") and P.N. Gadgil & Sons Limited ("Transferor") entered into a Business Transfer Agreement ("BTA") under which the Transferor agreed to transfer the operations relating to diamond business on slump sale basis to the Transferee. Since, PNGS Reva Diamond Jewellery Limited and P.N. Gadgil & Sons Limited were under common control considering the contractual arrangement between the common shareholders of the Transferor and Transferee who collectively have power to govern the financial and operating policies so as to obtain benefits from the activities for these entities and the ultimate collective power is not transitory. Accordingly, applying Appendix C of Ind AS 103 - Business Combinations, this financial statement includes financial information relating to diamond business, as if the *business combination had occurred from April 01, 2022, irrespective of the actual date of the business combination.*

Internal Risks

1. ***The success of our business is closely tied to the strength and reputation of our flagship brand, "Reva". However, there is no guarantee that we will be able to effectively maintain or enhance the awareness and perception of the "Reva" brand in the market. Any reputational damage to the brand, name or logo could have an adverse effect on our financial condition, cash flows and results of operations.***

The success of our business depends on the strength and reputation of our flagship brand, "Reva," and our ability to maintain and enhance its awareness. India's domestic diamond consumption is witnessing steady growth, supported by rising disposable incomes, increasing urbanisation, and evolving consumer preferences towards branded and lightweight diamond jewellery *(Source: CARE Report)* Our brand is a critical asset and its recall value, public perception, and recognition of quality are essential to attracting and retaining customers, driving interest in new products, and supporting our growth and financial performance. Given the intense competition in the jewellery industry, failure to enhance our brand and distinguish our offerings from competitors could result in an inability to attract the necessary customer base to sustain business growth. The demand for diamond-studded gold jewellery is driven by factors like higher disposable incomes, a growing preference for branded products, and the influence of global fashion trends. *(Source: CARE Report)* The successful development, promotion, and positioning of our brand depends on effective marketing and merchandising strategies, the strength of our customer relationships, and our capacity to consistently deliver a high-quality experience. To sustain and strengthen the "Reva" brand, we invest in targeted marketing, advertising, public relations, and other promotional activities such as WhatsApp marketing as well as social media platforms such as Instagram, Facebook, Google advertisements and digital advertisements which we broadcast on third party over-the-top (OTT) media platforms, movie theatres. These efforts are aimed at positioning our brand effectively, particularly in relation to new products or product categories, and mitigating the risk of brand dilution. However, there is no assurance that these initiatives will be successful or that we will be able to maintain or enhance brand awareness as intended.

Our brand image and reputation could be adversely affected by various factors, including but not limited to:

- Poorly executed or ineffective marketing and advertising campaigns, or unforeseen increases in associated costs;
- Negative publicity, including any adverse incidents involving our brand ambassadors, past or future, even if unfounded or unrelated to our operations;
- Customer dissatisfaction, negative reviews, or complaints regarding product quality, pricing, or in-store experiences;
- Incidents of theft, fraud, or misconduct by employees or third-party service providers, including logistics partners, which could lead to delays, product damage, or reputational harm;
- Allegations of product defects, misbranding, or other compliance issues, regardless of their validity;
- Unsuccessful product launches or inability to meet customer expectations in new product categories;
- Failure to effectively differentiate our brand from competitors or adapt to changing market trends.

While we have not been affected from any of these factors in the past, any future occurrence of these factors could tarnish our brand's image, reduce customer trust, and negatively impact our ability to retain existing customers or attract new ones. Additionally, our reliance on third-party logistics providers for delivery and transport services introduces risks, as any delays, damages, or misconduct by these providers could harm our brand reputation. While we have implemented measures to address these risks, including customer feedback mechanisms and quality control processes, there can be no guarantee that such measures will fully mitigate the potential impact. There is also an increasing preference for purity, certification, and branded jewellery. *(Source: CARE Report)*. Failure to maintain the perceived value and differentiation of the "Reva" brand could have a material adverse effect on our business, financial condition, results of operations, and cash flows. For further details on specific incidents, including theft, fraud, or customer complaints, refer to the sections titled "*Outstanding Litigations and Material Developments*" on page 389.

The "P.N. Gadgil" brand is also currently being used by third parties which are not associated with our business and who are also entitled to use the word of the brand in their names which may lead customers to confuse our Company and such other third parties. If "P.N. Gadgil" experiences any negative publicity, it might lead to our Company losing business to our competitors and adversely affect our goodwill and could also have an adverse effect on our business.

2. ***We are dependent on the brand reputation of our Corporate Promoter, P.N. Gadgil & Sons Limited and any reputational damage to their brand will also have an impact on our footfall and subsequently our sales and revenue***

As on date of this Draft Red Herring Prospectus, we operate 33 Stores in 25 cities across Maharashtra, Gujarat, and Karnataka. Our existing Stores operate under a shop-in-shop ("**SIS**") model within retail outlets operated by our Corporate Promoter, P.N. Gadgil & Sons Limited. (PNGS) Our Company is associated with the jewellery house P N Gadgil & Sons (PNGS), which has a legacy of more than 190 years in the gems and jewellery sector. We were established to manage and expand the 'Reva' brand, a sub-brand launched by PNGS to cater to the growing demand for affordable and contemporary diamond jewellery. *(Source: CARE Report)* For instance, pursuant to the no objection certificate dated January 11, 2025, issued by our Corporate Promoter, our Company uses the word "PNGS" and the trademarks registered in the name of our Corporate Promoter, namely, and , under Class 14 and Class 35 without any consideration, for marketing purposes.

Consequently, our business operations are significantly dependent on the brand equity, customer perception and operational performance of our Corporate Promoter, P.N. Gadgil & Sons Limited. Any adverse publicity, reputational damage or negative developments in relation to Corporate Promoter, P.N. Gadgil & Sons Limited may lead to diminished customer traffic at our Stores, which could, in turn, have a material adverse effect on our sales, profitability and overall business performance.

Additionally, our Corporate Promoter, P.N. Gadgil & Sons Limited's retail outlets operate under a multi-brand store format. Therefore, the performance, reputation and consumer perception of other third-party brands housed within the same premises may also influence customer footfall at our Stores. Any operational or reputational issues concerning such brands located within the same premises may indirectly impact consumer sentiment and reduce footfall to our Stores, thereby adversely affecting our revenues and business operations.

3. ***Our inability to effectively market our products could affect consumer footfall and consequently adversely impact our business, financial condition, cash flows and results of operations.***

Building and maintaining the Reva brand depends on the successful marketing and merchandising, strong customer relationships and delivering consistently high-quality customer experience which we are able to maintain. To strengthen our brand and promote our products, we have invested in advertising and other marketing initiatives, such as outdoor advertising, and we anticipate continuing these expenditures in the future. Our Company utilises WhatsApp marketing as well as social media platforms such as Instagram, Facebook, Google advertisements and digital advertisements which we broadcast on third party over-the-top (OTT) media platforms and movie theatres.

The table below outlines our advertising and marketing expenditures for the past three Fiscals:

Particulars	**Fiscal 2025**		**Fiscal 2024**		**Fiscal 2023**	
	Amount (in ₹ millions)	**Percentage of total expenses**	**Amount (in ₹ millions)**	**Percentage of total expenses**	**Amount (in ₹ millions)**	**Percentage of total expenses**
Advertising and sales promotion	14.21	0.79%	14.32	1.03%	14.69	1.13%

There can be no assurance that our advertising or marketing efforts are or will be successful and result in increased sales. If we fail to effectively and consistently develop, promote, and position our brand, especially for new products or categories, it could weaken our brand's value.

4. ***Products such as lab-grown or synthetic diamonds are gaining popularity and become more easily available, which may cause a decrease in demand for natural diamonds or gemstones from customers. The lower cost and growing acceptance of these diamonds is a potential threat to the natural diamond industry, and our pricing strategies may not be successful in competing with cost-efficient synthetic alternative products.***

The rising preference for customisable, lab-grown, or non-traditional pieces threatens more traditional jewellery types. These factors combined limit the ability to sustain consistent demand and growth across various product lines. *(Source:*

CARE Report) The increasing acceptance of lab-grown diamonds is reshaping demand dynamics, offering consumers a cost-effective and sustainable alternative to natural stones. *(Source: CARE Report)* As a result, the demand for natural diamonds and gemstones may decline, which could adversely impact our sales and market share.

While we have implemented pricing strategies to remain competitive, with our products starting at a price as low as approximately ₹20,000, there is no assurance that these strategies will be effective in mitigating the threat posed by synthetic alternatives, since we only retail natural diamond jewellery. The government has identified lab-grown diamonds (LGD) as an emerging sector. *(Source: CARE Report)* If we are unable to differentiate our natural diamond products or adapt to changing consumer preferences, our ability to sustain or grow our revenue and profitability could be materially affected. This shift in consumer demand toward synthetic diamonds may also exert downward pressure on the prices of natural diamonds, further impacting our margins and financial performance.

Additionally, the increasing market penetration of lab-grown diamonds could lead to a long-term structural change in the industry, potentially reducing the overall demand for natural diamonds. For example, the Government of India has reduced the import duty on seeds for lab-grown diamonds from 5% to 0% to encourage domestic manufacturing. Failure to effectively address this competitive challenge could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

5. ***Our ability to sustain revenue growth and profitability is dependent on converting existing customers into repeat customers and acquiring new customers in a cost-effective manner. If we fail to achieve this, our business, financial condition, results of operations, and cash flows could be adversely affected.***

Our business has experienced significant growth in recent years, driven by customer retention and acquisition. However, we cannot assure you that we will be able to retain or acquire new customers in the future. Our revenue from operations has fluctuated over the past three Fiscals, with a decreased from ₹ 1,988.48 million in Fiscal 2023 to ₹ 1,956.34 million in Fiscal 2024 and an increase from ₹ 1,956.34 million in Fiscal 2024 to ₹ 2,581.83 million in Fiscal 2025, at a CAGR of 13.95%.

The following table sets forth certain of our operational parameters in the relevant periods:

(₹ in million)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue growth(1)	625.49	(32.14)	535.71

(1) Revenue growth refers to the increase in a revenue from operations of our company as compared to previous fiscal year.

Our continued success depends on our ability to anticipate and respond to industry trends, shifts in customer preferences, and changes in shopping behavior, as well as maintaining the public perception of the quality associated with our brand.

If we are unable to resolve customer issues promptly or provide satisfactory support, our ability to attract and retain customers may be negatively impacted. Additionally, we may need to offer greater incentives or promotional expenditures than anticipated to attract customers to our platforms and convert them into paying customers, which could increase our costs.

Our in-store experience is a vital component of our brand image and customer acquisition strategy. Factors such as store location, product variety, customer service quality, and seamless shopping experiences require substantial investment and effort. If these efforts fail to deliver the desired outcomes, our ability to attract new customers and drive sales could be compromised.

Furthermore, our ability to attract new customers depends on the strategic location of our stores in high-visibility areas to maximize customer footfall. If we are unable to acquire new customers cost-effectively or fail to retain existing ones, our sales growth and profitability may be adversely affected.

There is no assurance that our historical growth rates will be sustained or achieved in the future. Failure to effectively manage customer acquisition and retention, or to adapt to evolving market dynamics, could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

6. ***Our ability to introduce new designs and update our collections in line with evolving customer preferences is critical to our business success. If we fail to anticipate or respond effectively to changing trends, our business prospects, results of operations, and cash flows could be adversely affected.***

The jewellery industry is sensitive to shifts in customer preferences, and our sales performance is influenced by our ability to align our product offerings with market demand. Misjudging market trends or failing to design and launch new products that resonate with customers could lead to reduced sales, excess inventory, and increased markdowns, each of which could negatively impact our financial performance.

However, the process of developing new products involves multiple stages, including design conceptualisation, manufacturing, and cost finalisation, which can result in extended lead times. There is a risk that customer preferences may change by the time we bring long lead-time products to market, rendering them less appealing or obsolete.

Customer preferences are influenced by various factors, including fashion industry trends, perceived value, price sensitivity, and the availability of alternative materials such as cubic zirconia, moissanite, or lab-grown diamonds. Such designs can also be replicated using cheaper alternatives to gold and platinum, such as silver and alloys. Additionally, shifts in consumer attitudes toward substituting traditional jewellery with synthetic alternatives or other luxury products could further impact demand for our offerings.

As of March 31, 2025, we rely on our in-house team of 2 designers however if we are unable to adapt to these changes by modifying existing collections or launching new products in a timely manner, we may lose customers or fail to attract new ones. This could result in obsolete inventory, necessitating the melting of gold and repurposing of precious and semi-precious stones, leading to material losses.

We incur significant expenses in product design, development, and the recruitment of skilled manpower to support these efforts. While we plan to expand our jewellery portfolio, there is no assurance that our new designs or collections will be well-received by customers or that we will recover the costs associated with their development. Poorly received launches could also harm the perception of our brand and negatively impact our existing product portfolio.

Failure to anticipate or respond to changing customer preferences, delays in product launches, or unsuccessful new collections could lead to reduced sales, inventory obsolescence, and financial losses, all of which could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

7. ***Our inability to maintain an optimal level of inventory in our Stores may impact our operations adversely.***

Our Company's growth depends on predicting customer demand and market trends, particularly in Maharashtra, where we have a strong foothold. Misjudging demand can lead to excess inventory resulting in unsold stock or shortages, which could affect our ability to meet customer demand and loss of customers. Maintaining an optimal level of relevant inventory is important to our business as it allows us to respond to customer demand effectively. We project sales using various factors, including expected growth at Stores, seasonal trends, regional preferences, product design, size, quality, and other market dynamics. Inventory levels are adjusted based on real-time sales data, past performance, current inventory level, work-in-progress, supplier reliability, economic conditions, competition, and seasonal fluctuations and demand. If certain products underperform in specific locations, we redistribute them to Stores with higher demand.

Our revenue from operations and inventory days are given below:

Particulars	**Fiscal 2025**		**Fiscal 2024**		**Fiscal 2023**	
	₹ in million	**% of total revenue**	**₹ in million**	**% of total revenue**	**₹ in million**	**% of total revenue**
Revenue from operations	2,581.83	99.64	1,956.34	99.69	1988.48	99.75
Inventory days (in days)[(1)]	360	NA	364	NA	316	NA

Note: (1) Inventory days is calculated based on the cost of goods sold.
(2) Inventory days is computed basis the formula – 365(Average Inventory/ Cost of Goods Sold)*

Despite daily sales monitoring, forecasting errors can occur. Overstocking increases working capital needs and financing costs, while understocking may negatively impact customer satisfaction and sales. Since our products align with current trends, excess inventory may not sell quickly, or at all. Conversely, insufficient stock can lead to missed sales opportunities. For detailed inventory analysis, refer to the "*Restated Financial Information*" on page 313.

Supply chain disruptions may also impact inventory levels. For example, our lead time for procuring diamonds is a longer process and these diamonds are required to be certified by International Gemological Institute which adds to the time taken for us to be able to retail them. As we rely on third-party suppliers for the procurement of finished products, any delay on their part may adversely impact our inventory levels. A significant mismatch between projected and actual sales could lead to excess stock or shortages, negatively affecting our business and financial health. For further details, please see "*Risk Factors - Our business depends on adequate working capital to support our continues growth. If we are unable to maintain the working capital requirements, on favorable terms, it may harm our operations, financial stability, and profitability.*" on page 45.

The jewellery industry operates in a challenging environment that may affect its financial health and expansion prospects. Maintaining liquidity can be difficult due to the sector's heavy working capital requirements, driven by inventory holdings and fluctuating seasonal demand. Established brands with marketing capabilities and strong consumer loyalty exert significant competitive pressure. Broader economic conditions, including inflationary trends, and unpredictable fluctuations in gold and diamond prices further shape purchasing behaviour. Failure to evolve with shifting consumer tastes, results in risks diminishing the industry's appeal.

8. ***Our revenue is influenced by seasonal trends and any dip in earnings during peak periods could disproportionately affect our overall performance.***

Our business experiences seasonal patterns, with sales peaking during specific festivals and special occasions such as Akshay Tritiya, Dhanteras, Diwali and Valentine's Day. These periods typically see higher customer footfall and increased profit margins. In line with this trend, we tailor our marketing campaigns and promotional offers to align with occasions like weddings, anniversaries, and birthdays, when jewellery purchases are culturally significant.

Festivals such as Akshay Tritiya, Dhanteras and Diwali are among important jewellery-buying events in India. We also leverage regional new year celebrations in states like Maharashtra to boost sales. Furthermore, a large portion of our annual revenue is also generated during new age occasions such as Valentine's Day and the Indian wedding season. While we prepare for these periods by maintaining adequate inventory levels, a decline in sales during these high-demand periods could have a disproportionately negative effect on our financial results for the entire fiscal year. In addition, higher seasonal fluctuations may place pressure on our cash flow and resource allocation. Due to these seasonal factors, our financial performance may vary significantly from across the Calendar Year as well as the Hindu calendar year, making it difficult to use interim results as a reliable indicator of future performance.

9. ***A significant portion of our revenue comes from our Stores in Maharashtra, where our operations are heavily focused. If this region or these key locations face any negative developments, it could harm our business performance, growth potential, financial health, and overall profitability.***

Majority of our Stores are in Maharashtra. The following table sets forth our revenue from operations from Maharashtra and other regions for the years indicated:

Particulars	**Fiscal 2025**		**Fiscal 2024**		**Fiscal 2023**	
	₹ in million	**% of total revenue**	**₹ in million**	**% of total revenue**	**₹ in million**	**% of total revenue**
Maharashtra	2503.83	96.98%	1892.61	96.74%	1923.41	96.73%
Others	78.00	3.02%	63.73	3.26%	65.06	3.27%
Total	2581.83	100%	1956.34	100%	1988.48	100%

Note: As on date of this Draft Red Herring Prospectus, we operated 31 Stores in Maharashtra and 1 Store each in Gujarat and Karnataka

Our business faces exposure to regional risks since a major portion of our sales come from Maharashtra. Local economic trends, population shifts, and unexpected regional developments could significantly impact our operations. Events like social unrest, political instability, economic downturns, natural disasters, or policy changes by state or central governments may negatively influence our financial performance, operational results, and liquidity.

The viability of our Stores in Maharashtra depends on sustained favorable demographics and stable real estate costs. Shifts in population dynamics or fluctuations in property values and lease rates could reduce the profitability of these locations. While we have not encountered material disruptions from these factors historically, future risks cannot be ruled out.

Moreover, a select number of our stores generate a disproportionate share of total revenue. Should any of these key locations cease operations, it could severely harm our financial health, business performance, and cash flow stability. The following table sets forth details of our Stores contributing significantly to our total revenue for the periods indicated:

Particulars	**Fiscal 2025**		**Fiscal 2024**		**Fiscal 2023**	
	₹ in million	**% of total revenue**	**₹ in million**	**% of total revenue**	**₹ in million**	**% of total revenue**
Chinchwad, PCMC	303.78	11.77%	242.79	12.41%	250.71	12.61%
Nashik	258.91	10.03%	190.54	9.74%	189.06	9.51%
Aundh, Pune	245.58	9.51%	220.64	11.28%	262.14	13.18%
Satara Road, Pune	172.74	6.69%	172.57	8.82%	178.02	8.95%
Sinhagad Road, Pune	153.21	5.93%	126.92	6.49%	140.19	7.05%
Total	**1134.22**	**43.93%**	**953.46**	**48.74%**	**1020.11**	**51.30%**

Any such adverse development could result in significant loss from inability to meet inventory schedules and stock our Stores appropriately, which could affect our business reputation within the industry. Should our supply of products be disrupted, we may not be able to procure an alternate source of supply of products in time to meet the demands of our customers, or we may not be able to procure products of equal quality or on equally competitive terms, or at all. Such disruption to supply would materially and adversely affect our business, profitability and reputation.

10. ***Our business depends on adequate working capital to support our continues growth. If we are unable to maintain the working capital requirements, on favorable terms, it may harm our operations, financial stability, and profitability***

As of March 31, 2025, our outstanding borrowings amounted to ₹906.50 million, mainly used to support working capital requirements. Further details regarding our debt, including working capital facilities, are provided in the "*Financial Indebtedness*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" sections on pages 386 and 368, respectively.

Due to the high capital demands of our operations, a significant portion of our working capital is directed toward procurement of finished goods from our manufacturing partners. The table below outlines our working capital trends over the last three Fiscals:

(in ₹ million)

S N	**Particulars**	**Fiscal 2025**	**Fiscal 2024**	**Fiscal 2023**
I.	**A. Current assets**			
1	Inventories	1,794.17	1,489.59	1,149.00
2	Trade receivables	1.57	-	-
3	Other financial assets	3.94	63.34	0.17
4	Other current assets	69.25	-	-

S N	Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
5	Investments	-	9.12	10.41
	Total current assets (A)	**1,868.93**	**1,562.05**	**1,159.58**
II.	**B. Current liabilities**			
1	Lease liabilities	0.64	-	-
2	Trade payables	324.82	191.52	82.72
3	Other financial liabilities	0.44	1,672.36	2.25
4	Other current liabilities	16.77	-	-
5	Provisions	0.25	0.14	0.12
6	Current Tax Liabilities	10.27	0.29	0.25
	Total current liabilities (B)	**353.19**	**1864.31**	**85.33**
III	**Working capital requirements (A-B)**	**1,515.74**	**(302.26)**	**1,074.25**
IV	**Inventory Days**	**360**	**364**	**316**
V	**Trade Receivable Days**	**0.20**	**NIL**	**NIL**
VI	**Trade Payable Days**	**48**	**30**	**17**

**As certified by Joshi & Sahney, Chartered Accountants, by way of their certificate dated June 16, 2025.*
***Note –** The working capital calculated above is without considering cash & cash equivalent and borrowings.*

The following table sets forth our expenses incurred in purchasing finished goods from our vendor partners for the periods indicated:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	₹ in million	**% of total revenue (in %)**	**₹ in million**	**% of total revenue (in %)**	**₹ in million**	**% of total revenue (in %)**
Colour Stones	108.09	4.19	51.72	2.64	34.18	1.72
Diamond	803.32	31.11	992.63	50.74	935.16	47.03
Gold	851.60	32.98	458.10	23.42	386.48	19.44
Making	153.17	5.93	35.08	1.79	8.54	0.43
Platinum	55.23	2.14	126.10	6.45	28.29	1.42
Total	1971.41	76.36	1663.63	85.04	1392.64	70.04

As we intend to expand our operations by opening new Stores, our working capital demands are expected to rise. Beyond the funding requirements outlined in "*Objects of the Issue*" on page 102, we may need additional financing to support business growth. However, securing such funds promptly or on favorable terms, including interest rates, collateral requirements, and repayment conditions is not guaranteed.

Additional borrowing would increase interest expenses and may affect existing loan covenants. Furthermore, our ability to access capital depends on credit ratings. A downgrade could raise borrowing costs and restrict funding availability. If we fail to secure necessary financing, we may have to delay, scale back, or abandon expansion plans, reduce capital expenditures, or limit operational growth.

11. ***Our business model is centered on physical retail stores. Given the competitive and fragmented nature of our markets, where success depends on keeping pace with trends, pricing strategies, and shifting consumer demands, there is no guarantee that we will maintain our competitive edge. If we fail to adapt effectively, it could significantly harm our financial performance, operational results, and future growth prospects.***

The jewellery retail sector in India presents a competitive environment where we face challenges from diverse market participants. Our competitors range from large national brands to smaller regional players with local footholds. Major competitors enjoy advantages including greater brand recognition, extensive marketing budgets, technological capabilities, and established supply chain networks. These players can offer better discounts and promotional campaigns due to their scale. Additionally, larger competitors may provide promotional offers to customers, particularly during festivals, which we may not be able to compete with and which could result in loss of our customers or failure to attract new customers, which could have a material adverse effect on our business, financial condition, results of operations and prospects. We also compete with local jewelers who maintain community connections and can adapt quickly to regional preferences and market fluctuations.

The jewellery market is progressively embracing digital strategies, with retailers adopting omnichannel approaches to enhance customer experiences. Online platforms now function not only as sales channels but also for virtual try-ons, consultations, and customisations. *(Source: CARE Report)* While we intend to set up our online presence by setting up our website for the sale of products online, our primary growth strategy continues to be physical store expansion across western India. This retail focus faces increasing pressure from digital-native competitors who can rapidly innovate and reach customers through online channels. We cannot guarantee that we will maintain a competitive edge against new market entrants, particularly those adopting asset-light business models or prioritising e-commerce marketplaces.

Our ability to compete depends on several factors, including brand reputation, product variety, quality, pricing transparency, customer service, production scalability, store placement, localised designs, and marketing efforts. We may not be able to outperform current or future competitors across all these areas. Customer acquisition and retention are critical to our business. Failure to remain competitive in these aspects could reduce our market share, lead to price reductions and increase marketing and operational costs.

12. ***Failure or disruption of our information technology systems or enterprise resource planning systems may adversely affect our business, results of operations and financial condition.***

We have implemented various information technology ("**IT**") and ERP software solutions to cover key areas of our operations, procurement, dispatch and accounting. All of these systems are potentially vulnerable to damage or interruption from a variety of sources, which could result from (among other causes) cyber-attacks on or failures of such infrastructure or compromises to its physical security, as well as from damaging weather or other acts of nature. A significant or large-scale malfunction or interruption of one or more of our ERP systems or other IT systems could adversely affect our ability to keep our operations running efficiently and affect product availability, particularly in the country, region or functional area in which the malfunction occurs, and wider or sustained disruption to our business cannot be excluded. In addition, it is possible that a malfunction of our data system security measures could enable unauthorized persons to access sensitive business data, including information relating to our intellectual property or business strategy or those of our customers.

We remain vulnerable to cyberattacks and data breaches. This could impact our operations, customer trust, and potentially affect our financial stability and prospects. There can be no assurance that we will be able to implement the recommendations in a timely manner or at all. Any such delay or disruption, or a failure to effectively and timely implement the technology initiatives, could have a material adverse effect on our business, financial condition and results of operations. Further, any failure, disruption or manipulation of our tagging system could disrupt our ability to track, record and analyse sales of our products and manage inventory levels in our Stores which could have a material adverse effect on our business.

We are also susceptible to potential hacking or other breaches of our IT systems. Although we have antivirus in place, we cannot assure you that we can block and prevent all cyber security breaches. Any such incident in the future or a breach or failure of our security systems could result in compromise of our IT systems. As a result, failure to protect against technological disruptions of our operations could materially and adversely affect our business, financial condition and results of operations. We also maintain significant amounts of customer data that we collect in order to promote our brand and direct targeted advertisements to potential customers. Any breach of our IT systems or misuse by employees could result in the loss or disclosure of confidential information, damage to our reputation, litigation or other liabilities.

Such malfunction or disruptions could cause economic losses for which we could be held liable or cause damage to our reputation. Any of these developments, alone or in combination, could have a material adverse effect on our business, results of operations and financial condition. Further, unavailability of, or failure to retain, well trained employees capable of constantly servicing our ERP systems or other IT systems may lead to inefficiency or disruption of our operations and thereby adversely affecting our business, results of operations and financial condition.

13. ***The non-availability or high cost of quality gold and diamonds may adversely affect our business, results of operations, financial condition, and prospects.***

Although we do not manufacture jewellery ourselves, the availability, quality, and cost of materials such as gold, diamonds, and other precious and semi-precious stones used in the finished jewellery pieces we procure from third-party manufacturers and Karigars are crucial to our business. We rely on these manufacturers to source quality materials and produce jewellery in line with our design and quality expectations. The unorganized market still holds a large share, and fluctuations in gold prices and import duties affect pricing and availability. *(Source: CARE Report)* Therefore, fluctuations in the prices or supply of these materials can indirectly affect our procurement costs, product pricing, and customer demand.

The cost and availability of these materials depend on several external factors, including global economic conditions, market demand, production trends, and regulatory policies such as import duties. For example, the Reserve Bank of India (RBI) currently permits only certain nominated banks to import gold, and our suppliers may be subject to the interest rates and procurement limits set by these banks. If these manufacturers face challenges in obtaining quality raw materials at competitive prices, it may affect their ability to supply us with finished jewellery in the desired quantities or quality, potentially disrupting our operations and harming our reputation.

We maintain quality assurance for the finished products we purchase. There is an inherent risk of deviations in weight, quality and purity of diamonds and other components. To mitigate the impact of gold price fluctuations on procurement costs, our suppliers may adopt strategies such as gold metal loans, forward contracts, or hedging instruments. However, we cannot guarantee that these measures will fully protect us from adverse pricing movements in the short or long term. Additionally, significant increases in gold prices may discourage customer purchases, negatively affecting our sales and profitability.

We have not entered into long-term agreements with our third-party manufacturers and Karigars. Most of our diamond jewellery are sourced from third-party manufacturers and Karigars under fixed payment terms. If any of these suppliers become unwilling or unable to continue supplying us on acceptable terms, we may face difficulties identifying and qualifying alternative sources in a timely manner. A disruption in our supply chain or decline in the quality or consistency of supplies could materially and adversely impact our business, operations, and financial results.

14. ***Volatility in the market price of gold and diamonds has a bearing on the value of our inventory and may affect our income, profitability and scale of operations.***

The jewellery industry is affected by fluctuations in the price and supply of gold, and diamonds and other precious and semi-precious metals and stones. Despite government measures and available hedging platforms, many jewellers remain exposed to the risks of price fluctuations, emphasizing the need for improved risk management practices and potentially greater access to financial tools designed specifically for the jewellery sector. *(Source: CARE Report)* Gold prices have been volatile in the recent past, although, there has been an increased investment demand for gold globally. *(Source: CARE Report)* Fluctuations in prices may affect consumer demand as well as operating costs of our Company. An increase in the price of gold may result in an increase in our income from inventory held for sales assuming such increases do not adversely affect sales volumes. However, a significant increase in the price of gold or a negative outlook on future gold prices could, in the short term, adversely affect our sales volumes. Any such fluctuation in the price of gold, diamonds or other precious and semi-precious metals and stones may materially and adversely affect our revenue from operations and profitability.

15. ***Absence of standardized pricing for precious and semi-precious stones may adversely impact our cost structure and profit margins***

Our jewellery range comprises of products made using diamonds, precious and semi-precious stones which are studded into precious metals such as gold and platinum. While diamonds have standard pricing benchmarks, there is no universally accepted pricing index or benchmark for precious and semi-precious stones used in our jewellery. The prices of these precious and semi-precious stones are largely by subjective factors including quality, size, color, origin and supplier discretion, which may lead to significant variations in procurement costs. As a result, we are exposed to price inconsistencies and potential overvaluation risks, which may adversely affect our cost of goods sold and our profit margins. Additionally, the absence of pricing transparency limits our ability to assess fair market value and may also impact inventory valuation and customer pricing strategies. Any material volatility or discrepancy in the procurement pricing of such stones could have a negative effect on our financial performance and operations.

16. ***Our business is highly susceptible to the availability and price stability of essential raw materials used by our manufacturing partners. Any disruptions in supply or significant fluctuations in the costs of these materials could negatively affect our operations, financial performance, cash flows, and overall financial health.***

Our business is significantly influenced by the availability, quality, and pricing of raw materials used by our manufacturing partners, such as gold, diamonds, and other precious and semi-precious stones. Any disruptions in the supply chain or fluctuations in the prices of these materials could adversely impact our operations, financial performance, cash flows, and overall business health.

Gold is one of the primary materials used in our products. While an increase in gold prices may boost our sales revenue, assuming it does not negatively affect sales volumes, a sharp or sustained rise in gold prices due to inflation or other external factors could, in the short term, reduce customer demand. Similarly, a decline in gold prices might lead to inventory valuation losses. For more details, refer to the section titled *"Key Regulations and Policies in India"* on page 284.

In addition to gold, we rely on high-quality precious and semi-precious stones, such as diamonds and precious and semi-precious gemstones. A sudden drop in the market prices of diamonds or other stones could impair our ability to recover procurement costs, while a price increase might reduce demand for certain jewellery items or squeeze our profit margins. The prices and supply of these raw materials are subject to factors beyond our control, including global economic conditions, competitive pressures, production levels and regulatory changes.

We cannot guarantee that the raw materials procured by these third-party manufactures and Karigars will be of a desirable quality, at competitive prices or in sufficient quantities. Moreover, significant price increases for gold, diamonds, or other materials may lead customers to postpone purchases, negatively affecting our sales volumes, operational efficiency, and financial stability.

17. ***The Objects of the Issue for which the funds are being raised have not been appraised by any bank or financial institutions. Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.***

We intent to utilize the Net Proceeds towards the opening of New Stores as well as for marketing and advertising expenses, as detailed in the "*Objects of the Issue*" section beginning on page 102. The actual timing and manner of fund deployment depends on the timing of the completion of the Issue, prevailing market conditions, strategic business priorities, the feasibility and timing of proposed investments or acquisitions, competitive dynamics, and other business and financial considerations. Based on these factors, we may need to either accelerate or delay the use of the Net Proceeds, as deemed appropriate by our management and in compliance with relevant laws and regulations. If, for any reason, we are unable to fully utilize the allocated funds during a particular Fiscal, the remaining balance will be carried forward and deployed in the subsequent Fiscal, at our Company's discretion, in accordance with applicable legal provisions.

The intended use of the Net Proceeds is not based on an independent evaluation or appraisal by any bank, financial institution, or third-party agency. The deployment of the Net Proceeds has been guided on internal assessments based current business strategies, prevailing market conditions, past expenditure trends, and indicative quotes from vendors. However, our estimates and plans may be revised due to changes in cost structures including inflation, taxation, and exchange rate fluctuations, evolving financial or economic circumstances, acquisition opportunities, competitive pressures, or shifts in our operational strategy. Such changes may require us to reschedule the deployment timeline, adjust the amount allocated to purposes, or revise our funding needs. As per Section 13(8) and 27 of the Companies Act, 2013, we are prohibited from modifying the stated utilization of the Net Proceeds without obtaining prior shareholder approval via a special resolution. In the event of any change in the use of Net Proceeds, we may not always be able to secure such approval promptly, or at all. Any delays or failure in securing the necessary approval could impede our ability to use the funds effectively, thereby affecting our operations or planned initiatives.

If we seek to alter the use of any unutilized portion of the Net Proceeds or revise any contract referred to in this Draft Red Herring Prospectus, such changes may be restricted if not approved by Shareholders. In such a case, we may be obligated to offer an exit opportunity to dissenting shareholders. This requirement could limit our agility in responding to shifts in business or financial conditions, thereby affecting our flexibility to reallocate unutilized funds or adjust contractual terms in ways that might otherwise benefit the Company. Additionally, the utilization of Net Proceeds is also subject to the review and comments of the designated Monitoring Agency.

18. *Successful operations of our New Stores are dependent on a number of factors. Our inability to successfully establish and operate our New Stores may adversely affect our business, financial condition and results of operation*

We intend to utilise ₹2,865.64 million towards opening of the New Stores, as stated in the "*Objects of the Issue*" section on page 102. The performance of these New Stores depends on multiple critical factors. As on date of this Draft Red Herring Prospectus, we operate 33 Stores in 25 cities across Maharashtra, Gujarat, and Karnataka. These Stores are operated in a shop-in-shop model on the premises owned and leased by our Corporate Promoter, P.N. Gadgil & Sons Limited. With the establishment of 15 New Stores pursuant to the Objects, we intend to expand into the company owned and company operated model with these New Stores being brand-exclusive for Reva. Failure to effectively manage these locations could negatively impact our Company's financial health and operational performance. As our Company has not established a brand-exclusive store as on date of this Draft Red Herring Prospectus, key elements will determine the success of our expansion, including but not limited to effectively identifying locations which will provide consumer demand, establishing our presence in unfamiliar markets while implementing our business model correctly, incorporating new locations into our current operations to maximize efficiency, offering product selections that align with regional tastes while maintaining competitive pricing, executing marketing and promotional strategies to generate awareness of these New Stores, recruiting, developing, and keeping qualified staff members, facing competition from both established businesses and new market entrants, potential changes to surrounding infrastructure that might affect customer accessibility or construction timelines and securing retail spaces under favourable leasing conditions.

Should any New Store fail to meet financial targets within projected timeframes, or become unprofitable, we may experience significant setbacks to our overall business strategy, financial stability, and earnings potential. In such cases, store closures might become necessary, potentially resulting in unrecoverable capital investments.

19. *All of our revenue is derived from direct sales through our physical Stores, and any adverse developments impacting these operations could negatively affect our revenue and results of operations.*

All of our purchases are finalised in our Stores. Consequently, any disruptions or challenges in regions where our stores are located could hinder customer purchases and adversely impact our revenue. Our physical operations are vulnerable to various external factors, including social, political, or economic instability, natural disasters, civil disturbances, or changes in state or local government policies. Additionally, shifts in demographics, population dynamics, and income levels in these regions could further affect store performance.

The table below sets forth details of number of Stores and our revenue from operations across geographies for the periods indicated:

Particulars	Fiscal 2025			Fiscal 2024			Fiscal 2023		
	Number of stores	Revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Number of stores	Revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Number of stores	Revenue from operations (in ₹ million)	Percentage of revenue from operations (%)
Diamond studded jewellery including precious stones	33	2581.83	100%	30	1956.34	100%	30	1988.48	100%

Any adverse developments in these regions could impair our ability to meet customer demand, damaging our reputation within the industry and in the affected states. Such disruptions could lead to a decline in customer trust, reduced sales, and operational inefficiencies, ultimately harming our overall business, profitability, and reputation.

20. *Fraud, theft, employee negligence or similar incidents may adversely affect our results of operations and financial condition.*

Our operations involve handling high-value materials and finished jewellery, exposing us to potential security threats. Incidents involving theft, fraudulent activities, or employee misconduct could negatively impact our financial performance and overall business health. While our Company has not experienced any such instance in the past, we cannot guarantee complete prevention of such events, which may lead to uninsured losses in the future. All our Stores and our Registered and Corporate Office are equipped with 24/7 security which has been contracted by our Corporate Promoter, P.N. Gadgil & Sons Limited, from third-party security agencies. Security lapses could disrupt operations and harm profitability and their effectiveness cannot be guaranteed. Additionally, complications with insurance processing including delayed settlements or reduced payouts may further strain our financial condition.

21. ***We are dependent on third party manufacturers and Karigars for the production and manufacturing of all of our products. Any disruptions at such third-party production or manufacturing facilities, or failure of such third parties to adhere to the relevant quality standards may have a negative effect on our reputation, business and financial condition***

As of March 31, 2025, we work directly with over 33 third-party manufacturers and Karigars. While we have not faced major disruptions in the past, unforeseen events such as power outages, equipment failures, labor shortages, natural disasters, pandemics, or political unrest could impair their ability to fulfill our orders, leading to supply chain delays. Any non-compliance could result in defective products, regulatory penalties, or reputational damage, hurting sales and revenue. Although we have not encountered such issues historically, there is no guarantee they will not arise in the future. Since we place product-specific orders rather than maintaining long-term contracts, sudden disruptions could leave us with limited alternatives. Identifying and onboarding new product manufacturers may take significant time, leading to production delays, increased costs, and potential revenue loss. Working with third-party manufacturers and Karigars also exposes us to unauthorized disclosure of designs. Given the informal nature of some manufacturing setups, enforcing strict confidentiality measures can be challenging. If our product manufacturers face workforce instability on account of labor disputes, wage disagreements, or talent shortages, it could disrupt production schedules and affect our ability to meet market demand. Since our business depends on maintaining strong relationships with these product manufacturers, if they fail to meet agreed-upon service levels, demand unfavorable terms, or refuse to prioritize our orders, it could lead to operational inefficiencies and financial strain. Furthermore, since we do not enter into contractual obligations with these third-party manufacturers and Karigars, we are exposed to the risk of our designs being passed on to competitors.

Since we do not have over 50% of total supplies from a single supplier, we do not need to disclose the name of our top 10 suppliers.

For further details, refer to "*Risk Factors - We rely entirely on third party product manufacturers for the production of our jewellery, none of whom work exclusively for us, leaving us vulnerable to disruptions in their operations*." on page 51.

22. ***We rely entirely on third party product manufacturers for the production of our jewellery, none of whom work exclusively for us, leaving us vulnerable to disruptions in their operations.***

We rely entirely on third party product manufacturers for the production of our jewellery, none of whom work exclusively for us. These product manufacturers design and manufacture our products based on designs we provide under job-work agreements as well as from their own catalogues. However, competitors could offer them more favourable terms, potentially disrupting our supply chain. Payments to these third-party manufacturers and Karigars are dependent and vary based on the purchase orders. However, if these product manufacturers refuse to work with us, finding replacements on commercially viable terms could strain our resources. This exposes us to the risk of our designs being provided to our competitors, undermining our uniqueness and leaving us vulnerable to disruptions in our operations

As of March 31, 2025, we work with over 33 third-party manufacturers and Karigars, who face operational risks such as equipment failures, power shortages, labour shortages, natural disasters, and unforeseen events like pandemics or government-imposed restrictions. While we have not faced major disruptions, no assurances can be given against future incidents, any of which could materially harm our business, financial health, and operational performance.

23. ***Our business operates through a franchise agreement pursuant to which we have acquired inventory and logistical support from our Corporate Promoter, P.N. Gadgil & Sons Limited. The use of these is governed by***

a franchise agreement dated February 1, 2025, which grants our Company an exclusive right over inventory and the use of logistical support and physical store infrastructure. This dependency creates potential operational risks and our growth and brand management remain subject to ongoing coordination with our Corporate Promoter.

Our current business operates under a franchise model and is dependent on our Corporate Promoter, P.N. Gadgil & Sons Limited, for inventory and logistical support and physical store infrastructure as our existing Stores operate within the premises of our Corporate Promoter's retail outlets. While the Franchise Agreement, grants us exclusive rights to these resources, this dependence creates significant operational risks, including potential disruptions in the availability of inventory and logistical services due to operational challenges faced by our Corporate Promoter, constraints on our ability to independently manage Store operations, layouts and customer experience at co-located outlets, limited flexibility in expanding or relocating Stores that operate within the Corporate Promoter's premises; and potential conflicts of interest in allocation of prime retail spaces and customer traffic within such shared locations.

Any disruption in the Corporate Promoter's business operations could impair our ability to maintain seamless operations, fulfil customer demand, or pursue expansion opportunities. Furthermore, the co-location of Stores may limit our ability to establish an independent brand identity and optimize store economics. The terms governing the Franchise Agreement are detailed under "*History and Certain Corporate Matters*" on page 290 of this Draft Red Herring Prospectus.

24. ***We engage in various transactions with related parties. Such dealings with related parties, may give rise to conflicts of interest. There is no guarantee that the terms negotiated in these transactions are as favourable as those we may have secured with independent, third-party entities.***

We have conducted, and may continue to conduct, transactions with related parties. These arrangements carry the risk of potential conflicts of interest between our Company and the related parties. We cannot assure you that the terms of such related party transactions represent arm's length conditions or that more advantageous terms could not have been obtained through negotiations with unaffiliated third parties.

The details of our related party transactions have been highlighted in the table below:

(₹ in million)

Name of the related party	Description of relationship	Nature of transactions	March 31, 2025	March 31, 2024	March 31, 2023
Govind Vishwanath Gadgil	Partners of partnership firm	Share of profit in partnership firm	2.92	1.88	1.45
		Net Drawings	25.65	-	1.10
		Payment to partners	-	0.52	-
		Sale of goods	0.07	-	-
		Sale of Investment property	9.50	-	-
Renu Govind Gadgil	Partners of partnership firm	Share of profit in partnership firm	1.90	1.22	0.94
		Net Drawings	36.00	-	7.00
		Sale of goods	-	2.26	-
Sunita Amit Modak	Partners of partnership firm	Share of profit in partnership firm	0.92	0.59	0.45
		Net Drawings	2.93	-	-
		Partner's remuneration	-	0.50	0.50
		Capital introduced	-	0.50	0.50
		Payment to partners	-	0.32	-
		Sale of goods	-	0.30	-
Mugdha Aditya Modak	Relative of partners of partnership firm	Sale of Goods	-	0.22	-
Aditya Amit Modak	Partners of partnership firm	Sale of Goods	0.16	0.05	0.10

		Share of profit in partnership firm	0.01	-	-
		Capital introduced	1.00	-	-
Rohini Kalkundrikar	Partners of partnership firm	Share of profit in partnership firm	0.01	-	-
		Capital introduced	1.00	-	-
Anjali Vishwanath Gadgil	Partners of partnership firm	Share of profit in partnership firm	0.01	-	-
		Capital introduced	1.00	-	-
P. N. Gadgil & Sons Limited	Enterprise over which KMP(s) or their relatives have control/significant influence	Sale of Goods	95.91	-	-
		Payable on account of common control transaction (including applicable taxes on above - GST)	1,670.96	-	-
		Commission expenses	30.01	-	-
Amit Yeshwant Modak	Partners of partnership firm	Share of profit in partnership firm	0.01	-	-
		Capital introduced	1.00	-	-
Amit Yeshwant Modak	Key managerial personnel	Sale of Goods	0.41	-	-
		Director remuneration	0.20	0.20	0.20
Kirti Suryakant Vaidya	Key managerial personnel	Employee benefits expense	0.50	-	-
Ravindra Vinayak Khadilkar	Relative of person having significant influence	Sale of Goods	1.44	-	-
Jyoti Ravindra Paranjape	Relative of person having significant influence	Sale of Goods	0.07	-	-

For further details, see "*Restated Financial Information – Related Party Disclosures – Note 40*" and "*Summary of the Issue Document*" on pages 313 and 23, respectively. These related party transactions are typically in the nature of sale of goods, share of investment property, payments payable on account of common control transactions and remuneration.

25. ***Our Promoters, our Directors, Key Managerial Personnel and members of Senior Management have interests in our business other than the reimbursement of expenses incurred or normal remuneration or benefits. Further, conflicts of interest may arise out of business ventures in which certain of our Directors are interested.***

In addition to payment of remuneration, we have entered into related party transactions with our Promoters and our Directors for payment of rent to such related parties. For details, see "*Restated Financial Information – Note 40*" on page 313.

26. ***Delay/ default in payment of statutory dues may attract penalties and in turn have an adverse impact on our financial condition***

We are required to make certain payments to various statutory authorities from time to time, including but not limited to payments pertaining to employee provident fund, employee state insurance, income tax and excise duty, While there have been no instances of failure to pay statutory dues in the Fiscal 2025, Fiscal 2024 or Fiscal 2023, we cannot assure you to that we will be able to pay our statutory dues timely, or at all, in the future. Any failure or delay in payment of such statutory dues in the future may expose us to statutory and regulatory action, as well as significant penalties, and may adversely impact our business, results of operations, cash flows and financial condition.

27. ***Our Stores operated in premises which are leased by our Corporate Promoter, P.N. Gadgil & Sons Limited and any issues related to lease renewals, unfavourable lease terms, or property title disputes could negatively impact our business operations and financial performance.***

All our Stores are situated on properties leased by our Corporate Promoter, P.N. Gadgil & Sons Limited from third parties. These lease agreements typically range in duration from 4 years to 9 years for our Stores with options for renewal subject to mutual agreement and periodic rent escalations as stipulated in the lease contracts. If we are unable to renew existing leases or negotiate new leases on commercially viable terms, we could face business disruptions. In such cases, if we are unable to find alternative spaces with comparable size, location, or cost, our operations and financial results may be adversely affected.

In addition, any irregularities in the ownership or title of the leased land could disrupt our operations and may result in significant legal expenses. Some lease agreements include penalties for delayed rent payments and predetermined rent increases. These factors could affect our ability to assert legal rights over the premises and may result in higher operating costs. If our sales do not grow in line with rising rental expenses, it could negatively impact our profitability.

Our expansion plans involve opening additional New Stores which requires identifying high-potential locations with strong footfall, visibility, and favourable local demographics. There is no assurance that we will be able to obtain new leases in suitable areas, on time, or on acceptable terms. Failing to do so may hamper our growth and negatively affect our financial results.

Additionally, India lacks a centralised land registry system and property titles may be unclear or contested due to outdated, incomplete, or locally maintained records, often in regional languages. Disputes may also arise over unpaid stamp duties or missing regulatory approvals, which could render our lease documents unenforceable unless rectified through payment of penalties and completion of formalities. Any legal complications concerning our leased premises could adversely impact our business operations, financial condition, and overall prospects.

28. ***Our insurance policies may not adequately cover us against certain risks and hazards, which may have an adverse effect on our business, results of operations and financial condition.***

Our operations are subject to various risks and hazards such as theft. Our insurance policies currently include jewellers block policies for each of our Stores. For further information, see "*Our Business – Insurance*" on page 281. Set out below are the details of our insurance coverage ratio for the respective periods:

(₹ in million, except as stated otherwise)

Particulars	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Amount of insurance*	1,813.50	1,357.70	1,034.98
Insurable Asset value	1,796.28	1,494.44	1,153.95
Insurance coverage ratio%	100.96%	90.85%	89.69%

Note: As certified by Joshi & Sahney, Chartered Accountants through their certificate dated June 16, 2025.
**Insurance policy in respect of employees availed by company is not considered in the above table.*
1. Insurable assets includes property, plant and equipment, inventories and Investment property. Depreciable assets are considered at WDV. All assets are considered at value appearing in restated financial statement.
2. Uninsurable assets includes right of use assets other intangible assets, security deposits given, receivable from related parties, receivable from third parties, balance with government authorities, trade receivables, cash and cash equivalents, Bank balance other than cash and cash equivalents, Investments, deferred tax assets (net), prepaid expenses, Interest accrued, derivative financial asset, advance to creditors. All assets are considered at value appearing in restated financial statement.

While we maintain insurance coverage in amounts that we believe are consistent with industry norms and would be adequate to cover the normal risks associated with the operation of our business, there can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part, or at all. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, financial condition and results of operations could be adversely affected.

29. ***We require certain approvals, permits and licenses in the ordinary course of business, and any failure or delay to obtain or renew them or to comply with their conditions in the future may adversely affect our operations.***

We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals and permits at the local, state and central government levels for doing our business. Additionally, we may need to apply for renewal of certain approvals, licenses and permits, which expire or seek fresh approvals/licenses/permits, from time to time, as and when required in the ordinary course of our business. There can be no assurance that the relevant authorities will issue such licenses, permits or approvals in the timeframe anticipated by us or at all.

Our permits, licenses and approvals are subject to several conditions, some of which could be onerous and we cannot assure you that we shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, which may lead to cancellation, revocation or suspension of relevant permits/licenses/approvals. The loss of approvals, licenses and permits may cause disruptions in our business operations and may cause us to undertake significant expenditure to rectify non-compliance or denial of approvals, including relocation of facilities and loss of the use of one or more of our Stores. Further, we cannot assure you that penalties under applicable laws would not be imposed on us in the event of non-compliance or alleged non-compliance with any of the terms or conditions thereof, or pursuant to any regulatory action.

30. ***We are dependent on our key management personnel and senior management personnel. Our failure to attract, motivate, retain and train sufficient designers and sales personnel may adversely affect our business, results of operations, financial condition and prospects. our business and prospects may be adversely affected.***

As of March 31, 2025, we have a management team positioned across different levels of our organization. Our continued success relies on our ability to attract, hire, develop, motivate, and retain talented professionals, especially within our Key Management Personnel and Senior Management Personnel. We consider the insights and experience of our Key Management Personnel, Senior Management Personnel as well as our employees who are skilled in the designing, inventory management and marketing departments crucial for guiding our business operations and strategic direction. For more details about their backgrounds, refer to the "*Our Management – Board of Directors*" section on page 293. However, we cannot guarantee that these individuals, or other members of our senior leadership, will remain with us or not join a competitor in the future.

Losing any of our Promoters, Key Management Personnel and Senior Management Personnel could significantly impact our business, financial health, and operational results. Replacing such individuals may be challenging and could result in delays in finding suitable replacements. Additionally, attracting and keeping experienced senior leadership might require us to offer higher compensation and benefits, which could raise our operating costs and affect our financial performance.

In the jewellery industry, sales staff, customer service and appealing designs are essential competitive factors. Our inability to recruit, train and retain capable sales personnel may damage our reputation and hinder our business growth and performance. This challenge may be heightened by factors such as skilled labour shortages, aggressive hiring by competitors, market competition, and the effectiveness of our internal recruitment and retention efforts.

31. ***Our operations could be adversely affected by strikes or increased wage demands by our employees or any other kind of disputes with our employees.***

As of March 31, 2025, our workforce consisted of 59 permanent employees across various parts of our operations. While we have not faced any significant labour-related disruptions to date, there is no guarantee that we will not encounter issues with our employees in the future. Any form of workplace unrest disrupts our business activities and impact our operational continuity if not addressed promptly. Workforce-related challenges are unpredictable and can be difficult to manage. Should such events occur, they may negatively affect our business performance, financial health, and overall operations. Currently, none of our employees are members of a labour union. However, there remains a possibility that unionization efforts could arise going forward. If segments of our workforce were to unionize, we may become subject to strikes, work slowdowns, or other forms of collective action. Prolonged labour negotiations or industrial action could interfere with our day-to-day functions and, if unresolved, may lead to operational delays and financial strain, ultimately affecting our revenues, cash flow, and long-term prospects.

32. ***We have a trademark application pending for our name and corporate logo. If we are unable to protect our intellectual property rights, our business, results of operations and financial condition may be adversely affected. We might infringe upon the intellectual property rights of others and any misappropriation of our intellectual property could harm our competitive position***

We have pending trademark applications for our corporate name and logo filed with the Trademark Registry on January 22, 2025 under classes 14, and 35. For further information, see "Government and other Approvals" and "Our Business – Intellectual Property Rights on page 159 and 274.We may not be able to protect our intellectual property rights, including our trademark after receipt of approval from Registrar of Trademarks, against third-party infringement and unauthorised use of our intellectual property, including by our competitors. Any failure to protect our intellectual property rights may adversely affect our business, results of operations and financial condition. Further, a failure to obtain or maintain these registrations may adversely affect our competitive business position. This may in turn affect our brand value, and consequently, our business. Despite our efforts to protect our proprietary rights, unauthorized parties may copy aspects of our proprietary products, technology, systems and processes and use information that we consider proprietary. Further, unauthorized parties may also attempt, or successfully endeavour, to obtain our intellectual property, confidential information, and trade secrets through various methods, including through cybersecurity attacks, and legal or other methods of protecting this data may be inadequate. In addition, our trade secrets may become known or independently developed by our competitors, and in such cases, we may no longer enjoy the exclusive use of some of our confidential information relating to our products.

Although no such proceedings have been initiated during the Fiscal 2025, Fiscal 2024 or Fiscal 2023, we may need to litigate to protect our intellectual property or to defend against third party infringement. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorised use or take appropriate and timely steps to enforce or protect our intellectual property. Any inability to use or protect our intellectual property could affect our relationships with our customers, which could materially and adversely affect our brand, business, results of operations and financial condition

Although we have faced no instances of intellectual property claims during Fiscal 2025, Fiscal 2024 or Fiscal 2023, and while we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty as to whether we are infringing on any existing third-party intellectual property rights, which may require us to alter our technologies, obtain licenses or cease some of our operations. We may also be susceptible to claims from third parties asserting infringement and other related claims. If such claims are raised, those claims could: (a) adversely affect our relationships with current or future customers: (b) result in costly litigation; (c) cause supplier delays or stoppages; (d) divert management's attention and resources; (e) subject us to significant liabilities; (f) require us to enter into potentially expensive royalty or licensing agreements and (g) require us to cease certain activities. While during the Fiscal 2025, Fiscal 2024 or Fiscal 2023, we have not been involved in litigation or incurred litigation expenses in connection with our intellectual property rights, in the case of an infringement claim made by a third party, we may be required to defend such claims at our own cost and liability and may need to indemnify and hold harmless our customers. Furthermore, necessary licenses may not be available to us on satisfactory terms, if at all. In addition, we may decide to settle a claim or action against us, which settlement could be costly. We may also be liable for any past infringement that we are not aware of. Any of the foregoing could adversely affect our business, results of operations and financial condition.

33. ***We have incurred indebtedness, and an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business and financial condition.***

As of May 31, 2025, we had total outstanding borrowings of ₹ 900.00 million. Certain of our financing agreements contain restrictive covenants, including but not limited to, the requirements that we obtain consents from our lender, prior to undertaking certain matters including altering our capital structure, changing the shareholding in our Company, declare dividends, effecting any scheme of amalgamation or reconstruction, changing the management or ownership, effecting a change in control / controlling interest of the Company, amending the constitutional documents of our Company. In terms of the security, we are required to create exclusive charge over our movable properties and immovable properties belonging to us and personal guarantees from our Individual Promoters. There can be no assurance that we will be able to comply with these financial or other covenants at all times or that we will be able to obtain consents necessary to take the actions that we believe are required to operate and grow our business. While we have received all relevant consents required for the purposes of this Issue and have complied with these covenants, a failure to comply with such covenants in the future may restrict or delay certain actions or initiatives that we may propose to take from time to time. Any failure to comply with the conditions and covenants in our financing agreements that is not waived by our lenders or guarantors or otherwise cured could lead to a termination of our credit facilities, foreclosure on our assets, acceleration of all amounts due under such facilities, any of which could adversely affect our financial condition and our ability to conduct and implement our business plans. For further information, see "*Financial Indebtedness*" on page 386.

34. ***Jewellery purchases are discretionary and often perceived as luxury purchases. Any factor negatively impacting discretionary spending by consumers may adversely affect our business, results of operations, financial condition and prospects.***

Jewellery purchases are dependent on consumers' discretionary spending power and disposable income. Various factors affect discretionary consumer spending, including economic conditions, perceptions of such conditions by consumers, economic outlook, employment, the level of consumers' disposable income, the savings ratio, business conditions, inflation levels, interest rates, consumer debt and asset values, availability of credit and levels of taxation, among others. These factors remain out of control of the company and pose a systemic risk.

Moreover, we believe that while historically, jewellery has been purchased as an investment asset by consumers, there is a changing trend in consumers to invest such funds in other asset classes, which may adversely affect our business, financial condition and results of operations. Additionally, the prices of gold and diamonds at a particular time also affect the decision of our customers to purchase jewellery.

Most of our customers are individuals who purchase jewellery for personal use and who are generally less financially resilient than corporate entities. Additionally, gold and diamond jewellery are not perceived to be a necessity, which may result in a significant fall in demand in the case of adverse economic conditions as opposed to demand for those goods that are perceived as a necessity. Such conditions include levels of employment, inflation or deflation, real disposable income, interest rates, taxation, currency exchange rates, stock market performance, the availability of consumer credit, levels of consumer debt, consumer confidence, consumer perception of economic conditions and consumer willingness to spend, all of which are beyond our control. An economic downturn or an otherwise uncertain economic outlook in our principal markets, in any other markets in which we may operate in the future, or on a global scale could adversely affect our consumer spending habits and traffic, which could have a material adverse effect on our business, results of operations and financial condition.

35. ***Our ability to access capital depends on our credit ratings. Non availability of credit ratings or a poor rating may restrict our access to capital and thereby adversely affect our business and results of operations.***

The cost and availability of capital, among other factors, depend on our credit ratings. Our credit ratings reflect, amongst other things, the rating agency's opinion of our financial strength, operating performance, strategic position, and ability to meet our obligations. Our inability to obtain such credit ratings in a timely manner or any non-availability of credit ratings, or poor ratings, or any downgrade in our ratings may increase borrowing costs and constrain our access to capital and lending markets and, as a result, could adversely affect our business and results of operations. In addition, non-availability of credit ratings could increase the possibility of additional terms and conditions being added to any new or replacement financing arrangements.

In addition, our borrowing costs and our access to debt capital markets depend significantly on the credit ratings of India. There can be no assurance that India's credit rating will not be revised or changed by the credit rating agency or any of the other global rating agencies.

36. ***We could face customer complaints or negative publicity about our customer service. This could materially and adversely affect our reputation, results of operations and financial condition.***

Customer complaints or negative publicity about our customer service could diminish consumer confidence in, and the attractiveness of, our Company and brand. We interact with customers across all of our shops and consistently strive to maintain high standards of customer service. However, we periodically have experienced customer disputes and receive complaints which we endeavor to resolve through prompt and effective customer service. Any inability by us to properly manage or train our sales staff, employees and managerial personnel who handle customer complaints and disputes could compromise our ability to handle customer complaints effectively in the future. If we do not handle customer complaints effectively, our reputation may suffer, and we may lose our customers' confidence, which could have a material adverse effect on our business, financial condition and results of operations.

37. ***If we fail to retain existing customers, we may not be able to sustain our revenue base and margins, which would have a material adverse effect on our business and results of operations***

Our business is highly dependent on our ability to retain customers. Failure to achieve these objectives could significantly harm our revenue base, profitability, and overall financial performance. Customers are driven by a variety of factors, including price sensitivity, perceived value, personal preferences, fashion trends, and specific design or aesthetic requirements. If we are unable to consistently innovate and offer appealing, on-trend jewellery designs that resonate with our diverse customer base, we may fail to deliver a compelling shopping experience. This could lead to customer attrition and reduced repeat purchases, ultimately impacting our business adversely.

Additionally, the digital nature of our platform introduces unique challenges and opportunities in customer engagement. Success in this space depends on our ability to provide a seamless, user-friendly interface and deliver key elements of the online shopping experience. These include, but are not limited to, easy discovery of trending products and collections, transparent comparison of product features, quality, and pricing, personalized and relevant product recommendations, effective promotional campaigns and sales strategies, strategic use of high-profile brand ambassadors or celebrities to enhance brand appeal, hassle-free customer support, including returns, exchanges, and refunds.

Our marketing efforts are designed to build brand awareness, and encourage higher order volumes and values. However, there is no guarantee that these strategies will succeed in retaining customers. Customers ultimately decide their order frequency and spending levels based on their satisfaction with our platform, products, and services. If we fail to retain our existing customers, particularly high-value ones, or if they reduce their spending on our platform, our revenue could decline. This would negatively impact our operating margins and overall financial health.

38. We purchase inventory in anticipation of sales. Our ability to manage inventory effectively and accurately forecast demand is crucial to maintaining operational efficiency and financial stability. Any failure in these areas could significantly harm our business and results of operations.

Our business model involves purchasing inventory based on anticipated sales and customer demand. Ineffective inventory management, including inaccurate demand forecasting, could have a material adverse impact on our operations and financial performance.

The ability to accurately predict customer preferences, market trends, and seasonal demand is critical to our success. Errors in forecasting could lead to overstocking, resulting in excess inventory that may be difficult to sell promptly or at all, or understocking, which could hinder our ability to fulfil customer orders and meet demand. Excess inventory may require recycling, potentially leading to material losses, such as gold wastage during the melting process. Conversely, insufficient inventory levels could result in missed sales opportunities and damage customer trust.

To mitigate these risks, we plan our inventory and initiate the design processes well in advance of product launches. Our sales projections are based on forecasts, anticipated demand, and seasonal requirements. For instance, we stock inventory, including at our retail stores, ahead of key periods such as festive seasons. Maintaining an optimal inventory level is essential to ensure we can effectively respond to customer needs and offer a comprehensive range of products across both physical and online channels.

Additionally, we maintain backup inventory at our stores to provide flexibility in managing stock levels. This allows us to transfer popular designs or styles to stores with higher demand while avoiding the accumulation of slow-moving inventory. If certain designs or styles underperform in specific locations, we may redistribute them to stores where they are more likely to sell.

Effective inventory management requires seamless coordination across multiple functions, including raw material procurement, sourcing from various vendors and distributors, and sales operations. Despite our efforts to balance inventory levels, our forecasts may not always align with actual demand. Underestimating demand could lead to stock shortages, impairing our ability to meet customer expectations. Overestimating demand could result in excess inventory, increasing capital requirements, financing costs, and potential losses from unsold stock. Furthermore, any damage or loss of inventory could negatively impact our operating results.

39. Our business is highly susceptible to the availability and price stability of essential raw materials used by our manufacturing partners. Any disruptions in supply or significant fluctuations in the costs of these materials could negatively affect our operations, financial performance, cash flows, and overall financial health.

Our business is significantly influenced by the availability, quality, and pricing of raw materials used by our manufacturing partners, such as gold, diamonds, and other precious and semi-precious stones. Any disruptions in the supply chain or fluctuations in the prices of these materials could adversely impact our operations, financial performance, cash flows, and overall business health.

Gold is one of the primary materials used in our products. While an increase in gold prices may boost our sales revenue, assuming it does not negatively affect sales volumes, a sharp or sustained rise in gold prices due to inflation or other external factors could, in the short term, reduce customer demand. Similarly, a decline in gold prices might lead to inventory valuation losses. For more details, refer to the section titled *"Key Regulations and Policies in India"* on page 284.

In addition to gold, we rely on precious and semi-precious stones, such as diamonds and gemstones. A sudden drop in the market prices of diamonds or other stones could impair our ability to recover procurement costs, while a price increase might reduce demand for certain jewellery items or squeeze our profit margins. The prices and supply of these raw materials are subject to factors beyond our control, including global economic conditions, competitive pressures, production levels, and regulatory changes such as import duties.

Furthermore, external risks such as diamond-producing nations pursuing vertical integration and potential regulatory shifts could destabilise demand or heighten financial exposure. Should the diamond and jewellery industry prove unable to navigate these challenges, our business could experience impacts on growth potential, financial stability, and operational performance.

We cannot guarantee that we will be able to secure high-quality raw materials at competitive prices or in sufficient quantities. Moreover, significant price increases for gold, diamonds, or other materials may lead to our third-party manufacturing partners delaying procurement of raw materials as well as customers postponing purchases of finished products from us, negatively affecting our sales volumes, operational efficiency and financial stability.

40. ***Our business operates in a competitive environment, and our inability to effectively compete could negatively impact our operations, financial performance, cash flows, and overall financial health. The Indian jewellery market is characterized by intense rivalry among both domestic and international players, with competition spanning pricing, product diversity, quality, and marketing strategies.***

Our business operates in a fiercely competitive environment, and our inability to effectively compete could negatively impact our operations, financial performance, cash flows, and overall financial health. The Indian jewellery market is characterized by intense rivalry among both domestic and international players, with competition spanning pricing, product diversity, quality, and marketing strategies.

We compete with a range of established domestic and multinational companies, including prominent names such as Bluestone Jewellery and Lifestyle Private Limited, Caratlane Trading Private Limited, Orra Fine Jewellery Private Limited, Senco Gold Limited and Thangamayil Jewellery Limited *(Source: CARE Report).* This competitive landscape may lead to pricing pressures, reduced profit margins, loss of market share, or an inability to expand or sustain our current market position, any of which could significantly harm our business and operational results.

Many of our competitors possess substantial advantages in specific product segments, including longer operational histories, larger and more diverse customer and supplier networks, stronger brand recognition, and greater financial and operational resources. These advantages enable them to invest more heavily in areas such as inventory management, store expansion, marketing, and distribution. Competitors may also leverage synergies within their businesses to enhance the shopping experience, adjust pricing strategies, or modify service terms in ways that could undermine our competitive offerings.

If we fail to effectively respond to these competitive pressures and operational challenges, our business, financial condition, cash flows, and operational results could suffer. There is no guarantee that we will be able to successfully compete against existing or emerging competitors in the future, particularly as the competitive landscape evolves across both offline and online channels.

Additionally, competitors may ramp up their advertising and promotional expenditures to strengthen their brand presence, potentially forcing us to increase our own spending in these areas. This could lead to higher advertising, publicity, and sales promotion costs, as well as the need for more aggressive pricing strategies, all of which could adversely affect our profitability and operational outcomes. For further insights, refer to the "*Industry Overview*" section on page 137.

41. ***There are outstanding litigation proceedings against our Promoter and Directors. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows***

Our Promoter and Directors are currently involved in ongoing legal disputes. These cases are being heard across various courts, tribunals, and regulatory authorities, and their outcomes could negatively affect our reputation, business operations, financial health, and cash flows. For further information, see the "*Outstanding Litigation and Other Material Developments*" section on page 389. The following table sets forth a summary of the litigation proceedings involving our Company, Promoters, and Directors, in accordance with the materiality policy adopted by our Board. While we have disclosed the claimed amounts to the extent they are quantifiable, there is no guarantee that these proceedings will be resolved in our favour.

Category of individuals/ entities	Criminal proceedings	Tax proceedings	Statutory or regulatory actions	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigation as per the Materiality Policy	Aggregate amount involved* (in ₹ million)
Company						
By our Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Company	Nil	Nil	Nil	Nil	Nil	Nil
Directors						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against our Directors	Nil	2#	Nil	Nil	Nil	3.74#
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	13	Nil	Nil	Nil	275.19
Key Managerial Personnel						
By the Key Managerial Personnel	Nil	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Against our Key Managerial Personnel	Nil	Not Applicable	Nil	Not Applicable	Not Applicable	Not Applicable
Senior Managerial Personnel						
By the Senior Managerial Personnel	Nil	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Against the Senior Managerial Personnel	Nil	Not Applicable	Nil	Not Applicable	Not Applicable	Not Applicable

* *To be extent quantifiable*

\# Against the Promoter Govind Vishwanath Gadgil in the capacity of Director.

Additionally, we may face consumer protection claims, product liability issues, or other commercial disputes arising from normal business activities, which could be costly to address and divert management's focus. The possibility of unfavourable rulings or additional liabilities cannot be ruled out, and such outcomes, whether individually or collectively, could harm our reputation, operational results, and financial stability.

42. ***Some of our Directors on our Board have no experience of being directors in any other listed entity within India, therefore, they will be able to provide limited guidance in relation to affairs of our Company post listing.***

Some of our Directors serving on the Board of our Company have no experience of being directors in a listed entity. While they are qualified professionals with substantial experience in their respective domains, due to reasons of them not having any experience of being directors in a listed entity, they have historically not been subject to the compliance requirements and scrutiny of the regulators associated with a listed company. Accordingly, we may get limited guidance from them and, may fail to satisfy our obligations and/or maintain and improve the effectiveness of our disclosure controls, procedures and internal control as required for a listed entity under applicable laws.

43. ***We cannot assure the payment of dividends on the Equity Shares in the future.***

The declaration and payment of dividends on the Equity Shares is recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and the applicable law, including the Companies Act. Our Company has not paid any dividends to its Shareholders and we cannot assure you that we will be able to pay dividends on the Equity Shares at any point in the future. Our ability to pay dividends in the future will depend upon our future results of operations, financial condition, sufficient profitability, working capital requirements and capital expenditure requirements and other factors considered relevant by our Directors and Shareholders.

44. ***In this Draft Red Herring Prospectus, we have included certain non-GAAP ("Generally Accepted Accounting Principles") financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology applicable across the Indian retailing industry and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.***

Certain non-GAAP financial measures such as CAGR, EBITDA, EBITDA Margin, PAT Margin, Return on Capital Employed, Return on Equity, Return on Assets, Net Debt to Equity Ratio, Adjusted Return on Capital Employed, Net Worth, Return on Net Worth and Net Asset Value per Equity Share, etc. and certain other industry measures related to our operations and financial performance have been included in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP financial measures and such other industry related statistical information relating to our operations and financial performance, as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of Indian retail industry. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our audited financial statements as reported under applicable accounting standards disclosed in this Draft Red Herring Prospectus.

These non-GAAP financial measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other companies. Accordingly, investors should not place undue reliance on the non-GAAP financial information included in this Red Herring Prospectus. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators and Non-GAAP Financial Measures*" on page 379.

45. ***Extracts of industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by CARE Analytics and Advisory Private Limited exclusively commissioned and paid for by us exclusively in connection with the Issue. Any reliance on such information for making an investment decision in the Issue is subject to inherent risks.***

We have used the report titled *"Gems and Jewellery Industry in India"* dated June 10, 2025 (the "**CARE Report**") prepared and issued by CARE Analytics and Advisory Private Limited ("**CareEdge Research**"), exclusively commissioned and paid for by us in connection with the Issue, appointed pursuant to engagement letter dated April 23, 2025 for the purpose of inclusion of such information in the Offer Documents. Our Company, our Promoters, our Directors or Key Managerial Personnel or Senior Management or the Book Running Lead Manager are not related to CareEdge Research. Given the scope and extent of the CARE Report, disclosures are limited to certain excerpts and the CARE Report has not been reproduced in its entirety in this Draft Red Herring Prospectus. There are no parts, data or information (which may be relevant for the proposed Issue), that have been left out or changed in any manner. The CARE Report is a paid report and is subject to various limitations and based upon certain assumptions that are subjective in nature.

46. ***After the completion of the Issue, our Promoters along with the members of our Promoter Group will continue to collectively hold majority of the shareholding in our Company, which will allow them to influence the outcome of matters requiring shareholder approval.***

For details of the pre-Issue and post-Issue shareholding of our Promoters and members of our Promoter Group, see "*Capital Structure*" on page 83. After the completion of the Issue, our Promoters along with the members of our Promoter Group will continue to collectively hold the majority of the shareholding in our Company and will continue to exercise significant influence over our business policies and affairs and all matters requiring Shareholders' approval, including the composition of our Board, the adoption of amendments to our constitutional documents, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures or any other matter requiring a special resolution. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these stockholders. Further, our lenders may require that our Promoters provide personal guarantees in order to secure debt required by us in subsequent periods. We cannot assure that our Promoters will be amenable to provide such security in future. The interests of the Promoters as our controlling shareholders could conflict with our interests or the interests of our other shareholders. We cannot assure you that the Promoters will act to resolve any conflicts of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business. For further details in relation to the interests of our Promoters in our Company, see "*Our Promoters and Promoter Group*", "*Our Management*" and "*Summary of the Issue Document– Summary of Related Party Transactions*" on pages 308, 293 and 23, respectively.

External Risks

Risks Relating to India

47. A slowdown in economic growth in India could have a negative impact on our business, results of operations and financial condition.

Our performance and the growth of our business are dependent on the health of the overall Indian economy. Any slowdown or perceived slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business. Additionally, an increase in trade deficit, or a decline in India's foreign exchange reserves could negatively affect liquidity, which could adversely affect the Indian economy and our business. In particular, the COVID-19 pandemic caused an economic downturn in India and globally. Any downturn in the macroeconomic environment in India could also adversely affect our business, results of operations and financial condition.

India's economy could be adversely affected by a general rise in interest rates or inflation, adverse weather conditions affecting agriculture, commodity and energy prices as well as various other factors. A slowdown in the Indian economy could adversely affect the policy of the Government of India towards the gold and diamond , which may in turn adversely affect our financial performance and our ability to implement our business strategy.

48. If inflation were to rise in India, we might not be able to increase the prices of our products at a proportional rate thereby reducing our margins.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, raw materials and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or entirely offset any increases in costs with increases in prices for our products. In such case, our business, results of operations and financial condition may be adversely affected. Further, the Government has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

49. Our business is affected by global economic conditions, which may have an adverse effect on our business, results of operations and financial condition.

The Indian economy and its securities markets are influenced by global economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and could then adversely affect our business, financial performance and the price of our Equity Shares.

China is one of India's major trading partners and there are rising concerns of a strained relationship with India, which could have an adverse impact on the trade relations between the two countries.

Developments in the ongoing conflict between Russia and Ukraine, between Israel and Hamas, Hezbollah and Iran and between Houthi rebels and certain western countries, between India and Pakistan, have resulted in and may continue to result in a period of sustained instability across global financial markets, induce volatility in commodity prices, adversely impact availability of natural gas, increase in supply chain, logistics times and costs, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India.

If we are unable to successfully anticipate and respond to changing economic and market conditions, our business, results of operations and financial condition may be adversely affected.

50. Changing regulations in India could lead to new compliance requirements that are uncertain.

The regulatory and policy environment in which we operate is evolving and is subject to change. The Government of India or State governments in India may implement new laws or other regulations and policies that could affect our business in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government of India, State governments and other regulatory bodies, or impose onerous requirements.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and financial condition.

51. Natural calamities, climate change and health epidemics and pandemics in India could adversely affect our business, results of operations and financial condition. In addition, war, hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect our business, results of operations and financial condition.

India has experienced natural calamities, such as earthquakes and floods in recent years. Natural calamities could have an adverse impact on the Indian economy which, in turn, could adversely affect our business, and they may also damage or destroy our stores or other assets. Further, such events also may lead to the disruption of, or damage, to business operations, logistics operations, information systems, electrical systems and telecommunication services for sustained periods. Natural calamities also may make it difficult or impossible for employees to reach our business locations. Damage or destruction that interrupts our operations or assets could adversely affect our reputation, our relationships with our customers, our Karigars, our senior management team's ability to administer and supervise our business or it may cause us to incur substantial additional expenditure to repair or replace damaged assets. Though some of the losses are covered under appropriate insurance, the above factors may still adversely affect our business, results of operations and financial condition.

India has from time-to-time experienced instances of social, religious and civil unrest and hostilities between neighbouring countries. Military activity or terrorist attacks in the future could influence the Indian economy by disrupting communications and making travel and logistics more difficult. Such political tensions also could create a greater perception that investments in Indian companies involve higher degrees of risk. Events of this nature in the future, as well as social and civil unrest within other countries in Asia and Europe, could influence the Indian economy and could have a material adverse effect on the market for securities of Indian companies.

52. Any downgrading of India's sovereign debt rating by an international rating agency could have a negative impact on our business, results of operations and cash flows.

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any adverse revisions to credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such funding is available. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which is outside our control. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

53. ***The extent and reliability of Indian infrastructure, to the extent insufficient, could adversely impact our business, results of operations and financial condition.***

India's physical infrastructure is less developed than that of many developed nations. Any congestion or disruption with its road and rail networks, electricity grid, communication systems or any other public facility could disrupt our normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies and add costs to doing business in India. These problems could interrupt our business operations, which could have adverse effect on our business, results of operations and financial condition.

54. ***Significant differences exist between Ind-AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the financial statements prepared and presented in accordance with Ind-AS contained in this Draft Red Herring Prospectus.***

Our Financial Information has been compiled from our audited financial statements prepared and presented in accordance with Ind-AS, and restated in accordance with the SEBI ICDR Regulations. Ind-AS differs from accounting principles with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Ind-AS, U.S. GAAP and IFRS, which may be material to the financial statements prepared and presented in accordance with Ind-AS contained in this Draft Red Herring Prospectus. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is dependent on the prospective investor's familiarity with Ind-AS and the Companies Act. Any reliance by persons not familiar with Ind-AS on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. In addition, some of our competitors may not present their financial statements in accordance with Ind AS and their financial statements may not be directly comparable to ours, and therefore reliance should accordingly be limited.

55. ***We may be affected by competition law in India and any adverse application or interpretation of the Competition Act may in turn adversely affect our business.***

The Competition Act, 2002, of India, as amended ("**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India ("**AAEC**"). Under the Competition Act, any formal or informal arrangement, understanding, or action in concert, which causes or is likely to cause an AAEC, is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment, or the provision of services, or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of customers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise.

On April 11, 2023, the Competition (Amendment) Bill 2023 received the assent of the President of India to become the Competition (Amendment) Act, 2023 ("**Competition Amendment Act**"), amending the Competition Act and giving the CCI additional powers to prevent practices that harm competition and the interests of consumers. It has been enacted to increase the ease of doing business in India and enhance transparency. The Competition Amendment Act, inter alia, modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered by us could be within the purview of the Competition Act. Further, the CCI has extraterritorial powers and can investigate any agreements, abusive conduct, or combination occurring outside India if such agreement, conduct, or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered by us cannot be predicted with certainty at this stage. We may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition

Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations and financial condition.

56. ***Investors may not be able to enforce a judgment of a foreign court against us.***

Our Company is a company incorporated under the laws of India. Our Board of Directors comprises members all of whom are Indian citizens. All of our Key Managerial Personnel and Senior Management are residents of India and majority of the assets of our Company and such persons are located in India. As a result, it may not be possible for investors outside India to effect service of process upon our Company or such persons in India, or to enforce against them judgments obtained in courts outside India.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which includes, among others, the United Kingdom, Singapore, United Arab Emirates and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Code of Civil Procedure, 1908. Judgments or decrees from jurisdictions, which do not have reciprocal recognition with India, cannot be executed in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us or our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. However, the party in whose favour such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in a non-reciprocating territory within three years of obtaining such final judgment in the same manner as any other suit filed to enforce a civil liability in India. If, and to the extent that, an Indian court were of the opinion that fairness and good faith so required, it would, under current practice, give binding effect to the final judgment that had been rendered in the non-reciprocating territory, unless such a judgment contravenes principles of public policy in India. It is unlikely that an Indian court would award damages on the same basis or to the same extent as was awarded in a final judgment rendered by a court in another jurisdiction if the Indian court believed that the amount of damages awarded was excessive or inconsistent with Indian practice. In addition, any person seeking to enforce a foreign judgment in India is required to obtain prior approval of the RBI to repatriate any amount recovered pursuant to the execution of such a judgment.

Risks Relating to the Equity Shares

57. ***QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Bidders are not permitted to withdraw their Bids after Bid/Issue Closing Date.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Bidders, Eligible Employees bidding in the Employee Reservation Portion (subject to the Bid Amount being up to ₹ 0.20 million) and Eligible Shareholders bidding in the Shareholders' Reservation Portion (subject to the Bid Amount being up to ₹ 0.20 million) can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date. While our Company is required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed including Allotment pursuant to the Issue within three Working Days from the Bid/Issue Closing Date, or such other time period as required under the applicable laws, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in macro-economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted or cause the trading price of the Equity Shares to decline on listing.

58. ***We may be subject to pre-emptive surveillance measures like Additional Surveillance Measure (ASM) and Graded Surveillance Measures (GSM) by the Stock Exchanges to enhance market integrity and safeguard the interest of investors.***

We may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Issue due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may lead to us triggering the parameters listed by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation. In the event our Equity Shares are covered under such surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in relation to trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

59. ***Any future issuance of the Equity Shares, or convertible securities by our Company may dilute our future shareholding adversely affecting the trading price of the Equity Shares.***

We cannot assure you that we will not issue additional Equity Shares. Any future issuance of the Equity Shares, or convertible securities by our Company, including through exercise of employee stock options or employee stock purchase scheme or stock appreciation rights scheme may lead to dilution of our shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. Further, any future sale of the Equity Shares by the Promoters, or other major shareholders of our Company may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares. There can be no assurance that we will not issue Equity Shares or securities linked to Equity Shares or that our Promoter or Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

60. ***Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax ("**STT**") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of listed equity shares held for more than 12 months may be subject to long term capital gains tax in India at the specified rates depending on certain factors, such as STT is paid, the quantum of gains and any available treaty exemptions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

61. ***Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.***

Under the Companies Act, 2013, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting rights on such resolution.

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. Our decision to file an offering document or registration statement will depend on the costs and potential liabilities associated with any such registration as well as the perceived benefits of enabling holders in such jurisdiction to exercise their pre-emptive rights and any other factors we consider appropriate at such time. We may elect not to file an offering document or registration statement in relation to pre-emptive rights otherwise available to you by Indian law. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, you may suffer future dilution of your ownership position and your proportional interests in our Company may be reduced.

62. ***The trading price of the Equity Shares may be subject to volatility and you may not be able to sell the Equity Shares at or above the Issue Price.***

The Issue Price shall be determined by us in consultation with the Book Running Lead Manager, based on the Bids received, in compliance with Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act, 2013 read with rules made thereunder. It may not necessarily be indicative of the market price of the Equity Shares after this Issue is complete. We cannot assure you that you will be able to resell your Equity Shares at or above the Issue Price. There can be no assurance that an active trading market for the Equity Shares will be sustained after this Issue, or that the price at which the Equity Shares have historically traded will correspond to the price at which the Equity Shares will trade in the market subsequent to the Issue.

The trading price of the Equity Shares may fluctuate due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors and the perception in the market about investments in the construction equipment sector, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments.

For example, conditions in the Indian securities markets may cause the trading price of the Equity Shares to fluctuate. The Indian securities markets are generally smaller and more volatile than securities markets in developed economies. In the past, the Indian stock exchanges have experienced high volatility and other problems that have affected the market price and liquidity of the listed securities, including temporary exchange closures, broker defaults, settlement delays and strikes by brokers. Excessive volatility may, in turn, trigger the imposition of circuit breakers. A closure of, or trading stoppage on, either of BSE or NSE could adversely affect the trading price of the Equity Shares.

In addition, if the stock markets in general experience a loss of investor confidence, the trading price of the Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of the Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Additionally, in recent years, there have been changes in laws and regulations regulating the taxation of dividend income, which have impacted the Indian equity capital markets. See "***Dividend Policy***" on page 312.

Any of these factors could adversely affect the market price and liquidity of the Equity Shares.

63. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.

A company based in India may issue equity instruments to a person resident outside India subject to entry routes, sectoral caps and attendant conditions prescribed in the FEMA Rules. Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the requirements specified by the RBI. If the transfer of shares is not in compliance with such requirements or falls under any of the specified exceptions, then prior approval of the RBI will be required.

Further, in accordance with the Consolidated FDI Policy dated October 15, 2020, Government of India, investments where the beneficial owner of the equity shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route. These investment restrictions shall also apply to subscribers of offshore derivative instruments.

In addition, shareholders who seek to convert the Indian Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no-objection or tax clearance certificate from the income tax authority. Additionally, the Indian government may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Indian government experiences extreme difficulty in stabilizing the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the Indian government's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

SECTION III – INTRODUCTION
THE ISSUE

The following table summarises the Issue details:

The Issue[(1)] consists of:	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹4,500 million
Employee Reservation Portion[(2)]	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million
Net Issue	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million
The Net Issue comprises of:	
A. QIB Category [(3)]	Not more than [●] Equity Shares of face value of ₹10 each
Of which:	
Anchor Investor Portion[(4)]	Up to [●] Equity Shares of face value of ₹10 each
Net QIB Category (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares of face value of ₹10 each
Of which:	
Mutual Fund Portion (5% of the Net QIB Category)	[●] Equity Shares of face value of ₹10 each
Balance of QIB Category for all QIBs including Mutual Funds	[●] Equity Shares of face value of ₹10 each
B. Non-Institutional Category[(5)]	Not less than [●] Equity Shares of face value of ₹10 each
Of which:	
One-third available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000	[●] Equity Shares of face value of ₹10 each
Two-thirds available for allocation to Bidders with a Bid size of more than ₹1,000,000	[●] Equity Shares of face value of ₹10 each
C. Retail Category	Not less than [●] Equity Shares of face value of ₹10 each
Pre and post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue (as on the date of this Draft Red Herring Prospectus)	21,866,400 Equity Shares of face value of ₹10 each
Equity Shares outstanding after the Issue	[●] Equity Shares of face value of ₹10 each
Use of Net Proceeds	See "***Objects of the Issue***" on page 102 for information about the use of the proceeds from the Issue.

(1) *Our Board has authorised the Issue pursuant to its resolution dated April 10, 2025. Our Shareholders have authorised the Issue pursuant to its special resolution dated May 5, 2025.*

(2) *In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits. The undersubscribed portion, if any, in the Employee Reservation Portion shall be added back to the Net Issue. In case of undersubscription in the Net Issue, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.*

(3) *Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange subject to applicable law. In the event of under-subscription in the Issue, Equity Shares shall be allocated in the manner specified in the section "**Issue Structure**" on page 414.*

(4) *Our Company may, in consultation with the BRLM, allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis, in consultation with the BRLM in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor*

*Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the QIB Category. For further details, see "**Issue Procedure**" on page 419.*

(5) *Not more than 15% of the Net Issue shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Category will be available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Category will be available for allocation to Bidders with a Bid size of more than ₹1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Category may be allocated to Bidders in the other sub-category of Non-Institutional Category.*

Pursuant to Rule 19(2)(b) of the SCRR, the Issue and Net Issue shall make up for at least [●]% and [●]% of the post-Issue paid-up Equity Share capital of our Company. Allocation to all categories of Bidders shall be made in accordance with SEBI ICDR Regulations. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allocation to each Non-Institutional Investor shall not be less than the minimum non-institutional application size, subject to availability of Equity Shares in the Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII to the SEBI ICDR Regulations. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. For further details, see "***Terms of the Issue***", "***Issue Structure***" and "***Issue Procedure***" on pages 407, 414 and 419, respectively.

SUMMARY FINANCIAL INFORMATION

The summary financial information presented below should be read in conjunction with "***Restated Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 313 and 368, respectively. The following tables set forth summary financial information derived from our Restated Financial Information.

[*Remainder of this page has been intentionally left blank*]

SUMMARY OF RESTATED STATEMENTS OF ASSETS AND LIABILITIES

Particulars	*(All amounts are in ₹ millions, unless otherwise stated)*		
	As at March 31, 2025	**As at March 31, 2024**	**As at March 31, 2023**
ASSETS			
Non-Current Assets			
Property, Plant and equipment	2.11	-	-
Investment Property	-	4.85	4.95
Right-of-use assets	2.55	-	-
Other intangible assets	3.04	-	-
Financial Assets			
(i) Other Financial Assets	-	3.38	63.25
Deferred tax assets (net)	1.36	1.02	0.82
Other Non-Current Assets	0.16	-	-
Total Non-Current Assets	**9.22**	**9.25**	**69.02**
Current Assets			
Inventories	1794.17	1489.59	1149.00
Financial Assets			
(i) Investments	-	9.12	10.41
(ii) Trade Receivables	1.57	-	-
(iii) Cash & cash equivalents	390.20	11.98	10.66
(iv) Other Financial Assets	3.94	63.34	0.17
Other Current Assets	69.25	-	-
Total Current Assets	**2,259.13**	**1,574.03**	**1,170.24**
Total Assets	**2,268.35**	**1,583.28**	**1,239.26**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital/ Partner's capital	48.59	91.44	87.25
Other Equity			
-Retained Earnings	1524.06	935.08	514.63
-Securities Premium	887.41		
-Capital reserve	(1,461.46)	(1,311.42)	(1,122.09)
-Other components to equity	3.31	(0.06)	0.04
Total Equity	**1,001.91**	**(284.96)**	**(520.17)**
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
(i) Lease Liabilities	2.01	-	-
(ii) Other Financial Liabilities	-	-	1670.96
Provisions	4.74	3.93	3.13
Total Non-Current Liabilities	**6.75**	**3.93**	**1,674.09**

Current Liabilities			
Financial Liabilities			
(i) Borrowings	906.50	-	-
(ii) Lease Liabilities	0.64	-	-
(iii) Trade Payables			
-Total outstanding dues of micro enterprises and small enterprises;	49.54	42.63	4.18
-Total outstanding dues of creditors other than Micro enterprises and small enterprises	275.28	148.89	78.54
(iv) Other Financial Liabilities	0.44	1,672.36	2.25
Other current liabilities	16.77	-	-
Provisions	0.25	0.14	0.12
Current Tax Liabilities(net)	10.27	0.29	0.25
Total Current Liabilities	**1,259.68**	**1,864.31**	**85.34**
Total Liabilities	**1,266.43**	**1,868.24**	**1,759.43**
Total Equity and Liabilities	**2,268.35**	**1,583.28**	**1,239.26**

SUMMARY OF RESTATED STATEMENT OF PROFIT AND LOSS

Particulars	*(All amounts are in ₹ millions, unless otherwise stated)*		
	For the year ended March 31, 2025	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**
Revenue from operations	2,581.83	1,956.34	1,988.48
Other income	9.23	6.02	4.99
Total Revenue	**2,591.06**	**1,962.36**	**1,993.47**
Expenses			
Purchases of stock in trade	1,971.41	1,663.63	1,392.64
Changes in inventories of finished goods	(304.58)	(340.59)	(158.93)
Employee benefits expense	37.60	25.54	21.73
Finance costs	12.91	0.55	0.42
Depreciation and amortization expenses	0.33	0.10	0.10
Other expenses	81.29	46.37	45.73
Total Expenses	**1,798.96**	**1,395.60**	**1,301.69**
Restated Profit before tax	792.10	566.76	691.78
Tax expense:			
Current tax	198.82	142.79	174.43
Deferred tax	(1.46)	(0.17)	(0.12)
Total tax expense	197.36	142.62	174.31
Restated Profit for the period/ year	**594.74**	**424.14**	**517.47**
Remeasurement of post employment defined benefit plans	4.51	(0.14)	0.05
Income Tax relating to items that will not be reclassified to profit or loss	(1.14)	0.04	(0.01)
Total other comprehensive Income (net of tax)	3.37	(0.10)	0.04
Total Restated Comprehensive income for the period/ year	598.11	424.04	517.51
Earnings per equity share			
-Adjusted Basic Earnings per share	35.21	-	-
-Diluted Earnings per share	35.21	-	-
The EPS is adjusted to Issue of Bonus Shares			

SUMMARY OF RESTATED CASH FLOW STATEMENTS

Particulars	*(All amounts are in ₹ millions, unless otherwise stated)*		
	For the year ended March 31, 2025	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**
CASH FLOW FROM OPERATING ACTIVITIES			
Restated Profit before	792.10	566.76	691.78
Adjustments for:			
Depreciation on property, plant and equipment	0.10	-	-
Depreciation on Investment property	0.07	0.10	0.10
Depreciation on right-of-use assets	0.15	-	-
Amortisation of Intangible Assets	0.01	-	-
Net gain on sale of Investments	-	(0.93)	(0.50)
Interest on Lease Liability	0.04	-	-
Profit on sale of investment property	(4.71)	-	-
Dividend Income	(0.37)	(0.53)	(0.44)
Interest Income	(3.25)	(4.30)	(3.93)
Finance costs	12.87	0.55	0.42
Operating Profits before working capital changes	**797.01**	**561.65**	**687.43**
Decrease/(increase) in inventories	(304.58)	(340.59)	(158.93)
Decrease/(increase) in other financial assets	2.99	(3.30)	6.84
Decrease/(increase) in other current assets	(69.23)	-	0.17
Decrease/(increase) in other non-current assets	(0.16)	-	-
Decrease/(increase) in trade receivables	(1.57)	-	-
Decrease/(increase) in trade payables	133.28	108.80	36.52
Increase/(decrease) in other financial liabilities	(0.99)	(0.85)	(3.63)
Increase/(decrease) in provisions	5.44	0.68	0.53
Increase/(decrease) in other current liabilities	16.77	-	-
Cash used in Operations	**(218.04)**	**(235.26)**	**(118.50)**
Income taxes paid	(188.84)	(142.74)	(173.97)
Net Cash flows from operating activities	**390.13**	**183.65**	**394.96**
Cash flows from investing activities			
Net Sale/(Purchase) of investment	9.11	2.23	0.14
Payment on account of common control transaction	(1,670.96)	-	-
Proceeds from maturity of fixed deposits	60.00	-	-

Particulars	(All amounts are in ₹ millions, unless otherwise stated)		
	For the year ended March 31, 2025	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**
Dividends and Interest income	3.44	4.83	4.37
Payments for acquisition of property, plant and equipment	(2.21)	-	-
Payments for acquisition of intangible assets	(3.05)	-	-
Proceeds from sale of investment property	9.49	-	-
Net cashflow used in investing activities	**(1,594.18)**	**7.06**	**4.51**
Cash flows from financing activities			
Principal paid on lease liabilities	(0.07)	-	-
Proceeds from issue of equity shares	899.40	-	-
Proceeds from borrowings	900.00	-	-
Introduction/(withdrawal) in partner's capital account	(60.60)	0.50	(7.60)
Finance Cost	(6.41)	(0.56)	(0.44)
Net cash flows generated from financing activities	**1,732.32**	**(0.06)**	**(8.04)**
Net increase in cash and cash equivalents	528.26	190.65	391.43
Less: Net Cash and cash equivalent generated for diamond business not taken over	(150.04)	(189.33)	(389.20)
Cash and cash equivalents at the beginning of the year	11.98	10.66	8.43
Cash and cash equivalent at the end of the year	**390.20**	**11.98**	**10.66**
Cash and cash equivalents include:			
Cash on hand	5.68	0.01	0.01
Balances with bank			
-In current accounts	34.44	11.97	10.65
-In deposits with original maturity of less than 3 months	350.00	-	-
Cheques on hand	0.08	-	-
Total Cash and cash equivalents	**390.20**	**11.98**	**10.66**

GENERAL INFORMATION

Our Company was originally formed as a partnership firm under the name of "*Gadgil Metals and Commodities*" at Pune, under the Indian Partnership Act, 1932 pursuant to a partnership deed dated July 26, 2004 which was subsequently amended on December 9, 2015 and September 1, 2024 (collectively, the "**Partnership Deed**"). Subsequently, the partnership firm was converted into a public limited company under the Companies Act, 2013 with the name "*PNGS Reva Diamond Jewellery Limited*" and a certificate of incorporation dated December 20, 2024 was issued by the Registrar of Companies, Central Registration Centre. Our Corporate Promoter, P.N. Gadgil & Sons Limited undertook a disinvestment via a slump sale of their diamond business in favour of our Company pursuant to a business transfer agreement dated January 31, 2025 ("**Business Transfer Agreement**") pursuant to which our Company has been involved in the business of retail diamond jewellery. For details of change in name and Registered Office of our Company and details on the Business Transfer Agreement, see "*History and Certain Corporate Matters*" on page 290.

Corporate Identity Number: U32111PN2024PLC236494

Company Registration Number: 236494

Registered and Corporate Office of our Company
Abhiruchi Mall, 59/1 C,
Sinhgad Road, Wadgaon, Budruk,
Pune – 411041, Maharashtra, India

For details of change in the registered office of our Company, see "***History and Certain Corporate Matters – Changes in the registered and corporate office of our Company***" on page 290.

Address of the Registrar of Companies

Our Company is registered with the RoC located at the following address:

Registrar of Companies, Maharashtra at Pune
Registrar of Companies, PCNTDA
Green Building, BLOCK A, 1st and 2nd floor,
Near Akurdi Railway Station, Akurdi,
Pune–411044, Maharashtra, India

Board of Directors of our Company

Details regarding our Board of Directors as on the date of this Draft Red Herring Prospectus are set forth below:

Name and Designation	DIN	Address
Govind Vishwanath Gadgil Chairman and Non-Executive Director	00616617	576, N C Kelkar Road, Shaniwar Peth, Opposite Kesari Wada, Pune-411030, Maharashtra, India.
Amit Yeshwant Modak Whole-time Director and Chief Executive Officer	00396631	65 Indira Nagar C.H.S, Erandawane, Yashada Erandawane, Deccan Gymkhana, Pune, Maharashtra-411004, India
Aditya Amit Modak Non-executive Director	09237633	65, Indira Nagar Housing Society, Yashada, Erandwana, Deccan Gymkhana, Pune-411004, Maharashtra, India
Ravindra Kamalakar Lale Independent Director	02426754	C-935, Purandar Society, Maharshinagar, Maharshinagar Road, Near Zambre Palace, Market Yard, Pune-411037, Maharashtra, India
Ranjeet Sadashiv Natu Independent Director	02892084	A 901, Pinnacle Kalapataru, Gulavani Maharaj Road, Erandavane, Near Hotel Abhishek Veg, Deccan Gymkhana, Pune City, Pune, Maharashtra-411004, India
Aparna Prasad Purohit Independent Director	07145381	76/21, Susmruti, Shantisheela Hsg Society, Law College Road, Near Film Institute of India,

Name and Designation	DIN	Address
		Erandwana, Deccan Gymkhana, Pune, Maharashtra, India

For further details and brief profiles of our Directors, see "***Our Management***" on page 293.

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus has been uploaded on the SEBI Intermediary Portal at siportal.sebi.gov.in, in accordance with Regulation 25(8) of the SEBI ICDR Regulations and the SEBI ICDR Master Circular and will also be filed with the SEBI at the following address:

Securities and Exchange Board of India
Corporation Finance Department, Division of Issues and Listing
SEBI Bhavan, Plot No. C4-A, 'G' Block
Bandra Kurla Complex Bandra (East)
Mumbai 400 051
Maharashtra, India

Filing of the Red Herring Prospectus and Prospectus

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed with the RoC in accordance with Section 32 of the Companies Act, and a copy of the Prospectus shall be filed with the RoC as required under Section 26 of the Companies Act and through the electronic portal at www.mca.gov.in/content/mca/global/en/foportal/fologin.html.

Company Secretary and Compliance Officer

Kirti Suryakant Vaidya is the Company Secretary and Compliance Officer of our Company. The contact details are set forth below:

Abhiruchi Mall, 59/1 C,
Sinhgad Road, Wadgaon, Budruk,
Pune-411041, Maharashtra, India
Tel: +91-9890544380
E-mail: investor@revabypng.com

Investor Grievances

Bidders may contact the Company Secretary and Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Issue related queries and for redressal of complaints, investors may also write to the BRLM or Registrar to the Issue.

All Issue-related grievances, other than those of Anchor Investors, may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked (for Bidders other than UPI Bidders) or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediaries in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All Issue-related grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or first Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Manager

Smart Horizon Capital Advisors Private Limited
(formerly known as Shreni Capital Advisors Private Limited)
B/908, Western Edge II,
Kanakia Space Behind metro mall,
Off Western Express Highway Magathane,
Borivali (East), Mumbai – 400066,
Maharashtra, India
Tel: +022 28706822
E-mail: pngreva@shcapl.com
Investor grievance e-mail: investor@shcapl.com
Contact Person: Parth Shah
Website: www.shcapl.com
SEBI registration number: INM000013183

Syndicate Members

[●]

Legal Counsel to the Issue

M/s. Crawford Bayley & Co.
State Bank Building, 4th Floor
NGN Vaidya Marg
Fort, Mumbai – 400 023
Maharashtra, India.
Telephone: +91 22 2266 3353
Email: sanjay.asher@crawfordbayley.com

Registrar to the Issue

Bigshare Services Private Limited
S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri East, Mumbai –400093,
Maharashtra, India
Tel: +91 22 62638200
E-mail: ipo@bigshareonline.com
Investor grievance e-mail: investor@bigshareonline.com
Contact Person: Mr. Babu Rapheal C.
Website: www.bigshareonline.com
SEBI registration number: INR000001385
CIN: U99999MH1994PTC076534

Bankers to the Issue

Escrow Collection Bank

[●]

Public Issue Account Bank

[●]

Refund Bank

[●]

Sponsor Bank

[●]

Statutory Auditors to our Company

M S K A & Associates, Chartered Accountants.
Floor No. 6, B1, Cerebrum I.T. Park,
Kalyani Nagar, Pune 411014
Telephone: +91 9890873530
Email: nitinjumani@mska.in
Firm registration number: 105047W
Peer review number: 016966

Changes in auditors

There has been no change in the statutory auditors of our Company in the three years preceding the date of this Draft Red Herring Prospectus.

Bankers to our Company

The Federal Bank Limited
Ground Floor, Kubera Chambers, Opp. Sancheti Hospital,
J.M. Road, Shivaji Nagar. Pune 41.1 005
Telephone: 9189352969
Contact Person: Ashtad Hormazdiar Digaria
Website: https://www.federalbank.co.in/
Email: ashtad@federalbank.co.in

HDFC Bank Limited
Bund Garden, Pune
Telephone: 8087406994
Contact Person: Shrikant Patil
Website: https://www.hdfcbank.com/
Email: shrikant.patil2@hdfcbank.com

Statement of Responsibilities

Smart Horizon Capital Advisors Private Limited *(formerly known as Shreni Capital Advisors Private Limited)* is the sole Book Running Lead Manager to the Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by Smart Horizon Capital Advisors Private Limited *(formerly known as Shreni Capital Advisors Private Limited)* and hence, a statement of inter-se allocation of responsibilities is not required.

Designated Intermediaries

Self-Certified Syndicate Banks
The list of SCSBs notified by SEBI for the ASBA process is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which an ASBA Bidder (other than UPI Bidders using the UPI Mechanism), not bidding through Syndicate/ Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or at such other websites as may be prescribed by SEBI from time to time.
Further, the branches of the SCSBs where the Designated Intermediaries could submit the ASBA Form(s) of Bidders (other than RIIs) is provided on the website of SEBI at

www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Self-Certified Syndicate Banks and mobile applications enabled for UPI Mechanism

In accordance with the SEBI ICDR Master Circular, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, is also available on www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 for SCSBs and www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 for mobile applications or at such other websites, as may be prescribed by SEBI from time to time.

Syndicate Self-Certified Syndicate Banks Branches

In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate at Specified Locations is available on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Issue using the stockbroker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Grading of the Issue

No credit agency registered with SEBI has been appointed for grading of the Issue.

Monitoring Agency

Our Company will appoint a monitoring agency prior to the filing of the Red Herring Prospectus in accordance with Regulation 41 of SEBI ICDR Regulations, for monitoring of the utilisation of the proceeds from the Issue. For details in relation to the proposed utilisation of the proceeds from the Issue, please see "***Objects of the Issue***" on page 102.

Experts

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated June 16, 2025 from M S K A & Associates, Chartered Accountants to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated May 28, 2025 relating to the Restated Financial Information and (ii) the statement of special tax benefits dated June 16, 2025 included in this Draft Red Herring Prospectus and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated June 12, 2025 from Joshi & Sahney, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the various certifications issued by them in their capacity as an independent chartered accountant to our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated May 26, 2025 from the independent architect, namely Satish Joshi, Archicon Design, an independent architect firm to include their name in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, to the extent and in their capacity as an architect, in relation to their certificate dated May 26, 2025. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated June 16, 2025, from Ruchi Bhave, Practising Company Secretary, to include her name in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, to the extent that and in her capacity as practising company secretary, in relation to her certificate dated June 16, 2025. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Credit Rating

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

Debenture Trustees

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

Green Shoe Option

No green shoe option is contemplated under the Issue.

Book Building Process

Book building, in the context of the Issue, refers to the process of collection of Bids from Bidder on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms, if any within the Price Band which will be decided by our Company, in consultation with the BRLM, and minimum Bid lot which will be decided by our Company, in consultation with the BRLM and advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra where our Registered Office is located), at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. The Issue Price shall be determined by our Company, in consultation with the BRLM after the Bid/Issue Closing Date in accordance with the applicable law. For further details, see "***Issue Procedure***" on page 419.

All Investors (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs, or in the case of UPI Bidders, by using the UPI Mechanism. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and other Eligible Employees Bidding in the Employee Reservation Portion can revise their Bid(s) during the Bid/Issue Period and withdraw their Bid(s) until Bid/Issue Closing Date. Anchor Investors are not allowed to revise and withdraw their Bids after the Anchor Investor Bidding Date. Except Allocation to Retail Individual Investors, Non-Institutional Investors and the Anchor Investors, Allocation in the Issue will be on a proportionate basis. Further, allocation to Anchor Investors will be on a discretionary basis and allocation to the Non-Institutional Investors will be in a manner as prescribed under the SEBI ICDR Regulations. For further details on the Book Building Process and the method and process of Bidding, see *"Terms of the Issue"*, "*Issue Structure*" and *"Issue Procedure"* on pages 407, 414 and 419, respectively.

The Book Building Process is subject to change. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

Bidders should note the Issue is also subject to obtaining final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, within three Working Days of the Bid/Issue Closing Date or such other time period as prescribed under applicable law.

Each Bidder, by submitting a Bid in the Issue, will be deemed to have acknowledged the above restrictions and the terms of the Issue.

For an illustration of the Book Building Process, price discovery process and allocation, see "***Issue Procedure***" on page 419.

Underwriting Agreement

After the determination of the Issue Price but prior to filing of the Prospectus with the RoC, our Company will enter into the Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Issue. The extent of underwriting obligations and the Bids to be underwritten shall be as per the Underwriting Agreement. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be completed before filing of the Prospectus with the RoC)

Name, address, telephone number and e-mail address of the Underwriters	Indicative number of Equity Shares of face value of ₹[●] each to be Underwritten	Amount underwritten (₹ in million)
[●]	[●]	[●]
[●]	[●]	[●]

The abovementioned amounts are provided for indicative purposes only and will be finalised after the pricing and actual allocation and subject to the provisions of Regulation 40(2) of the SEBI ICDR Regulations. Based on representations made by the Underwriters, our Board of Directors are of the opinion that the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board/ IPO Committee, at its meeting held on [●], has approved the execution of the Underwriting Agreement by our Company.

Allocation amongst the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to Investors procured by them in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

Our Company's share capital, as of the date of this Draft Red Herring Prospectus, is disclosed below:

(in ₹, except share data)

S. No.	Particulars	Aggregate Value at Face Value (*in ₹*)	Aggregate Value at Issue Price*
A.	**AUTHORIZED SHARE CAPITAL (1)**		
	30,000,000 Equity Shares of face value of ₹ 10 each	300,000,000	-
B.	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE**		
	21,866,400 Equity Shares of face value of ₹ 10 each	218,664,000	-
C.	**PRESENT ISSUE(2) (3)**		
	Issue of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 4,500 million(2)	[●]	[●]
	Of which		
	Employee Reservation Portion of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million (3)	[●]	[●]
	Net Issue of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million(2) (3)	[●]	[●]
D.	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE ISSUE*#**		
	[●] Equity Shares of face value of ₹ 10 each	[●]	-
E.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Issue	717,336,000.00	
	After the Issue*	[●]	

** To be included upon finalization of Issue Price.*
 # Assuming full subscription in the Issue.

(1) *For details in relation to the changes in the authorised share capital of our Company since incorporation, see "- History and Certain Corporate Matters - Amendments to our Memorandum of Association" on page 290.*

(2) *The Issue has been authorized by our Board pursuant to a resolution adopted at its meeting held on April 10, 2025, and the Issue has been approved by our Shareholders pursuant to a special resolution adopted at their meeting held on May 5, 2025, in accordance with Section 62(1)(c) of the Companies Act, 2013.*

(3) *In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits. The portion of the Issue being up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million which shall not exceed 5% of the post Issue Equity Share capital of our Company, is available for allocation to Eligible Employees, on a proportionate basis. The undersubscribed portion, if any, in the Employee Reservation Portion shall be added back to the Net Issue. In case of undersubscription in the Net Issue, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion. For further details, see the sections titled "Issue Procedure" and "Issue Structure" on pages 419 and 414 respectively.*

Notes to the Capital Structure

1. Share Capital History of our Company

(a) ***Equity share capital***

The history of the Equity Share capital of our Company is disclosed below:

<table>
<tr><th>Date of allotment</th><th>Nature of allotment</th><th>Name of the allottee(s)</th><th>Number of equity shares allotted</th><th>Face value per equity share (₹)</th><th>Issue price per equity share (₹)</th><th>Nature of consideration</th><th>Cumulative number of equity shares</th></tr>
<tr><td>December 20, 2024</td><td>Initial subscription to the Memorandum of Association (1)(2)</td><td><table>
<tr><th>No. of Equity shares of face value of ₹ 10 allotted</th><th>Name of allottees</th></tr>
<tr><td>1,550,000</td><td>Govind Vishwanath Gadgil</td></tr>
<tr><td>1,550,000</td><td>Renu Govind Gadgil</td></tr>
<tr><td>160,000</td><td>Sunita Amit Modak</td></tr>
<tr><td>100,000</td><td>Anjali Vishwanath Gadgil</td></tr>
<tr><td>100,000</td><td>Rohini Udaya Kalkundrikar</td></tr>
<tr><td>100,000</td><td>Aditya Amit Modak</td></tr>
<tr><td>100,000</td><td>Amit Yeshwant Modak</td></tr>
</table></td><td>3,660,000</td><td>10</td><td>10</td><td>Cash</td><td>3,660,000</td></tr>
</table>

March 24, 2025	Preferential Issue	**No. of Equity shares of face value of ₹ 10 allotted**	**Name of allottees**	1,199,200	10	750	Cash	4,859,200
		700	Nitish Vivek Patankar					
		2,000	Madhavi Ghanshyam Date					
		4,000	Sadashiv Shankar Pandit					
		1,000	Anushree Amol Prabhu					
		1,500	Mugdha Aditya Modak					
		2,000	Shripad Rajaram Kulkarni					
		500	Geeta Vijay Chitnis					
		4,500	Manoj Kantilal Jain					
		1,500	Nikhil Prakash Patke					
		1,300	Ashish Gaurav					
		1,500	Tapish Kukde					
		1,000	Ramesh Motiram Chaudhari					
		1,000	Kinjal Sharda					
		3,000	Rushabh Shailesh Shah					
		3,000	Rakesh Lalitkumar Jain					
		1,000	Lalchand Fulchand Karnavat					
		1,500	Sujata Shankar Walke					
		2,000	Viraj Kulkarni					
		900	Girish Javherilal Joshi					
		2,000	Aditya Hemant Bhat					
		2,000	Anuradha Sadashiv Natu jointly with Ranjeet Sadashiv Natu					
		1,000	Deepti Manvendra Kulkarni					
		3,000	Gauri Sanjay Antarkar					
		1,500	Sachin Vishwanath Hapse					
		2,000	Manasi Nikhil Kulkarni					
		1,000	Samruddhi Sushil Bapat					
		1,800	Kailas Shridhar Bhat					
		300	Pranav Uday Patkar					
		2,000	Smita Vishwas Bokil					
		1,000	Anuja Sudarshan Wagh					
		1,500	Sunil Umakant Pathak jointly with Simantini Sunil Pathak					
		1,400	Archana Mahesh Saygaonkar					
		2,000	Archana Gorhe					

			5,000	Vrajesh Shah, Karta - Vrajesh Shah HUF						
			700	Sayali Sanjiv Chandsarkar						
			2,000	Virendra Vikas Nadgir						
			3,000	Kunal Gadhi, Karta - Kunal Gandhi HUF						
			700	Susheel Bhandari						
			2,600	Honrao Swati Vishwas						
			1,000	Satish Narayan Joshi						
			2,000	Gauri Kalkundrikar						
			2,000	Devashree Kalkundrikar						
			1,200	Poorva Ravindra Khadilkar						
			300	Bhargavi Kulkarni						
			1,200	Jyoti Ravindra Paranjape						
			2,000	Arundhati Gadgil						
			300	Abhay Deole						
			900	Amit Prakash Tillu						
			5,000	Shrikant Digambar Kuber						
			8,000	Satish Digambar Kuber						
			1,500	Sharankumar Ratkalkar						
			2,000	Samir Prabhakar Gadgil						
			2,000	Ganesh Hari Gadgil						
			1,200	Asha Karmani						
			2,000	Omnarayan Chainsukhji Bhangdiya						
			1,000	Yogeshkumar Shankar Sutar						
			2,000	Archit Gupta						
			2,000	Tanu Gogia						
			12,000	Rujuta Ravindra Lale						
			900	Swati Madhav Godbole						
			300	Narayan Gyanchand Merani						
			2,000	Yashodhan Sunil Bhide						
			1,500	Sanjay Narayan Patankar						
			2,000	Rajesh Kumar Singla						
			2,000	Rajesh Pandey						
			2,000	Rahul Kumar Paliwal						
			5,000	Somesh Zalani						
			300	Kirtika Sharma						
			1,200	Prabhakar Bajirao Walgude						
			5,000	Himmat Oswal						
			600	Jaideep Nilkanth Barve						

300	Dilip Joshi
600	Naresh Shah
1,000	Nileema Sunil Pathak
1,500	Himgauri Vasudeo Gadgil
2,000	Mangal Kisan Shendkar
3,000	Vishnukumar Mahadeo Kulkarni
2,000	Satwik Jain
43,000	Amit Yeshwant Modak
13,000	Anjali Vishwanath Gadgil
300	Pundlik Bhagvan Jadhav
300	Ganesh Gulab Shinde
300	Uddhav Mukund Kate
300	Nitin Chandrakant Mandhare
300	Pramod Parbati Jadhav
1,000	Pushpalata Ramdas Naik
300	Shreeshail Shivaraya Devkate
2,000	Kirti Suryakant Vaidya
1,200	Smita Pushkaraj Ghatpande
600	Sabiha Saleem Yalagi
600	Priyanka Rahul Sonawane
1,800	Yogesh Ramesh Doshi
600	Ashwin Vinayak Kulkarni
2,000	Salil Sunit Nitsure
500	Mahesh Vasantrao Mahadik
900	Kalpak Lalitkumar Binaykiya
2,000	Bapusaheb Pralhad Karwar
300	Mukund Suresh Kulthe
1,000	Shivraj Lalaso Kanase
1,000	Smita Vijay Mudhol
400	Sachin Shankar Goriwale
1,000	Sandeep Digambar Potdar
500	Santosh Sakharam Godse
1,000	Kishor Pandurang Thorat
500	Swati Kiran Jadhav
600	Pravina Yogesh Dusane
600	Mahesh Ramesh Varma
600	Triveni Vinay Chalke
2,000	Pradeep Pramod Wadekar
2,000	Rahul Shashikant Shevkari
1,500	Vrujendra Laxman Waghchaure
300	Vishal Sitaram Minde

Date of allotment	Nature of allotment	Name of the allottee(s)		Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
		500	Sarang Hemant Wadekar					
		2,000	Neha Dhirendra Boid					
		8,000	Prafulla Dharmarajb Wagh					
		2,000	Kisan Maruti Shendkar					
		2,000	Jitendra Prakash Joshi					
		300	Vivek Vasant Joshi					
		2,000	Shashikumar Pankaj					
		2,000	Rajesh Bhagchand Soni					
		3,000	Kiran Ramchandra Jawalkar					
		500	Prasad Prabhakar Ghodke					
		300	Sadanand Aadep					
		900	Yogesh Mukand Nerlekar					
		300	Girish Suresh Wagholikar					
		300	Ganesh Machindra Jagtap					
		600	Surekha Sameer Shivgar					
		300	Prem Deshpande					
		300	Nayan Nabara					
		300	Amit Jaywant Salvi					
		500	Mahesh Padmakar Vispute					
		600	Vijay Sharad Jadhav					
		9,35,000	P.N. Gadgil & Sons Limited					

May 21, 2025	Bonus issue in the ratio of 350 Equity Shares for every 100 Equity Shares	**No. of Equity shares of face value of ₹ 10 allotted**	**Name of allottees**	17,007,200	10	NA	NA	21,866,400
		5,425,000	Govind Vishwanath Gadgil					
		5,425,000	Renu Govind Gadgil					
		560,000	Sunita Amit Modak					
		350,000	Rohini Udaya Kalkundrikar					
		350,000	Aditya Amit Modak					
		500,500	Amit Yeshwant Modak					
		395,500	Anjali Vishwanath Gadgil					
		2,450	Nitish Vivek Patankar					
		7,000	Madhavi Ghanshyam Date					
		14,000	Sadashiv Shankar Pandit					
		3,500	Anushree Amol Prabhu					
		5,250	Mugdha Aditya Modak					
		7,000	Shripad Rajaram Kulkarni					
		1,750	Geeta Vijay Chitnis					
		15,750	Manoj Kantilal Jain					
		5,250	Nikhil Prakash Patke					
		4,550	Ashish Gaurav					
		5,250	Tapish Kukde					
		3,500	Ramesh Motiram Chaudhari					
		3,500	Kinjal Sharda					
		10,500	Rushabh Shailesh Shah					
		10,500	Rakesh Lalitkumar Jain					
		3,500	Lalchand Fulchand Karnavat					
		5,250	Sujata Shankar Walke					
		7,000	Viraj Kulkarni					
		3,150	Girish Javherilal Joshi					
		7,000	Aditya Hemant Bhat					
		7,000	Anuradha Sadashiv Natu jointly with Ranjeet Sadashiv Natu					
		3,500	Deepti Manvendra Kulkarni					
		10,500	Gauri Sanjay Antarkar					
		5,250	Sachin Vishwanath Hapse					
		7,000	Manasi Nikhil Kulkarni					
		3,500	Samruddhi Sushil Bapat					
		6,300	Kailas Shridhar Bhat					

		1,050	Pranav Uday Patkar					
		7,000	Smita Vishwas Bokil					
		3,500	Anuja Sudarshan Wagh					
		5,250	Sunil Umakant Pathak jointly with Simantini Sunil Pathak					
		4,900	Archana Mahesh Saygaonkar					
		7,000	Archana Gorhe					
		17,500	Vrajesh Shah, Karta - Vrajesh Shah HUF					
		2,450	Sayali Sanjiv Chandsarkar					
		7,000	Virendra Vikas Nadgir					
		10,500	Kunal Gadhi, Karta - Kunal Gandhi HUF					
		2,450	Susheel Bhandari					
		9,100	Honrao Swati Vishwas					
		3,500	Satish Narayan Joshi					
		7,000	Gauri Kalkundrikar					
		7,000	Devashree Kalkundrikar					
		4,200	Poorva Ravindra Khadilkar					
		1,050	Bhargavi Kulkarni					
		4,200	Jyoti Ravindra Paranjape					
		7,000	Arundhati Gadgil					
		1,050	Abhay Deole					
		3,150	Amit Prakash Tillu					
		17,500	Shrikant Digambar Kuber					
		28,000	Satish Digambar Kuber					
		5,250	Sharankumar Ratkalkar					
		7,000	Samir Prabhakar Gadgil					
		7,000	Ganesh Hari Gadgil					
		4,200	Asha Karmani					
		7,000	Omnarayan Chainsukhji Bhangdiya					
		3,500	Yogeshkumar Shankar Sutar					
		7,000	Archit Gupta					
		7,000	Tanu Gogia					
		42,000	Rujuta Ravindra Lale					
		3,150	Swati Madhav Godbole					
		1,050	Narayan Gyanchand Merani					
		7,000	Yashodhan Sunil Bhide					
		5,250	Sanjay Narayan Patankar					
		7,000	Rajesh Kumar Singla					

7,000	Rajesh Pandey
7,000	Rahul Kumar Paliwal
17,500	Somesh Zalani
1,050	Kirtika Sharma
4,200	Prabhakar Bajirao Walgude
17,500	Himmat Oswal
2,100	Jaideep Nilkanth Barve
1,050	Dilip Joshi
2,100	Naresh Shah
3,500	Nileema Sunil Pathak
5,250	Himgauri Vasudeo Gadgil
7,000	Mangal Kisan Shendkar
10,500	Vishnukumar Mahadeo Kulkarni
7,000	Satwik Jain
1,050	Pundlik Bhagvan Jadhav
1,050	Ganesh Gulab Shinde
1,050	Uddhav Mukund Kate
1,050	Nitin Chandrakant Mandhare
1,050	Pramod Parbati Jadhav
3,500	Pushpalata Ramdas Naik
1,050	Shreeshail Shivaraya Devkate
7,000	Kirti Suryakant Vaidya
4,200	Smita Pushkaraj Ghatpande
2,100	Sabiha Saleem Yalagi
2,100	Priyanka Rahul Sonawane
6,300	Yogesh Ramesh Doshi
2,100	Ashwin Vinayak Kulkarni
7,000	Salil Sunit Nitsure
1,750	Mahesh Vasantrao Mahadik
3,150	Kalpak Lalitkumar Binaykiya
7,000	Bapusaheb Pralhad Karwar
1,050	Mukund Suresh Kulthe
3,500	Shivraj Lalaso Kanase
3,500	Smita Vijay Mudhol
1,400	Sachin Shankar Goriwale
3,500	Sandeep Digambar Potdar
1,750	Santosh Sakharam Godse
3,500	Kishor Pandurang Thorat
1,750	Swati Kiran Jadhav
2,100	Pravina Yogesh Dusane
2,100	Mahesh Ramesh Varma

Date of allotment	Nature of allotment	Name of the allottee(s)	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
		2,100 Triveni Vinay Chalke					
		7,000 Pradeep Pramod Wadekar					
		7,000 Rahul Shashikant Shevkari					
		5,250 Vrujendra Laxman Waghchaure					
		1,050 Vishal Sitaram Minde					
		1,750 Sarang Hemant Wadekar					
		7,000 Neha Dhirendra Boid					
		28,000 Prafulla Dharmarajb Wagh					
		7,000 Kisan Maruti Shendkar					
		7,000 Jitendra Prakash Joshi					
		1,050 Vivek Vasant Joshi					
		7,000 Shashikumar Pankaj					
		7,000 Rajesh Bhagchand Soni					
		10,500 Kiran Ramchandra Jawalkar					
		1,750 Prasad Prabhakar Ghodke					
		1,050 Sadanand Aadep					
		3,150 Yogesh Mukund Nerlekar					
		1,050 Girish Suresh Wagholikar					
		1,050 Ganesh Machindra Jagtap					
		2,100 Surekha Sameer Shivgar					
		1,050 Prem Deshpande					
		1,050 Nayan Nabara					
		1,050 Amit Jaywant Salvi					
		1,750 Mahesh Padmakar Vispute					
		2,100 Vijay Sharad Jadhav					
		3,272,500 P.N. Gadgil & Sons Limited					

As certified by Joshi & Sahney, Chartered Accountants through their certificate dated June 16, 2025.

(1) *Our Company was incorporated on December 20, 2024, and the date of subscription to the Memorandum of Association was December 6, 2024.*

(2) *The subscribers to MOA were partners in the erstwhile partnership firm and their capital is converted into equity shares pursuant to conversion of partnership firm into Limited Company.*

(b) ***Preference share capital***

As on the date of this Draft Red herring Prospectus, our Company does not have any outstanding preference shares.

2. Secondary Transactions

There have been no transactions of Equity Shares involving our shareholders, Promoters, and members of our Promoter Group since the incorporation of our Company.

3. Issue of Shares at a price lower than the Issue Price in the last one year

Except as disclosed under "*Notes to the Capital Structure – Equity share capital history of our Company" on page* 84, our Company has not issued any Shares at a price which may be lower than the Issue Price during the period of one year preceding the date of this Draft Red Herring Prospectus.

4. Issue of Shares for consideration other than cash or out of revaluation reserves

Our Company has not issued any Shares in the past for consideration other than cash or out of revaluation reserves, as on the date of this Draft Red Herring Prospectus.

5. Issue of Shares pursuant to schemes of arrangement

Our Company has not issued any Shares in the past pursuant to a scheme of arrangement approved under Sections 230-234 of the Companies Act, 2013.

6. Details of Shareholding of our Promoters, members of our Promoter Group, Directors of the Promoter in the Company:

As of the date of this Draft Red Herring Prospectus, our Promoters hold Equity Shares constituting 83.04% of the issued, subscribed and paid-up share capital of our Company, as set forth below:

S. No.	Name of the Promoter	Pre-Issue No. of Equity Shares	Percentage of the Pre-Issue Equity Share Capital (%)	Post-Issue No. of Equity Shares	Percentage of the Post-Issue Equity Share Capital (%)
Promoter					
1.	Govind Vishwanath Gadgil	6,975,000	31.90	[●]	[●]
2.	Renu Govind Gadgil	6,975,000	31.90	[●]	[●]
3.	P. N. Gadgil & Sons Limited	4,207,500	19.24	[●]	[●]
Sub-Total (A)		**18,157,500**	**83.04**	**[●]**	**[●]**
Promoter Group					
1.	Anjali Vishwanath Gadgil	508,500	2.33	[●]	[●]
2.	Rohini Udaya Kalkundrikar	450,000	2.06	[●]	[●]
3.	Jyoti Ravindra Paranjape	5,400	0.02	[●]	[●]
Sub-Total (B)		**963,900**	**4.41**	**[●]**	**[●]**
Directors of the Promoter					
1.	Govind Vishwanath Gadgil	6,975,000	31.90	[●]	[●]
2.	Renu Govind Gadgil	6,975,000	31.90	[●]	[●]
3.	Amit Yeshwant Modak	643,500	2.94	[●]	[●]
Sub-Total (C)		**14,593,500**	**66.74**	**[●]**	**[●]**
Total (A+B)		**19,121,400**	**87.45**	**[●]**	**[●]**

(a) *Build-up of Promoters' Equity shareholding in our Company*

The build-up of the Equity shareholding of our Promoters since incorporation of our Company is set out below:

(i) P.N. Gadgil & Sons Limited

Nature of transaction	Date of transfer/ allotment of equity shares	Number of equity shares allotted/ transferred	Nature of consideration	Face Value per equity share (₹)	Transfer price/ issue price per equity share (₹)	Percentage of the pre- Issue equity share capital (%)	Percentage of the post-Issue equity share capital (%)
Preferential Issue	March 24, 2025	935,000	Cash	10	750	4.28%	[●]
Bonus Issue	May 21, 2025	3,272,500	N.A.	10	N.A.	14.96%	[●]
Total (A)		**4,207,500**				**19.24%**	**[●]%**

(ii) Govind Vishwanath Gadgil

Nature of transaction	Date of transfer/ allotment of equity shares	Number of equity shares allotted/ transferred	Nature of consideration	Face Value per equity share (₹)	Transfer price/ issue price per equity share (₹)	Percentage of the pre- Issue equity share capital (%)	Percentage of the post- Issue equity share capital (%)
Initial subscription pursuant to Memorandum of Association*	December 20, 2024	1,550,000	Cash	10	10	7.09%	[●]%
Bonus Issue	May 21, 2025	5,425,000	N.A.	10	N.A.	24.81%	[●]%
Total (B)		**6,975,000**				**31.90%**	**[●]%**

* *Our Company was incorporated on December 20, 2024, and the date of subscription to the Memorandum of Association was December 6, 2024.*

(iii) Renu Govind Gadgil

Nature of transaction	Date of transfer/ allotment of equity shares	Number of equity shares allotted/ transferred	Nature of consideration	Face Value per equity share (₹)	Transfer price/ issue price per equity share (₹)	Percentage of the pre- Issue equity share capital (%)	Percentage of the post- Issue equity share capital (%)
Initial subscription pursuant to Memorandum of Association*	December 20, 2024	1,550,000	Cash	10	10	7.09%	[●]%
Bonus Issue	May 21, 2025	5,425,000	N.A.	10	N.A.	24.81%	[●]%
Total (C)		**6,975,000**				**31.90%**	**[●]%**

* *Our Company was incorporated on December 20, 2024, and the date of subscription to the Memorandum of Association was December 6, 2024.*

(b) All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares.

(c) All Equity Shares held by our Promoters are in dematerialized form as on the date of this Draft Red Herring Prospectus.

(d) None of the Equity Shares held by our Promoters are pledged or otherwise encumbered as on the date of this Draft Red Herring Prospectus.

(e) None of our Promoters or the members of our Promoter Group or their relatives have purchased or sold any specified securities of our Company during the period of 6 months immediately preceding the date of this Draft Red Herring Prospectus.

(f) There have been no financing arrangements whereby our Promoters or members of our Promoter Group have purchased or sold or financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

7. Details of Promoters' contribution and lock-in

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of at least 20% of the post-Issue Equity Share capital of our Company held by our Promoters shall be considered as the minimum Promoters' contribution and is required to be locked-in for a period of 3 years from the date of Allotment ("**Minimum Promoters' Contribution**"). Our Promoters' shareholding in excess of 20% shall be locked in for a period of one year from the date of Allotment.

The details of the Equity Shares held by our Promoters, which shall be locked-in for Minimum Promoters' Contribution for a period of three years, from the date of Allotment are set out below[(1)]:

Name of the Promoter	**Number of Equity Shares locked-in** [(2) (3)]	**Date up to which Equity Shares are subject to lock-in**	**Date of acquisition of Equity Shares and when made fully paid-up**	**Nature of transaction**	**Face value (*in ₹*)**	**Issue/Acquisition price per Equity Share (*in ₹*)**	**Pre-Issue Equity Share capital (*in %*)**	**Post-Issue Equity Share capital (*in %*)**
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]%	[●]%
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]%	[●]%
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]%	[●]%

(1) To be completed prior to filing of the Prospectus with the RoC.
(2) For a period of three years (3) from the date of allotment.
(3) All equity shares were fully paid-up at the time of allotment/ acquisition.

The Promoters have given their consent to include such number of Equity Shares held by them as may constitute 20% of the post-Issue Equity Share capital of our Company as the Minimum Promoters' Contribution and have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner, the Minimum Promoters' Contribution from the date of filing of the Red Herring Prospectus, until the expiry of the lock-in specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations. The Minimum Promoters' Contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as "promoter" under the SEBI ICDR Regulations.

Our Company undertakes that the Equity Shares held that are being locked-in will not be ineligible for computation of Minimum Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoters, see "*—Build-up of Promoters' Equity shareholding in our Company*" beginning on page 93.

In this connection, we confirm the following:

(i) The Equity Shares offered towards Minimum Promoters' Contribution have not been acquired during the three years immediately preceding the date of filing this Draft Red Herring Prospectus: (a) for consideration other than cash and revaluation of assets or capitalization of intangible assets, or (b) arising from bonus issue by utilization of revaluation reserves or unrealized profits of our Company or from a bonus issue against Equity Shares held, which are otherwise ineligible for computation of Minimum Promoters' Contribution;

(ii) The Equity Shares offered towards Minimum Promoters' Contribution have not been acquired by our Promoters during the year immediately preceding the date of this Draft Red Herring Prospectus at a price lower than the Issue Price;

(iii) Our Company has been formed by the conversion of a partnership firm into a company, however no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion of a partnership firm except as disclosed under "*Capital Structure – Share Capital History of our Company*";

(iv) The Equity Shares forming part of the Minimum Promoters' Contribution are not subject to any pledge or any encumbrance; and

8. Details of Equity Shares locked-in for six months

In addition to the Equity Shares proposed to be locked-in as part of the Minimum Promoters' Contribution and the Promoter's shareholding in excess of 20% of the post-Issue Equity Share capital of our Company, which will be locked in for one year as stated above and as prescribed under the SEBI ICDR Regulations, the entire pre-Issue Equity Share capital of our Company will be locked-in for a period of six months from the date of Allotment of Equity Shares in the Issue in accordance with Regulation 17 of the SEBI ICDR Regulations. As on the date of this Draft Red Herring Prospectus, our Company does not have Shareholders that are venture capital funds or alternative investment funds of category I or category II or a foreign venture capital investor.

9. Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors

50% of the Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment, and the remaining 50% of the Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

10. Other requirements in respect of lock-in

Pursuant to Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that details of locked-in Equity Shares will be recorded by relevant Depository.

In terms of Regulation 21 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked-in as per Regulation 16 of the SEBI ICDR Regulations: (a) as Promoters' Contribution, may be pledged only with scheduled commercial banks or public financial institutions or systemically important non-banking finance companies or deposit taking housing finance companies as collateral security for loans granted by such entity, provided that such loan has been granted for the purpose of financing one or more of the objects of the Issue, and pledge of the Equity Shares is one of the terms of the sanctioned loan; and (b) in excess of the Promoters' Contribution, may be pledged only with scheduled commercial banks or public financial institutions or systemically important non-banking finance companies or deposit taking housing finance companies as collateral security for loans granted by such entity, provided that pledge of the Equity Shares is one of the terms of the sanctioned loan. However, such lock-in will continue pursuant to any invocation of the pledge and the transferee of the Equity Shares pursuant to such invocation shall not be eligible to transfer the Equity Shares until the expiry of the lock-in period stipulated above.

Pursuant to Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in in accordance with Regulation 16 of the SEBI ICDR Regulations, may be transferred to and among our Promoters and any member of the Promoter Group, or to a new promoter of our Company and the Equity Shares held by any persons other than our Promoters, which are locked-in in accordance with Regulation 17 of the SEBI ICDR Regulations, may be transferred to and among such other persons holding specified securities that are locked in, subject to continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the SEBI Takeover Regulations, as applicable.

[*the remainder of this page has been left blank intentionally*]

11. **Shareholding Pattern of our Company**

The table below presents the shareholding of our Company as of the date of this Draft Red Herring Prospectus.

Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying depository receipts (VI)	Total number of Equity Shares held (VII) =(IV)+(V) + (VI)	Shareholding as a % of total number of Equity Shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting rights held in each class of securities (IX)				Number of shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of locked-in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized Form (XIV)
								Number of voting rights			Total as a % of (A+B + C)			Number (a)	As a % of total shares held (b)	Number (a)	As a % of total shares held (b)	
								Class: Equity Shares	Class: Others	Total								
(A)	**Promoters and Promoter Group**	6	19,121,400	0	0	19,121,400	87.45	19,121,400	0	19,121,400	87.45	0	87.45		0	0	0	19,121,400
(B)	**Public**	132	2,745,000	0	0	2,745,000	12.55	2,745,000	0	2,745,000	12.55	0	12.55		0	0	0	2,745,000
(C)	**Non-Promoter-Non-Public**	0	0	0	0	0	0	0	0	0	0	0	0		0	0	0	0
(C1)	**Shares Underlying DRs**	0	0	0	0	0	0	0	0	0	0	0	0		0	0	0	0
(C2)	**Shares held by Employee Trusts**	0	0	0	0	0	0	0	0	0	0	0	0		0	0	0	0

Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying depository receipts (VI)	Total number of Equity Shares held (VII) =(IV)+(V) + (VI)	Shareholding as a % of total number of Equity Shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting rights h eld in each class of securities (IX)				Number of shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of locked-in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized Form (XIV)
								Number of voting rights			Total as a % of (A+B + C)			Number (a)	As a % of total shares held (b)	Number (a)	As a % of total shares held (b)	
								Class: Equity Shares	Class: Others	Total								
	Total	138	21,866,400	0	0	21,866,400	100	21,866,400	0	21,866,400	100	0	100		0	0	0	21,866,400

* *The total number of Shareholders has been computed based on the beneficiary position statement dated June 13, 2025.*

12. Details of Shareholding of our Directors, Key Managerial Personnel and Senior Managerial Personnel

As of the date of this Draft Red Herring Prospectus, the details of our Directors, Key Managerial Personnel and Senior Managerial Personnel are as set forth below:

S. No.	Name of the Promoter	Pre-Issue No. of Equity Shares	Percentage of the Pre-Issue Equity Share Capital (%)	Post-Issue No. of Equity Shares	Percentage of the Post-Issue Equity Share Capital (%)
Directors					
1.	Govind Vishwanath Gadgil	6,975,000	31.90	[●]	[●]
2.	Amit Yeshwant Modak	643,500	2.94	[●]	[●]
3.	Aditya Amit Modak	450,000	2.06	[●]	[●]
Sub-Total (A)		**8,068,500**	**36.90**	**[●]**	**[●]**
Key Managerial Personnel (other than the Directors)					
4.	Kirti Suryakant Vaidya	9,000	0.04	[●]	[●]
5.	Kisan Shendkar	9,000	0.04	[●]	[●]
Sub-Total (B)		**18,000**	**0.08**	**[●]**	**[●]**
Senior Managerial Personnel					
6.	Vrujendra Laxman Waghchaure	6,750	0.03	[●]	[●]
Sub-Total (C)		**6,750**	**0.03**	**[●]**	**[●]**
Total (A+B+C)		**8,093,250**	**37.01**	**[●]**	**[●]**

13. Details of the Shareholding of the major Shareholders of our Company

(1) Set out below are details of the Shareholders holding 1% or more of the paid-up Equity Share capital of our Company and the number of Equity Shares held by them, on a fully diluted basis, as of the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares held(1)	Pre-Issue Equity Share capital (in %)(2)
1.	Govind Vishwanath Gadgil	6,975,000	31.90
2.	Renu Govind Gadgil	6,975,000	31.90
3.	P.N. Gadgil & Sons Limited	4,207,500	19.24
4.	Sunita Amit Modak	720,000	3.29
5.	Amit Yeshwant Modak	643,500	2.94
6.	Anjali Vishwanath Gadgil	508,500	2.33
7.	Rohini Uday Kalkundrikar	450,000	2.06
8.	Aditya Amit Modak	450,000	2.06
	Total	**20,929,500**	**95.72**

(1)(2)Based on the beneficiary position statement dated June 13, 2025.

(2) Set out below are details of the Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis, as of 10 days prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares held(1)	Pre-Issue Equity Share capital (in %)(2)
1.	Govind Vishwanath Gadgil	6,975,000	31.90
2.	Renu Govind Gadgil	6,975,000	31.90
3.	P.N. Gadgil & Sons Limited	4,207,500	19.24
4.	Sunita Amit Modak	720,000	3.29
5.	Amit Yeshwant	643,500	2.94

S. No.	Name of Shareholder	Number of Equity Shares held(1)	Pre-Issue Equity Share capital (in %)(2)
	Modak		
6.	Anjali Vishwanath Gadgil	508,500	2.33
7.	Rohini Uday Kalkundrikar	450,000	2.06
8.	Aditya Amit Modak	450,000	2.06
	Total	**20,929,500**	**95.72**

(1)(2)*Based on the beneficiary position statement dated June 13, 2025.*

(3) Since our Company was originally formed as a partnership firm under the name of "*Gadgil Metals & Commodities*" pursuant to a partnership deed dated July 26, 2004, and was subsequently converted into public limited company under the Companies Act, 2013 "*PNGS Reva Diamond Jewellery Limited*", the requirement of disclosing the list of shareholders prior to one year from the date of filing of the Draft Red Herring Prospectus, is not applicable to us.

(4) Since our Company was originally formed as a partnership firm under the name of "Gadgil Metals & Commodities" pursuant to a partnership deed dated July 26, 2004, which was subsequently converted into public limited company under the Companies Act, 2013 "PNGS Reva Diamond Jewellery Limited", the requirement of disclosing the list of shareholders prior to two years from the date of filing of the Draft Red Herring Prospectus, is not applicable to us.

14. Issue of Shares under employee stock option plan or employee stock purchase scheme or stock appreciation rights

Our Company does not have any employee stock option schemes or employee Share Purchase Scheme or stock appreciation rights scheme under which any equity shares of the Company is granted. Accordingly, no Equity Shares have been issued or transferred by our Company pursuant to the exercise of any employee stock options or stock appreciation rights scheme.

15. As of the date of this Draft Red Herring Prospectus, there are no outstanding warrants, options, debentures, loans or other instruments convertible into Equity Shares.

16. As on the date of this Draft Red Herring Prospectus, our Company has 138 shareholders.

17. As on the date of this Draft Red Herring Prospectus, the BRLM and their respective associates (determined as per the definition of 'associate company' under the Companies Act and as per definition of the term 'associate' under the SEBI Merchant Bankers Regulations) do not hold any Equity Shares of our Company. BRLM and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

18. Our Company, our Directors and the BRLM have not entered into any buy-back arrangements for purchase of Equity Shares to be Allotted pursuant to the Issue.

19. Our Company does not have any partly paid-up Equity Shares as of the date of this Draft Red Herring Prospectus. All Equity Shares Allotted in the Issue will be fully paid-up at the time of Allotment, failing which no Allotment shall be made.

20. Except for the allotment of specified securities pursuant to the Issue, there will be no further issue of specified securities whether by way of issue of bonus shares, rights issue, preferential issue or any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus until the listing of the Equity Shares on the Stock Exchanges pursuant to the Issue or all application moneys have been refunded to the Anchor Investors, or the application monies are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc., as the case may be in the event there is a failure of the Issue.

21. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

22. There have been no financing arrangements whereby our Directors and their relatives have purchased or sold or financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

23. None of our Directors have purchased or sold any specified securities of our Company during the period of 6 months immediately preceding the date of this Draft Red Herring Prospectus.

24. Our Company presently does not intend or propose and is not under negotiations or considerations to alter its capital structure for a period of six months from the Bid/Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or qualified institutions placements or otherwise. Provided however, that the foregoing restrictions do not apply to the issuance of any Equity Shares under the Issue.

25. Our Company does not have any employees stock option plan, employee stock purchase scheme, or stock appreciation rights scheme for our employees.

26. Our Company shall ensure that any transactions in the Equity Shares by our Promoters and members of our Promoter Group during the period between the date of filing of this Draft Red Herring Prospectus and the date of closure of the Issue shall be reported to the Stock Exchanges within 24 hours of the transactions.

27. No person connected with the Issue, including, but not limited to, the BRLM, the members of the Syndicate, our Company, our Promoters, members of our Promoter Group or our Directors shall issue any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Issue.

28. Our Promoters and the members of the Promoter Group shall not participate in the Issue.

29. None of the Shareholders of our Company are directly or indirectly related to the BRLM or their associates.

30. Our Company is in compliance with the Companies Act, 2013 with respect to the issuances of securities from the date of incorporation of our Company until the date of filing of this Draft Red Herring Prospectus.

OBJECTS OF THE ISSUE

The Issue comprises of a Fresh Issue by our Company of up to [●] Equity Shares aggregating up to ₹4,500 million.

Objects of the Fresh Issue

1. Funding expenditure towards setting-up of 15 new brand-exclusive stores across India with a focus of targeting in Tier-1 cities and selectively exploring Tier-2 cities in Maharashtra and other metro cities in India (“**New Stores**”)
2. Marketing and promotional expenses related to the launch of the 15 New Stores, aimed at enhancing local brand awareness and visibility of our flagship brand, “Reva”, in their respective areas
3. General corporate purposes

(Collectively, the “**Objects**”)

In addition to the Objects, our Company also expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges, including enhancement of our Company’s brand name and creation of a public market for our Equity Shares in India.

The main objects clause of the respective memoranda of association of our Company, enables us to: (i) undertake the activities presently carried out by our Company; and (ii) undertake the activities proposed to be funded from the Net Proceeds, as applicable.

Pursuant to a resolution passed by the Board dated June 16, 2025, our Company has approved the utilisation of the Net Proceeds for the Objects, in accordance with the schedule of deployment and implementation, as set out below.

Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in the following manner:

(in ₹ million)

Sr No	Particulars	Total estimated amount / expenditure
1.	Funding expenditure towards setting-up of 15 New Stores	2,865.64
2.	Marketing and promotional expenses related to the launch of the 15 New Stores, aimed at enhancing local brand awareness and visibility of our flagship brand, “Reva”, in their respective areas	354
3.	General corporate purposes (1)	[●]
	Net Proceeds (1)	[●]

(1) To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The aggregate amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds, as set forth in the table below:

Sr No	Particulars	Total estimated amount / expenditure	Estimated deployment of Net Proceeds in Fiscal 2026	Estimated deployment of Net Proceeds in Fiscal 2027	Estimated deployment of Net Proceeds in Fiscal 2028
1.	Funding expenditure towards setting-up of 15 New Stores	2,865.64	902.72	981.46	981.46
2.	Marketing and promotional expenses related to the launch of the 15 New Stores, aimed at enhancing local brand awareness and visibility of our flagship brand, “Reva”, in their respective areas	354	118	118	118

3.	General corporate purposes [(1)]	[●]	[●]	[●]	[●]
	Net Proceeds [(1)]	[●]	[●]	[●]	[●]

[(1)] To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

We intend to deploy the Net Proceeds towards the Objects, in accordance with the business needs of our Company. However, the actual deployment of funds will depend on a number of factors, including the timing of completion of the Issue, market conditions, our Board's analysis of economic trends and business requirements, competitive landscape any other commercial considerations, as well as general factors affecting our results of operations and financial condition. Depending upon such factors, we may have to reduce or extend the deployment period for the stated Objects, at the discretion of our management and in accordance with applicable laws. In the event that the estimated utilization of the Net Proceeds in a scheduled Fiscal is not completely met, including due to the reasons stated above, the same shall be utilized in the next Fiscal, as may be determined by our Company, in accordance with applicable laws.

The above requirement of funds are based on our current business plan, internal management estimates based on the prevailing market conditions and also based on quotations obtained from certain contractors/vendors a certificate from the Independent Architect for the estimated costs relating to the setting up of New Stores and a certificate from Joshi & Sahney, the independent chartered accountants showing inventory cost for the New Stores on the basis of the inventory cost per running foot of the counters present at our existing Stores along with the backend inventory (being 40% of the inventory at each Store) required for maintaining the inventory levels at each existing Store. These funding requirements or deployments have not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment from time to time on account of various factors, such as change in costs, including due to inflation or increase in the rate of taxation, revision in quotations at the time of actual expenditure, change in financial and market conditions, our management's analysis of economic trends and our business requirements, fund requirements in the operations of our Company, competitive landscape as well as general factors affecting our results of operations, financial condition, business and strategy and interest/exchange rate fluctuations or other external factors, which may not be within the control of our management. This may entail rescheduling (including preponing the deployment of Net Proceeds) and revising the funding requirement for a particular Object or increasing or decreasing the amounts earmarked towards any of the Objects at the discretion of our management, subject to compliance with applicable law.

In case of any surplus amount after utilization of the Net Proceeds towards any of the aforementioned Objects, we may use such surplus amount towards (i) other Objects as set out above; and/ or (ii) general corporate purposes, provided that the total amount to be utilized towards general corporate purposes does not exceed 25% of the gross proceeds in accordance with applicable law. Further, in case of a shortfall in meeting the aforementioned Objects, we may explore a range of alternate funding options including utilizing our internal accruals and/or availing future debt from lenders. We believe that such alternate funding arrangements would be available to fund any such shortfalls. For details, see "*Risk Factors – The Objects of the Issue for which the funds are being raised have not been appraised by any bank or financial institutions. Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.*" on page 102.

Means of finance

The fund requirements for all the Objects of the Issue are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue or through existing identifiable internal accruals.

Details of the Objects

1. Funding expenditure towards setting-up of 15 New Stores

We primarily sell our products through our physical retail Stores, making them a key component of our distribution approach. As at March 31, 2025, we had 33 Stores, across 25 cities in Maharashtra, Karnataka and

Gujarat with an aggregate retail area of 599.15 running feet. Our Stores are currently in the shop-in-shop format where they are operated in a dedicated space within the premises of the retail stores operated by our Corporate Promoter, P.N. Gadgil & Sons Limited, allowing us to leverage their infrastructure and customer footfall while maintaining our brand identity.

Our current business operations are carried on pursuant to the Franchisee Agreement dated February 1, 2025 between our Company and our Corporate Promoter, P.N. Gadgil & Sons Limited, which lays out a commercial arrangement for our Company to use the selling infrastructure and overall logistics set up by our Corporate Promoter, P.N. Gadgil & Sons Limited. Pursuant to the Franchisee Agreement, the retail space, logistics, electricity, furniture, security and billing software used by our Company for its business operations has been provided by our Corporate Promoter, P.N. Gadgil & Sons Limited and our Company shall pay a commission (calculated on net sale amount made by our respective Stores) to our Corporate Promoter, P.N. Gadgil & Sons Limited. Our Corporate Promoter has a legacy of over 190 years. Our Promoters, Govind Vishwanath Gadgil and Renu Govind Gadgil has over 45 years and 13 years of experience in the jewellery business respectively.

As on date of this Draft Red Herring Prospectus, we operate 32 Stores on a franchise owned and company operated basis ("**FOCO**") and 1 Store on a franchise owned and franchise operated basis ("**FOFO**"). For further details of our Stores, see "*Our Business – Our Stores*" on page 268. Our in-store experience allows our customers to check the product in person, evaluate quality and test it for the right fit and style. To enrich this in-store experience, we have dedicated sales staff at each location who assist customers with information on design availability, sizing, materials, quality and customisation options. We believe that this personal interaction helps build trust and customer relationships, which in turn drive sales and brand loyalty. Our Stores also showcase our products in a manner to highlight the craftsmanship of our products through curated displays and design presentations. For further details, see "*Our Business*" beginning on page 268.

As part of our strategy to expand our footprint in across India and strengthen brand recall, we believe it is essential to establish brand-exclusive stores that sell products under our flagship brand "Reva". Owning and operating our own stores will allow us to have greater control over the customer experience, ensure consistent brand presentation and optimise product placement. It will also enable us to directly engage with our customers, collect valuable consumer insights and build stronger, long-term relationships with them. These advantages are particularly important as we scale and seek to position Reva as a known and independent brand in the jewellery industry.

In line with this growth strategy, we intend to invest ₹2,865.64 million in launching 15 new brand-exclusive stores across India ("**New Stores**"). These New Stores will be owned and operated by our Company, with our Company leasing the premises and retailing products solely under the Reva brand.

These New Stores will be situated across India with a focus targeting Tier-1 cities and selectively exploring Tier-2 cities in Maharashtra and other metro-cities in India. While our Company has not currently identified the precise locations where the New Stores will be set up and this decision will be undertaken based on various factors including an analysis focused on the demographics of such locations, existing businesses in the surrounding areas, the site quality such as site visibility, footfall generation, accessibility and parking and the feasibility of the location to the customers. We propose for each such premise to be taken on a leasehold basis and our Company will fund all costs in relation to lease of such premises including deposits and advance rentals from internal accruals.

The New Stores will be divided into small format stores (with an area of 1,000 square feet), medium format stores (with an area of 1,200 square feet) and large format stores (with an area of 1,500 square feet). We intend to allocate ₹2,865.64 million from the Net Proceeds towards the estimated expenditure for civil and interior works, electrical works, light fittings, certain equipment fit outs and the inventory levels required for these 15 New Stores, which we intend to set up in Fiscal Years 2026, 2027 and Fiscal 2028. The setting up of these New Stores will be based on our evolving business needs and internal projections. Should the actual cost of setting up these New Stores exceed ₹2,865.64 million, any additional expenditure will be met through our internal accruals.

Details of expenditure for setting-up New Stores

Our Company proposes to set up the following number of New Stores in Fiscals 2026, 2027 and Fiscal 2028 from the Net Proceeds:

Type of New Stores	**Total Number of New Stores**	**New Stores to be set up in Fiscal 2026**	**New Stores to be set up in Fiscal 2027**	**New Stores to be set up in Fiscal 2028**
Small format stores (1,000 square feet)	4	2	1	1
Medium format stores (1,200 square feet)	6	2	2	2
Large format stores (1,500 square feet stores)	5	1	2	2
Total number of New Stores	**15**	**5**	**5**	**5**

Our Board by its resolution dated June 16, 2025 has approved the proposal to set up the 15 New Stores. Our Company will be required to incur various costs for making these New Stores operational including the cost for civil and interior works, electrical works, light fittings, certain equipment fit-outs and the inventory levels required for these New Stores.

The estimated cost of each New Store will depend on the estimated size and inventory of each New Store. The size of our New Stores will vary across regions and is dependent on various factors such as the availability of suitable locations, addressable market, lease rentals, etc. We have assumed a store size of 1000 square feet (small format stores), 1200 square feet (medium format stores) and 1500 square feet (large format stores) for the purpose of calculating the costs. However, the size of each New Store depends on factors such as locations, rental costs, target addressable market, estimated demand and other related commercial considerations.

The estimated expenditure for civil and interior works, electrical works, light fittings, certain equipment fit-outs and the inventory levels required for these New Stores are set out below:

(in ₹ million)

Particulars	**Total amount to be allocated for setting up of each New Store (inclusive of GST)***	**Number of New Stores to be set up from Net Proceeds***	**Total amount to be funded from Net Proceeds (inclusive of GST)***
Small format stores (1,000 square feet)	164.41	4	657.64
Medium format stores (1,200 square feet)	165.38	6	992.30
Large format stores (1,500 square feet stores)	243.14	5	1,215.70
Total amount to be deployed for setting up of New Stores		**15**	**2,865.64**

**Amount rounded off to two decimal figures*

The above estimated costs may increase or decrease depending on the revised commercial terms, rate of inflation or other macro-economic factors, including the cities and states which we will identify for the setting of such New Stores. In the event of any increase in the estimated cost, such additional cost shall be funded entirely through internal accruals. The expenditure at the time of setting up a New Store generally comprises civil and interior works, electrical works, light fittings and certain equipment fit outs as well as the required inventory for these New Stores.

We have not entered into any lease/license agreements for the New Stores as on the date of this Draft Red Herring Prospectus.

Methodology for computation

Our estimated costs for opening of the New Stores are based on (i) certificate dated May 24, 2025 issued by Satish Joshi, Archicon Design, an independent architect firm, for the purposes of certifying the expenditure requirements for setting-up New Stores under the small format stores (from 1000 square feet); (ii) certificate dated May 24, 2025 issued by Satish Joshi, Archicon Design, an independent architect firm, for the purposes of certifying the expenditure requirements for setting-up New Stores under the medium format stores (from 1200 square feet); (iii) certificate dated May 24, 2025 issued by Satish Joshi, Archicon Design, an independent architect firm, for the purposes of certifying the expenditure requirements for setting-up New Stores under the large format stores (from 1500 square feet); (iv) quotations received from certain vendors and contractors and (v) a certificate from the

Statutory Auditor showing the computation of average inventory cost for the New Stores calculated on the basis of the inventory required per running foot of counters at the existing Stores and the backend inventory required for each Store.

A detailed breakdown of these estimated costs is set out below:

1. Capital expenditure for civil and interior works, electrical works, light fittings and equipment fit-outs

<u>Small format store</u>

Pursuant to the certificate dated May 24, 2025 issued by Satish Joshi, Archicon Design, an independent architect firm, the New Store having an average size of 1000 sq. ft. (small format store) will have the following detailed break-down of the expenditure for a single New Store. The costs exclude applicable taxes.

(in ₹ million)

Sr No.	Particulars	Total amount for New Store under Small Format Store*	Total amount of GST*	Total amount for New Store (inclusive of GST)*	Name of vendor	Date of quotation	Validity of quotation
1.	Civil, interior, electrical and painting work	8.26	1.49	9.75	K.G. Interiors	May 15, 2025	November 15, 2025
2.	Font name board and internal branding work	0.20	0.03	0.23	Wedha Communication Private Limited	May 23, 2025	November 23, 2025
3.	CCTV system	0.08	0.01	0.09	Patronics Systems	May 15, 2025	November 15, 2025
4.	Burglar cum fire alarm system	0.03	0.00	0.03	Patronics Systems	May 15, 2025	November 15, 2025
5.	Exterior LED screen for branding	0.20	0.05	0.25	Vishwanjali Technology Private Limited	May 15, 2025	December 31, 2025
6.	Diesel genset – KOEL make	0.63	0.11	0.74	D V Brahme & Sons Sales & Service Private Limited	May 14, 2025	November 10, 2025
7.	Weighing scales – Mettler Toledo make	0.13	0.02	0.15	Genius Technology	May 15, 2025	November 15, 2025
8.	Computer and printers	0.25	0.04	0.29	Genius Computers	May 15, 2025	November 15, 2025
9.	Carat meter testing machine	1.09	0.20	1.29	Ashlyn Chemunnoor Instruments Private Limited	May 15, 2025	November 11, 2025
10.	Air-conditioning work	0.40	0.10	0.50	Raisoni Cooltech	May 10, 2025	November 10, 2025
11.	Consultancy charges for each New Store under Small Format Store	1.13	0.20	1.33	Satish Joshi, Archicon Design	May 24, 2025	-
	Total cost	**12.40**	**2.25**	**14.65**			

**Amount rounded off to two decimal figures*

(1) Civil, interior, electrical and painting work includes demolition work, civil and plumbing, fabrication, carpentry, pop and gypsum and ceiling and painting work, lighting and electrical work, chairs, loose furniture work, wall display units and display counters, work for manager cabin and cash counter

(2) Font name board and internal branding work includes main signage and façade for store front, backlit visuals and interior branding including store timing plate, history wall, counter back plate, transportation and installation charges and scaffolding

(3) CCTV system includes video and audio inputs with 1080 resolution, USB, HDMI & VGA output, IP cameras, colour dome cameras, hard disk surveillance and power supply along with installation and freight charges

(4) Burglar cum fire alarm system includes motion detector sensor, door sensor, panic switch, siren, smoke detector sensor with base – ravel, response indictor and installation and freight charges
(5) Exterior LED screen for branding includes visual display units, controller, fabrication, screen installation, software installation and training and transportation costs
(6) Diesel genset – KOEL make includes 58.5KVA diesel engine and alternator with base frame, fuel tank and batteries and control panel with controller unit
(7) Weighing scales includes mettler toledo make weighing scales
(8) Computers and printers include HP computers along with laser printers and barcode scanners
(9) Carat mater testing machine includes EDXRF spectrum analyzer
(10) Air conditioning includes Mitsubishi invertors, pipe and cables and installation charges

Medium format store

Pursuant to the certificate dated May 24, 2025 issued by Satish Joshi, Archicon Design, an independent architect firm, the New Store having an average size of 1200 sq. ft. (medium format store) will have the following detailed break-down of the expenditure for a single New Store. The costs exclude applicable taxes.

(in ₹ million)

Sr No.	Particulars	Total amount for New Store under Small Format Store*	Total amount of GST*	Total amount for New Store (inclusive of GST)*	Name of vendor	Date of quotation	Validity of quotation
1.	Civil, interior, electrical and painting work	8.95	1.61	10.57	K.G. Interiors	May 16, 2025	November 16, 2025
2.	Font name board and internal branding work	0.20	0.03	0.23	Wedha Communication Private Limited	May 23, 2025	November 23, 2025
3.	CCTV system	0.08	0.01	0.09	Patronics Systems	May 15, 2025	November 15, 2025
4.	Burglar cum fire alarm system	0.03	0.00	0.03	Patronics Systems	May 15, 2025	November 15, 2025
5.	Exterior LED screen for branding	0.20	0.05	0.25	Vishwanjali Technology Private Limited	May 15, 2025	December 31, 2025
6.	Diesel genset – KOEL make	0.63	0.11	0.74	D V Brahme & Sons Sales & Service Private Limited	May 14, 2025	November 10, 2025
7.	Weighing scales – Mettler Toledo make	0.13	0.02	0.15	Genius Technology	May 15, 2025	November 15, 2025
8.	Computer and printers	0.25	0.04	0.29	Genius Computers	May 15, 2025	November 15, 2025
9.	Carat meter testing machine	1.09	0.20	1.29	Ashlyn Chemunnoor Instruments Private Limited	May 15, 2025	November 11, 2025
10.	Air-conditioning work	0.46	0.12	0.58	Raisoni Cooltech	May 10, 2025	November 10, 2025
11.	Consultancy charges for each New Store under Small Format Store	1.20	0.22	1.42	Satish Joshi, Archicon Design	May 24, 2025	-
	Total cost	**13.22**	**2.41**	**15.63**			

**Amount rounded off to two decimal figures*
(1) Civil, interior, electrical and painting work includes demolition work, civil and plumbing, fabrication, carpentry, pop and gypsum and ceiling and painting work, lighting and electrical work, chairs, loose furniture work, wall display units and display counters, work for manager cabin and cash counter
(2) Font name board and internal branding work includes main signage and façade for store front, backlit visuals and interior branding including store timing plate, history wall, counter back plate, transportation and installation charges and scaffolding

(3) CCTV system includes video and audio inputs with 1080 resolution, USB, HDMI & VGA output, IP cameras, colour dome cameras, hard disk surveillance and power supply along with installation and freight charges
(4) Burglar cum fire alarm system includes motion detector sensor, door sensor, panic switch, siren, smoke detector sensor with base – ravel, response indictor and installation and freight charges
(5) Exterior LED screen for branding includes visual display units, controller, fabrication, screen installation, software installation and training and transportation costs
(6) Diesel genset – KOEL make includes 58.5KVA diesel engine and alternator with base frame, fuel tank and batteries and control panel with controller unit
(7) Weighing scales includes mettler toledo make weighing scales
(8) Computers and printers include HP computers along with laser printers and barcode scanners
(9) Carat mater testing machine includes EDXRF spectrum analyzer
(10) Air conditioning includes Mitsubishi invertors, pipe and cables and installation charges

<u>Large format stores</u>

Pursuant to the certificate dated May 24, 2025 issued by Satish Joshi, Archicon Design, an independent architect firm, the New Store having an average size of 1500 sq. ft. (large format store) will have the following detailed break-down of the expenditure for a single New Store. The costs exclude applicable taxes.

Sr No.	Particulars	Total amount for New Store under Small Format Store*	Total amount of GST*	Total amount for New Store (inclusive of GST)*	Name of vendor	Date of quotation	Validity of quotation
1.	Civil, interior, electrical and painting work	11.01	1.98	12.99	K.G. Interiors	May 16, 2025	November 16, 2025
2.	Font name board and internal branding work	0.20	0.04	0.23	Wedha Communication Private Limited	May 23, 2025	November 23, 2025
3.	CCTV system	0.08	0.01	0.09	Patronics Systems	May 15, 2025	November 15, 2025
4.	Burglar cum fire alarm system	0.03	0.00	0.03	Patronics Systems	May 15, 2025	November 15, 2025
5.	Exterior LED screen for branding	0.20	0.05	0.25	Vishwanjali Technology Private Limited	May 15, 2025	December 31, 2025
6.	Diesel genset – KOEL make	0.63	0.11	0.74	D V Brahmhe & Sons Sales & Service Private Limited	May 14, 2025	November 10, 2025
7.	Weighing scales – Mettler Toledo make	0.13	0.02	0.15	Genius Technology	May 15, 2025	November 15, 2025
8.	Computer and printers	0.25	0.04	0.29	Genius Computers	May 15, 2025	November 15, 2025
9.	Carat meter testing machine	1.09	0.20	1.29	Ashlyn Chemunnoor Instruments Private Limited	May 15, 2025	November 11, 2025
10.	Air-conditioning work	0.60	0.16	0.76	Raisoni Cooltech	May 10, 2025	November 10, 2025
11.	Consultancy charges for each New Store under Small Format Store	1.42	0.26	1.68	Satish Joshi, Archicon Design	May 24, 2025	-
	Total cost	**15.64**	**2.87**	**18.51**			

**Amount rounded off to two decimal figures*

(1) Civil, interior, electrical and painting work includes demolition work, civil and plumbing, fabrication, carpentry, pop and gypsum and ceiling and painting work, lighting and electrical work, chairs, loose furniture work, wall display units and display counters, work for manager cabin and cash counter
(2) Font name board and internal branding work includes main signage and façade for store front, backlit visuals and interior branding including store timing plate, history wall, counter back plate, transportation and installation charges and scaffolding
(3) CCTV system includes video and audio inputs with 1080 resolution, USB, HDMI & VGA output, IP cameras, colour dome cameras, hard disk surveillance and power supply along with installation and freight charges
(4) Burglar cum fire alarm system includes motion detector sensor, door sensor, panic switch, siren, smoke detector sensor with base – ravel, response indictor and installation and freight charges
(5) Exterior LED screen for branding includes visual display units, controller, fabrication, screen installation, software installation and training and transportation costs
(6) Diesel genset – KOEL make includes 58.5KVA diesel engine and alternator with base frame, fuel tank and batteries and control panel with controller unit
(7) Weighing scales includes mettler toledo make weighing scales
(8) Computers and printers include HP computers along with laser printers and barcode scanners
(9) Carat mater testing machine includes EDXRF spectrum analyzer
(10) Air conditioning includes Mitsubishi invertors, pipe and cables and installation charges

If there is any increase in the costs of civil and interior works, electrical works, light fittings and KVA DG sets and HVAC, the additional costs shall be paid by our Company from its internal accruals. The cost of setting up each New Store is based on actual site conditions, design development and specific requirements.

2. Inventory costs

Our existing business operations are carried on pursuant to the business transfer agreement dated January 31, 2025 entered into with our Corporate Promoter, P.N. Gadgil & Sons Limited ("**Business Transfer Agreement**"). Pursuant to the Business Transfer Agreement, our Corporate Promoter undertook a disinvestment via a slump sale of their diamond business in favour of our Company for a consideration of ₹1,623.01 million payable in tranches, as detailed in the "*History and Certain Corporate Matters*" section on page 290. This restructuring led to the establishment of our Company as an independent business entity, allowing us to carve out our distinct identity in the market while continuing to operate in the diamond jewellery industry.

Pursuant to the Business Transfer Agreement, our Corporate Promoter, P.N. Gadgil & Sons Limited transferred jewellery forming part of its inventory, to our Company, to carry out our business operations at our Stores. The aggregate value of this inventory amounted to ₹1,623.01 million and consists of diamond and precious and semi-precious jewellery made in gold and platinum, which was transferred for the operations of our existing Stores. The aggregate amount of inventory allocated to each Store is calculated basis the average running feet of counters at each Store and the backend inventory required for each Store (which is calculated as an average of 40% of the inventory of each Store).

While our shop-in-shop Store concept initially provided an asset-light business model which allowed us to operate with minimal capital expenditure, our revenue growth from ₹535.71 million in Fiscal 2023 to ₹625.49 million in Fiscal 2025, demonstrates the expansion and increasing acceptance of our brand in the market. Having now established a brand presence in the jewellery industry, we plan to expand our retail footprint by opening 15 new brand-exclusive stores in tier-1 and tier-2 cities in Maharashtra as well as metro cities across India, dedicated to the Reva brand. These New Stores will exclusively offer diamond, precious and semi-precious stone-studded gold and platinum jewellery.

We aim to ensure that each of our Stores carries a curated inventory that caters to a wide range of price points, design preferences and customer segments. When launching a new store, it is crucial to ensure an optimal inventory mix that offers a selection of our jewellery designs while maintaining the required inventory levels. For the New Stores, inventory costs will primarily consist of the expenditure required to procure the initial inventory, including a variety of jewellery in diamond and both precious and semi-precious stones studded into gold and platinum as well as the backend inventory which is required to maintain adequate levels for fluctuations based on seasonal demand. These inventory levels will be consistent with the inventory that is available at our existing Stores.

Pursuant to certificate dated May 26, 2025 provided by Satish Joshi, Archicon Design, an independent architect firm, the running length of counters at our existing Stores, as on May 26, 2025 is 599.15 feet.

We also maintain backend inventory for each Store which is calculated as an average of 42% of the inventory available at each Store. As on January 31, 2025, the aggregate amount of inventory at all our Stores is ₹1,627.67 million as certified by Joshi & Sahney, Chartered Accountants.

Pursuant to certificate dated June 16, 2025 provided by Joshi & Sahney, Chartered Accountants, the total inventory cost for the New Stores is ₹2,620.67 million which is calculated based on the average inventory cost per running feet of counters at these New Stores and the backend inventory required for each New Store (which is calculated as an average of 40% of the inventory of each New Store), based on historical data from our existing operational Stores. This metric provides a basis for estimating inventory requirements for New Stores of varying sizes.

Basis the above, the cost of inventory for the New Stores is as follows:

<u>Small format stores</u>

Under the small format stores of 1000 square feet, the length of the counter is estimated to be 48 feet, as certified by Satish Joshi, Archicon Design, an independent architect pursuant to certificate dated May 26, 2025. Based on the length of these counters, the Net Proceeds proposed to be utilised for the inventory required for a New Store under the small format store, is as provided in the table below:

Particulars	Fiscal 2026	Fiscal 2027	2028
Estimated Average inventory cost per running feet (in ₹ million)	2.23	2.23	2.23
Number of New Stores proposed to be opened	2	1	1
Running length of proposed counters at New Stores to be opened (in feet)	48	48	48
Estimated Total inventory cost for proposed New Store having counters of 48 running feet each (in ₹ million)	213.92	106.97	106.97
40% of total inventory required for backend to be deployed each Fiscal (in ₹ million)	85.57	42.79	42.79
Estimated Total inventory cost for proposed New Store having counters of 48 running feet each (in ₹ million)			**599.01**

Pursuant to the certificate dated June 16, 2025 provided by Joshi & Sahney, the independent chartered accountants.

<u>Medium format stores</u>

Under the medium format stores of 1200 square feet, the length of the counter is estimated to be 48 feet, as certified by Satish Joshi, Archicon Design, an independent architect pursuant to certificate dated May 26, 2025. Based on the length of these counters, the Net Proceeds proposed to be utilised for the inventory required for a New Store under the medium format store, is as provided in the table below:

Particulars	Fiscal 2026	Fiscal 2027	2028
Estimated Average inventory cost per running feet (in ₹ million)	2.23	2.23	2.23
Number of New Stores proposed to be opened	2	2	2

Particulars	Fiscal 2026	Fiscal 2027	2028
Running length of proposed counters at New Stores to be opened (in feet)	48	48	48
Estimated Total inventory cost for proposed New Store having counters of 48 running feet each	213.93	213.93	213.94
40% of total inventory required for backend to be deployed each Fiscal (in ₹ million)	85.57	85.57	85.58
Estimated Total inventory cost for proposed New Store having counters of 48 running feet each (in ₹ million)			**898.52**

Pursuant to the certificate dated June 16, 2025 provided by Joshi & Sahney, the independent chartered accountants.

<u>Large format stores</u>

Under the small format stores of 1500 square feet, the length of the counter is estimated to be 72 feet, as certified by Satish Joshi, Archicon Design, an independent architect pursuant to certificate dated May 26, 2025. Based on the length of these counters, the Net Proceeds proposed to be utilised for a New Store under the large format store, is as provided in the table below:

Particulars	Fiscal 2026	Fiscal 2027	2028
Estimated Average inventory cost per running feet (in ₹ million)	2.23	2.23	2.23
Number of New Stores proposed to be opened	1	2	2
Running length of proposed counters at New Stores to be opened (in feet)	72	72	72
Estimated Total inventory cost for proposed New Store having counters of 72 running feet each and (in ₹ million)	160.44	320.90	320.90
40% of total inventory required for backend to be deployed each Fiscal (in ₹ million)	64.18	128.36	128.36
Estimated Total inventory cost for proposed New Store having counters of 72 running feet each (in ₹ million)			**1,123.14**

Pursuant to the certificate dated June 16, 2025 provided by Joshi & Sahney, the independent chartered accountants.

Government Approvals

We will be required to establish our New Stores as per the applicable laws and regulations of each location. We intend to establish majority of these New Stores in tier-1 as well as tier-2 cities in Maharashtra as well as in metro-cities across India. We are required to register under the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 and/or obtain trade licences under the respective municipalities of the Maharashtra. The New Stores may also have to obtain GST registration, contract labour registration and other registrations as required under applicable laws. Similarly, for the New Stores which we intend to establish in metro-cities across India, we will be required to registered under the respective laws and regulations of that state and municipality and accordingly obtain the required trade licenses. Our Company will apply for the relevant approvals in due course and in accordance with applicable laws. For further details, see “*Key Regulations and Policies in India*” and “*Government and Other Approvals*” on pages 284 and 393, respectively

2. Marketing and promotional expenses related to the launch of the 15 New Stores, aimed at enhancing local brand awareness and visibility of our flagship brand, “Reva”, in their respective areas

Our Company intends to market and promote the 15 New Stores to create local brand awareness and visibility across various locations in India, with majority of these New Stores being in tier-1 and selective tier-2 cities in Maharashtra and also in metro-cities across India. The aggregate expense for the marketing and promotional expenses related to the launch of these 15 New Stores is ₹354.75 million. We propose to utilise ₹ 354 million from the Net Proceeds towards marketing and promotional activities related to the launch of 15 New Stores across various locations in India, with majority of these New Stores being in tier-1 and selective tier-2 cities in Maharashtra and also in metro-cities across India. Any additional amount shall be funded from the internal accruals of our Company. These activities are intended to generate awareness, create visibility and drive footfall in the respective catchment areas during the launch phase of each New Store. These marketing and promotional activities include outdoor advertising including hoardings in select high-traffic locations as well as print, radio and television advertisements to promote these New Stores.

To execute these marketing campaigns for the New Stores, our Company has obtained quotation from Raviraj Publicity Private Limited, marketing agency, which has provided cost estimates for carrying out promotional activities for digital advertising by way of print, radio and television for each New Store pursuant to quotation dated May 22, 2025. The marketing and promotional expenses of each New Store is ₹ 23.65 million.

Sr. No.	Particulars	Marketing agency	Amount for each New Store (in ₹ million)	Amount for 15 New Stores (in ₹ million)
1.	Print media with advertisements on top 4 publications	Raviraj Publicity Private Limited	8.16	122.40
2.	Radio advertisements	Raviraj Publicity Private Limited	1.22	18.30
3.	Television advertisements	Raviraj Publicity Private Limited	8.45	126.75
4.	Social media and OTT advertisements	Raviraj Publicity Private Limited	3.11	46.65
Total			**20.94**	**314.10**
GST			**2.71**	**40.65**
Total			**23.65**	**354.75**

Note: The quotations received by the Company for marketing and promotional expenses amount to ₹ 354.75 million out of which the Company intends to utilise ₹ 354 million from net proceeds.

The table below provides the cost estimates for carrying out promotional activities for digital and print advertising provided by Raviraj Publicity Private Limited, marketing agency, pursuant to quotation dated May 22, 2025:

Print media

Sr. No.	Particulars	Position	Advertisement size	Number of insertions	Rate per square centimetre	Amount (in ₹ million)
1.	Top 4 publications	Full page jacket (J1 and J2)	1,727	1	1,200	2.57
		Full page jacket (J1 and J2)	1,600	1	1,687.50	2.70
		Double sky bus FP	327	2	2,400	1.57
		Double sky bus FP	330	2	2,400	1.32
	GST @ 5%					**0.41**

Sr. No.	Particulars	Position	Advertisement size	Number of insertions	Rate per square centimetre	Amount (in ₹ million)
	Total (A)					**8.57**

Radio

Sr. No.	Language	Station	Start time / end time	Spots	Duration	FCT	Gross ER	Total cost (in ₹ million)
1.	Local language / Hindi	Mirchi love	0700-2200	500	20	10,000	218.00	0.22
2.	Local language / Hindi	Red FM	0700-2200	500	20	10,000	220.00	0.22
3.	Local language / Hindi	Big FM	0700-2200	500	20	10,000	181.00	0.18
4.	Local language / Hindi	Radio City	0700-2200	500	20	10,000	210.00	0.21
5.	Local language / Hindi	Radio Mirchi	0700-2200	500	20	10,000	218.00	0.22
6.	Local language / Hindi	Radio One	0700-2200	500	20	10,000	172.50	0.17
	GST @ 18%							**0.22**
	Total (B)							**1.44**

Television

Sr No	Network name	FCT	Amount (in ₹ million)
1.	Star India	500	8.45
2.	Zee Marathi	700	
3.	Colours Marathi	700	
4.	Sony Marathi	700	
5.	Sun Marathi	700	
6.	Star Plus	500	
	GST @ 18%		**1.52**
	Total (C)		**9.97**

Social media and OTT platforms

Sr. No.	Platform	Device	Campaign duration	Reach	Frequency	Impression	Rate	Net Value (in ₹ million)
1.	Jiostar	Mobile + Web	15 days	270000	6	3020000	250	0.76
2.	Jiostar	CTV	15 days	75000	6	550000	350	0.19
3.	Sony Liv	Mobile + Web	15 days	270000	6	4020000	200	0.80
4.	Sony Liv	CTV	15 days	75000	6	900000	290	0.26
5.	Facebook and Instagram	Mobile + Web	15 days	270000	6	4020000	150	0.60

6.	Google (Meta)	Mobile + Web	15 days	270000	3	2000000	250	0.50
	GST @ 18%							**0.56**
	Total (D)							**3.67**

These marketing efforts intended to support the successful launch and visibility of each New Store. The final quantum of expenditure may vary depending on actual quotations received, final store locations, and the specific media mix opted for at each location. Any additional expenditure over and above the amount allocated from the Net Proceeds will be funded through our internal accruals.

General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] million (net of the expenses in relation to the Issue) towards general corporate purposes, subject to such utilisation not exceeding 25% of the gross proceeds of the Issue, in compliance with Regulation 7(2) of the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise the Net Proceeds include strategic initiatives, meeting our long term and short-term working capital requirements, security deposit on lease, marketing, advertising expenditures and business development expenses, expansion of facilities, payment of salaries and allowances, rent, administration, insurance, repairs and maintenance, payment of taxes, duties and meeting expenses incurred by our Company in the ordinary course of business. In addition to the above, our Company may utilise the Net Proceeds towards other expenditure (in the ordinary course of business) considered expedient and as approved periodically by the Board or a duly constituted committee thereof, subject to compliance with necessary provisions of the Companies Act or other applicable laws. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time. Our Company's management, in accordance with the policies of the Board, shall have flexibility in utilising surplus amounts, if any. In the event that we are unable to utilise the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilise such unutilised amount in the next Fiscal.

Interim use of Net Proceeds

The Net Proceeds pending utilisation for the purposes stated in this section, shall be deposited only with scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended. In accordance with Section 27 of the Companies Act, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity shares of any other listed company or for any investment in the equity markets.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending upon business requirements, our Company may consider raising bridge financing facilities, including through secured or unsecured loans or any short-term instrument like non-convertible debentures, commercial papers etc. pending receipt of the Net Proceeds. If any bridge financing is availed to fund any of the objects mentioned above, then the same would be repaid out of the IPO proceeds and such utilization (towards repayment of Bridge Loan) shall be construed to be done for the specific object itself.

Issue Expenses

The total expenses of the Issue are estimated to be approximately ₹ [●] million. The expenses of this Issue include, among others, listing fees, selling commission and brokerage, fees payable to the BRLM, fees payable to legal counsel and auditors, fees payable to the Registrar to the Issue, Escrow Collection Bank(s) and Sponsor Bank to the Issue, processing fee to the SCSBs for processing application forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising, marketing expenses and various certification/consulting fees to various legal consultants and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

The break-up for the estimated Issue expenses is set forth below:

Activity	Estimated expenses[1] (in ₹million)	As a % of the total estimated Issue expenses[1]	As a % of the total Issue size[1]
Book Running Lead Manager's fees	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank(s) and Bankers to the Issue. Brokerage, underwriting commission and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs [2,3,4,5]	[●]	[●]	[●]
Fees payable to the Registrar to the Issue	[●]	[●]	[●]
Fees payable to the other advisors to the Issue	[●]	[●]	[●]
Statutory Auditors, for issuing the Restated Financial Information, for providing the statement of special direct and indirect tax benefits available to our Company and to our Shareholders and to verify the details and provided certifications with respect to certain information included in the DRHP	[●]	[●]	[●]
Industry Report provider for preparing the industry report, commissioned and paid for by our Company	[●]	[●]	[●]
Others	[●]	[●]	[●]
- Listing fees, SEBI filing fees, upload fees, BSE & NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
- Printing and distribution of issue stationery	[●]	[●]	[●]
- Advertising and marketing expenses	[●]	[●]	[●]
- Fee payable to legal counsel	[●]	[●]	[●]
- Insurance in connection with the Issue	[●]	[●]	[●]
- Miscellaneous	[●]	[●]	[●]

1. *Amounts will be finalised and incorporated in the Prospectus on determination of Issue Price.*
2. *Selling commission payable to the SCSBs on the portion for Retail Individual Investors, Eligible Employees and Non-Institutional Investors which are directly procured and uploaded by the SCSBs, would be as follows:*

Portion for Retail Individual Investors*	[●]% of the Amount Allotted (plus applicable taxes)
Portion for Eligible Employees*	[●]% of the Amount Allotted (plus applicable taxes)
Portion for Non-Institutional Investors*	[●]% of the Amount Allotted (plus applicable taxes)

*Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price

No additional uploading/processing charges shall be payable by our Company to the SCSBs on the Bid cum Applications Forms directly procured by them.

3. *Processing fees payable to the SCSBs on the portion for Retail Individual Bidders, Eligible Employees and Non-Institutional Bidders which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking, would be as follows:*

Portion for Retail Individual Investors*	₹ [●] per valid Bid cum Application Form (plus applicable taxes)
Portion for Eligible Employees*	₹ [●] per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Investors*	₹ [●] per valid Bid cum Application Form (plus applicable taxes)

*For each valid application.

4. *The Processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:*

Sponsor Bank(s)*	₹ [●] per valid Bid cum Application Form* (plus applicable taxes) The Sponsor Bank(s) shall be responsible for making payments to the third parties such as remitter bank, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws
Payable to Members of the Syndicate (including their sub-Syndicate Members)/ RTAs / CDPs	₹ [●] per valid application (plus applicable taxes)

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

5. *Selling commission on the portion for Retail Individual Bidders (including bids using the UPI Mechanism), Eligible Employees and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs would be as follows:*

Portion for Retail Individual Investors*	[●]% of the Amount Allotted (plus applicable taxes)
Portion for Eligible Employees*	[●]% of the Amount Allotted (plus applicable taxes)
Portion for Non-Institutional Investors*	[●]% of the Amount Allotted (plus applicable taxes)

*Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price

The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member.

The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

Monitoring Utilization of Funds

In accordance with Regulation 41 of the SEBI ICDR Regulations, our Company shall appoint a Monitoring Agency for monitoring the utilisation of Gross Proceeds prior to filing of the Red Herring Prospectus with the RoC, as the Fresh Issue exceeds ₹ 1,000 million. Our Audit Committee and the Monitoring Agency will monitor the utilization of the Gross Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilisation of the Gross Proceeds, including interim use under a separate head in our balance sheet for such periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Net Proceeds have been utilised if any, of such currently unutilised Gross Proceeds. Our Company will also, in its balance sheet for the applicable Fiscals, provide details, if any, in relation to all such Gross Proceeds that have not been utilised, if any, of such currently unutilised Gross Proceeds. Our Company will indicate investments, if any, of unutilised Gross Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Gross Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in the Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilised in full. Further, our Company, on a quarterly basis, shall include the deployment of Gross Proceeds under various heads, as applicable, in the notes to our financial results. The statement shall be certified by the Statutory Auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the Objects; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the Objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Variation in Objects

In accordance with Section 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the Objects of the Issue, unless our Company is authorised to do so by way of a special resolution of its Shareholders. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Shareholders' Meeting Notice**") shall specify the prescribed details, provide Shareholders with the facility to vote by electronic means and shall be published in accordance with the Companies Act, 2013 read with the relevant rules.

The Shareholders' Meeting Notice shall simultaneously be published in the newspapers, one in English and one in Hindi and one Marathi (Marathi being the regional language of the jurisdiction where our Registered Office is situated). Our Promoters will be required to provide an exit opportunity to the Shareholders who do not agree to such 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 59 and Schedule XX of the SEBI ICDR Regulations.

Appraising agency

None of the Objects for which the Net Proceeds will be utilised have been appraised by any agency.

Other confirmations

There is no proposal whereby any portion of the Net Proceeds will be paid to our Directors, Promoters, members of the Promoter Group or Key Managerial Personnel or Senior Managerial Personnel, except in the ordinary course of business. There are no material existing or anticipated transactions in relation to the utilisation of the Net Proceeds entered into or to be entered into by our Company with our Promoters, Promoter Group, Directors and/or Key Managerial Personnel.

BASIS FOR ISSUE PRICE

The Price Band and Issue Price will be determined by our Company, in consultation with the BRLM, and in accordance with applicable law, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Issue Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should also refer to the sections "***Risk Factors***", "***Our Business***", "***Restated Financial Information***", and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 39, 268, 313 and 368, respectively, to have an informed view before making an investment decision.

I. Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for the Issue Price are:

- Regional expertise across Tier-1, Tier-2 and Tier-3 cities in Maharashtra, Gujarat and Karnataka contributes to overall operational efficiency while also building community trust and loyalty, word-of-mouth advocacy and brand reputation in the region;

- Our experienced Board of Directors provides diverse expertise across finance, business, retail and jewellery, which contributes to decision-making and long-term value creation;

- Our brand value and the legacy of our Promoters contribute to our market position, customer trust, and operational stability;

- Diversified product portfolio across categories and price points helps us to stay ahead of changing consumer preferences; and

- Our expertise in customised jeweller and high-value bridal jewellery enhances revenue and brand prestige.

For further details, see "***Our Business – Strengths***" on page 268.

II. Quantitative Factors

Some of the information presented below relating to our Company is based on the Restated Financial Information. For details, see "***Restated Financial Information***" on page 313.

Some of the quantitative factors which may form the basis for calculating the Issue Price are as follows:

1. Basic and diluted earnings per Equity Share ("EPS"), as adjusted for change in capital:

Financial Year/ Period ended	Basic EPS (₹)	Diluted EPS (₹)
March 31, 2025	35.21	35.21
March 31, 2024	NA	NA
March 31, 2023	NA	NA

Notes:

(1) *No basic & diluted earnings per share presented for the year ended March 31, 2024 and for the year ended March 31, 2023 as the Company was formed by way of conversion of erstwhile partnership firm on December 20, 2024.*

(2) *The basic & diluted earnings per share for the year ended March 31, 2025 has been computed considering the 36,60,000 number of equity shares of face value ₹ 10 each, which has been issued to the partners of the erstwhile partnership firm on conversion of company on December 20, 2024 and preferential issue of 11,99,200 equity shares of face value ₹ 10 each by the company on March 24, 2025 and issue of 1,70,07,200 bonus equity shares on May 21, 2025.*

(3) *Basis EPS (₹) = Basic earnings per share are calculated by dividing the net restated profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year.*

(4) *Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the net restated profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential Equity Shares outstanding during the year.*

(5) *The weighted average number of shares are computed on day proportionate basis from the date of incorporation of the company and applied to the profit for the year ended March 31, 2025.*

(6) *EPS is Adjusted for Issue of Bonus Shares in accordance with IND AS 33.*

(7) *The Company at its Board Meeting held on April 28, 2025 has approved the issue of bonus shares in the proportion of 350 new bonus equity shares of face value of ₹ 10 for every 100 existing fully paid-up equity shares of face value of ₹ 10 each. The record date for the purposes of determining the entitlement for the bonus issue is May 16, 2025. This bonus issues is approved by the shareholders in the extra ordinary general meeting held on May 21, 2025. Accordingly, the EPS for the year ended March 31, 2025 is adjusted for Bonus Issue in the table above.*

2. Price/Earning ("P/E") ratio in relation to the Price Band of ₹[●] to ₹[●] per Equity Share:

Particulars	P/E at the Floor Price (no. of times)*	P/E at the Cap Price (no. of times)*
Based on basic EPS for Fiscal 2025	[●]	[●]
Based on diluted EPS for Fiscal 2025	[●]	[●]

* To be computed after finalization of price band.

3. Industry Peer Group P/E ratio

Based on the peer group information (excluding our Company), details of the highest, lowest and industry average P/E ratio are set forth below:

Particulars	P/E ratio
Highest	41.24
Lowest	14.48
Average	26.44

Source:

(i) The above information for listed industry peers is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the financial statements of the respective company for the year ended March 31, 2024, submitted to stock exchanges. Industry Peer are as identified by management of the company.

(ii) P/E Ratio for the peer group has been computed based on the closing market price of equity shares on NSE as on June 13, 2025, divided by the diluted EPS for fiscal 2024.

4. Return on Net Worth ("RoNW")

Financial Year/ Period ended	RoNW (%) (including Capital Reserve and Partner's Capital)	RoNW(%) (Excluding Capital Reserve and Partner's Capital)	Weight
March 31, 2025	59.36	24.14	3
March 31, 2024	(148.84)	45.36	2
March 31, 2023	(99.48)	100.54	1
Weighted Average	**(36.51)**	**43.95**	

Notes:

(1) Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.

(2) Return on Net Worth (%) = Net profit after tax, as per restated financials / Net worth as per restated financials as at year end.

(3) Net worth (Including Capital Reserve) means the aggregate value of the paid-up share capital and all reserves created out of profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per Restated Financial Statement.

(4) Net worth (Excluding Capital Reserve and Partner's Capital) means the aggregate value of the paid-up share capital and all reserves created out of profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure. miscellaneous expenditure not written off, Capital Reserve as per Restated Financial Statement and Partner's Capital as per Restated Financials.

(5) Net worth in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulation has been defined as the aggregate value of the paid-up share capital and all reserve created out of the profits and securities premium account and debit or credit balance of profit & loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per audited balance sheet, but does not include reserve created out of revaluation of assets, write-back of deprecation and amalgamation.

5. Net Asset Value per Equity Share ("NAV")

Period ended	NAV per Equity Share (in rupees) (including Capital Reserve)	NAV per Equity Share (in rupees) (excluding Capital Reserve)
As on March 31, 2025	45.82	112.66
After the Issue		
- At the Floor Price	[●]*	[●]*
- At the Cap Price	[●]*	[●]*
At Issue Price	[●]*	[●]#

* *To be computed after finalisation of the Price Band*

\# *To be determined on conclusion of the Book Building Process.*

Notes:

(1) *Net asset value per share (including Capital Reserve) = Net worth as per restated financials (Including Capital Reserve) / Number of equity shares as at year end.*

(2) *Net asset value per share (excluding Capital Reserve) = Net worth as per restated financials (Excluding Capital Reserve) / Number of equity shares as at year end.*

(3) *Pursuant to issue of 1,70,07,200 bonus equity shares on May 21, 2025, the number of equity shares as at year end, and consequently the Net Asset Value per Equity share, have been adjusted.*

6. Comparison of Accounting Ratios with listed industry peers

Set forth below is a comparison of our accounting ratios with our listed peer company as identified in accordance with the SEBI ICDR Regulations:

Name of Company	Revenue for Fiscal 2024 (in ₹ million) unless the Fiscal is specifically mentioned	Face value (₹ per share)	Closing price on June 13, 2025 (in ₹)	EPS (₹)		NAV (per share) (₹)	P/E Ratio	RoNW (%)
				Basic	Diluted			
Our Company (for Fiscal 2025)	2,581.83	10	NA	35.21	35.21	206.19	[●]*	59.36%
Tribhovandas Bhimji Zaveri Limited	22,989.44	10	192.42	8.16	8.16	90.14	23.58	9.05%
Thangamayil Jewellery Limited	38,267.8	10	1852.2	44.91	44.91	179.74	41.24	24.99%
Senco Gold Limited	52,414.43	10	347.3	24.06	23.98	175.74	14.48	13.26%

Notes:

* *To be computed after finalization of price band.*

1. ***Source for Industry Peer information included above:*** *The above information for listed industry peers is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the financial statements of the respective company for the year ended March 31, 2024, submitted to stock exchanges. Industry Peer are as identified by management of the company.*
2. *Net asset value per share (Including Capital Reserve)= Net worth as per restated financials (Including Capital Reserve) / Number of equity shares as at year end.*
3. *Return on Net Worth (%) = Net profit after tax, as per restated financials / Net worth as per restated financials as at year end.*
4. *Net worth (Including Capital Reserve) means the aggregate value of the paid up share capital and all reserves created out of profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per Restated Financial Statement.*
5. *P/E Ratio for the peer group has been computed based on the closing market price of equity shares on NSE as on June 13, 2025, divided by the diluted EPS for fiscal 2024.*

III. Key Performance Indicators ("KPIs")

The table below sets forth the details of the KPIs that our Company considers have a bearing for arriving at the basis for Issue Price. These KPIs have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals in comparison to our peers. The Bidders can refer to the below-mentioned KPIs, being a combination of financial and operational key financial and operational metrics, to make an assessment of our Company's performance in various business verticals and make an informed decision.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated June 16, 2025 and the Audit Committee has confirmed that there are no KPIs pertaining to our Company that have been disclosed to investors at any point of time during the three years period prior to the date of this Draft Red Herring Prospectus. All the KPIs that have been disclosed in this section have been subject to verification and certification by Joshi & Sahney, the independent chartered accountants, pursuant to their certificate dated June 16, 2025, which has been included as part of the "***Material Contracts and Documents for Inspections***" on page 487 and shall be accessible on the website of our Company at www.revabypng.com.

For details of other business and operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 268 and 368, respectively.

Details of our KPIs for the Fiscals ended 2025, 2024 and 2023 are set out below:

(in ₹ million, unless otherwise indicated)

Particulars	Manner of calculation	Unit	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from operations	-	INR in Million	2,581.83	1,956.34	1,988.48
Revenue growth Y-o-Y	Revenue from operations of the relevant year minus revenue from operations of the preceding year, divided by revenue from operations of the preceding year.	%	31.97%	(1.62%)	N.A.
Shop Sales Area	-	Running ft	599.15	528.15	480.32
Revenue from operations per running feet	Revenue from operations/Total Running Ft.	INR in Million	4.31	3.70	4.14
Adjusted EBITDA	Profit before tax Add : Depreciation and Amortization expense and Finance costs Less: Other Income	INR in Million	796.11	561.39	687.31
Adjusted EBITDA Growth Y-o-Y	Adjusted EBITDA for the relevant year minus Adjusted EBITDA for the preceding year, divided by Adjusted EBITDA for the preceding year	%	41.81%	(18.32%)	N.A.
Adjusted EBITDA Margin	(Adjusted EBITDA/Revenue from operations)*100	%	30.83%	28.70%	34.56%
PAT (Profit After Tax)	-	INR in Million	594.74	424.14	517.47
PAT growth Y-o-Y	PAT for the relevant year minus PAT for the preceding year, divided by PAT for the preceding year.	%	40.22%	(18.04%)	N.A.
PAT Margin	(Profit After Tax/Revenue from operations)*100	%	23.04%	21.68%	26.02%
Net Worth (Including Partner's Capital & Capital Reserve)	Refer Note 1 below	INR in Million	1,001.91	(284.96)	(520.17)
Net Worth (Excluding Partner's Capital & Capital Reserve)	Refer Note 2 below	INR in Million	2,463.37	935.02	514.67
Debt-to-Equity Ratio	Total Debt / Shareholder's Equity excluding capital reserve	Times	0.37	-	-
Net Fixed Assets Turnover Ratio	Revenue from Operations/ Net Fixed Assets (Refer Note 3 below)	Times	335.19	403.22	401.54
Advertising and Sales Promotion Expenses	-	INR in Million	14.21	14.32	14.69
Advertising and Sales Promotion Expense as a percentage of revenue from operations (%)	(Advertising and Sales Promotion Expense /Revenue from operations)*100	%	0.55%	0.73%	0.74%

Notes:

(1) *Net worth (Including Capital Reserve) means the aggregate value of the paid up share capital and all reserves created out of profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per Restated Financial Statement.*

(2) *Net worth (Excluding Capital Reserve and Partner's Capital) means the aggregate value of the paid up share capital and all reserves created out of profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure. miscellaneous expenditure not written off, Capital Reserve as per Restated Financial Statement and Partner's Capital as per Restated Financials.*

[(3)] *Net Fixed Assets is calculated as aggregate of Property, plant and equipment, Investment Property, Right-of-use assets & other intangible assets.*

[(4)] *As certified by Joshi & Sahney, Chartered Accountants, pursuant to their certificate dated June 16, 2025.*

Our Company confirms that it shall continue to disclose all the KPIs included hereinabove in this section on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchanges pursuant to the Issue, or until the utilization of Issue as disclosed in "***Objects of the Issue***" on page 102, or for such other period as may be required under the SEBI ICDR Regulations.

All such KPIs have been defined consistently and precisely in "***Definitions and Abbreviations – Key operating and financial information used in this Draft Red Herring Prospectus***" on page 3**.**

Explanation of the historic use of the Key Performance Indicators by our Company to analyse, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Financial Information. These KPIs may not be defined under Ind AS and are not presented in accordance with Ind AS and hence, should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our performance, liquidity, profitability or results of operations. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends.

Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business. For further details please see "***Risk Factors – In this Draft Red Herring Prospectus, we have included certain non-GAAP ("Generally Accepted Accounting Principles") financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology applicable across the Indian retailing industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.***" on page 39.

The list of our KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below:

KPI	Explanation for the KPI
Revenue from operations	Revenue from Operations is used to assess the overall financial performance of the Company and size of the business.
Revenue Growth Y-o-Y	Revenue Growth Y-o-Y indicates the percentage change in revenue from operations compared to the previous fiscal year.
Shop Sales Area	Shop Sales Area is used to is used to track the total size of operating stores in running feet.
Revenue from operations per running feet	Revenue per running feet is used to track the revenue earned based on the total size of operating stores in running feet.
Adjusted EBITDA	Adjusted EBITDA helps compare core operational efficiency by stripping out Other Income, Depreciation, amortisation and Finance costs from the profits before tax.
Adjusted EBITDA Growth Y-o-Y	Adjusted EBITDA Growth Y-o-Y indicates the percentage change in Adjusted EBITDA compared to the previous fiscal year
Adjusted EBITDA Margin	Adjusted EBITDA margin is to assess a company's operating profitability as a percentage of its revenue, excluding the effects of other income, financing cost, depreciation and amortization costs.
PAT (Profit After Tax)	Profit After Tax is an indicator of the overall profitability and financial performance of the business.

KPI	Explanation for the KPI
PAT Growth Y-o-Y	PAT Growth Y-o-Y indicates the percentage change in PAT compared to the previous fiscal year
PAT Margin	PAT Margin shows the profitability of the company vis-à-vis the Revenues.
Net Worth (Including Partner's Capital & Capital Reserve)	Indicates Net worth including partner's capital and capital reserves.
Net Worth (Excluding Partner's Capital & Capital Reserve)	Indicates Net worth excluding partner's capital and capital reserves.
Debt-to-Equity Ratio	Reflects the proportion of debt to equity capital, indicating the financial leverage and risk profile of the Company
Net Fixed Assets Turnover Ratio	Indicates how fixed assets are used to generate revenue
Advertising and Sales Promotion Expense	Describes how much the company is spending in its advertising and sales promotion.
Advertising and Sale Promotion Expenses as a percentage of revenue from operations (%)	Advertising and sale promotion expenses as a percentage of revenue from operations is to measure how much of a company's revenue is invested in promoting its products or services, indicating the intensity and efficiency of its customer acquisition and brand-building efforts.

We have also described and defined the KPIs, as applicable, in "***Definitions and Abbreviations - Technical/ Industry Related Abbreviations***" on page 3.

IV. Comparison of Key Performance Indicators with listed industry peers

Set forth below is a comparison of our KPIs with our peer company listed in India:

(in ₹ million, unless otherwise indicated)

Particulars	**PNGS Reva Diamond Jewellery Limited**			**Thangamayil Jewellery Limited@**		**Tribhovandas Bhimji Zaveri Limited@**		**Senco Gold Limited@**	
	Fiscal 2025	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2024**	**Fiscal 2023**
Revenue from operations(1)	2,581.83	1,956.34	1,988.48	38,267.8	31,525.5	22,989.44	23,936.26	52,414.43	40,774.04
Revenue growth Y-o-Y	31.97%	(1.62%)	NA	21.39%	-	(3.96%)	-	28.55%	-
Adjusted EBITDA(2)	796.11	561.39	687.31	2,123.6	1,529.0	1,393.40	1,163.10	3,755.10	3,166.22
Adjusted EBITDA growth Y-o-Y	41.81%	(18.32%)	NA	38.89%	-	19.80%	-	18.60%	-
Adjusted EBITDA Margin(3)	30.83%	28.70%	34.56%	5.55%	4.85%	6.06%	4.86%	7.16%	7.77%
PAT(4)	594.74	424.14	517.47	1,232.4	797.4	544.28	401.90	1,810.04	1,584.79
PAT growth Y-o-Y	40.22%	(18.04%)	NA	54.55%	-	35.42%	-	14.21%	-
PAT Margin(5)	23.04%	21.68%	26.02%	3.22%	2.53%	2.37%	1.68%	3.45%	3.89%
Net Fixed Assets Turnover Ratio(6)	335.19	403.22	401.54	24.93	26.24	15.24	15.09	14.48	14.58
Debt to equity ratio(7)	0.37	-	-	1.84	2.01	0.89	0.87	1.10	1.25
Advertisement and sales promotion expenses	14.21	14.32	14.69	364.50	359.30	428.87	436.21	1,033.73	810.36

Particulars	PNGS Reva Diamond Jewellery Limited			Thangamayil Jewellery Limited@		Tribhovandas Bhimji Zaveri Limited@		Senco Gold Limited@	
	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2024	Fiscal 2023	Fiscal 2024	Fiscal 2023	Fiscal 2024	Fiscal 2023
Advertisement and sales promotion expenses as a % of revenue from operations (%)	0.55%	0.73%	0.74%	0.95%	1.14%	1.87%	1.82%	1.97%	1.99%
Shops sales (in running feet)	599.15	528.15	480.32	NA	NA	NA	NA	NA	NA
Revenue from Operations per running feet(8)	4.31	3.70	4.14	NA	NA	NA	NA	NA	NA

Notes:

@ *Figures for Fiscal 2025 are not available for Listed Peer Companies. Figures from Fiscal 2024 and Fiscal 2023 are used for KPI comparison.*

Source for Industry Peer information included above: *The above information for listed industry peers is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the financial statements of the respective company for the relevant years, submitted to stock exchanges. Industry Peer are as identified by management of the company*

Notes:-

(1) Revenue from operations means the revenue from operations as appearing in the financial statements.
(2) Adjusted EBITDA is calculated as earnings before, finance costs, tax, depreciation & amortization expenses for the year/period, and less other income.
(3) Adjusted EBITDA Margin (%) is calculated as Adjusted EBITDA as a percentage of revenue from operations.
(4) Profit after tax (PAT) is as appearing in the as appearing in the financial statements.
(5) PAT Margin (%) is calculated as Profit after tax as a percentage of total revenue.
(6) Net Fixed Asset Turnover Ratio is calculated as Revenue from Operations divided by Net Fixed Assets of the company. Net Fixed Assets is calculated as aggregate of Property, plant and equipment, Investment Property, Right-of-use assets & other intangible assets.
(7) Debt-to-Equity Ratio is calculated as Total Debt divided by Shareholder's Equity excluding capital reserve for the Company . In case of peer companies, the same is as appearing in / calculated on the basis of Consolidated Financial Statements (unless otherwise available only on standalone basis).
(8) Revenue from Operations per running feet is calculated as Revenue from Operations divided by Shop Sales area (in Running feet).

Comparison of KPIs based on additions or dispositions to our business

Our Company has not made any material acquisitions or dispositions to its business during the Fiscal 2025, 2024 and 2023. For details regarding acquisitions and dispositions made our Company in the last 10 years, see “***History and Certain Corporate Matters — Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years***” on page 290.

V. Weighted average cost of acquisition, Floor Price and Cap Price

1. The price per share of our Company based on the primary/ new issue of shares (equity/ convertible securities

Our Company has not issued any Equity Shares or convertible securities, excluding the issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more that 5% of the paid-up share capital of our Company (calculated based on the pre-Issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“**Primary Issuance**”).

2. The price per share of our Company based on secondary sale/ acquisitions of shares (equity / convertible securities)

There have been no secondary sales / acquisitions of Equity Shares or any convertible securities since the incorporation of our Company.

Since there are no such transactions to report under 1 and 2 above, the following are the details of the price per share of our Company basis the last five primary or secondary transactions (secondary transactions where Promoters, members of the Promoter Group, or Shareholder having the right to nominate Director on the Board, are a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of the transactions:

Primary transactions:

Except as disclosed below, there are no primary transactions where our Promoters, Promoter Group, or shareholder having the right to nominate director on our Board are a party to the transaction, in the last three years preceding the date of this Draft Red Herring Prospectus irrespective of the size of the transaction.

Equity shares

<table>
<tr><th>Sr. No.</th><th>Name of allottee</th><th>Date of allotment</th><th>Nature of allotment</th><th>Issue price per equity shares (in ₹)</th><th>Number of equity shares allotted</th></tr>
<tr><td>1.</td><td><table><tr><th>Name of the allottee</th><th>Number of equity shares allotted</th></tr><tr><td>Govind Vishwanath Gadgil</td><td>15,50,000</td></tr><tr><td>Renu Govind Gadgil</td><td>15,50,000</td></tr><tr><td>Anjali Vishwanath Gadgil</td><td>1,00,000</td></tr><tr><td>Rohini Udaya Kalkundrikar</td><td>1,00,000</td></tr></table></td><td>December 20, 2024</td><td>Subscribers to the Memorandum</td><td>10</td><td>33,00,000</td></tr>
<tr><td>2.</td><td><table><tr><th>Name of the allottee</th><th>Number of equity shares allotted</th></tr><tr><td>P.N. Gadgil & Sons Ltd.</td><td>9,35,000</td></tr></table></td><td>March 24, 2025</td><td>Preferential Issue</td><td>750</td><td>9,49,200</td></tr>
</table>

Sr. No.	Name of allottee		Date of allotment	Nature of allotment	Issue price per equity shares (in ₹)	Number of equity shares allotted
	Anjali Vishwanath Gadgil	13,000				
	Jyoti Ravindra Paranjape	1,200				

Preference shares

There have been no issuances of preference shares since the incorporation of our Company.

Secondary transactions:

There have been no secondary sales / acquisitions of Equity Shares or any convertible securities since the incorporation of our Company.

VI. Weighted average cost of acquisition ("WACA"), floor price and cap price

Past transactions	Weighted average cost of acquisition per Equity Share (in ₹)	Floor price in ₹ [●]	Cap price in ₹ [●]
Weighted average cost of acquisition by Promoters, Promoter group and shareholders entitled with right to nominate directors or any other rights, for last 18 months for primary/new issue of shares (equity/convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of this certificate, where such issuance is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days. **Note:** In the event there are no such primary transactions, the information has to be disclosed for price per share of the Company based on the last 5 primary transactions, not older than 3 years prior to the date this certificate, irrespective of the size of transactions.	175.30	[●]*	[●]*
Weighted average cost of acquisition for last 18 months for secondary sales/acquisition of shares (equity/convertible securities), where promoters / promoter group entities or shareholder(s) having the right to nominate director(s) in the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5 per cent of the fully diluted paid-up share capital of our	N.A.	[●]*	[●]*

Past transactions	Weighted average cost of acquisition per Equity Share (in ₹)	Floor price in ₹ [●]	Cap price in ₹ [●]
Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days Note: In the event there are no such secondary transactions, the information has to be disclosed for price per share of the Company based on the last 5 secondary transactions (secondary transactions where promoters /promoter group entities or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction), not older than 3 years prior to the date of this certificate, irrespective of the size of transactions.			

Note: *There have been no secondary sales / acquisitions of Equity Shares or any convertible securities since the incorporation of our Company.*

* *To be updated at the Prospectus stage.*

\# *As certified by Joshi & Sahney, Chartered Accountants, by way of their certificate dated June 16, 2025.*

VII. The Issue Price is [●] times of the face value of the Equity Shares

The Issue Price of ₹[●] has been determined by our Company, in consultation with the BRLM, on the basis of the demand from investors for the Equity Shares through the Book Building Process. Our Company, in consultation with the BRLM, are justified of the Issue Price in view of the above qualitative and quantitative parameters.

VIII. Detailed explanation for Issue Price/ Cap Price being [●] times of WACA of primary issuances /secondary transactions of Equity Shares (as disclosed above) along with our Company's KPIs and financial ratios for the Fiscals ended 2025, 2024 and 2023

[●]*

* *To be included on finalisation of Price Band.*

IX. Explanation for the Issue Price/Cap Price, being [●] times of WACA of primary issuances/secondary transactions of Equity Shares (as disclosed above) in view of the external factors which may have influenced the pricing of the Issue.

[●]*

* *To be included on finalisation of Price Band.*

Investors should read the above-mentioned information along with "***Risk Factors***", "***Our Business***", "***Restated Financial Information***" and "***Management Discussion and Analysis of Financial Condition and Revenue from Operations***" beginning on pages 39, 268, 313 and 368, respectively, to have a more informed view.

The trading price of the Equity Shares could decline due to the factors mentioned in the section "***Risk Factors***" beginning on page 39 and any other factors that may arise in the future and you may lose all or part of your investment.

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors
PNGS Reva Diamond Jewellery Limited
Abhiruchi Mall, 59/1C, Sinhgad Road,
Wadgaon Budruk, Pune,
Maharashtra, India 411 041

Sub: Statement of possible special tax benefits available to PNGS Reva Diamond Jewellery Limited and its shareholders, prepared in accordance with the requirements under Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations")

1. We, MSKA & Associates, Chartered Accountants ("**the Firm**"), the statutory auditors of **PNGS Reva Diamond Jewellery Limited** (the "Company") hereby confirm the enclosed statement in the Annexure prepared and issued by the Company (the "Statement"), which provides the possible special tax benefits available to the Company and its shareholders under the direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, the Income-tax Rules, 1962, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, (Collectively called as "**GST Laws**"), the Customs Act, 1962, the Customs Tariff Act, 1975 and Foreign Trade Policy 2023 (collectively the "**Taxation Laws**") and the rules, regulations, circulars and notifications issued in connection with the Taxation Laws as amended by the Finance Act, 2025, as applicable to the assessment year 2026-27 relevant to the financial year 2025-26. Several of these benefits are dependent on the Company and its shareholders, as the case may be, fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Hence, the ability of the Company and its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company and its shareholders face in the future, the Company and its shareholders may or may not choose to fulfil such conditions for availing special tax benefits.

2. This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the SEBI ICDR Regulations. While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, its shareholders, the same would include those benefits as enumerated in the statement. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.

3. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to them.

4. The benefits stated in the enclosed statement are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the distinct nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the initial public offering of the equity shares of the Company ("**the Issue**") and we shall in no way be liable or responsible to any shareholder or subscriber for placing reliance upon the contents of this statement. Also, any tax information included in this written communication was not intended or written to be used, and it cannot be used by the Company or the investor, for the purpose of avoiding any penalties that may be imposed by any regulatory, governmental taxing authority or agency.

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

6. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

7. We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" (the "**Guidance Note**") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accounts of India.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

9. We do not express any opinion or provide any assurance whether:
   - The Company and its shareholders will continue to obtain these benefits in future;
   - The conditions prescribed for availing the benefits have been/would be met;
   - The revenue authorities/courts will concur with the views expressed herein.

10. The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. We have relied upon the information and documents of the Company being true, correct, and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law.

11. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our Firm or any of partners or affiliates, shall not be responsible for any loss, penalties, surcharges, interest or additional tax or any tax or non-tax, monetary or non-monetary, effects or liabilities (consequential, indirect, punitive or incidental) before any authority / otherwise within or outside India arising from the supply of incorrect or incomplete information of the Company.

12. This Statement is addressed to Board of Directors and issued at specific request of the Company. The enclosed Annexure to this Statement is intended solely for your information and for inclusion in the Draft red herring prospectus, red herring prospectus, the prospectus and any other material in connection with the Issue, and is not to be used, referred to or distributed for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Any subsequent amendment / modification to provisions of the applicable laws may have an impact on the views contained in our statement. While reasonable care has been taken in the preparation of this certificate, we accept no responsibility for any errors or omissions therein or for any loss sustained by any person who relies on it.

For **M S K A & Associates**
Chartered Accountants
Firm Registration Number:105047W

Rajesh Thakkar
Partner
Membership No: 103085

Place: Mumbai

Date: June 16, 2025
Enclosure: Annexure A and Annexure B

ANNEXURE A

TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO PNGS REVA DIAMOND JEWELLERY LIMITED (THE "COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE DIRECT TAX LAWS IN INDIA

SPECIAL TAX BENEFITS UNDER THE DIRECT TAX REGULATIONS IN THE HANDS OF THE COMPANY AND THE SHAREHOLDERS OF THE COMPANY

Outlined below are the possible special direct tax benefits available to the Company and its shareholders under the direct tax laws in force in India. This statement is required as per paragraph (9)(L) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations"). This statement is as per the Income-tax Act, 1961 ('IT Act') as amended by the Finance Act, 2025 read with the relevant rules, circulars, and notifications applicable for the Financial Year 2025-26 relevant to the Assessment Year 2026-27, presently in force.

1. Special Income tax benefits available to the Company in India under the IT Act

1.1 Lower corporate tax rate under section 115BAA of the Act

- Section 115BAA of the Act, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a corporate tax rate of 22% (plus applicable surcharge and education cess) for the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified incentives/ deductions/ exemptions or set-off of losses and depreciation provided under clause (ii) and clause (iii) of sub-section (2) of section 115BAA of the Act and claiming depreciation determined in the prescribed manner. In case a company opts for paying tax as per Section 115BAA, provisions of section 115JB, i.e., Minimum Alternate Tax ('MAT') would not be applicable on exercise of the option under section 115BAA, as specified under sub-section (5A) of Section 115JB of the Act, and unutilized MAT credit will not be available for set-off. The option needs to be exercised on or before the due date of filing the tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year.

- The time limit for opting for the provision of section 115BAA for the AY 2025-26 is the due date of filing the return of income for the said year, which is yet to expire. The Company will shortly file its first income-tax return for FY 2024-25 and accordingly, has not yet concluded as to whether or not it will opt for the concessional tax regime under section 115BAA of the Act. The Company may claim such beneficial tax rate in future years subject to giving away certain tax deductions/incentives.

- In case the Company opts for the concessional tax regime under section 115BAA of the Act, it would be required to file Form 10-IC within the prescribed timelines.

- In case the Company does not opt for the concessional tax regime as per section 115BAA of the Act, the applicable corporate rate will be 25% (plus a surcharge of 7% if the total income of the Company exceeds INR 1 crore and of 12% if the total income exceeds INR 10 crore during the FY 2025-26, and 4% of health and education cess).

1.2 Deduction in respect of employment of new employees under section 80JJAA of the Act

- As per Section 80JJAA of the IT Act, an assessee subject to tax audit under section 44AB of the IT Act is entitled to claim a deduction of an amount equal to 30% of additional employee cost (relating to specified category of employees) incurred in the course of business in the year, for three assessment years including the assessment year relevant to the year in which such employment is provided.

- The deduction under section 80JJAA of the IT Act is available even if the Company opts for the concessional tax regime under section 115BAA of the IT Act.

- Additional employee cost means the total emoluments paid or payable to additional employees employed in the financial year. The company is eligible to claim this deduction in case it incurs additional employee cost within the meaning of Explanation (i) to sub-Section (2) of Section 80JJAA of the Act and satisfies the conditions as mentioned in the said Section

- Further, when the Company wishes to claim such possible tax benefit, it shall obtain the necessary certification from a Chartered Accountant on fulfilment of the conditions under the extant provisions of the Act.

1.3 Deduction in respect of Inter-Corporate Dividends under section 80M

- As per the provisions of section 80M of the Act, a dividend received by the Company from any other domestic Company or a foreign company shall be eligible for deduction while computing its total income for the relevant year. The amount of such deduction would be restricted to the amount of dividend distributed by the Company to its Shareholders on or before one month prior to due date of filing of its Income-Tax return for the relevant year.

- The deduction under section 80M of the IT Act is applicable even if the Company opts for the concessional tax regime under section 115BAA of the IT Act.

1.4 Deduction under Section 80G of the IT Act

- As per section 80G of the IT Act, in case the Company makes eligible donations, the Company shall be entitled to a deduction of the amount donated. However, in certain cases, the amount of deduction shall be restricted to a lower of 50% of the amount donated or 10% of Gross Total Income.

- The deduction under section 80G will not be available in case the Company opts to be governed by the new tax regime under section 115BAA of the Act.

1.5 Deduction under 35D of the IT Act

- As per Section 35D of the IT Act, subject to certain conditions, taxpayers are eligible to claim a deduction of specified preliminary expenses incurred before the commencement of its business or after the commencement of its business (in connection with the extension of its undertaking or in connection with setting up a new unit). The deduction is allowable for an amount equal to one-fifth of such expenditure for each of five successive assessment years beginning with the assessment year in which the business commences or as the case may be, the previous year in which the extension of the undertaking is completed, or the new unit commences production or operation.

2. Special Income tax benefits available to its Shareholders

- There are no special tax benefits available to the shareholders of the Company under the Direct Tax Laws identified supra.

Notes:

1. The benefits discussed above cover only possible special tax benefits under the Direct Tax Laws, available to the Company and its Shareholders and do not cover any general tax benefits or any direct tax law benefits or benefit under any other law. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

2. The tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Indian Taxation Laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.

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

4. The Statement is prepared on the basis of information available with the Management of the Company and there is no assurance that:

   (i) the Company or its shareholders will continue to obtain these benefits in future;
   (ii) the conditions prescribed for availing the benefits have been/ would be met with; and
   (iii) the revenue authorities/courts will concur with the view expressed herein.

5. The above statements are based on the existing provisions of laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

For **PNGS REVA DIAMOND JEWELLERY LIMITED**

Name:
Designation:

Place:
Date:

ANNEXURE B

TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO PNGS REVA DIAMOND JEWELLERY LIMITED (THE "COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE INDIRECT LAWS IN INDIA

SPECIAL TAX BENEFITS UNDER THE INDIRECT TAX REGULATIONS IN THE HANDS OF THE COMPANY AND THE SHAREHOLDERS OF THE COMPANY

1. **Special indirect tax benefits available to the Company in India**

   The company is not availing any special tax benefits under the provisions of the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Service Tax Act, 2017, and applicable State Goods and Services Tax Act, 2017, The Customs Act, 1962, the Customs Tariff Act, 1975, and Foreign Trade Policy 2023, including the relevant rules, regulations, notifications and circulars issued thereunder, applicable for the Financial Year 2025-26, presently in force in India.

2. **Special indirect tax benefits available to Shareholders**

   The shareholders of the Company are not required to discharge any GST on transaction in securities of the Company. Securities are excluded from the definition of Goods as defined u/s 2(52) of the Central Goods and Services Tax Act, 2017 as well from the definition of Services as defined u/s 2(102) of the Central Goods and Services Tax Act, 2017. Accordingly, transactions in the security of the Company may not attract GST.

   Apart from above, the shareholders of the Company are not eligible for any possible special tax benefits under the provisions of the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Service Tax Act, 2017, and applicable State Goods and Services Tax Act, 2017, The Customs Act, 1962, the Customs Tariff Act, 1975, and Foreign Trade Policy 2023, including the relevant rules, regulations, notifications and circulars issued there under, applicable for the Financial Year 2025-26, presently in force in India.

Notes:

1. The benefits discussed above cover only possible special tax benefits under the Indirect Tax Laws, available to the Company and its Shareholders and do not cover any general tax benefits or any indirect tax law benefits or benefit under any other law. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

2. The tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Indian Taxation Laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.

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

4. The Statement is prepared on the basis of information available with the Management of the Company and there is no assurance that:

(i) the Company or its shareholders will continue to obtain these benefits in future;
(ii) the conditions prescribed for availing the benefits have been/ would be met with; and
(iii) the revenue authorities/courts will concur with the view expressed herein.

5. The above statements are based on the existing provisions of laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

For **PNGS REVA DIAMOND JEWELLERY LIMITED**

Name:
Designation:

Place:
Date:

SECTION IV – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

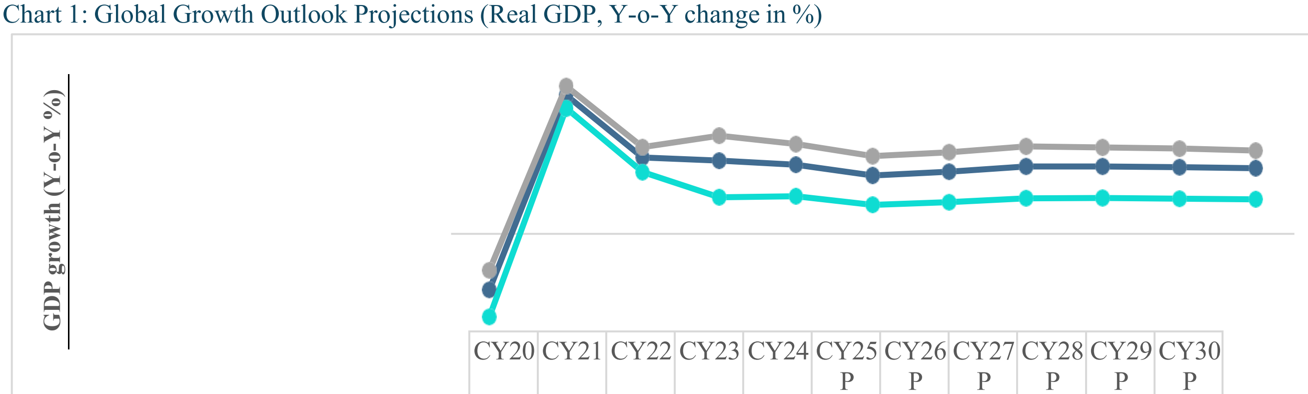
Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Gems and Jewellery Industry in India" dated June 10, 2025 (the "CARE Report") prepared and issued by CARE Analytics and Advisory Private Limited ("Care Edge Research"), appointed by us on April 23, 2025 and exclusively commissioned and paid for by us in connection with the Issue. A copy of the CARE Report is available on the website of our Company at www.revabypng.com/initial-public-offer. The data included herein includes excerpts from the CARE Report and may have been reordered by us for the purposes of presentation. CareEdge Research is an independent agency and is not related to the Company, its Directors, Promoters or the BRLM. There are no parts, data or information relevant for the proposed Issue, that has been left out or changed in any manner. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Financial information used herein is based solely on the audited financials of the Company and other peers. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. See also, "Risk Factors – Extracts of industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by CARE Analytics and Advisory Private Limited exclusively commissioned and paid for by us exclusively in connection with the Issue. Any reliance on such information for making an investment decision in the Issue is subject to inherent risks." *on page 39. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. While preparing its report, CareEdge Research has also sourced information from publicly available sources, including our Company's financial statements. However, financial information relating to our Company presented in other sections of this Draft Red Herring Prospectus has been prepared in accordance with Ind AS and restated in accordance with the SEBI ICDR Regulations. Accordingly, the financial information of our Company in this section is not comparable with Ind AS financial information presented elsewhere in this Draft Red Herring Prospectus.*

1 Economic Outlook

1.1 Global Economy

Global growth, which reached 3.5% in CY23, is estimated to stabilize at 3.3% for CY24 and projected to decrease at 2.8% for CY25. Global trade is expected to be disrupted by new US tariffs and countermeasures from trading partners, leading to historically high tariff rates and negatively impacting economic growth projections. The global landscape is expected to change as countries rethink their priorities and policies in response to these new developments. Central banks priority will be to adjust policies, while smart fiscal planning and reforms are key to handling debt and reducing global inequalities.

Chart 1: Global Growth Outlook Projections (Real GDP, Y-o-Y change in %)



World	-2.7%	6.6%	3.6%	3.5%	3.3%	2.8%	3.0%	3.2%	3.2%	3.2%	3.1%
Advanced Economies	-4.0%	6.0%	2.9%	1.7%	1.8%	1.4%	1.5%	1.7%	1.7%	1.7%	1.7%
Emerging Market and Developing Economies	-1.7%	7.0%	4.1%	4.7%	4.3%	3.7%	3.9%	4.2%	4.1%	4.1%	4.0%

Source: IMF – World Economic Outlook, April 2025; Notes: P-Projection, E-Estimated

Table 1: GDP growth trend comparison - India v/s Other Economies (Real GDP, Y-o-Y change in %)

	Real GDP (Y-o-Y change in %)										
	CY20	**CY21**	**CY22**	**CY23**	**CY24**	**CY25P**	**CY26P**	**CY27P**	**CY28P**	**CY29P**	**CY30P**
India	-5.8	9.7	7.6	9.2	6.5	6.2	6.3	6.5	6.5	6.5	6.5
China	2.3	8.6	3.1	5.4	5.0	4.0	4.0	4.2	4.1	3.7	3.4
Indonesia	-2.1	3.7	5.3	5.0	5.0	4.7	4.7	4.9	5.0	5.1	5.1
Saudi Arabia	-3.6	5.1	7.5	-0.8	1.3	3.0	3.7	3.6	3.2	3.2	3.3
Brazil	-3.3	4.8	3.0	3.2	3.4	2.0	2.0	2.2	2.3	2.4	2.5
Euro Area	-6.0	6.3	3.5	0.4	0.9	0.8	1.2	1.3	1.3	1.2	1.1
United States	-2.2	6.1	2.5	2.9	2.8	1.8	1.7	2.0	2.1	2.1	2.1

Source: IMF- World Economic Outlook Database (April 2025)
Note: P- Projections, E-Estimate; India's fiscal year (FY) aligns with the IMF's calendar year (CY). For instance, FY24 corresponds to CY23.

Advanced Economies Group

Advanced economies, growth is now projected to decline from an estimated 1.8% in CY24 to 1.4% in CY25 and 1.5% in CY26, with the CY25 forecast revised down by 0.5 percentage points compared to the January 2025 WEO Update.

The **United States** growth is projected to ease to 1.8% in CY25, lower than the January 2025 forecast by 1 percent point. The revision reflects factors such as policy uncertainty, ongoing trade dynamics, and a slower pace of consumption demand. In CY26, growth is expected to remain moderate at 1.7%, influenced by trade measures and steady private consumption.

The **Euro Area's** growth is anticipated to ease slightly to 0.8% in CY25 due to the uncertainties in the trade tariffs and with a modest recovery in CY26 to 1.2% which is supported by consumption demand.

Emerging Market and Developing Economies Group

Emerging market and developing economies are forecasted to drop to 3.7% in CY25 and 3.9% in CY26, followed by an estimation of 4.3% for CY24. The economic forecast for emerging and developing Asia is expected to decline to 4.5% in CY25 and 4.6% in CY26. China's GDP growth for CY25 has been revised down to 4.0% from 4.6%, reflecting the impact of newly implemented tariffs, which offset the stronger momentum from late CY24 and planned fiscal expansion. The 2026 forecast is also lowered to 4.0% from 4.5%, due to ongoing trade policy uncertainty and the continued effect of tariffs. In contrast, India's growth remains stable, with anticipated rates of 6.2% in CY25 and 6.3% in CY26. This growth is mainly supported by private consumption.

The Indonesian economy is expected to register growth of 4.7% in CY25 and CY26, an important concern for Indonesia is the trade fragmentation. Saudi Arabia’s growth in CY25 is predicted to have the growth rate to

3.0% on account of the extension of oil production cuts taking place in the country. Going forward, GDP is expected to grow at 3.7% in CY26. On the other hand, Brazil's growth is projected to be 2.0% in CY25 and CY26 due to the anticipated tightening of the labour market and ongoing restrictive monetary policy, growth is expected to slow down.

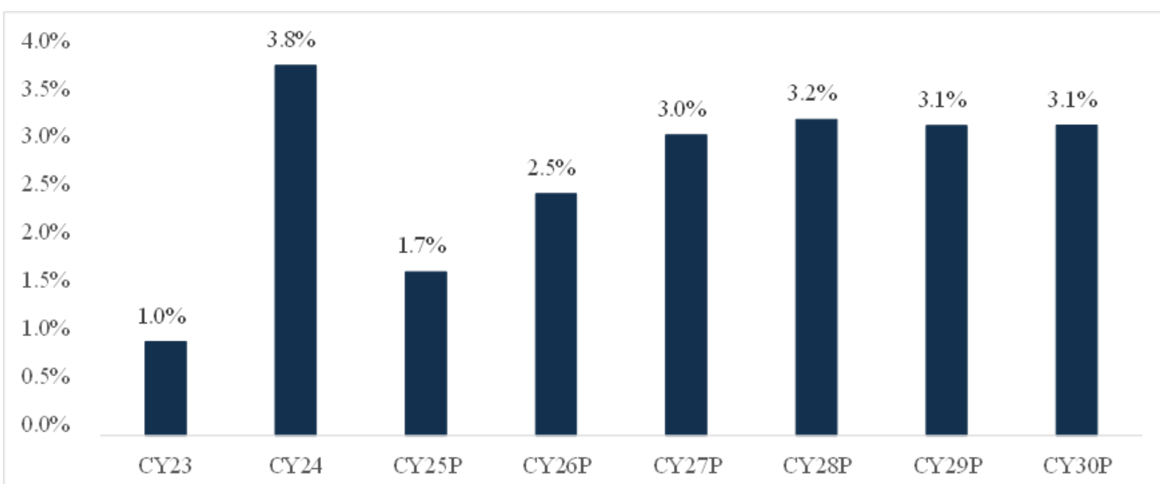
Despite the turmoil in the last 2-3 years, India bears good tidings to become a USD 5 trillion economy by CY27-CY28. According to the IMF dataset on Gross Domestic Product (GDP) at current prices, the nominal GDP projected to be at USD 4.2 trillion for CY25 and is projected to reach USD 5.1 trillion by CY27 and USD 6.8 trillion by CY30. India's expected GDP growth rate for coming years is almost double compared to the world economy. The Indian economy shows resilience amid global inflation, supported by a stable financial sector, strong service exports, and robust investment driven by government spending and high-income consumer consumption, positioning it for better growth than other economies.

Besides, India stands out as the fastest-growing economy among the major economies. The country is expected to grow at a range of 6.2%-6.5% in the period of CY25-CY30, outshining China's growth rate. By CY27, the Indian economy is estimated to emerge as the third-largest economy globally, hopping over Japan and Germany. Currently, it is the third largest economy globally in terms of Purchasing Power Parity (PPP) with a ~7.9% share in the global economy, with China on the top followed by the United States.

1.1.1 Trend in Global Trade

In CY23, the trade volume growth rate was relatively low 1.0%, due to a mix of economic uncertainty, geopolitical tensions, inflationary pressures, and lingering supply chain disruptions, followed by a period of accelerated expected growth reaching 3.8% in CY24. Global trade growth is projected to decelerate to 1.7% in CY25, primarily due to increased tariff barriers and reduced cyclical support. Current account imbalances, which widened in CY24, are expected to gradually narrow over the medium term.The trend is expected to stabilize at around 3.0% in CY27 and for the subsequent years till CY30. This pattern suggests that trade volumes are expected to recover and grow steadily, with a more moderate pace of growth in the long run.

Chart 2: Global Trend in Trade Volume of Goods and Services



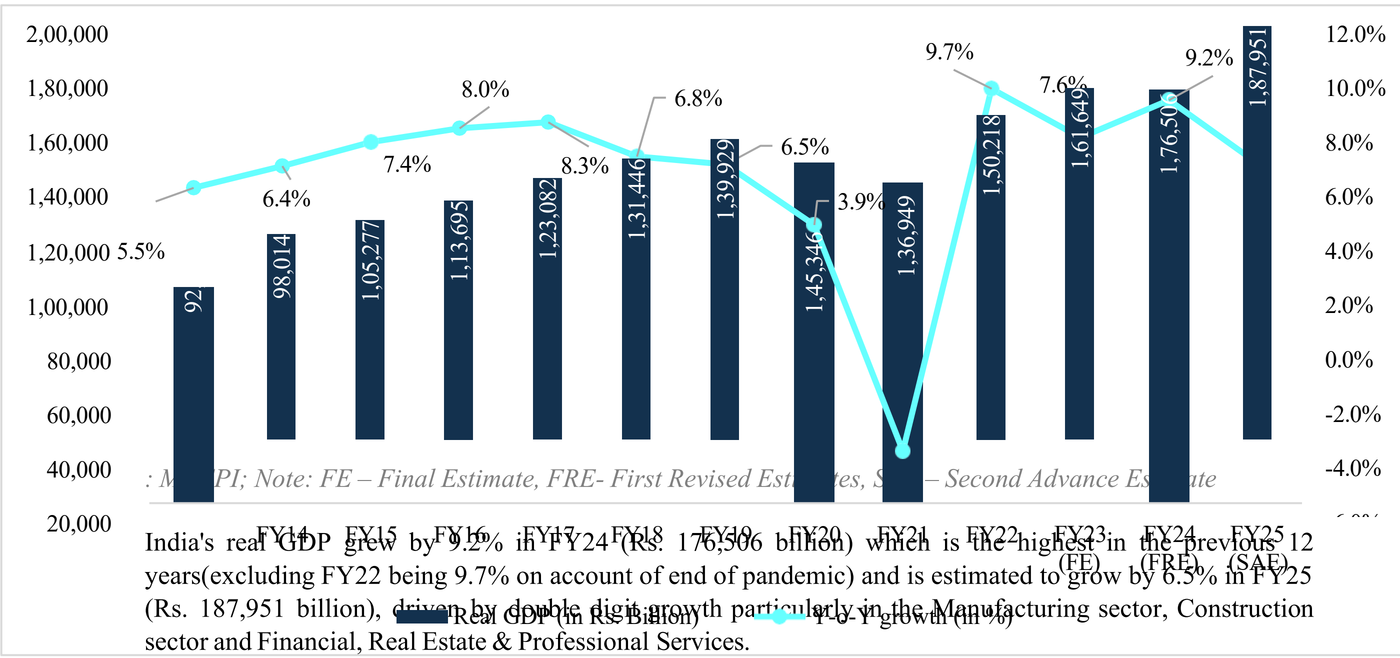
Note: P-Projections, Source: IMF- World Economic Outlook Database (October 2024)

1.2 Indian Economic Outlook

1.2.1 GDP Growth and Outlook

Resilience to External Shocks Remains Critical for Near-Term Outlook

Chart 3: Trend in Real Indian GDP growth rate



: M PI; Note: FE – Final Estimate, FRE- First Revised Est tes, S – Second Advance Es ate

India's real GDP grew by 9.2% in FY24 (Rs. 176,506 billion) which is the highest in the previous 12 years(excluding FY22 being 9.7% on account of end of pandemic) and is estimated to grow by 6.5% in FY25 (Rs. 187,951 billion), driven by double digit growth particularly in the Manufacturing sector, Construction sector and Financial, Real Estate & Professional Services.

GDP Growth Outlook

FY26 GDP Outlook: Real GDP growth is projected at 6.5%, driven by strong rural demand, improving employment, and robust business activity. The agriculture sector's bright prospects, healthy reservoir levels, and robust crop production support this growth. Manufacturing is reviving, and services remain resilient, despite global uncertainties. Investment activity is gaining traction, supported by healthy balance sheets and easing financial conditions. However, risks from geopolitical tensions, global market volatility, and geo-economic fragmentation persist

Persistent geopolitical tensions, volatility in international financial markets and geo-economic fragmentation do pose risk to this outlook. Based on these considerations, the RBI, in its April 2025 monetary policy, has projected real GDP growth at 6.5% y-o-y for FY26.

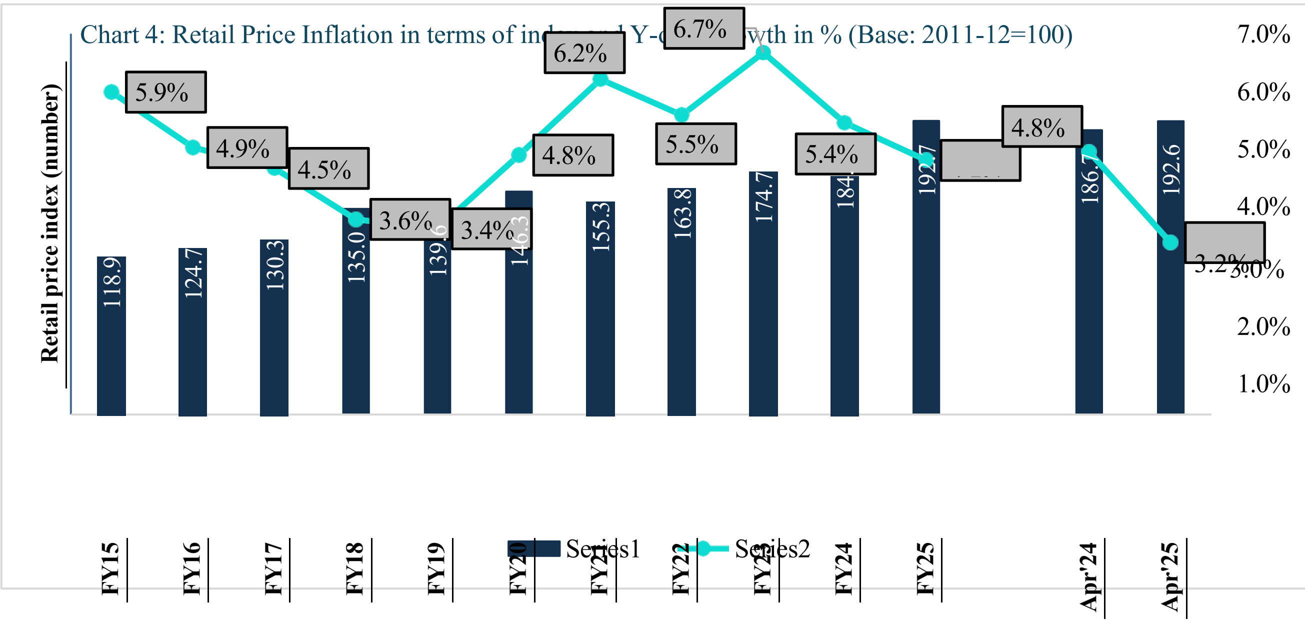
Table 2: RBI's GDP Growth Outlook (Y-o-Y %)

FY26P (complete year)	Q1FY26P	Q2FY26P	Q3FY26P	Q4FY26P
6.5%	6.5%	6.7%	6.6%	6.3%

Source: Reserve Bank of India; Note: P-Projected

1.2.2 Consumer Price Index

The CPI (general) and food inflation in April, 2025 over April, 2024 (3.2%, provisional) witnessed lowest Y-o-Y inflation since July 2019. The moderation was driven by decline of price inflation in Vegetables, Pulses, Fruits, Meat and fish, Personal care and effects and Cereals.

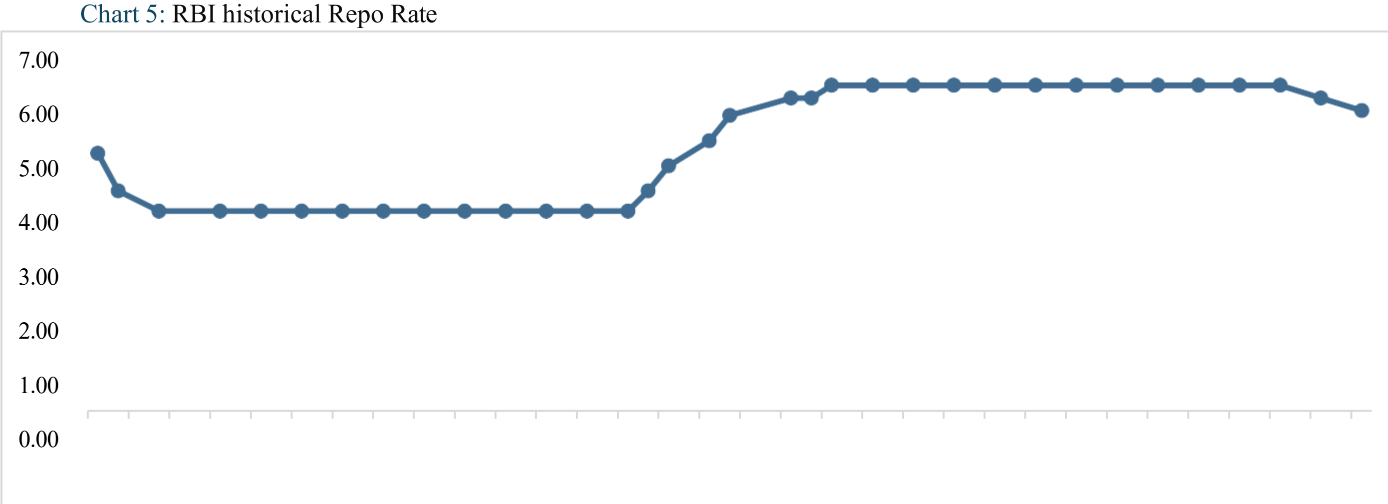


Source: MOSPI

The CPI is primarily factored in by RBI while preparing their bi-monthly monetory policy. At the bi-monthly meeting held in April 2025, RBI projected inflation at 4.0% for FY26 with inflation during Q1FY26 at 3.6%, Q2FY26 at 3.9% and Q3FY26 at 3.8% and Q4FY26 4.4%.

Considering the current inflation situation, RBI has cut the repo rate to 6.00% in the April 2025 meeting of the Monetary Policy Committee.

Chart 5: RBI historical Repo Rate



Source: RBI

Further, the central bank changed its stance to be accommodative. With a decline in food inflation, the headline inflation moderated during January-February 2025.

The economic growth outlook for India is expected to remain resilient, but it will require careful monitoring due to depreciation of the Indian rupee in recent months. Additionally, certain key sectors may face headwinds amid hiked tariffs from the US.

The RBI has adopted for a non-inflationary growth with the foundations of strong demand and supply with a good macroeconomic balance. The domestic growth and inflation curve require the policies to be supportive with the volatile trade conditions.

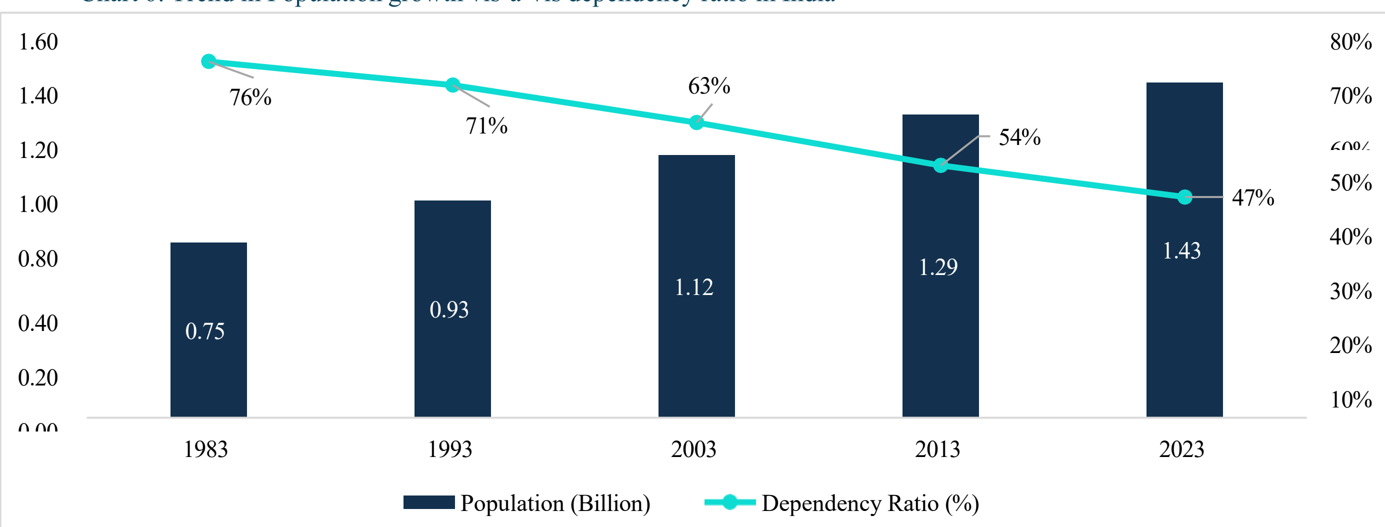
1.2.3 Overview on Key Demographic Parameters

- **Population growth and Urbanization**

The trajectory of economic growth of India and private consumption is driven by socio-economic factors such as demographics and urbanization. According to the world bank, India's population in 2022 surpassed 1.42 billion slightly higher than China's population 1.41 billion and became the most populous country in the world.

Age Dependency Ratio is the ratio of dependents to the working age population, i.e., 15 to 64 years, wherein dependents are the population younger than 15 and older than 64. This ratio has been on a declining trend. It was as high as 76% in 1983, which has reduced to 47% in 2023. Declining dependency means the country has an improving share of working- age population generating income, which is a good sign for the economy.

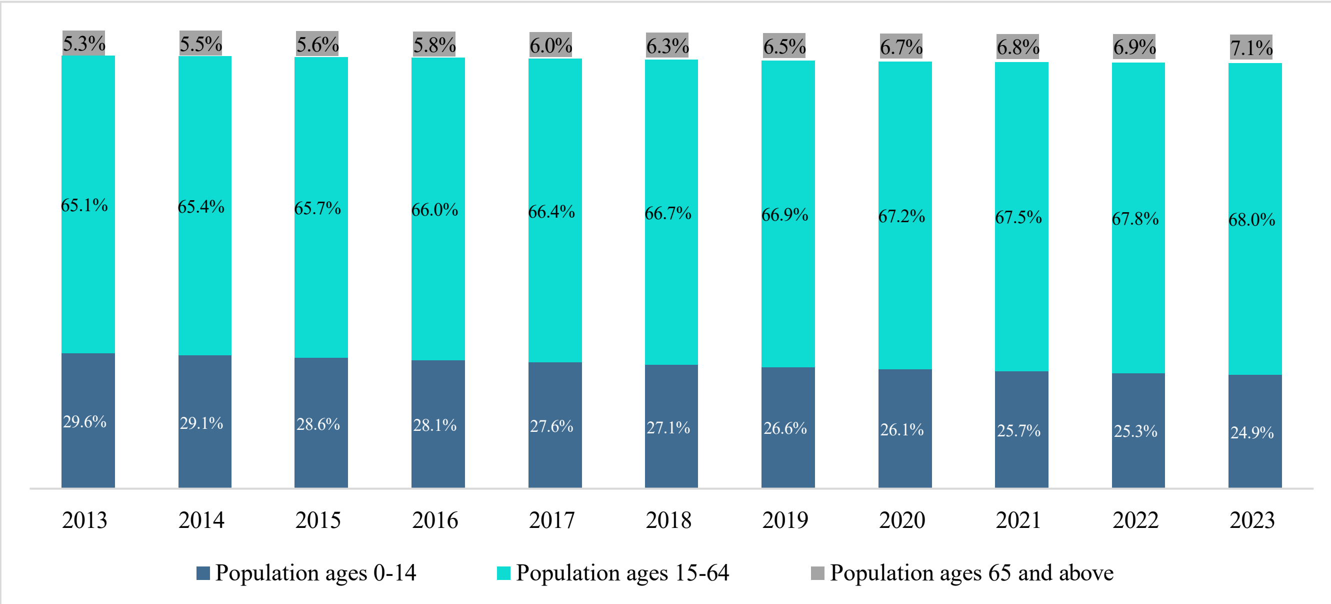
Chart 6: Trend in Population growth vis-à-vis dependency ratio in India



Source: World Bank Database

With an average age of 29, India has one of the youngest populations globally. With vast resources of young citizens entering the workforce every year, it is expected to create a 'demographic dividend'. India is home to a fifth of the world's youth demographic and this population advantage will play a critical role in economic growth.

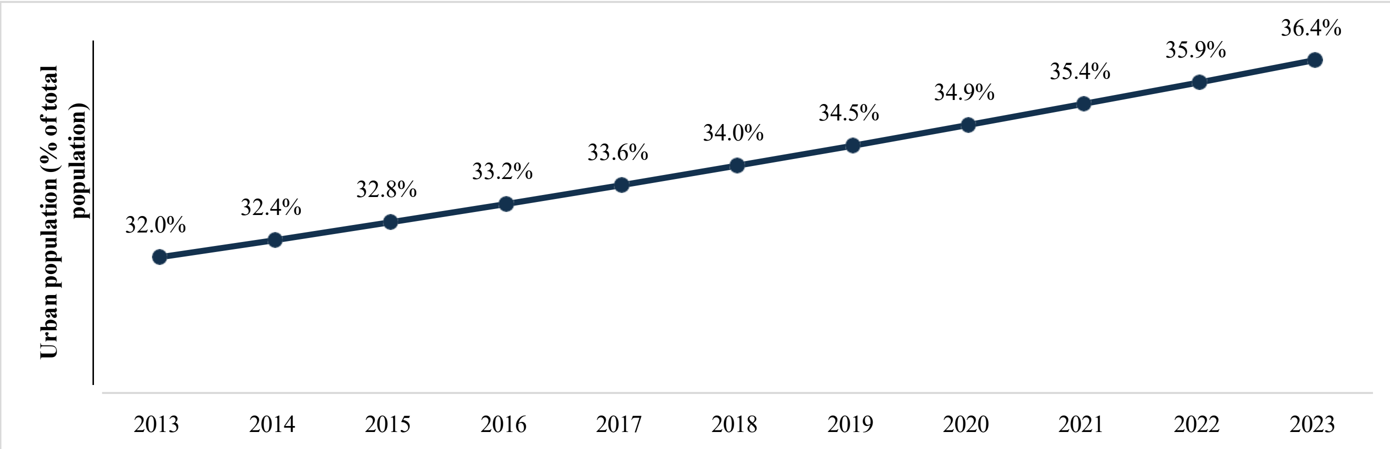
Chart 7: Age-Wise Break Up of Indian population



Source: World Bank Database

The urban population is significantly growing in India. The urban population in India is estimated to have increased from 413 million (32% of total population) in 2013 to 519.5 million (36.4% of total population) in the year 2023.

Chart 8: Urbanization Trend in India



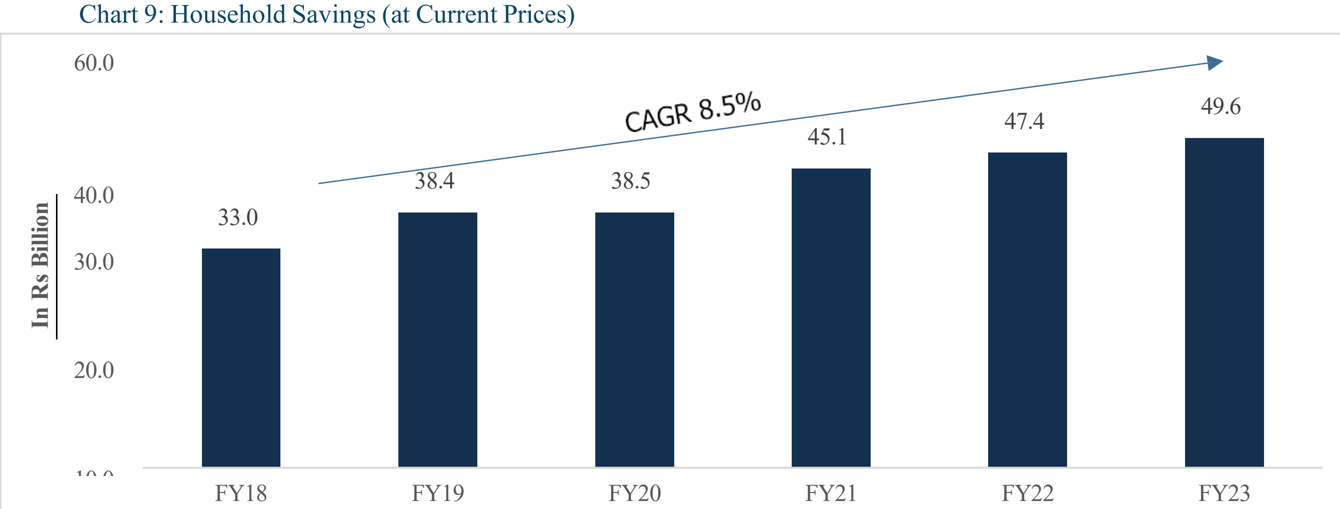
Source: World Bank Database

1.2.4 Trends in Household and Gross Savings

Household savings in India have grown steadily at a CAGR of 8.5% since FY18, with a slight dip in FY20 due to the pandemic. In FY23, total household savings reached Rs. 49.6 trillion, growing by 4.7% year-on-year. Significant contributors to this growth include savings in physical assets (real estate, etc.), which increased by 17.4%, and gold and silver ornaments, which grew by 39%. The shift towards physical assets is driven by slow appreciation in monetary assets in a high-inflation environment.

This increase in savings has been supported by higher borrowing, particularly in housing, auto, and personal loans, leading to a 73.2% rise in financial liabilities to Rs 15.6 trillion. Additionally, growth in savings in mutual funds (11.5%) and life insurance funds (13.6%) indicates a shift towards newer financial instruments, with increased participation in equity and capital markets for higher returns.

Chart 9: Household Savings (at Current Prices)

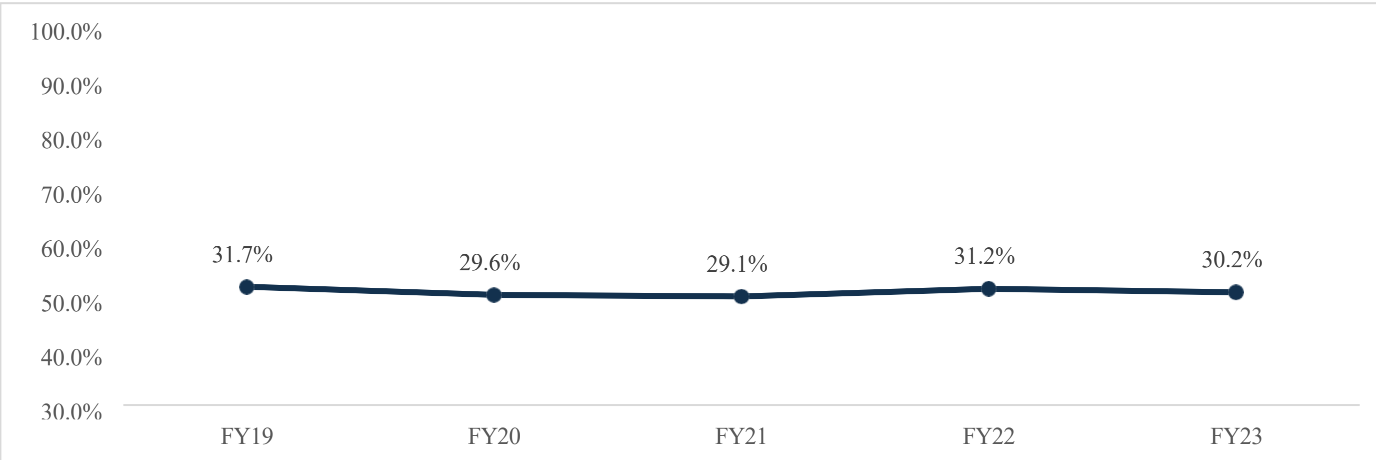


Source: MOSPI

Gross Savings as percentage of GDP, has seen a flat growth moving within a narrow range. Within the last five years, it was highest in FY19 at 31.7%. It declined to less than 30% during FY20 and FY21 on account of pandemic increasing again to 31.2% in FY22 before declining to 30.2% in FY23.

As of FY23, Savings were Rs. 81.5 trillion indicating a y-o-y growth of 10.7% while GDP was at Rs. 269.6 trillion showing a growth of 14.2%.

Chart 10: Gross Savings (as % of GDP) (at current prices)



Source: MOSPI

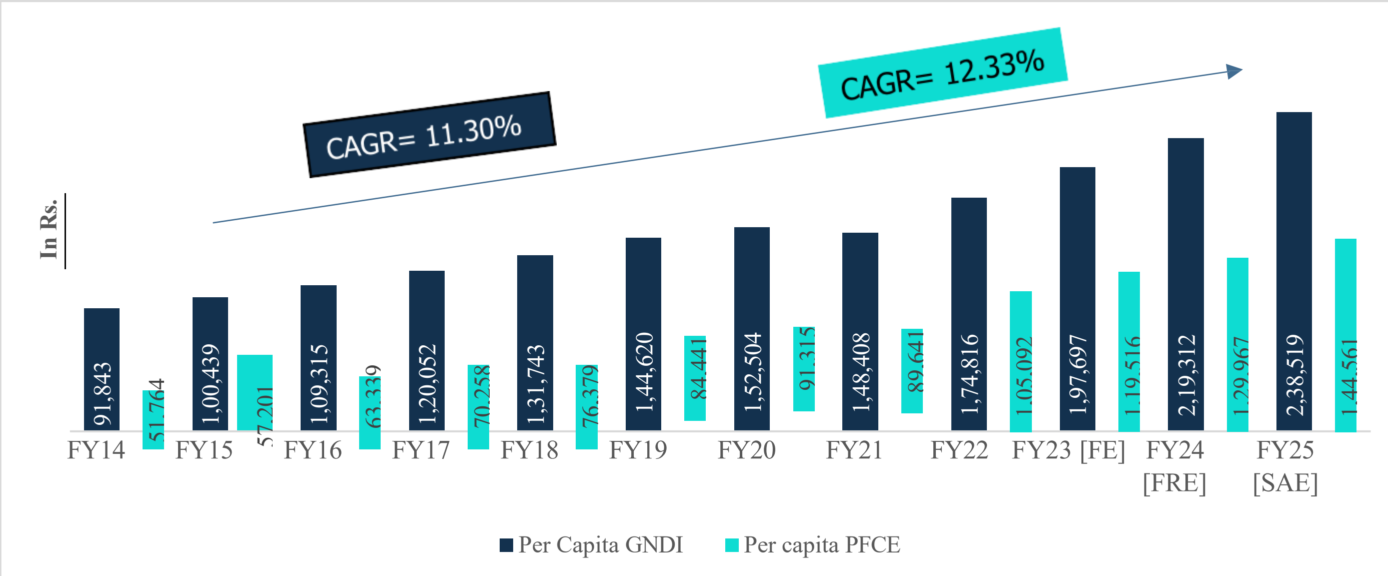
1.2.5 Per capita PFCE and GNDI

- **Increasing Disposable Income and Consumer Spending**

Gross National Disposable Income (GNDI) is a measure of the income available to the nation for final consumption and gross savings. Between the period FY14 to FY25, per capita GNDI at current prices registered a CAGR of 11.30%. More disposable income drives more consumption, thereby driving economic growth.

With increase in disposable income, there has been a gradual change in consumer spending behaviour as well. Per capita Private Final Consumption Expenditure (PFCE) which is measure of consumer spending has also showcased significant growth from FY14 to FY25 at a CAGR of 12.33%.

Chart 11: Trend of Per Capita GNDI and Per Capita PFCE (Current Price)



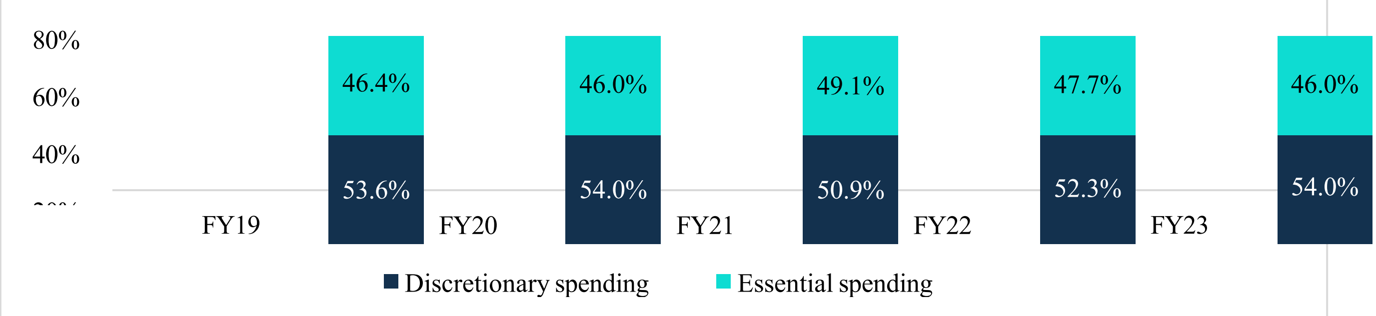
Source: MOSPI; Note: FRE – First Revised Estimates, FE – Final Estimate, SAE-Second Advance Estimate

Household Spending Patterns

In the past five years, Indian households have experienced a notable shift in spending patterns, transitioning from essential expenditures to a greater focus on discretionary spending. The share of expenditure on discretionary items has increased from 53.6% in FY19 to 54% in FY23, whereas share of expenditure on essential items has decreased from 46.4% in FY19 to 46% in FY23. The only exception to the trend can be observed in FY21 when essential spending share saw an uptick to 49.1% on account of pandemic.

Households are allocating a high portion of their budgets to non-food, reflecting a growing disposable income. Consequently, spending on non-food items such as clothing, entertainment, transportation, and health has risen sharply. This trend highlights an evolving consumer mindset, where families prioritize experiences and lifestyle enhancements over necessities, showcasing a shift towards a more affluent and diverse consumption culture.

Chart 12: Shifting Patterns in Household Consumption Expenditure



Source: MOSPI
Note: Essential Spending includes Food and non-alcoholic beverages, Clothing and footwear, Housing, water, electricity, gas, and other fuels
Discretionary Spending includes Alcoholic beverages, tobacco and narcotics, Clothing and footwear, Furnishing, household equipment and routine household maintenance, Health, Transport, Communication, Recreation and culture, Education, Restaurants and hotels, and Miscellaneous goods and services

1.2.6 Key growth/demographic drivers for economic growth

- **Innovation, Capital Investment, and Demographic Advantage:** India's progress in innovation and technology along with enhanced worker productivity are crucial drivers of future growth. Additionally, the country's favourable demographics, characterized by a large and youthful population, will further bolster its growth prospects. Increasing savings rates, driven by rising incomes and financial sector development, are likely to boost the availability of capital for investment. The Indian government's recent efforts in facilitating investment have created a conducive environment for private-sector capital expenditure. As the private sector steps up, supported by healthy balance sheets of corporations and banks, capital investment will be a significant growth driver. Additionally, addressing the challenge of labour force participation by creating opportunities and investing in training and upskilling will be vital to harnessing demographic advantages and ensuring sustainable economic progress.

- **Global Offshoring and Manufacturing Hub:** India's position as a key player in global offshoring is gaining renewed momentum. Traditionally known for outsourcing services like software development and customer service, India is now expanding its role as a critical back office to the world. The rise of distributed work models and tighter global labour markets are reinforcing this trend. Beyond services, India is poised to become a major manufacturing hub. Corporate tax cuts, investment incentives, and significant infrastructure investments are driving capital inflows into manufacturing. This dual role of service outsourcing and manufacturing is expected to create a robust foundation for long-term economic growth, providing India with diverse revenue streams and strengthening its global economic position.

Some recent such investments include:

- **Surge in Consumer Spending:** India's consumer market is on the cusp of a substantial transformation. With expectations of increased disposable income, the country's consumption patterns are set to shift dramatically. The anticipated rise in disposable income and consumption will stimulate demand across various sectors, driving economic activity and fuelling the growth of retail and service industries. As income distribution becomes more equitable, consumer spending will play a pivotal role in bolstering economic growth.

- **Advancements in Energy Access and Transition:** Energy development is critical for India's economic advancement. While India will continue to rely on fossil fuels, the shift towards renewable energy sources—such as biogas, ethanol, hydrogen, wind, solar, and hydroelectric power—will be substantial. This transition is expected to reduce dependence on imported energy and improve living conditions, addressing pollution issues in some of the world's most affected cities. The burgeoning demand for electric solutions, including electric vehicles and green hydrogen-powered transportation, aligns with global sustainability trends and will support long-term growth.

1.2.7 Key structural reforms announced by the government of India

- **AtmaNirbhar Bharat Policy**

Initiated on May 13, 2020, by the Prime Minister, the Atmanirbhar Bharat Abhiyan (Self-Reliant India Campaign) aims to enhance India's self-reliance and economic resilience, particularly in response to the COVID-19 pandemic.

➢ The campaign is supported by a comprehensive economic package of Rs. 20 trillion, equivalent to 10% of India's GDP, designed to stimulate the economy and support various sectors during the pandemic.

➢ The strategy is built on five pillars:

- **Economy**: Boosting economic growth and strengthening the economic structure.
- **Infrastructure**: Developing modern infrastructure to support growth.
- **Systems**: Enhancing efficiency and governance.
- **Vibrant Demography**: Leveraging the demographic dividend through better employment opportunities and skills.
- **Demand**: Stimulating consumer demand and fostering a robust market.

➢ Several reforms and enablers have been introduced across seven key sectors, including:

- Supply Chain Reforms for Agriculture: To improve efficiency and reduce bottlenecks.
- Rational Tax Systems: Simplifying tax laws to enhance compliance and ease of doing business.
- Simple & Clear Laws: Streamlining legal processes to create a conducive business environment.
- Capable Human Resources: Investment in skill development.
- Strong Financial System: Strengthening institutions to support economic activities.

The **Make in India** initiative, launched in 2014, serves as a precursor to the Atmanirbhar Bharat vision. It focuses on positioning India as a global manufacturing and entrepreneurial hub, transforming the business environment across sectors. By addressing challenges like high logistics costs, boosting FDI in key areas like defence and infrastructure, and promoting industrial corridors and smart cities, Make in India laid the groundwork for enhancing India's domestic manufacturing capabilities. The Production Linked Incentive (PLI) scheme introduced under Atmanirbhar Bharat builds on this foundation to strengthen industrial growth and self-reliance.

This collective vision reflects India's journey towards greater economic independence and global competitiveness, focusing on reducing dependency on external factors while fostering innovation and investment.

- Production Linked Incentive (PLI) Scheme

Launched in March 2020, the PLI scheme aims to enhance domestic manufacturing capabilities, increase import substitution, and generate employment. It seeks to attract investments, boost production, and make Indian manufacturers globally competitive.

➢ The scheme includes an ambitious outlay of Rs. 1.97 trillion (over US$26 billion) to support 14 key sectors. The 14 key sectors covered are Mobile Manufacturing and Specified Electronic Components, Critical Key Starting Materials, Drug Intermediaries, and Active Pharmaceutical Ingredients, Manufacturing of Medical Devices, Automobiles and Auto Components, Pharmaceuticals Drugs, Specialty Steel, Telecom & Networking Products, Electronic/Technology Products, White Goods (Air Conditioners and LEDs), Food Products, Textile Products (MMF segment and technical textiles), High-Efficiency Solar PV Modules, Advanced Chemistry Cell (ACC) Batteries, and Drones and Drone Components. All 14 sector-specific PLI schemes have been approved and notified by the relevant Ministries or Departments and are at various stages of implementation.

➢ The PLI schemes are designed to attract significant investments in cutting-edge technology, improve efficiency, and achieve economies of scale in the manufacturing sector. They are expected to significantly boost production, employment, and economic growth over the next five years.

- Goods and Services Tax

The Goods and Services Tax (GST) was introduced in India on July 1, 2017, to simplify India's tax system by replacing a complex system of Central and State taxes with a unified tax regime. It categorizes goods and services into different tax slabs (5%, 12%, 18%, and 28%) and exempts certain essentials. Special provisions like lower rates for gold and job work for diamonds, as well as a compensation cess on luxury and demerit goods, were also included.

➢ The manufacturing sector has seen significant advantages from GST's unified tax regime. By eliminating cascading taxes and introducing the Input Tax Credit (ITC) mechanism, production costs have been reduced. This shift has enhanced efficiency and competitiveness for manufacturers.

➢ The GST system has had varied effects on the services sector. While higher tax rates on services such as telecommunications and banking have increased consumer spending, lower rates have boosted demand in sectors like hospitality and airlines. The simplified tax structure has improved operational efficiency in the hospitality industry.

➢ GST has positively impacted Indian exports by removing the cascading effect of multiple taxes, reducing production costs, and enhancing competitiveness in the global market. The ability to claim input tax refunds has improved exporters' working capital management and cash flow, making compliance easier and more cost-effective.

1.2.8 Growth of the middle class in India and the rural economy in India

India's rural economy is becoming a significant driver of the Fast-Moving Consumer Goods (FMCG) sector's resurgence, signaling a promising turnaround in aggregate demand after a slow start to the 2024-25 financial year. The Reserve Bank of India (RBI) highlights that rising incomes and improved infrastructure are fueling increased rural consumption of FMCG products. This boost is supported by a rise in rural savings, marked by growing numbers of savings bank accounts and balances, and a reduction in inflationary pressures, which has allowed rural consumption to catch up with urban areas. Additionally, favorable monsoon conditions and improved sowing data are expected to sustain this growth, complemented by increased government spending on rural development and infrastructure.

The expansion of middle-income households in rural India is transforming the country's economic landscape. This growth is driven by rising incomes, increased discretionary spending, a shift towards online and omnichannel shopping, and advancements in payment and logistics infrastructure. There is also a notable dietary shift in rural areas from carb-based foods to more protein-rich diets. India’s middle class, characterized by significant income variability, exhibits diverse spending patterns. Lower-middle-class households allocate much of their income to private healthcare, education, and essential consumer goods, such as motorbikes and basic appliances. In contrast, the upper-middle-class invests in luxury items, entertainment, property, and personal services, with a higher propensity to own assets like cars, computers, and air conditioners. Both segments of the middle class are substantial and emerging as key drivers of consumption and economic growth in India. Recent policies, including the Mahatma Gandhi National Rural Employment Guarantee Act, have increased rural incomes, enabling more rural households to enter the middle class. The growing, more inclusive, and politically engaged middle class reflects broader economic growth, although there is a risk of social strain if growth falters and quality job creation does not keep pace.

The forecasted above-normal southwest monsoon by the India Meteorological Department (IMD) is expected to boost kharif production and replenish reservoir levels, further enhancing rural consumption. Improvements in agriculture and rural spending are emerging as bright spots in demand conditions. The government's Budget measures, which focus on agriculture, infrastructure, and rural development, aim to increase incomes and revitalize the rural sector. These measures include transforming agricultural research, introducing new crop varieties, promoting natural farming, and enhancing digital infrastructure for agriculture. Successful implementation of these programs, coupled with proper fund allocation, is crucial for improving farm incomes and strengthening supply chains. A shift towards diversified, high-value agricultural production, along with marketing and trade reforms, is needed to foster more inclusive, environmentally friendly, and climate-resilient agriculture.

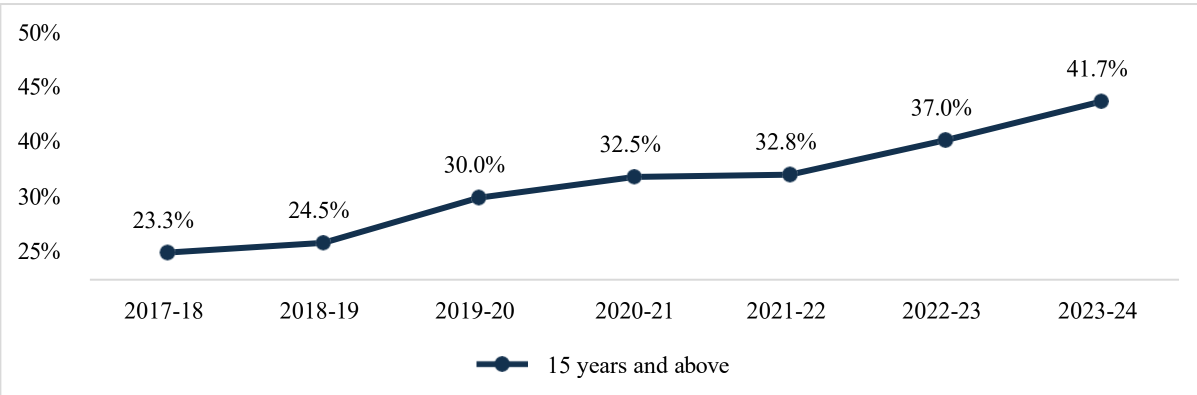
Despite higher absolute incomes among the wealthy, the sheer size of India's middle class indicates it will become a major force in the economy, creating one of the world's largest markets. This burgeoning middle class, with its growing discretionary spending power, is poised to drive investment, generate employment, and spur further economic growth. Assuming effective reforms are implemented, and the middle class expands to over one billion people, its role will be pivotal in India's economic and social fabric, influencing a wide range of activities from consumption to employment and political change.

1.2.9 Increasing Women’s participation in the Workforce

The labour force participation rate (LFPR) is the proportion of individuals who are actively engaged in the labour force relative to the total population. The female LFPR has been on a steady upward trajectory since 2017-18 with significant structural shifts. Older women with lower education levels are leaving the workforce, while younger women with higher educational attainment are entering it, leading to a rise in the number of women in salaried positions and a decline in informal wage work. The proportion of women working in agriculture is decreasing, with more women moving into the services sector. This overall increase in female participation is largely driven by rural women joining the workforce, supported by government initiatives aimed at women's empowerment through education, skill development, entrepreneurship, and workplace safety. These policies have particularly benefited women from upper expenditure classes, who have seen a more significant rise in labour force participation, largely due to an increase in self-employment.

Between 2017-18 and 2019-20, the growth in women's participation was marked by an increase in helpers in household enterprises, but from 2019-20 to 2022-23, the rise was mainly due to more women becoming own-account workers. This shift is partly attributed to the return of male migrants during the pandemic, which led women to take up their farms or other non-farm activities to support household income. This trend of increasing self-employment among women spans various sectors, including agriculture, manufacturing, and services, reflecting a broader shift in the labour market dynamics for women. For 2022-23, the female LFPR was 37%, underscoring the increasing participation of women in the workforce. The increase in female LFPR from 37% in 2022-23 to 41.7% in 2023-24 can also be attributed to the increase in self-employment among women.

Chart 13: Women's Labour Force participation rates



Note: 2023-24 refers to the period July 2023-June 2024 and likewise for previous years; LFPR is for the usual status
Source: PLFS

1.2.10 Trends in Per capita State Domestic Product (SDP)

State Domestic Product is the total value of goods and services produced, during any financial year, within the geographical boundaries of a state. The top 10 best-performing states on per capita SDP include Delhi, Gujarat, Karnataka, and Tamil Nadu.

As of FY24, major states having a per capita SDP below national average include Andhra Pradesh, Rajasthan, Madhya Pradesh, and Uttar Pradesh, growing y-o-y by 7.20%, 6.94%, 4.83%, and 6.42% respectively. Bihar is the poorest performing state with a per capita SDP of Rs. 32,174. It has consistently performed the poorest since FY18, growing merely at a CAGR of 3.14% from FY18 to FY24.

Table 3: Per Capita State Domestic Product (SDP) for Key States (at constant prices, in Rs.)

State\UT	FY18	FY19	FY20	FY21	FY22	FY23	FY24
Andhra Pradesh	1,03,177	1,08,853	1,10,587	1,10,971	1,21,762	1,26,690	1,35,806
Bihar	26,719	29,092	29,798	26,839	27,674	29,909	32,174
Gujarat	1,43,604	1,54,887	1,64,060	1,56,285	1,70,519	1,81,963	1,81,963
Karnataka	1,40,747	1,49,024	1,56,478	1,49,673	1,63,732	1,75,895	1,86,038
Madhya Pradesh	54,824	59,005	60,452	56,086	60,166	63,379	6,6441
Maharashtra	1,37,808	1,40,782	1,45,626	1,27,550	1,40,718	1,53,664	163,820
Rajasthan	73,529	73,975	76,840	73,447	79,507	84,935	90,831
Tamil Nadu	1,33,029	1,41,844	1,44,845	1,43,482	1,54,269	1,66,590	1,79,732
Uttar Pradesh	41,771	42,333	43,061	39,866	44,178	47,808	50,875
Delhi	2,52,960	2,57,597	2,60,559	2,28,162	2,44,024	2,58,941	2,73,687

Source: MOSPI

Concluding Remarks

Global economic growth faces headwinds from geopolitical tensions, volatile commodity prices, high interest rates, inflation, financial market volatility, climate change, and rising public debt. However, India's economy remains relatively strong, with an IMF forecast of 6.5% GDP growth in CY24 (FY25 according to the fiscal year), compared to the global projection of 3.3%. Key drivers include strong domestic demand, government capital expenditure and moderating inflation.

Public investment is expected to exhibit healthy growth as the government has allocated a strong capital expenditure of about Rs. 11.21 trillion for FY26. The private sector's intent to invest is also showing improvement as per the data announced on new project investments and resilience shown by the import of capital goods. Additionally, improvement in rural demand owing to healthy sowing, improving reservoir levels, and progress in south-west monsoon along with government's thrust on capex and other policy support will aid the investment cycle in gaining further traction.

The impact of U.S. tariffs on India's export trade is anticipated to be minimal. The engineering goods sector will have a potential U.S. tariff impact, whereas steel industry is affected by the 25% tariffs although the impact is expected to be minimal given the volume of goods exported is less.

On February 13, Prime Minister Narendra Modi and President Donald Trump discussed enhancing the U.S.-India trade relationship, with a target to increase bilateral trade from USD 200 billion to USD 500 billion by 2030. Negotiations for a multi-sector bilateral trade agreement (BTA) are expected to commence later this year, focusing on trade fairness, national security, and job creation.

Thus, while U.S. tariffs may have a limited impact on India's exports, ongoing trade negotiations and India's competitive manufacturing advantage position it well for continued growth in global trade

Global Gems & Jewellery Industry

1.3 Overview of the Global Gems and Jewellery Industry

The global jewellery market is shaped by diverse economic trends, cultural practices, and shifting consumer preferences. The interest in gold chains and necklaces extends beyond weddings and unique events. People increasingly wear platinum and gold rings, delicate gold chains, bracelets, and anklets as everyday fashion accessories. These items are also commonly given as gifts for occasions like birthdays and anniversaries. This shifting consumption pattern is likely to drive market growth. Modern designs and emerging fashion trends are drawing in customers, and manufacturers are capitalising on these frequent changes by creating unique products to attract buyers. Coloured gemstones such as emeralds, sapphires, and opals are gaining prominence, adding vibrant touches and uniqueness to jewellery collections. While classic earring and necklace sets remain popular, artificial jewellery is exploring new avenues, with items like hair clips, headbands, anklets, and waist chains gaining popularity as ways to showcase personal style.

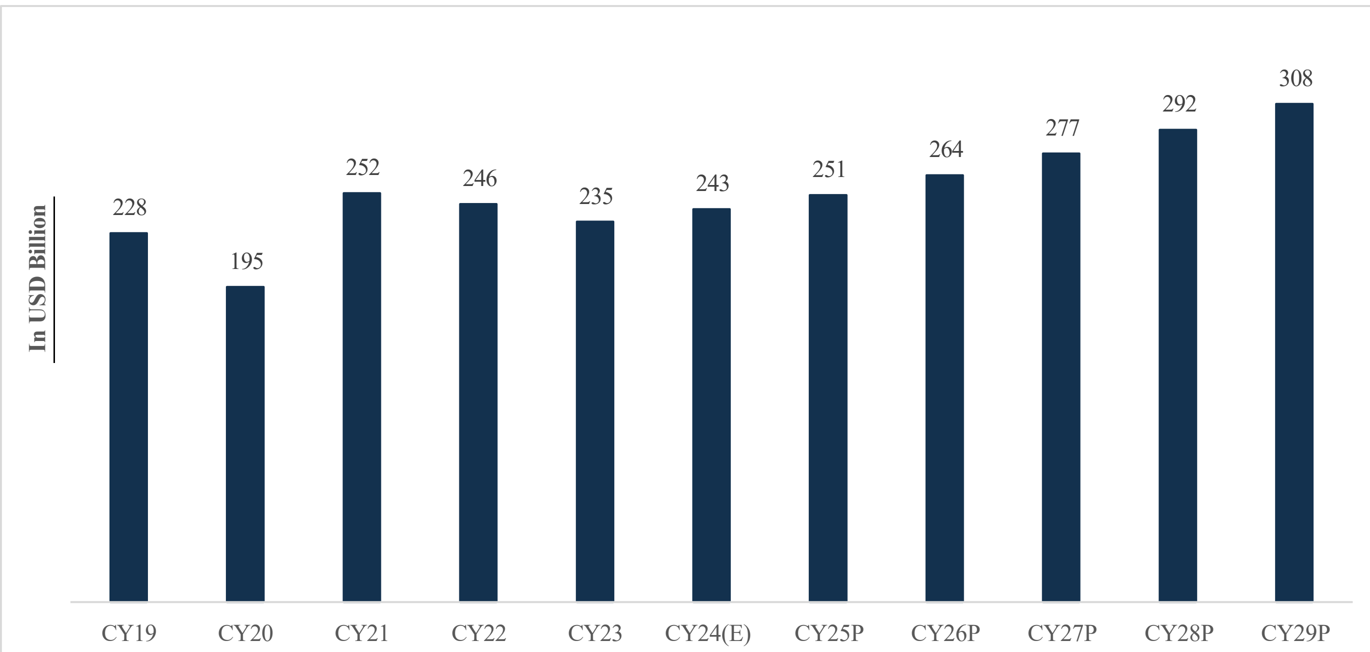
The global appetite for jewellery is anticipated to grow as more individuals seek luxury items. Jewellery offers various benefits, including enhancing certain body features, reflecting fashion trends and styles, and improving one's appearance or that of others. Its appeal as a status symbol among higher-income groups has accelerated its consumption. The rising demand for contemporary designs and the influx of new designers are further driving market expansion.

The global gold jewellery market is likely to grow due to increasing consumer disposable income and the appeal of gold as a long-term investment. Gold is considered a haven, and most investors turn to gold during market turmoil for safe investment. Between CY20 to CY24, the global gems and jewellery market rebounded, achieving a Compound Annual Growth Rate **(CAGR)** of 6%. The diamond-studded gold jewellery segment has also gained traction, particularly in developed markets like North America and China, where it holds a higher share due to consumer preference for branded and certified jewellery.

In CY24, around 3,700 tons of gold is mined globally, around 1400 tons of gold is recycled, and around 5,000 tons of gold is consumed for various purposes like jewellery fabrication, technology, investments, etc. Around 58% of the total gold demand comes from China and India. China is the largest country producing gold in the world, accounting for around 10% of total CY23 gold production. Africa, which includes various other countries, produces around 28%, whereas Asia produces 18% of the total newly mined gold. Central and South America produce around 15%, North America produces around 13%, and Australia and Russia produce around 8% of the total newly mined gold.

Market Size and Trend of the Global Gems and Jewellery Industry

Chart 14: Global Gems and Jewellery Market Size (CY19-CY29P)



Source: IMARC Group, CareEdge Research

In CY24, the global gems and jewellery industry was valued at around USD 243 billion, and there was a stagnant CAGR of 1.3% during CY19 to CY24. This is due to economic uncertainties, pandemic-related disruptions, and shifting consumer preferences toward essential spending. There has been a slight slowdown in CY23 compared to CY22 due to the economic slowdown caused by geopolitical tensions and regional conflicts. However, the gems and jewellery market is expected to reach USD 308 billion by CY29, driven by economic recovery, rising disposable incomes in emerging economies, and increased demand for innovative and ethically sourced jewellery options.

The global gems and jewellery market is expected to experience steady growth in the coming years, fuelled by emerging economies and rising disposable incomes. Although gold and diamond jewellery will continue to dominate the market, alternative materials are likely to see increased demand due to concerns over ethics and affordability. Additionally, the growth of e-commerce platforms and innovations in jewellery design technology are anticipated to drive significant expansion.

1.4 Overview of the Global Gold Demand and Industry Trends

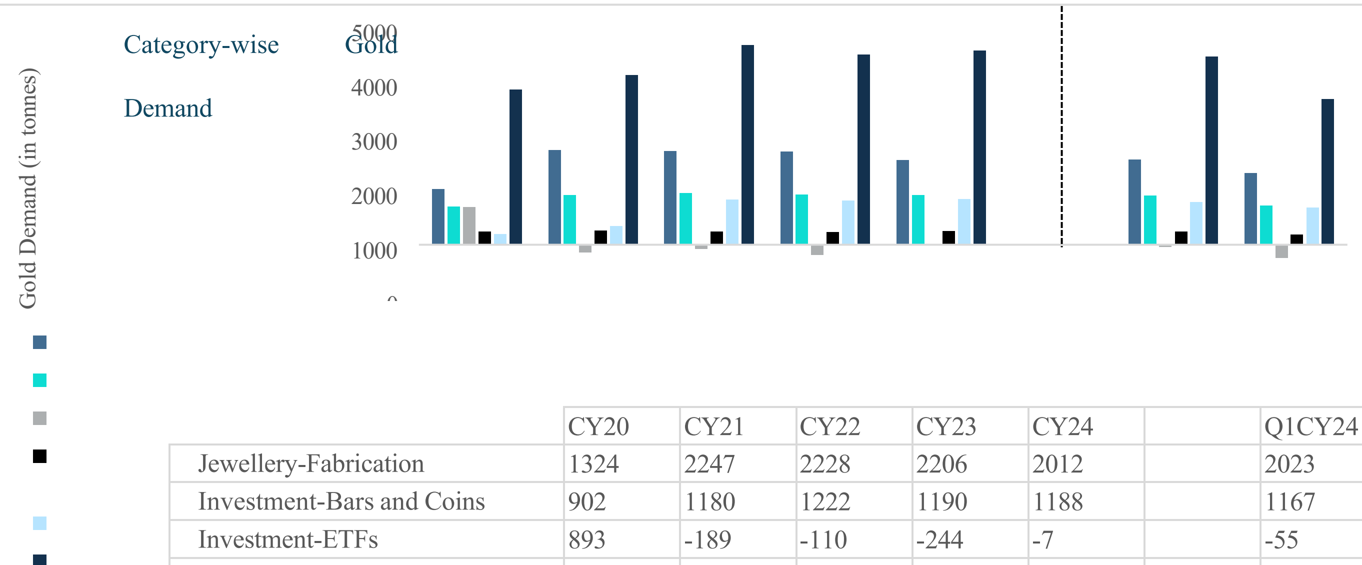
Beyond its monetary value, gold carries deep emotional and cultural significance in many societies, making it a sought- after asset for various purposes. People across the world purchase gold for varied reasons, which are often shaped by local traditions, economic conditions, and broader global trends. Gold demand is influenced by a range of factors, including the state of the global economy, geopolitical developments, shifts in investor sentiment, and evolving industrial and technological uses.

Gold's versatility contributes to its demand in several key sectors: it is highly prized in jewellery, used in advanced technology, and accumulated by central banks as part of their reserve strategies. Additionally, gold is a popular choice among individual and institutional investors looking for safe-haven assets. The relative importance of these sectors can shift depending on the phase of the global economic cycle, with certain areas of the market, such as investment demand during periods of financial instability or jewellery demand during cultural celebrations, taking centre stage at various times.

This diversity of demand across multiple industries and the self-adjusting nature of the gold market help stabilise its value, making gold a resilient and attractive asset. Whether for wealth preservation, industrial use, or cultural purposes, gold's broad range of applications ensures that it maintains its significance, offering both a hedge against economic uncertainty and a tangible store of value.

1.4.1 Category-wise

Gold Demand Chart 15: Category-wise Gold Demand



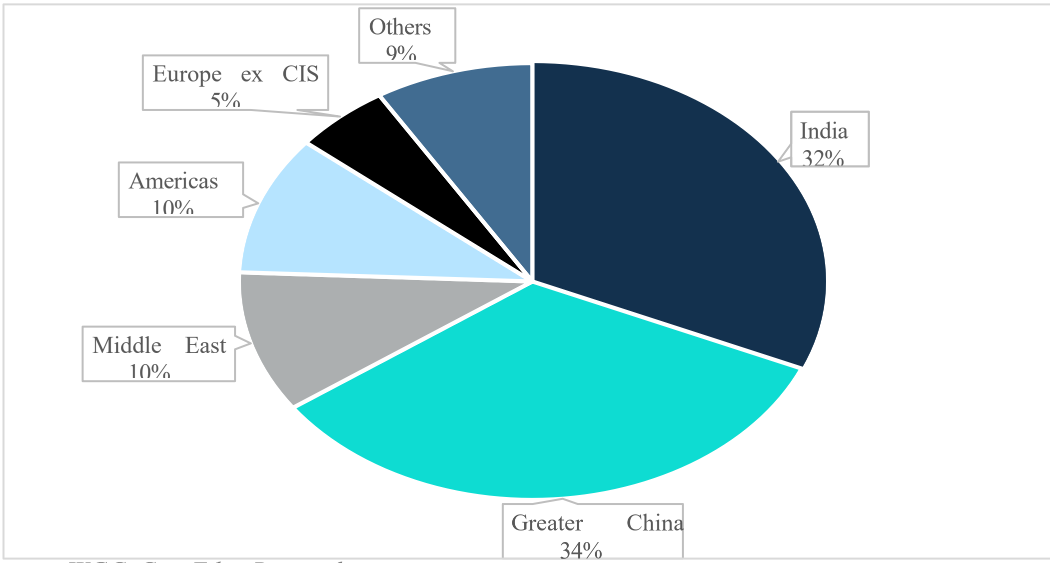
	CY20	CY21	CY22	CY23	CY24		Q1CY24	Q1CY25
Jewellery-Fabrication	1324	2247	2228	2206	2012		2023	1704
Investment-Bars and Coins	902	1180	1222	1190	1188		1167	928
Investment-ETFs	893	-189	-110	-244	-7		-55	-308
Technology-Electronics, Dentistry, industrial,etc	309	337	315	305	326		316	240
Central Banks	255	450	1080	1051	1086		1011	889
Total World demand for gold	3683	4026	4736	4508	4606		4464	3454

Source: WGC, CareEdge Research
Note: Jewellery Fabrication includes jewellery consumption and jewellery inventory

In CY24, the total demand for gold by global consumers was 4,606 tonnes, compared to 4,508 tonnes in CY23. For Q1CY25, the gold demand reduced from 3,454 tonnes to 4,464 tonnes. The majority share of global gold demand consists of gold jewellery, which is 44% for CY24 and around 49% for Q1CY25, followed by bars and coins, which account for 26% of total gold demand for CY24 and 27% in Q1CY25.

The global gold jewellery demand remained more or less stable for CY24; however, for Q1CY25, it showed a 22% y-o- y decline as compared to Q1CY24. One of the main reasons was the rally in gold prices, which curtailed the overall demand. The gold prices reached an all-time high of USD 3,208 per troy ounce in April 2025. Buying by the central bank remained stable at 1086 tonnes for CY24, and for Q1CY25 it was 889 tonnes.

Region-wise Share of Gold Consumption in Volume Terms for Jewellery, Bars, and Coins Chart 16: Region-Wise Share of Gold Jewellery, Bars, and Coins (CY24)



Source: WGC, CareEdge Research

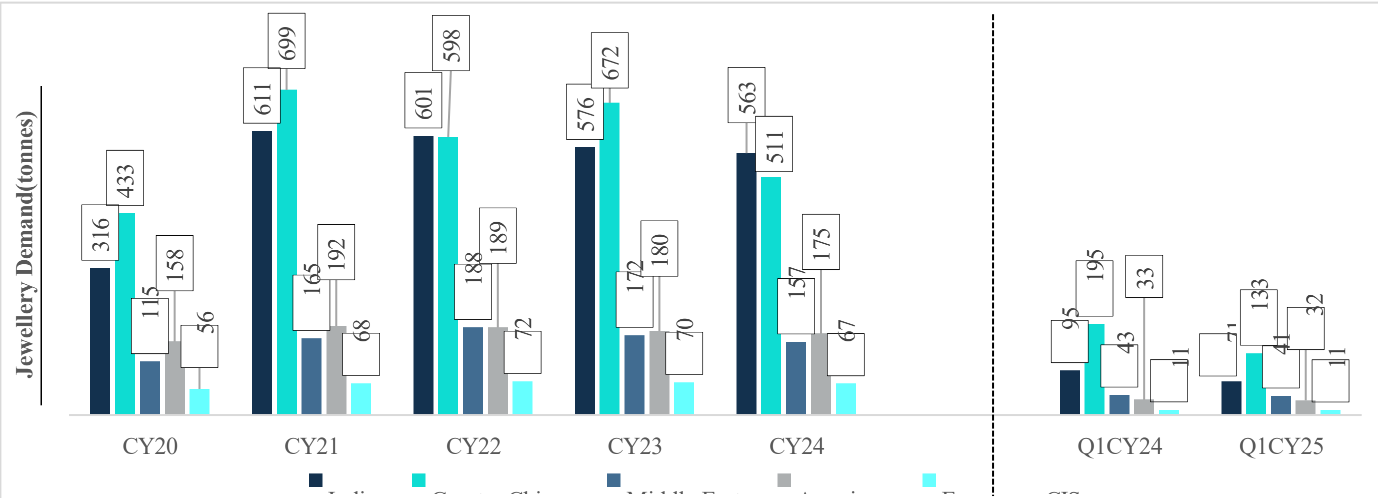
Note: The Middle East includes Saudi Arabia, the UAE, Kuwait, Egypt, Iran, and others. Europe included France, Germany, Italy, Spain, the UK, Switzerland, Austria, and others. Greater China includes China, the P.R. Mainland, Hong Kong, and Taiwan Province of China. The Americas include the US, Canada, Mexico, and Brazil.

China consumes the maximum share of world jewellery, bars and coins, followed by India. China in total consumed around 857 tonnes of gold in the form of jewellery and bars & coins in CY24, followed by India with 803 tonnes. Other key regions after China and India are the Americas (263 tonnes), the Middle East (267 tonnes) and Europe (134 tonnes). In Q1CY24, the jewellery demand for China was 133 tonnes as compared to 196 tonnes, showing a decline of 32% y-o-
y. Overall, all the regions have seen a y-o-y decline.

On the other hand, China's demand for bars and coins increased in Q1CY24 by around 12% y-o-y. Overall, China and its government have been increasing their gold reserves and using it as a haven. Other than China, India showed a decent growth of 7% y-o-y, and Europe saw an exponential growth of 79% y-o-y. America, on the other hand, saw a decline of 14% y-o-y.

Region-Wise Trend in Jewellery Demand - Volume Terms & Value Terms

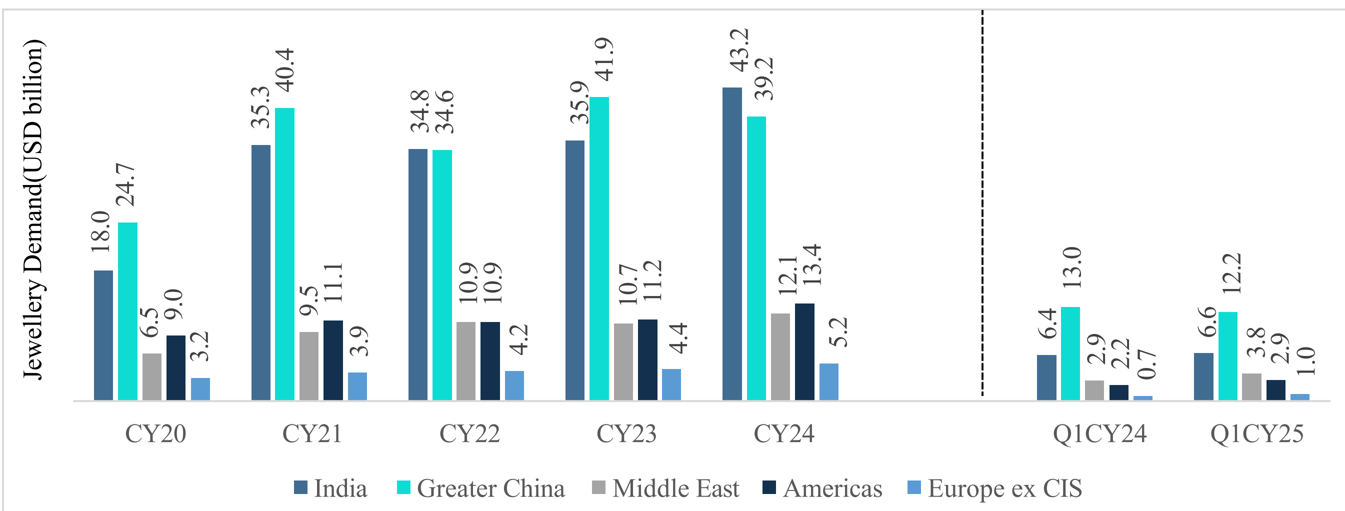
Chart 17: Region-Wise Trend in Jewellery Demand by Volume



Source: WGC, CareEdge Research

Note: The Middle East includes Saudi Arabia, the UAE, Kuwait, Egypt, Iran, and others. Europe included France, Germany, Italy, Spain, the UK, Switzerland, Austria, and others. Greater China includes China, the P.R. Mainland, Hong Kong, and Taiwan Province of China. The Americas include the US, Canada, Mexico, and Brazil.

Chart 18: Region-Wise Trend in Jewellery Demand by Value



Source: WGC, CareEdge Research

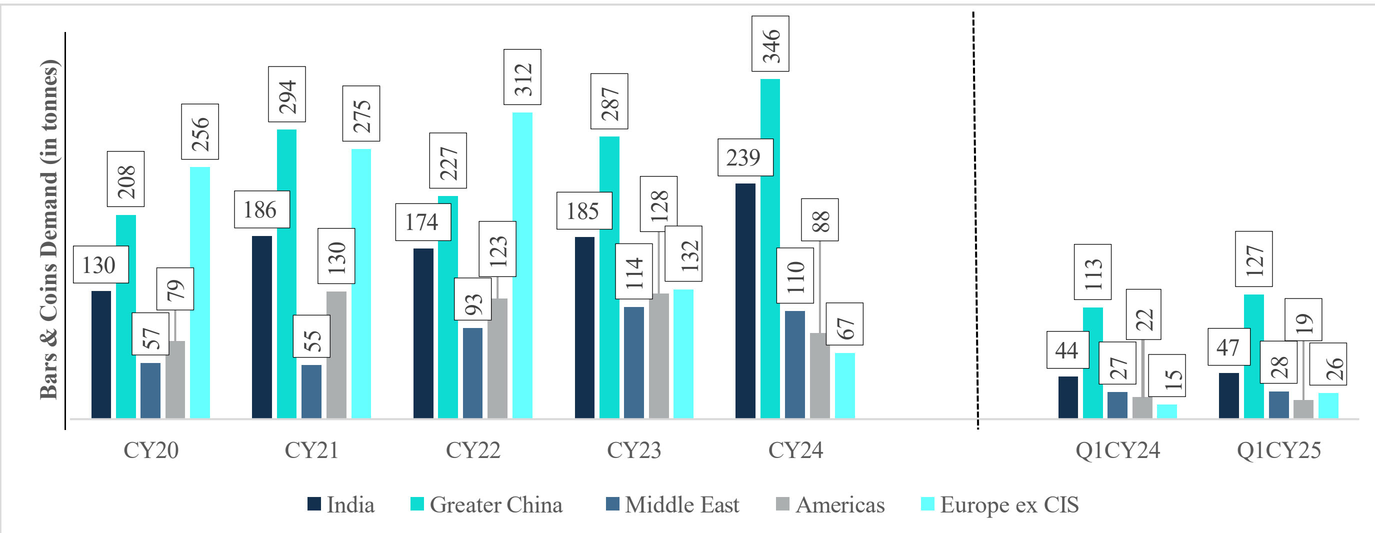
Note: The Middle East includes Saudi Arabia, the UAE, Kuwait, Egypt, Iran, and others. Europe included France, Germany, Italy, Spain, the UK, Switzerland, Austria, and others. Greater China includes China, the P.R. Mainland, Hong Kong, and Taiwan Province of China. The Americas include the US, Canada, Mexico, and Brazil.

China has always been the largest consumer of gold jewellery; however, in CY24, India surpassed China. India in total consumed around USD 43 billion of gold in the form of jewellery in CY24, followed by China with USD 39 billion. Other key regions after India and China are the Middle East (USD 12 billion), the Americas

(USD 13 billion), and Europe (USD 5 billion). In Q1CY25, the jewellery demand for China showed a decrease of 6% y-o-y to USD 12 billion, followed by India, for which gold jewellery demand reached USD 7 billion, showing y-o-y growth of 3%. Except for China, all other regions showed a y-o-y increase value-wise in Q1CY25. Although the overall demand has reduced, the spending has increased due to higher gold prices.

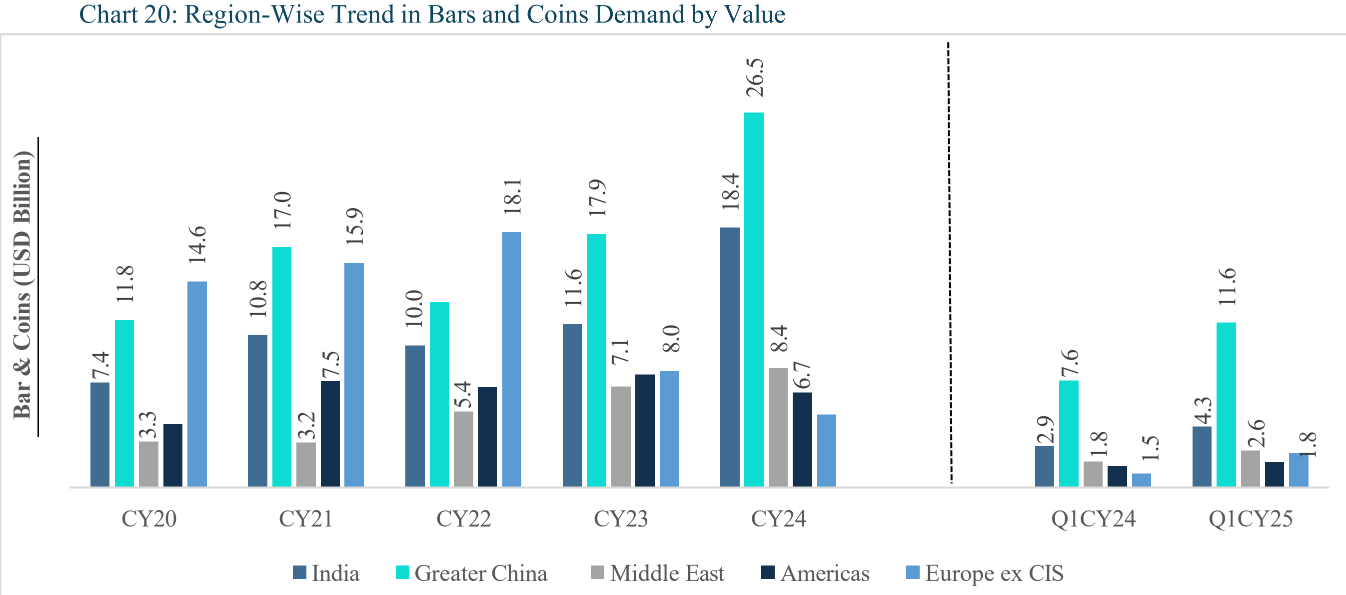
1.4.2 Region-Wise Trend in Bars and Coins Demand - Volume Terms & Value Terms

Chart 19: Region-Wise Trend in Bars & Coins Demand by Volume



Source: WGC, CareEdge Research
Note: The Middle East includes Saudi Arabia, the UAE, Kuwait, Egypt, Iran, and others. Europe included France, Germany, Italy, Spain, the UK, Switzerland, Austria, and others. Greater China includes China, the P.R. Mainland, Hong Kong, and Taiwan Province of China. The Americas include the US, Canada, Mexico, and Brazil.

Chart 20: Region-Wise Trend in Bars and Coins Demand by Value



Source: WGC, CareEdge Research
Note: The Middle East includes Saudi Arabia, the UAE, Kuwait, Egypt, Iran, and others. Europe included France, Germany, Italy, Spain, the UK, Switzerland, Austria, and others. Greater China includes China, the

P.R. Mainland, Hong Kong, and Taiwan Province of China. The Americas include the US, Canada, Mexico, and Brazil.

China in total consumed around USD 27 billion of gold in the form of bars and coins in CY24, followed by India with USD 18 billion. Other key regions after China and India are the Middle East (USD 8 billion), the Americas (USD 7 billion) and Europe (USD 5 billion). In Q1CY25, the gold bars and coins demand for China showed an increase of 54% y-o-y to USD 12 billion, followed by India, for which gold bars and coins demand reached USD 4 billion, showing y-o-y growth of 48%.

1.5 Global Trade Scenario

1.5.1 Trend in Export Market for Precious Stones and the Jewellery Industry

1.5.1.1 Top Global Exporters of Jewellery (Share in %)

CY20		CY21		CY22		CY23	
India	12.10	India	11.90	India	12.60	India	11.50
China	10.30	China	11.90	China	10.60	Italy	10.90
France	9.95	Italy	10.30	Italy	10.20	China	10.20

Source: Industry Sources, CareEdge Research

1.5.1.2 Top Global Exporters of Precious Stones (Share in %)

CY20		CY21		CY22		CY23	
Thailand	14.20	Burma	15.00	Burma	32.80	Thailand	15.30
United States	10.20	Thailand	11.70	Thailand	9.45	United States	10.90
India	9.22	United States	8.54	Hong Kong	6.67	Hong Kong	9.79

Source: Industry Sources, CareEdge Research

1.5.2 Trend in Import Market for Precious Stones and the Jewellery Industry

1.5.2.1 Top Global Importers of Jewellery (Share in %)

CY20		CY21		CY22		CY23	
Hong Kong	18.60	Hong Kong	19.10	Hong Kong	18.50	Hong Kong	18.70
United States	13.10	United States	15.20	United States	12.30	United Arab Emirates	14.70
Switzerland	12.80	United Arab Emirates	10.40	United Arab Emirates	11.30	United States	11.90

Source: Industry Sources, CareEdge Research

1.5.2.2 Top Global Importers of Precious Stones (Share in %)

CY20		CY21		CY22		CY23	
Hongkong	24.60	Hongkong	22.20	China	35.30	Hong Kong	25.50

United States	19.10	China	17.70	United States	16.00	Unit ed State s	19.60
Switzerland	10.10	Unit ed State s	13.30	Hong Kong	12.00	China	10.50

Source: Industry Sources, CareEdge Research

1.6 Factors for gold price movement

- **Currency Fluctuation**

When the value of a currency (especially the dollar) declines, investors often look to gold as a "safe haven" asset. This increases demand for gold, driving up prices. A weakening currency can also cause inflation, making gold more appealing as a hedge against rising prices. If inflation increases and a currency weakens, gold can function as a store of value, which often pushes its price higher. Investors may use gold as a hedge against currency risk, particularly in times of economic instability or when there is significant fluctuation in a national currency. Countries with large foreign exchange reserves may buy or sell gold as part of their strategy to stabilise or diversify their currency holdings. Changes in these reserves due to currency fluctuations can influence global gold prices.

- Key Consuming Nations

Gold production is heavily influenced by some of the world's major mining players, including China, South Africa, the United States, Australia, Russia, and Peru. The output from these countries plays a significant role in setting global gold prices, as the supply of gold impacts its market value. Over time, it has become increasingly challenging to extract gold because the more accessible reserves have already been mined. This means that miners now have to dig deeper, often in more remote or geologically complex areas, to access high-quality gold. This shift makes gold mining costlier and riskier. Deeper mining operations require advanced technology, more labour, and increased safety measures, all of which add to production costs.

- Volatility & Performance of other assets

Gold often benefits from downturns in other financial markets, like stocks and currencies, because it is seen as a safe- haven asset. When stock markets experience negative price movements or when currency values drop, investor confidence tends to decline, and people look for ways to protect their wealth. Gold offers a stable alternative, so when these markets are down, demand for gold usually goes up. As more investors buy gold to shield themselves from the losses they might face in stocks or currency investments, demand for gold rises.

- Inflation

Gold has long been considered a reliable store of value, especially when inflation rises or interest rates fall. As inflation climbs, the purchasing power of traditional currencies declines, eroding the value of money. In such cases, investors often turn to gold because, unlike fiat currencies, it retains its intrinsic value, providing a safeguard against the devaluation that inflation brings. This tendency to preserve wealth makes gold a favoured asset in inflationary times. Furthermore, low-interest environments often signal economic distress or a loose monetary policy, encouraging investors to seek stability in assets like gold. In times of economic uncertainty, gold acts as a hedge, with demand and, subsequently, its price rising as a result.

- International gold prices are inversely correlated with the dollar index.

  When the US dollar is strong, it holds more value against other global currencies. This makes it more expensive for people in other countries to buy gold, which is typically priced in dollars. A strong dollar means people need to spend more of their currency to buy the same amount of gold, which can discourage buying. As a result, demand for gold might drop, which can lead to a decrease in its price. On the other hand, when the US dollar weakens, gold becomes cheaper for international buyers who hold other currencies. They do not need as much of their local currency to buy gold, making it a more affordable and attractive purchase. This increase in affordability often leads to higher global demand, pushing up gold's price.

1.7 Global Trends and Gradual Shift Towards Sustainability in the Gems and Jewellery Industry

The global jewellery industry is undergoing a gradual shift towards sustainability, with increasing emphasis on ethical sourcing, eco-friendly production processes, and responsible consumption. This trend is being driven by evolving consumer preferences, regulatory pressures, and a growing awareness of environmental and social impacts. Below is an overview of how these changes are impacting the sector, with a specific focus on the ethical sourcing of metals:

Consumer Demand for Sustainable and Ethical Products:

Consumer demand for ethically sourced gold jewellery is rising, driven by concerns over the environmental and social impacts of mining. In response, industry bodies like the World Gold Council (WGC) and the London Bullion Market Association (LBMA) are committing to responsible sourcing practices and aligning with global sustainability goals.

The WGC's Gold Industry Declaration of Responsibility and Sustainability Principles emphasises aligning gold industry practices with the UN Sustainable Development Goals, promoting human rights, reducing greenhouse gas emissions, and improving transparency in the gold supply chain. These initiatives aim to meet the growing demand for sustainable, ethically produced gold, addressing both environmental and social concerns across all stages of production.

Ethical Sourcing of Metals:

The demand for responsibly sourced gold has grown notably over the past few years. The World Gold Council and other industry bodies have reported a marked rise in certified sustainable gold production. The London Bullion Market Association (LBMA) has established stricter guidelines for its Good Delivery List, requiring refineries to demonstrate responsible sourcing and prove that their gold is not linked to human rights abuses or environmental degradation. Additionally, most of the global gold supply is now sourced from sustainable and traceable methods through initiatives like the Responsible Jewellery Council (RJC) and Fairmined certification.

Shift to Recycled Metals and Eco-friendly Practices:

Another prominent trend is the shift towards using recycled metals in jewellery production. As of 2024, nearly 30% of global gold used in jewellery manufacturing comes from recycled sources, up from 20% in 2015. The rise in recycled gold is attributed to both environmental concerns and supply chain stability. Jewellery brands and manufacturers are increasingly adopting eco-friendly practices such as reducing energy consumption, minimising water usage, and using alternative, non-toxic chemicals in production. This transition towards a circular economy is expected to continue growing, driven by both consumer demand and regulatory pressures.

Market Impact of Certification and Traceability:

Ethical sourcing certifications are playing a significant role in this shift. The Responsible Jewellery Council (RJC), for example, now represents over 1,900 companies from across the jewellery supply chain, from miners to retailers, promoting ethical sourcing practices. These certifications help companies trace and verify the origins of their metals, ensuring that they meet rigorous human rights, environmental, and social criteria.

Impact of Regulations and Industry Standards:

Governments are also contributing to the push for sustainability through regulations and initiatives aimed at ensuring that the jewellery sector operates more ethically. The EU's Conflict Minerals Regulation, which requires businesses to trace and report the sourcing of gold, tin, tantalum, and tungsten, has set a precedent for ethical practices in global supply chains. Additionally, countries like Canada and Australia are championing sustainable mining practices, with an increasing number of mining companies committing to meet the OECD Due Diligence Guidance for Responsible Supply Chains.

1.8 Impact of Trade Relations Between Dubai, India, Malaysia, and Singapore on the Global Gold Market

Dubai-India Trade Relations:

Dubai serves as a pivotal hub for gold trading due to its strategic location and advanced infrastructure. The India-Dubai trade relationship is a key driver in the global gold market, as India is one of the largest consumers of gold, especially for jewellery. Dubai acts as a major re-exporter of gold to India, facilitating easy access to gold at competitive prices. Trade policies, customs duties, and logistical ties between the two countries ensure a steady flow of gold into India, with Indian consumers benefiting from Dubai's role as a tax-efficient trading centre. Additionally, Dubai's Gold Souk attracts Indian investors and tourists, further bolstering demand.

The India-UAE CEPA, signed on February 18, 2022, and implemented on May 1, 2022, has further strengthened this trade relationship. The agreement has provided Indian jewellers with preferential terms, increasing gem and jewellery exports to the UAE by 21% to USD 4 billion in April-October 2023, while imports from the UAE grew by 17.54% to USD
10.02 billion. Bilateral trade between India and the UAE rose by 19% during this period.

Malaysia and Singapore's Influence:

Both Malaysia and Singapore play significant roles in the Southeast Asian gold market. Singapore, as a global financial hub, attracts international investors to its gold exchange and plays a crucial role in the distribution of gold across Asia. The Malaysia-Singapore trade ties in gold are also strong, with Singapore being a leading exporter and trader of gold to Malaysia. The mutual benefits of trade between these two nations ensure a dynamic flow of gold within the region. For example, the ease of cross-border gold movement, favourable import duties, and the role of Singapore as a centre for gold-backed investment products enhance the demand for gold across Southeast Asia, particularly among investors in Malaysia.

Impact on Key Markets:

The close trade relations between these countries help stabilise global gold prices and ensure liquidity in the market. These countries' trade agreements foster smoother customs procedures, reduce gold supply chain costs, and create a conducive environment for the flow of gold between suppliers and consumers. Therefore, any shifts in trade policies, such as changes in import duties or taxation in Dubai, India, Malaysia, or Singapore, can directly impact gold prices and market trends, influencing global demand and consumer sentiment.

2 Indian Gems and Jewellery Industry

2.1 Overview of Indian Gems & Jewellery Industry

The Indian gems and jewellery industry is a significant pillar of the national economy, contributing approximately 7% to the country's GDP and around 15% of total merchandise exports. The sector is expected to grow steadily, driven by domestic consumption and international demand. India is the largest diamond-cutting and polishing hub globally, producing over 90% of the world's polished diamonds.

The industry comprises various segments, including gold jewellery, diamond jewellery, coloured gemstones, and diamond-studded gold jewellery, with gold jewellery dominating the market. Gold plays a vital cultural and religious role in India, symbolising prosperity and wealth, and is an essential part of weddings, festivals, and other ceremonies. The manufacturing base is geographically concentrated in key states like Maharashtra, Gujarat, and Tamil Nadu.

Organised players are gaining traction as the industry undergoes formalisation. Increasing consumer preference for branded jewellery, quality assurance, and contemporary designs is driving this transition. Government initiatives, such as mandatory hallmarking for gold jewellery, the Gold Monetisation Scheme, and easing gold import restrictions, are bolstering the formal sector.

In 2024, seven major trade fairs were organised by prominent councils such as the Gem and Jewellery Export Promotion Council (GJEPC), the All India Gem and Jewellery Domestic Council and others. These events were held across cities, including Jaipur, Mumbai, Bengaluru, Coimbatore, Delhi NCR, Hyderabad, and Kolkata, showcasing the dynamic Gems and Jewellery sector in India. Serving as vital platforms, these fairs promoted innovation, enhanced domestic and international trade, and fostered collaborations among industry stakeholders.

Domestic demand is fuelled by rising disposable incomes, urbanisation, and a growing preference for lightweight, modern designs, especially among younger consumers. On the export front, markets like the U.S., UAE, and Hong Kong continue to drive growth. Trade agreements and government support for export-oriented policies further strengthen India’s position in the global market.

While the sector holds immense potential, it faces challenges such as gold price volatility, dependency on imports, and increasing competition from synthetic diamonds. Fluctuations in international demand and compliance with stringent regulatory norms also pose risks. However, these hurdles are being addressed through policy interventions, innovation, and diversification.

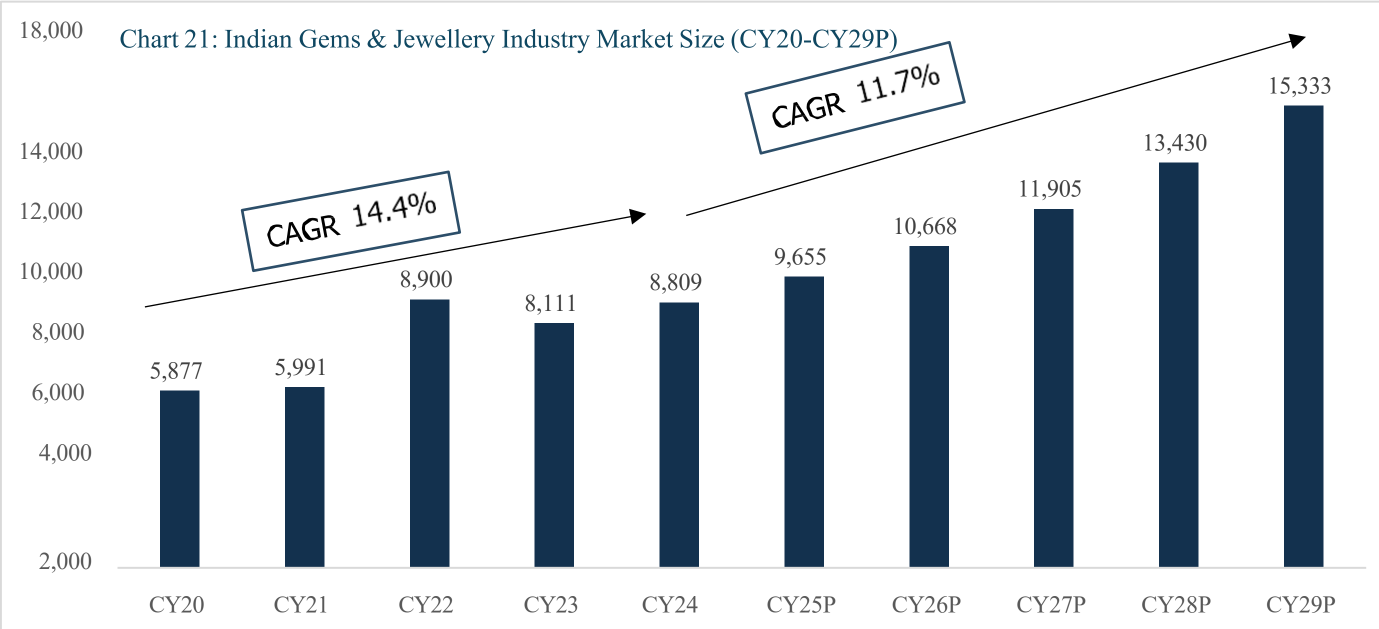
Technological advancements, while still emerging, are being explored to improve efficiency and build trust. Digital retail platforms and blockchain-based supply chain transparency tools are examples of these efforts. However, traditional factors such as India’s skilled workforce, robust manufacturing infrastructure, and a deep-rooted cultural affinity for jewellery remain the primary growth drivers.

In conclusion, the Indian gems and jewellery industry continues to thrive, blending traditional strengths with evolving consumer preferences and gradual modernisation. Its ability to adapt to changes while leveraging its heritage ensures its sustained growth and competitiveness on the global stage.

Indian Gems & Jewellery Industry Market Size

The Indian Gems and Jewellery (G&J) business has traditionally been fragmented, with consumers purchasing from family jewellers. The fragmented nature of this sector makes it difficult to quantify the number of jewellers in India.

However, the industry has seen structural transformation in the recent decade, with more G&J players moving up the value chain with a greater focus on branded jewellery. Moreover, consumers are more predisposed to branded jewellery, particularly in metro & tier I cities, given the rising media and Western influences and willingness to pay a premium price.



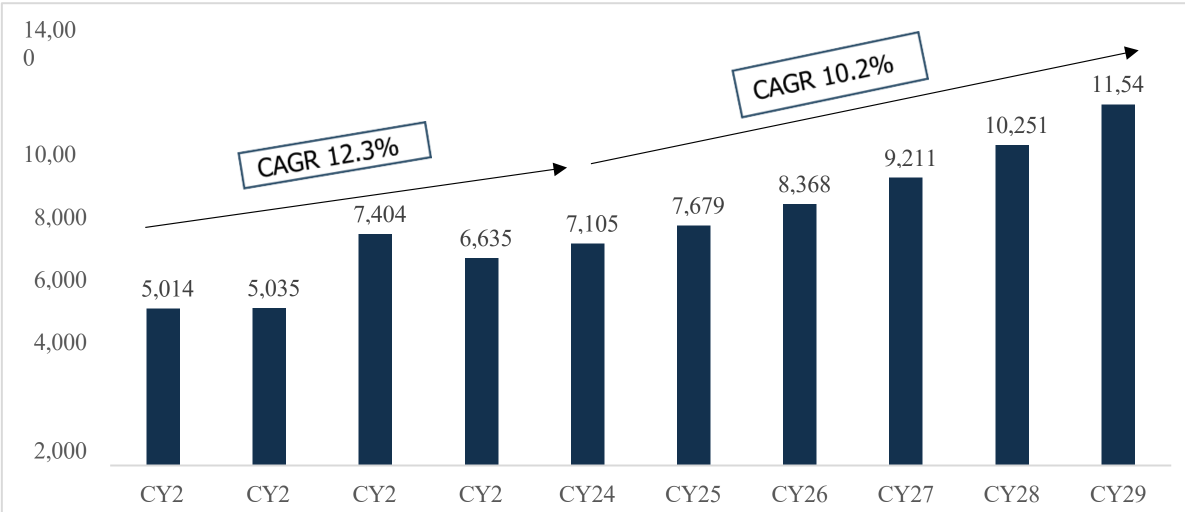
Source: IMARC Group, CareEdge Research

In CY24, the domestic gems and jewellery industry was valued at around Rs. 8,809 billion, with a CAGR of 14.4% during CY20–CY24. Further, the gems and jewellery market is expected to grow at a CAGR of 11.7% between CY24 and CY29. The long-term demand prospects for the sector are supported by a growing working population, higher disposable income, easier access to credit, and improved living standards. To cater to the changing consumer preferences and design trends, larger stores are offering more variety and a diverse range of jewellery. This continuous adaptation to consumer trends and behaviour is likely to further support the shift towards the organised jewellery segment.

2.2 Indian gold jewellery industry market size (CY20-CY29)

The Indian jewellery market is traditionally dominated by gold jewellery. Gold jewellery purchases in India are not just limited to consumption, as is the case with fashion jewellery. They have a strong saving significance. This is more evident in rural communities where access, literacy, and acceptance of other financial savings instruments are low. These factors have resulted in gold being a major savings asset class. Cultural differences, religious & trust concerns, and other elements that influence jewellery purchases have all contributed to gold jewellery's significance.

Chart 22: Indian Gold Jewellery Industry Market Size (CY20-CY29P)

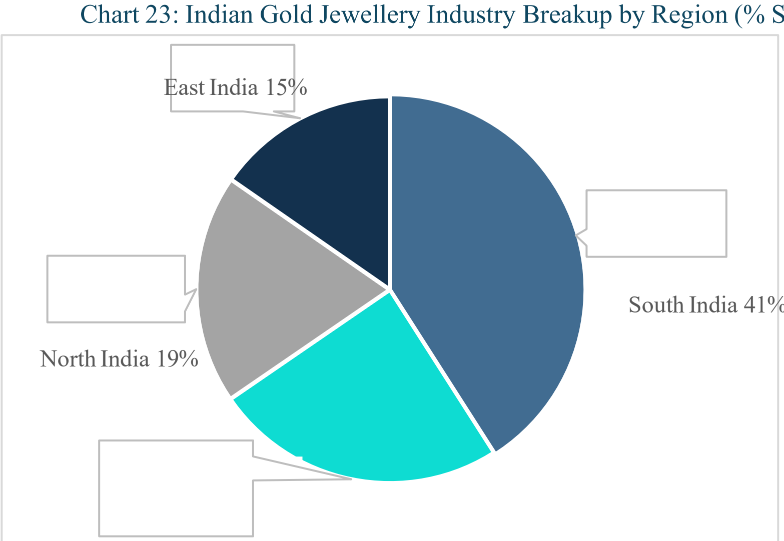


Source: IMARC Group, CareEdge Research

In CY23, the domestic gold jewellery industry was valued at around Rs. 6,635 billion. However, in CY23, the demand for gold jewellery remained subdued in terms of volume and declined by about 2%, while the gold price registered a ~7% increase compared to its previous year.

In CY24, the Indian jewellery market is estimated to be Rs. 7,105 billion. Furthermore, the market is expected to grow at a compounded annual growth rate (CAGR) of 10.2% between CY24 and CY29 to Rs 11,548 billion. In India, the surge in demand for gold jewellery can be attributed to the growing middle-class population and their increasing disposable income levels. As more individuals experience higher income levels, they are more capable of affording luxury items like gold jewellery. These growing middle-class individuals view gold jewellery as a status symbol, a reflection of their improved lifestyle, and a worthwhile investment. The trend is especially prominent in urban areas where economic growth has enhanced financial independence and purchasing power.

Chart 23: Indian Gold Jewellery Industry Breakup by Region (% Share) in CY24



Source: IMARC Group, CareEdge Research

Jewellery preferences vary significantly across different age groups, reflecting the evolving interests, lifestyles, and values of Indian women. Every demographic has diverse needs and perspectives, from senior women who value traditional motifs to young brides who choose modern patterns. Furthermore, according to a report by the World Gold Council, recent interactions between Metals Focus and retailers have highlighted a significant increase in demand for lightweight jewellery, especially in the daily wear segment. For instance, it is now common to find chains or Mangalsutras weighing just 5-8 grams, a development that would have been unlikely five years ago. This surge in demand can be attributed to the rising per capita income, increased expenditure on jewellery, a higher number of weddings in India, and the influence of social media. These demographic shifts have significantly impacted gold jewellery purchases in recent years.

Regional demographics play a crucial role in influencing purchase decisions. In South India, the tradition of investing heavily in gold jewellery is deeply ingrained, with families often prioritising substantial, intricate designs that reflect both wealth and cultural heritage. The emphasis on gold as an investment also drives higher expenditure in this region.

In contrast, Maharashtra sees continuous spending on jewellery, driven by strong replacement demand. Women in this region often buy new pieces or upgrade existing ones, reflecting both cultural practices and evolving fashion trends. The state's inclination towards nath (nose rings) and kamarband (waistbands) also influences the jewellery market.

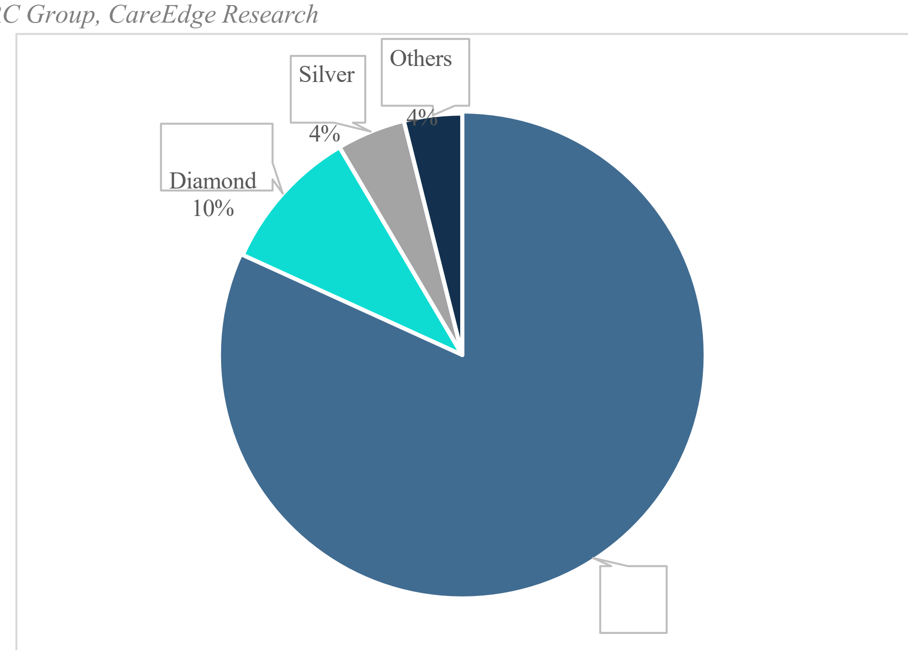
In North India, the preference for heavy gold jewellery remains strong, but there is a growing trend towards more versatile, lightweight designs that cater to modern lifestyles. Meanwhile, in Eastern India, especially Bengal, traditional motifs inspired by nature dominate jewellery designs, reflecting the region's rich cultural heritage.

2.3 Indicative Share of Indian Gems and Jewellery Industry

India's gems and jewellery market is one of the largest and most vibrant in the world, deeply embedded in the country's cultural and economic life. The market can be divided by material type, with gold, diamonds, gemstones, and other materials each playing a significant role in its diversity and value.

Chart 24: Gems and Jewellery Market Breakup- By Material Type (CY24)

Source: IMARC Group, CareEdge Research



In 2024, gold was the dominant material in India's gems and jewellery market, making up 82% of the total market share. It was followed by diamonds (10%), silver (4%), and other materials (4%).

Gold: Gold remains the foundation of India's jewellery market, due to its cultural and historical importance. It is highly prized for weddings and festivals, and as an investment, often seen as a symbol of wealth and social status. Although demand fluctuates with market prices and economic factors, gold jewellery continues to be in strong demand, thanks to its deep ties to tradition. There has also been a growing interest in lighter, more modern gold jewellery designs, particularly among younger consumers, adding a contemporary layer to the traditional market.

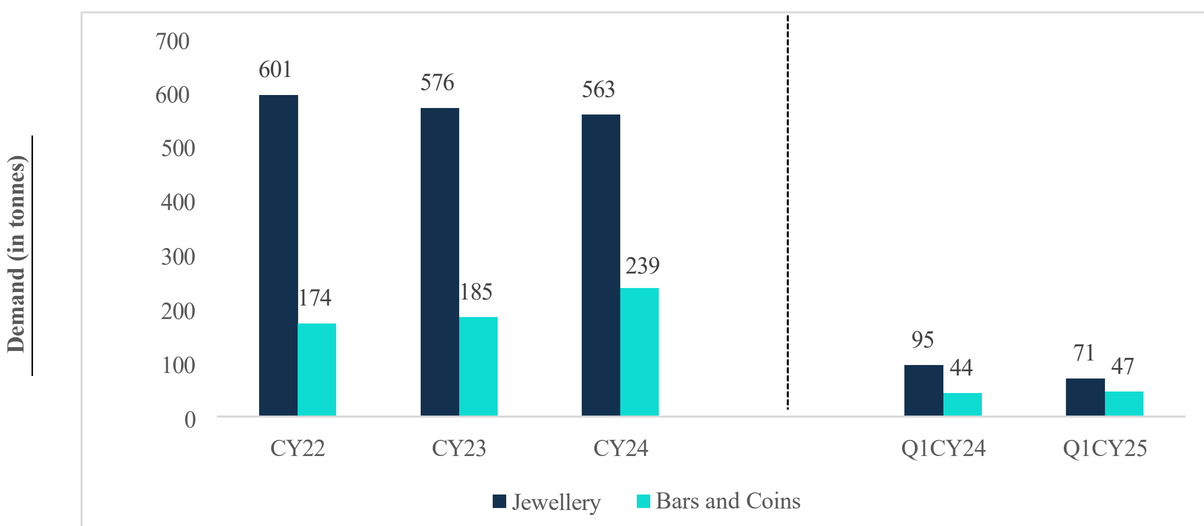
Diamond: The diamond jewellery sector in India has seen robust growth in recent years, particularly among consumers looking for luxury and exclusivity. Diamonds are a popular choice for special occasions, particularly weddings, and are often seen as a symbol of sophistication. This segment is supported by a strong retail presence and branding efforts from both domestic and international jewellers. Innovations in diamond cutting and bespoke design options have further driven interest, making diamond jewellery a staple in modern Indian collections.

Silver: Silver is valued for its affordability and versatility, appealing to a broader customer base. It is commonly used in both traditional and modern jewellery designs, such as bangles, anklets, and earrings. Silver also plays a key role in fashion jewellery, where its flexibility allows for more creative and experimental styles. The material has gained popularity due to its cost-effectiveness in comparison to gold and diamonds, particularly among middle-income consumers. Additionally, the rise of silver-plated and sterling silver items has introduced a modern twist to traditional designs, catering to changing consumer preferences.

Others: The "others" category encompasses a variety of materials, including gemstones and non-traditional metals. Fashion jewellery incorporating synthetic and alternative materials is on the rise, attracting consumers who seek trendy yet affordable options. This segment is particularly appealing to fashion-forward buyers looking for unique, budget- friendly pieces.

2.4 Domestic Gold Demand from Various Segments

Chart 25: Trend in Domestic Gold Demand- in Volume Terms



Source: WGC, CareEdge Research

In CY24, the total domestic demand for gold (including jewellery, bars, and coins) was estimated at 803 tonnes as compared to 761 tonnes in CY23. In CY24, the gold demand was 803 tonnes, an increase of 5.5% y-o-y over CY23.

The jewellery segment continued to be the largest contributor and accounted for ~70% of the gold demand in India, while bars and coins accounted for the balance. The gold jewellery demand declined by 2.2% y-o-y in CY24. The demand was impacted due to increasing gold prices.

Business Model in the Gems and Jewellery Industry

2.4.1 Franchisee-Owned, Franchisee-Operated (FOFO) Model:

In the FOFO model, the franchisee invests their capital to establish the jewellery store, including the costs of real estate, inventory, and operational expenses. The franchisee is responsible for the day-to-day operations of the store, including hiring staff, managing sales, and maintaining customer relationships. The franchisor provides branding, training, and support, along with the necessary systems and processes.

Key Features of the FOFO Model:

- **Investment**: Franchisees bear the financial responsibility for setting up and running the store.
- **Operational Control**: Franchisees have autonomy over the daily operations, allowing them to tailor their business strategies to local markets.
- **Brand Support**: The franchisor offers branding, marketing, and training support, ensuring that franchisees align with the overall brand image.
- **Revenue Sharing**: Franchisees pay an initial franchise fee and ongoing royalties based on sales to the franchisor, which provides a steady revenue stream for the brand.

Advantages of FOFO:

- **Lower Risk for Franchisor**: The franchisor does not have to invest in physical stores, reducing financial risk.
- **Local Expertise:** Franchisees often have better knowledge of local markets and consumer preferences, which can lead to more effective marketing and sales strategies.
- **Scalability:** This model enables rapid expansion of the brand across different regions.

2.4.2 Franchisee-Owned, Company-Operated (FOCO) Model:

In the FOCO model, the franchisee owns the store, but the company (franchisor) operates it. The franchisor retains control over the daily operations, staffing, and customer service, while the franchisee provides the physical space and bears the financial investment. This model allows the franchisor to ensure consistent quality and service across all locations.

Key Features of the FOCO Model:

- **Investment**: Franchisees invest in the physical location, while the franchisor manages the operations.
- **Operational Control**: The franchisor oversees all operational aspects, maintaining quality control and brand standards.
- **Revenue Sharing**: Similar to the FOFO model, franchisees pay initial fees and ongoing royalties, but profit margins may differ due to the operational control by the franchisor.

Advantages of FOCO:

- **Quality Assurance**: The franchisor can maintain stringent quality control and consistency across locations,
enhancing the brand's reputation.

- **Operational Expertise**: The franchisor can leverage its experience and systems to manage the store effectively, potentially leading to higher profitability.

Store Format Classification (Based on Size)

Retail stores in the industry are categorised based on their physical footprint. The size of the store often correlates with the product assortment, inventory depth, and target customer base. Typical classifications include:

Store Format	Approx. Size (sq. ft.)	Description
Small Format	100–500 sq. ft.	Compact stores designed for high-street locations or convenience centres; limited product range and faster service.
Medium Format	500–1,000 sq. ft.	The most common format in malls or commercial zones; balanced inventory with moderate footfall capacity.
Large Format	> 2,500 sq. ft.	Flagship stores offering a complete brand experience, often used in metro cities or destination malls with premium product lines and in-store events.

2.4.3 Shop-in-Shop (SIS) Model

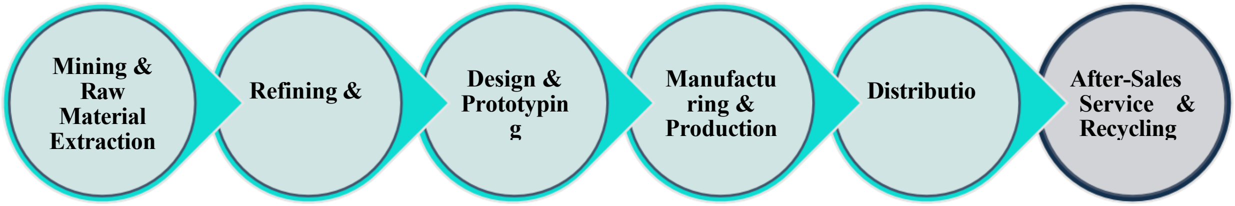
The **Shop-in-Shop (SIS)** format is a strategic retail concept where a brand sets up a dedicated branded section within a larger multi-brand store (such as a department store, hypermarket, or retail chain). The SIS store typically includes exclusive branding, fixtures, and trained staff, while the host store manages overall infrastructure and billing.

Key Advantages of the SIS Model:

- **Low Capex Expansion:** Brands can expand to premium locations without incurring full rental and fit-out costs.
- **Brand Visibility:** Strategic placement in large-format stores enhances brand recall and accessibility.
- **Targeted Footfall:** Beneficial in locations with established customer traffic, such as malls, large existing stores, Etc.

SIS models are widely used by fashion, electronics, cosmetics, and lifestyle brands as part of their retail mix, particularly during early market entry or for showcasing premium products.

2.5 Value Chain of Gem and Jewellery Chart 26: Gems and Jewellery Value Chain



Source: IMARC Group, CareEdge Research

- Mining and Raw Material Extraction

This phase starts with the extraction of precious metals and gemstones from mines worldwide. Key gold-producing countries include China, South Africa, the United States, Australia, Russia, and Peru. The process involves obtaining raw materials such as gold, silver, platinum, and gemstones from these mines. The cost of extraction is influenced by the location and availability of resources, as well as the methods used, which vary depending on factors like depth, accessibility, and mineral content. Additionally, environmental concerns and labour conditions are significant factors, with the jewellery industry placing greater emphasis on ethical sourcing practices.

- Refining and Processing

Once extracted, raw materials are refined to eliminate impurities and achieve the required purity for use in jewellery. Refining metals involves specialised facilities and techniques to ensure consistent quality. For gemstones, the processing includes cutting, shaping, and polishing to enhance their colour, clarity, and brilliance. This step improves the visual appeal and market value of the stones. The refining process is crucial, as high-quality, well-processed materials result in durable and aesthetically pleasing jewellery pieces.

- Design and Prototyping

Jewellery design blends creativity with technical skill. Designers either sketch their ideas or use computer-aided design (CAD) software to visualise each piece. The designs must balance both aesthetic appeal and practicality, ensuring the jewellery is comfortable to wear and durable. Prototyping, often done with a model or sample, lets designers evaluate their ideas and adjust before full production begins. This stage is crucial for producing pieces that reflect current trends and meet customer preferences.

- Manufacturing and Production

At this stage, jewellery is produced on a larger scale. Skilled artisans or machinery work with the finalised designs to shape metals, set gemstones, and assemble each piece. Depending on the complexity and desired quality, both traditional techniques (such as handcrafting) and modern methods (like 3D printing) may be employed. Quality control is essential to ensure that every piece meets the brand's standards. In luxury jewellery, artisanry is especially prized, as fine detailing can increase the item's value.

- Distribution and Retail

In the jewellery value chain, distribution and retail are crucial stages that connect production to final sales. After production, jewellery is distributed through wholesalers who buy in bulk from manufacturers and supply retailers. This phase involves secure logistics to manage high-value items, which affects inventory management and customer satisfaction by ensuring retailers have sufficient stock. Retailers, whether through physical stores or online platforms, then sell the jewellery directly to consumers. They use marketing strategies that emphasise the product's appeal and brand values, such as luxury or sustainability. Personalised services like custom fittings, engraving, and resizing further enhance customer satisfaction and promote brand loyalty, as customers often associate the quality of service with the jewellery's overall value.

- After-sales Service and Recycling

High-quality after-sales services, such as cleaning, repairs, and maintenance, play a vital role in extending the life of jewellery while fostering customer trust and loyalty. These services address post-purchase issues like resizing or replacing stones, further enhancing customer satisfaction. Recycling has also gained significance in the jewellery industry, with many brands offering buy-back or recycling programs. These initiatives allow companies to refurbish old pieces and reuse valuable metals and gemstones, promoting environmental sustainability and resource efficiency.

Gold Processing in India vs China

Gold Mining

In CY22, China was the largest producer in the world with 10.3% of total global production, which amounted to 3,627.7 tonnes. During CY23, the gold mining in the country was recorded at 375 tonnes. The value of gold mining in China grew at a CAGR of about 9.1% from USD 16,458 million in CY19 to USD 23,300 million in CY23.

Whereas gold mining in India has been low due to factors such as lack of investments, closure of mines, regulatory challenges and poor infrastructure. The mining in India recorded only 0.8 tonnes in CY23 with a value of USD 48 million. It is projected to increase its mining volumes to 1.3 tonnes in CY24.

Table 4: Gold Mining in China and India

Particulars	CY19		CY23		CY24F	
	Volumes (Tonnes)	Value (USD Million)	Volumes (Tonnes)	Value (USD Million)	Volumes (Tonnes)	Value (USD Million)
China	380	16,458	375	23,300	401	28,090
India	1.7	79	0.8	48	1.3	90

Source: Maia Research, CareEdge Research

Gold Ore Concentrate

The scale of gold ore concentrates (including production and import volumes) in china has been growing steadily over the period CY19 to CY23 and recorded a total of 78,00,000 tonnes in CY23. The value of these ore concentrates in China region has increased swiftly by 9.7% CAGR during the same period. Further, the volumes and value are estimated to grow by around 8% and 16% respectively in CY24 for China.

The scale of gold ore concentrate in the Indian market has witnessed a notable growth in recent years. Moreover, the reserves with the central bank have been rising in recent times as the RBI is driving the gold purchases in the current year 2024. The Hutti Gold Mine, located in Karnataka, is one of the primary and significant producers of gold ore concentrate in India. This mine has a higher grade of ore and is responsible for producing more output in the country. Additionally, Birla Copper's smelter in Gujarat is also involved in producing gold as a by-product of domestic copper production. Alongside, the government is striving to promote domestic availability of critical minerals, including gold. As a result, the production activities of gold ore have increased in India both in terms of volume and value.

Table 5: Gold Ore Concentrate in India and China

Particulars	CY19		CY23		CY24F	
	Volumes (Tonnes)	Value (USD Million)	Volumes (Tonnes)	Value (USD Million)	Volumes (Tonnes)	Value (USD Million)
China	78,00,000	13,948	78,00,000	20,179	84,00,000	23,445
India	46,900	83	31,826	164	50,008	313

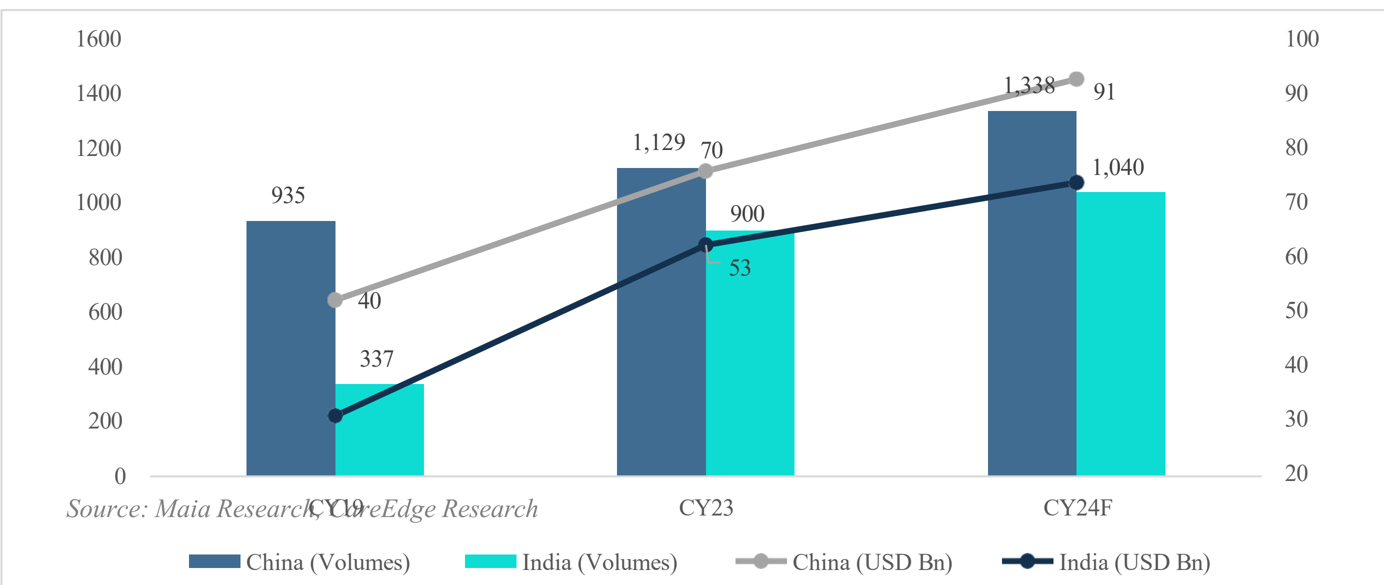
Source: Maia Research, CareEdge Research
Note: Gold ore concentrate includes both production and import volumes

Gold Refining

The refining of gold in China has witnessed a CAGR of around 5% during the period of CY19 to CY23. It rose from 935 tonnes in 2019 to 1,129 tonnes in 2023. On the other hand, the volumes of gold refining in India have significantly increased with a CAGR of around 28% from 337 tonnes in 2019 to 900 tonnes in CY23.

Impact of Interest Rates, Geopolitical

Chart 27: Gold Refining in India and China

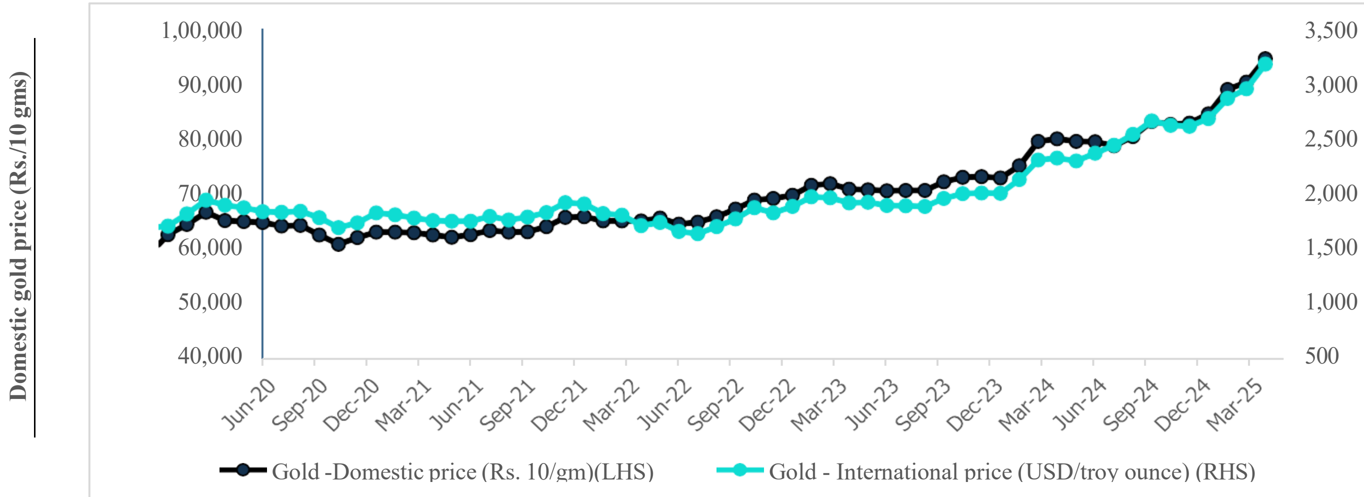


Source: Maia Research, CareEdge Research

2.6 Tensions on Gold Prices

Gold jewellery accounts for a major share of overall jewellery consumption in India. However, the demand for gold, particularly physical gold in the form of coins and bars, which is primarily for investment, is dependent on movements in gold prices.

Chart 28: Trend in International Gold Prices



Source: CMIE; CareEdge Research

In CY24, international gold prices exhibited a strong upward trajectory, starting at USD 2,034 per troy ounce in January and peaking at USD 2,690 in October. The domestic gold prices mirrored this trend, climbing from Rs 62,387 per 10 grams in January to Rs 76,686 by October. This surge was primarily fueled by a weakening US dollar, heightened geopolitical tensions, and expectations of monetary policy easing by the US Federal Reserve, which had already implemented rate cuts totalling 50 basis points.

Additionally, investors sought safety in gold amid global uncertainties, including political developments related to upcoming elections and continued instability in the Middle East. However, gold prices saw a slight decline in November and December CY24, driven by strong US labour market data and the People's Bank of China's reported pause in gold purchases.

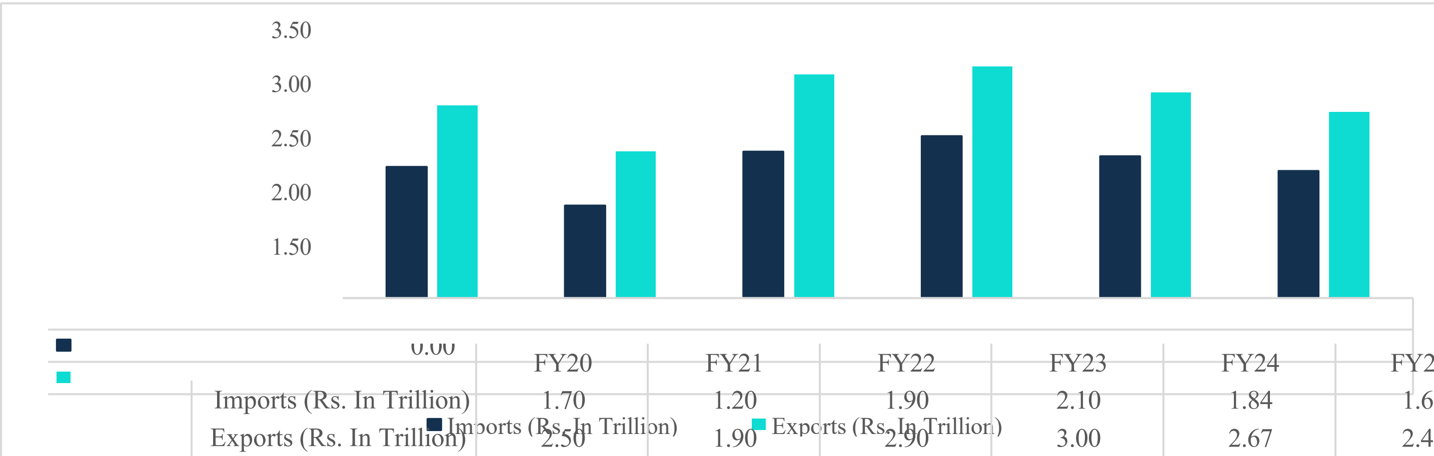
Entering CY25, gold prices resumed their upward momentum, reaching new record highs. By April 2025, international prices had risen to USD 3,208 per troy ounce, while domestic gold prices surged to Rs. 93,033 per 10 grams. This continued rally was supported by expectations of further rate cuts, persistent geopolitical risks, and sustained demand from central banks and investors amid global economic uncertainty.

2.7 Trends in Imports and Exports of Gems and Jewellery in India

2.7.1 Overview

In FY25, G&J exports reached Rs. 2.41 trillion, representing an 11.72% decline compared to the same period in FY24. The overall gross imports of Gems & Jewellery reached Rs 1.65 trillion in FY25, showing a decline of -10.09% compared to Rs 1.84 trillion for the same period the previous year.

Chart 29: Yearly Import Export Trends - Overall Gems and Jewellery



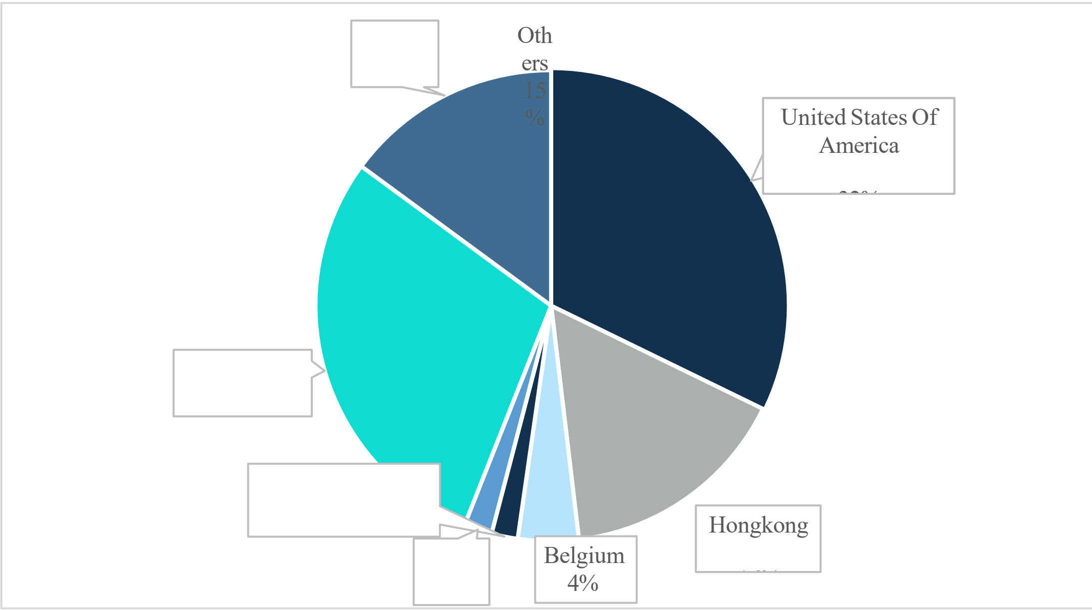
Source: Gems & Jewellery Export Promotion Council (GJEPC)

Growing Government Focus on Export Promotion

The Government of India, along with all the stakeholders of the G&J sector, is well committed to aggressively promoting exports, identifying challenges, and addressing them with necessary interventions, assisting exporters, especially SME units and exploring new markets while consolidating existing ones. With rapid growth prospects, the government of India has also declared the G&J sector as one of the focus areas for export promotion.

With such continuous government support, the superior quality of Indian manufacturers has enabled the Indian gems & jewellery trade market to penetrate markets like the USA, UAE, Hong Kong, Israel, Switzerland, and Belgium. The USA market is the largest destination for Indian gems and jewellery exports, accounting for a 30% share of India's exports in FY24.

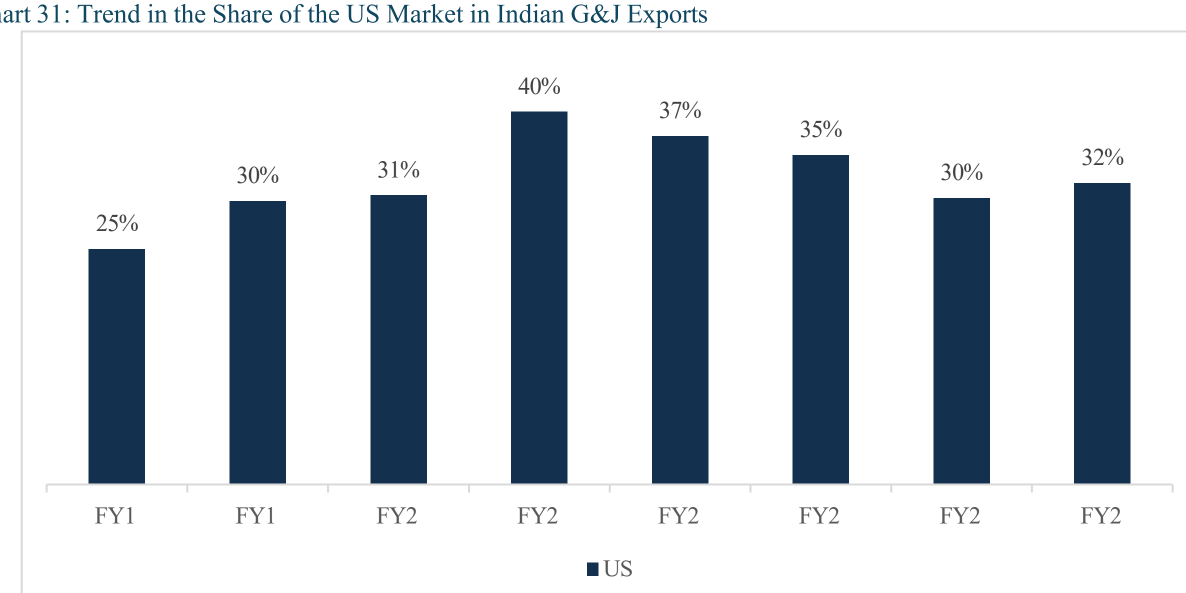
Chart 30: Country-wise Export Share in FY25 - Overall Indian Gems and Jewellery



Source: Gems & Jewellery Export Promotion Council (GJEPC)

In July 2020, Washington ended Hong Kong's preferential trade protection by raising the import duty on gems and jewellery to 7.5% from 3.3%. Further, the levy of additional tariffs on Chinese jewellery being exported to the USA has made Indian exporters more competitive. These factors benefitted India and helped it increase its penetration in the US export market. China and Hong Kong are respectively the fourth- and fifth-largest suppliers of gems and jewellery to the US after India, France, and Italy.

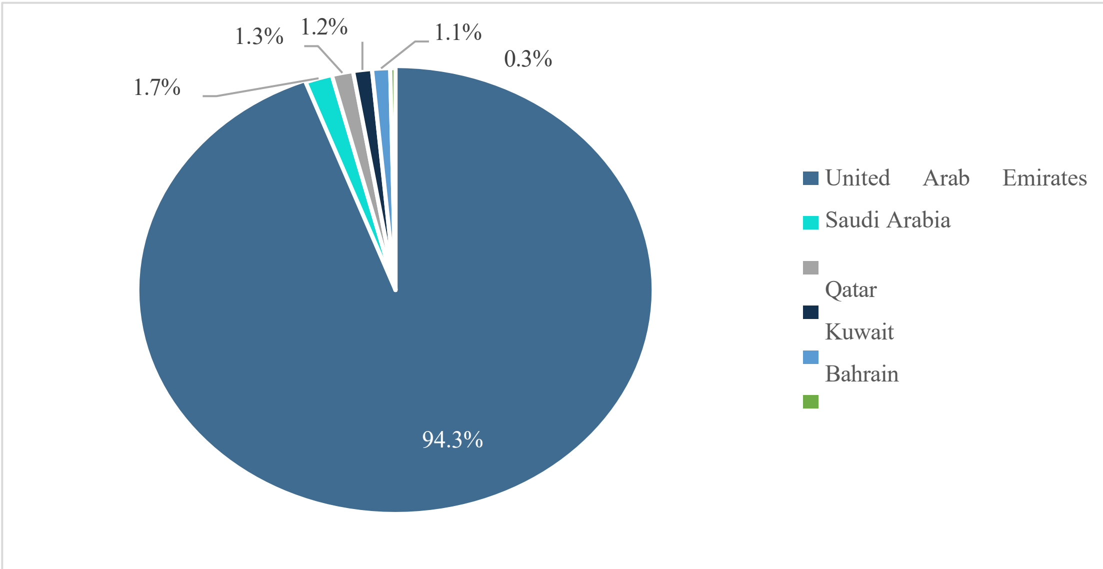
Chart 31: Trend in the Share of the US Market in Indian G&J Exports



Source: Gems & Jewellery Export Promotion Council (GJEPC), CMIE

Focus on Middle East Countries

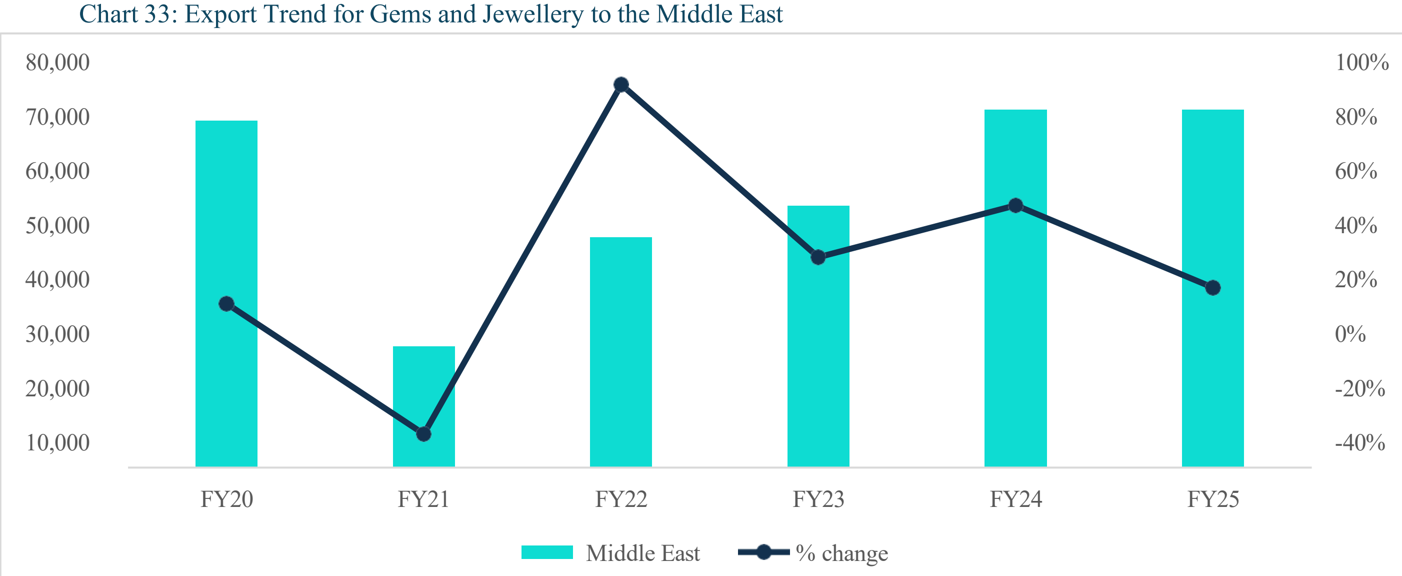
Chart 32: Share of Exports of Middle Eastern Countries-Overall Indian Gems and Jewellery in FY25



Source: Gems & Jewellery Export Promotion Council (GJEPC)

The Share of Middle Eastern countries is around 29% in the total export of the Indian gems and jewellery industry. It comes 2nd after the USA. Middle Eastern countries to which India exports consist of the United Arab Emirates (UAE), Saudi Arabia, Qatar, Kuwait, Bahrain, and Oman. But the maximum share is of the UAE with a 94% share.

Chart 33: Export Trend for Gems and Jewellery to the Middle East



Source: Gems & Jewellery Export Promotion Council (GJEPC)
Note: The Middle East countries include United Arab Emirates (UAE), Saudi Arabia, Qatar, Kuwait, Bahrain, Oman, and Jordon

The compound annual Growth Rate (CAGR) for FY20-FY24 is 0.6% for overall exports of gems and jewellery to the Middle East. As the India-UAE came into force in 2022 and hence we can see a significant increase of

90.3% y-o-y in FY22 for the gems and jewellery exports. India-UAE CEPA has contributed to an increase in the share of G&J exports to the UAE, especially in Dubai.

2.7.2 Product-Segment Wise Import and Export Trend

Rough Diamonds:
India is a leading importer of rough diamonds, supported by a robust diamond processing sector. In FY25, the country imported rough diamonds worth Rs. 913.5 billion, which represented 55% of the total gems and jewellery imports. This drop can be attributed in part to a two-month import ban from October to December 2023, implemented by the GJEPC to help balance supply and demand, considering decreased demand from the US and China. While polished diamond prices saw a decline, rough diamond prices remained stable, resulting in reduced demand and lower import levels. The ban was lifted in December 2023, and prices have since stabilised.

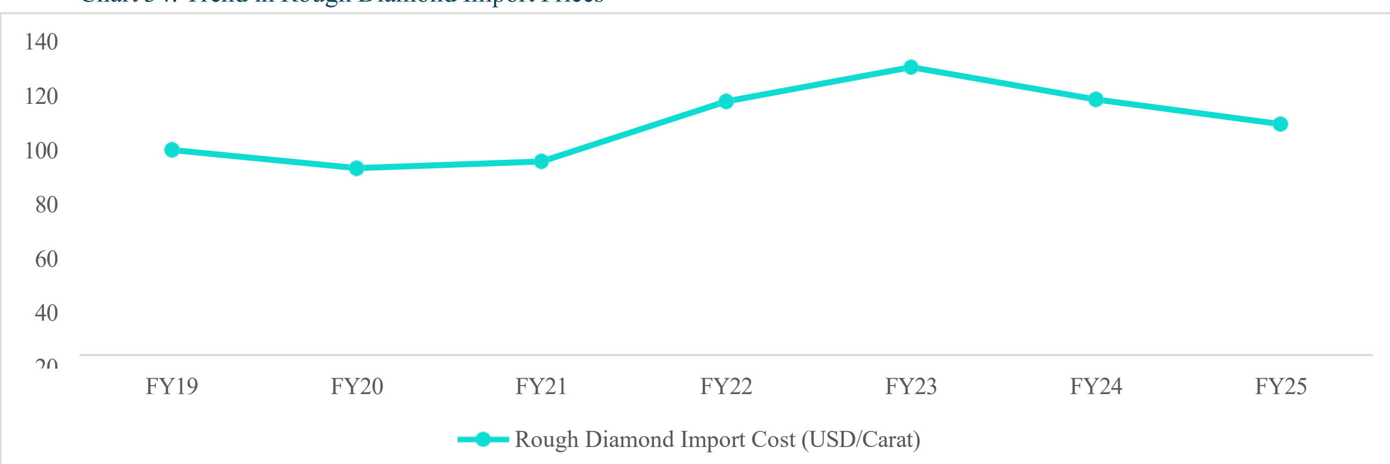
Table 6: Import Trend of Rough Diamonds

Year	Imports (Rs. In Billion)	Y-o-Y Growth (In %)	% Share in Total G&J Imports
FY20	921.6	-15.9%	53%
FY21	802.4	-12.9%	66%
FY22	1411.7	53.2%*	71%
FY23	1118.4	-20.8%	65%
FY24	1180.4	5.6%	64%
FY25	913.55	29.2%	55.4%

-* compared with pre-pandemic year FY20

Source: Gems & Jewellery Export Promotion Council (GJEPC), CareEdge Research

Chart 34: Trend in Rough Diamond Import Prices

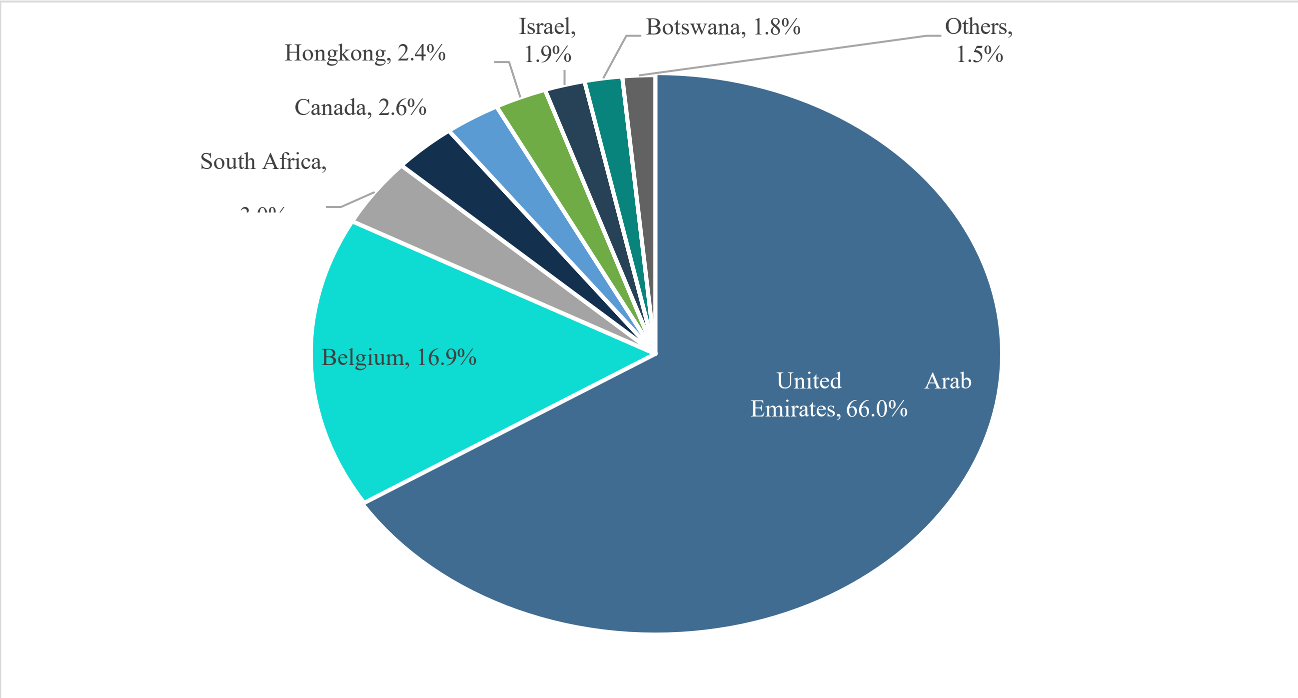


Source: Gems & Jewellery Export Promotion Council (GJEPC), CareEdge Research

Rough diamond prices have increased over the past two to three years as the ongoing Russia-Ukraine war has resulted in a decline supply of rough diamonds. The supply from Russian miner Alrosa, one of the leading suppliers of small- sized diamonds, has been impacted significantly, leading to the increasing rough diamond prices. However, the prices have corrected slightly in FY24 and continued correcting in FY25 as well, on account of weak global demand.

The United Arab Emirates (66%) had the highest share in rough diamond imports to India in FY25, followed by Belgium (16.9%), Russia(3.9%), South Africa(3%), Canada(2.6%), Hongkong(2.4%), Israel(1.9%), Botswana(1.8%) and others.

Chart 35: Country-Wise Share in Imports of Rough Diamond in FY25



Source: Gems & Jewellery Export Promotion Council (GJEPC)

Gold Jewellery:

The gold jewellery market holds the second-largest share of G&J exports after the cut and polished diamonds segment. In FY25, gold jewellery accounted for 39% of the total exports of G&J.

Table 7: Exports of Gold Jewellery (Rs. in billion)

Year	Exports	Y-o-Y growth
FY20	852.3	2.4%
FY21	371.1	-56.5%
FY22	687.8	-19.3%
FY23	765.9	11.4%
FY24	923.5	20.6%
FY25	949.4	2.8%

Note: *compared with pre-pandemic year FY20
Source: Gems & Jewellery Export Promotion Council (GJEPC), CareEdge Research

In FY25 gold jewellery exports increased by 2.8% y-o-y. The commissioning of the India-United Arab Emirates Comprehensive Economic Partnership Agreement (CEPA) resulted in significant growth in exports of plain gold jewellery balancing the gap in exports to key markets such as the United States of America and Hong Kong.

Further, Dubai is a key market for Indian gold jewellery exports. The 'Dubai Gold Souk,' (Traditional gold market of Dubai) where Indian jewellery from Kolkata and Mumbai is popular, makes for a substantial portion of gold sales in Dubai. Mumbai, Chennai, and Kolkata account for many gold jewellery exports. However, several exporters outsource manufacturing to Gujarat-based companies.

The India-UAE Free Trade Agreement (FTA) signed on 18th February 2022 and effective from 1st May 2022, is expected to raise India's gold jewellery exports, create jobs, and provide chances for skill development in the jewellery manufacturing and supply chain. The FTA between the two nations will encourage the establishment of a more organized wholesale of Indian-made gold jewellery. This breakthrough will make Indian-made jewellery even more appealing to UAE customers (residents and tourists).

Imports of Raw Gold:

After China, India is the world's second-largest gold consumer. India imports unwrought gold in the form of bars, gold plated with platinum or in semi-manufactured forms, and gold powder. Imports are mostly used to meet the demand of the domestic jewellery business. The demand for gold is expected to register a further increase on account of the festive and marriage seasons.

Table 8: Imports of Raw Gold

Year	Gold Imports (Rs. In Billion)	Y-o-Y Growth (%)	Gold Imports (In Kgs)	Y-o-Y Growth (%)
FY20	1,992.4	-13.2%	7,19,930	-26.7%
FY21	2,542.8	27.6%	6,51,240	-9.5%
FY22	3,440.9	35.3%	8,79,010	35.0%
FY23	2,804.8	-18.5%	6,78,300	-22.8%
FY24	3,772.5	34.5%	7,95,240	17.2%
9MFY24	2,976	31.8%	6,22,350.00	11.7%
9MFY25	4,074	36.9%	6,39,380.00	2.7%

Source: CMIE, CareEdge Research

The import duty on gold and silver findings and coins of precious metals had increased to 15% from 10% from January 2024. This includes Basic Custom Duty (BCD) of 10% and 5% of AIDC (Agriculture Infrastructure Development Cess). Findings are items like hooks, clips, pins, screws, etc., which are components of jewellery making.

From June 2024, the Directorate General of Foreign Trade (DGFT) has brought gold jewellery studded with pearls, diamonds, and precious & semi-precious stones in the 'restricted' category from 'free' with immediate effect, which means their import will require a government permit. These restrictions have been imposed as the imports from Indonesia under the India-ASEAN free trade agreement had surged, and some articles of gold were coming duty-free and being melted in India to make jewellery. UAE is, however, exempted from these restrictions as per the India-UAE CEPA. However, in July 2024, the Finance Minister of India announced that the Customs Duty on precious metals like gold and silver will be reduced from 15% to 6% and for platinum, it will be reduced from 15.4% to 6.4%.

Domestic gold imports reached Rs. 3,772.5 billion in FY24 as compared to Rs. 2,804.8 billion in FY23 and reached Rs. 4,074 billion in 9MFY25 as compared to Rs. 2,976 billion in 9MFY24. During FY24 the imports of gold imports in India saw a rise of 34.5% y-o-y in value terms, whereas a rise of 17.2% y-o-y was seen in volume terms.

2.8 Outlook for the Gems & Jewellery Industry in India

The gems & jewellery industry's performance has been weak in the first quarter of CY25. However, the demand is expected to improve in the coming months, led by purchasing during the festivals. The demand is expected to further revive in subsequent years, driven by the moderation of inflation and alleviation of global geopolitical issues. Also, the domestic growth is likely to be driven by resilience in demand, particularly during the festive and wedding seasons and expansion by organised jewellery retailers across pan-India.

Diamonds Segment:

India is the world's largest centre for cutting and polishing diamonds, with most players concentrated in the three cities of Gujarat, Surat and Navsari. With a global share of more than 90% in the processing of rough diamonds, Cut & Polished Diamonds (CPD) accounted for 47% of the overall gems and jewellery exports from India. The CPD industry caters to demand from the US, Hong Kong, and the Middle East.

Majorly, India imports rough diamonds and exports cut and polished diamonds. The import prices per carat have been increasing, putting pressure on imports since FY21. On the other hand, the volume of exports has significantly reduced. This situation has resulted in an imbalance of demand and supply, making the demand outlook of the diamond industry negative.

In markets such as the US, diamonds are considered fashionable jewellery affordable to youngsters, which augurs well for the Indian market. The increasing acceptance in markets such as the UK and Australia would further support the demand.

The government has identified lab-grown diamonds (LGD) as an emerging sector. The India-UAE CEPA will further boost the growth of this industry. For instance, Finance Minister Nirmala Sitharaman, in the Budget 2023-24, announced a reduction in basic customs duty on seed used to manufacture LGD from 5% to NIL. This move was made to focus on the LGD exports from India due to depleting natural diamond reserves. Further, in the Budget 2024-25, the finance minister has announced that safe harbour rates for foreign mining companies selling raw diamonds in the country will be provided. Safe harbour rate will help promote the diamond industry and increase demand both domestically and internationally. The prices for rough diamonds may go down, which in turn will increase the demand for 'Cut and Polished Diamonds'

Furthermore, LGD exports are expected to be driven by the growing use of such diamonds in various end-use industries, rising synthetic diamond trade, and environmentally friendly manufacturing of such diamonds. LGDs are now categorised as a separate, more affordable commodity, and their demand is expected to grow due to increased supply and technological advancement.

The U.S. has imposed steep tariffs (27%-34%) on Indian gems and jewellery, significantly increasing the cost of Indian exports in the U.S. market. It is a major challenge for India's gems and jewellery sector, as it could reduce export earnings, lead to job losses, and weaken India's position in the global market While the immediate impact will be challenging, businesses and policymakers must focus on trade diversification, supply chain realignment, and cost optimization to sustain India's leadership in the global gems and jewellery market.

The cut and polished diamond export volumes have moderated in FY24 and continued the same trend during FY25. In the short term, sanctions on Russia, rising inflation, and weakening global demand due to economic slowdown concerns will likely continue to affect Indian exports. However, in the long term, the segment is expected to witness healthy demand. The overall share of LGDs remains low within the diamond industry, and declining exports alongside price corrections pose significant challenges, putting the sector in a difficult position.

Gold Jewellery Segment:

The demand for gold jewellery in India is predominantly driven by the domestic market, with weddings and festivals being the key contributors. Bridal jewellery accounts for more than half of the market share. Economic growth, wage increases, and wealth distribution will significantly impact long-term demand for gold jewellery.

In rural areas, gold demand typically increases post-harvest, especially after the Kharif crop season from September to November. Festivals like Diwali and Akshaya Tritiya are also major drivers, with 40-60 tonnes of gold sold during these periods alone. The growth of organised jewellery retailers and sustained demand are expected to drive moderate growth in the medium term. Additionally, India remains a key exporter of gold jewellery, with the Comprehensive Economic Partnership Agreement (CEPA) allowing 90% of Indian jewellery to enter the UAE duty-free, boosting international trade.

However, rising gold prices, inflation in food and fuel, and a weakening rupee are likely to impact consumer spending, particularly on discretionary purchases. Gold prices reached an all-time high of USD 2,690 per troy ounce, in CY24 and remains close to it, reaching around USD 3,208 per troy ounce in April 2025, which, combined with a weaker rupee, could make gold more expensive and reduce demand, especially in rural areas where demand is sensitive to crop performance.

The gold jewellery sector faces challenges from high gold prices. Wedding purchases have been subdued, with many consumers opting to exchange old gold instead of making new purchases. As gold prices surged, some consumers sold their old gold for profit, contributing to a slowdown in demand. This has resulted in a liquidity crunch among retailers, making them reluctant to restock.

The Union Budget kept the import duty on gold at 6% but reduced the customs tariff on gold jewellery from 25% to 20%, a move that is unlikely to significantly impact domestic production, as jewellery imports are limited to high-end, low-carat products. New tariff lines for precious metals were introduced to address disruptions in gold imports in forms like platinum alloy and gold paste.

Despite challenges in the jewellery segment, investment demand for gold remains strong, with continued interest in gold bars and coins as prices rise. Looking ahead, jewellery demand is expected to stay muted in the short term due to high prices and economic pressures, but price stabilisation could improve demand in the upcoming fiscal year.

In the long term, the gold jewellery industry remains stable, driven by robust export growth, sustained retail demand during festival periods, and a strong investment appetite for gold. However, short-term challenges like high gold prices and inflation may continue to impact consumer demand.

3 Diamond and Diamond Studded Gold Wholesale Market

3.1 Overview of the Diamond industry in India

India is a global leader in diamond processing, accounting for approximately 90% of the world's rough diamond cutting and polishing by volume. The country has established a highly integrated value chain centred around the midstream segment, with Surat in Gujarat emerging as the world's largest diamond processing hub. The industry benefits from low labour costs, advanced technology adoption, and a skilled workforce with decades of experience in diamond craftsmanship.

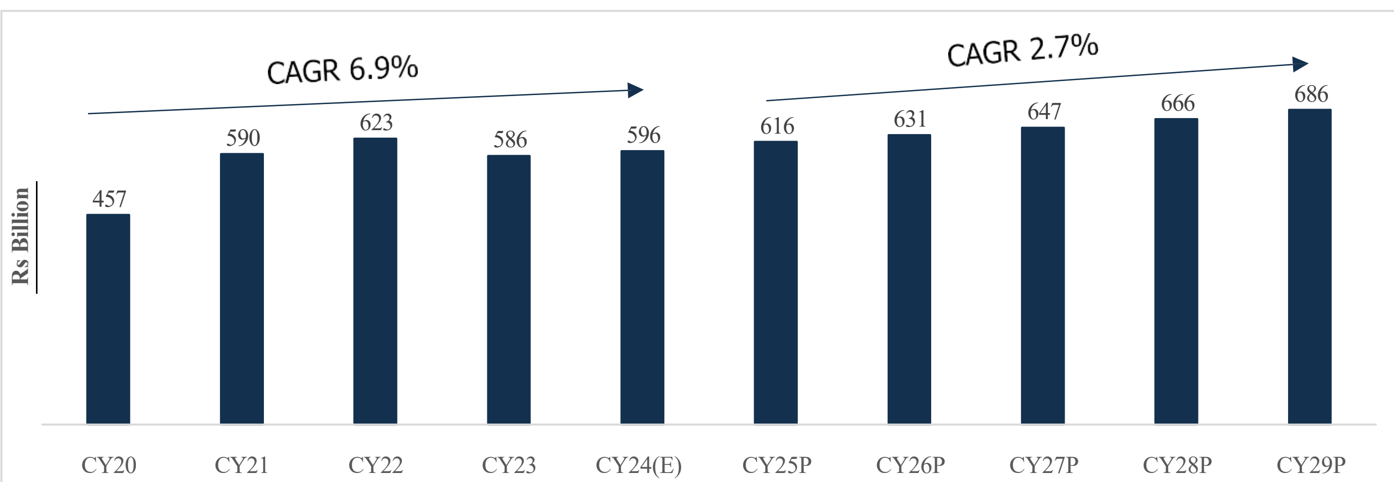
The Indian diamond industry operates across the entire value chain, encompassing the import of rough diamonds, cutting and polishing, grading and certification, and the export of finished stones. Rough diamonds are primarily sourced from international mining hubs such as Russia, Botswana, and Canada and are processed in India for re-export. Mumbai serves as the key trading and export centre, connecting Indian processors with global buyers. In FY25, the cut & polished segment contributed 47% of the overall exports in the gems & jewellery segment and the overall exports of cut & polished diamonds stood at Rs. 1,124.2 billion in FY25.

While exports remain the dominant demand driver, India's domestic diamond consumption is witnessing steady growth, supported by rising disposable incomes, increasing urbanisation, and evolving consumer preferences towards branded and lightweight diamond jewellery. Organised retail players such as Tanishq, Malabar Gold & Diamonds, and Kalyan Jewellers are expanding their product offerings and retail footprint, particularly in Tier I and Tier II cities. Additionally, the increasing acceptance of lab-grown diamonds is reshaping demand dynamics, offering consumers a cost-effective and sustainable alternative to natural stones.

The industry, however, continues to face certain challenges including volatility in rough diamond prices, dependence on imported raw materials, and growing competition from synthetic diamonds. Furthermore, compliance with international traceability and ethical sourcing standards is becoming critical for maintaining export competitiveness. Despite these headwinds, the long-term outlook for the Indian diamond industry remains stable, supported by continued investment in technology, increasing formalisation of operations, and policy support through initiatives such as the India International Bullion Exchange (IIBX) and skill development programmes under the government's 'Skill India' mission.

3.2 Market Size of the Diamond Industry in India

Chart 36: India Diamond Market Size and Growth (CY20-CY29)



Source: IMARC Group, CareEdge Research

In CY24, the Indian retail diamond jewellery market was valued at approximately Rs 596 billion, having grown at a CAGR of 6.9% during CY20–CY24. Looking ahead, the market is expected to expand at a

CAGR of 2.7% over the forecast period CY25P–CY29P. This growth is driven by rising consumer preference for branded and lightweight jewellery, increasing penetration of organised retail in Tier I and Tier II cities, and growing awareness of lab-grown diamonds. However, challenges such as price volatility in rough diamonds, global demand fluctuations, and rising competition from synthetic alternatives may moderate the pace of future expansion.

3.3 Overview of the Diamond Studded Gold and Platinum Jewellery

Diamond Studded Gold

Diamond-studded gold jewellery is a popular and growing segment in India. It combines the classic appeal of gold with the elegance of diamonds, making it a preferred choice for many consumers. This type of jewellery is especially popular for weddings and special occasions, where diamonds are seen as a symbol of luxury and status. With increasing disposable incomes and changing consumer preferences, demand for diamond-studded gold jewellery is on the rise, particularly in urban areas.

India is now the second-largest consumer of diamond jewellery in the world, accounting for 11% of global consumption. This growth is mainly driven by the increasing number of middle-class consumers and their higher spending power.

The demand for diamond-studded gold jewellery is driven by factors like higher disposable incomes, a growing preference for branded products, and the influence of global fashion trends. Young professionals and millennials are important consumers, often choosing trendy and lightweight designs. Traditional wedding jewellery also incorporates diamond- studded pieces, making it an essential part of Indian culture.

Several key trends are shaping the market. Customization has become a popular choice, especially among affluent customers looking for unique designs. E-commerce platforms have made it easier for consumers to buy diamond-studded jewellery, offering convenience and competitive pricing. Additionally, lab-grown diamonds are becoming increasingly popular due to their affordability and sustainability, changing consumer buying habits.

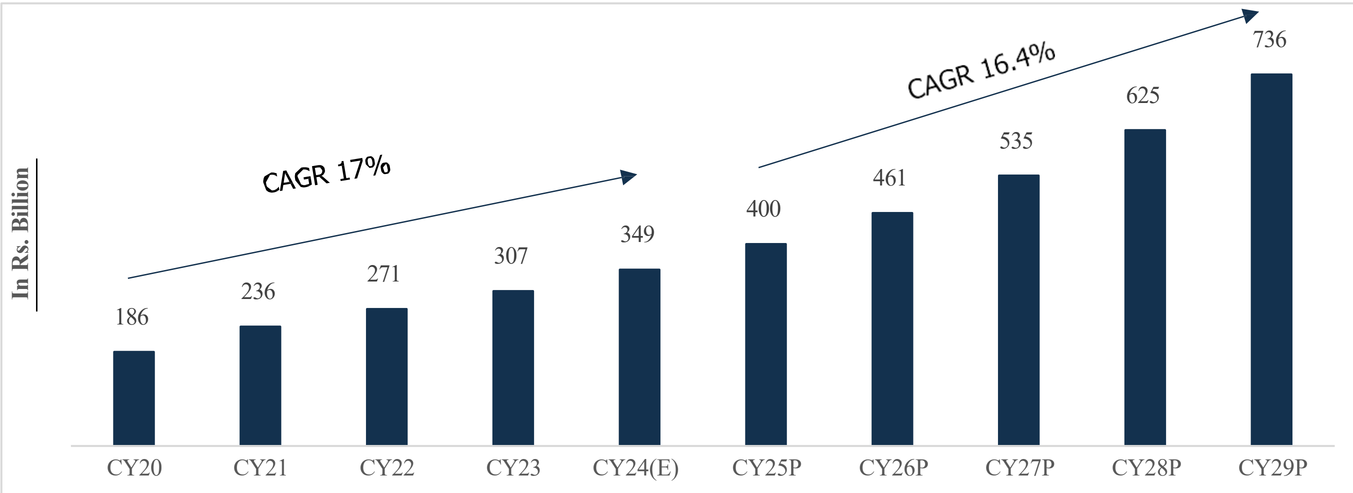
However, the segment faces challenges, including the fluctuating prices of diamonds, which may limit its accessibility to certain consumers. While few companies manage to mitigate the risk of fluctuating prices, some companies also find too difficult to surpass the prices to the end consumers. The unorganized market still holds a large share, and fluctuations in gold prices and import duties affect pricing and availability. These factors introduce some uncertainty, but they are balanced by consumer demand for quality and trust in branded jewellery.

Looking ahead, the diamond-studded gold jewellery market is expected to continue growing. The expansion of India's middle class, increasing brand awareness, and the rise of organized retailers will help drive this growth. Government initiatives to promote hallmarking and transparency are also boosting consumer confidence, ensuring a positive outlook for the segment.

3.4 Indian Diamond Studded Gold Wholesale Market Size

The Indian diamond-studded gold wholesale market reached a value of Rs. 349.33 billion in CY24, growing at a CAGR of 17% from CY20 to CY24. This growth is largely driven by the expanding middle class, which increasingly prefers branded products, contributing to the rise in demand for diamond jewellery. The growing influence of organized retail chains has significantly improved accessibility and consumer trust in branded diamond-studded jewellery, thereby boosting sales. Moreover, exports of studded gold jewellery also witnessed strong growth, increasing by 14.58% to USD 4.57 billion during April–December 2024 from USD 3.99 billion in the same period of 2023, supported by rising global consumer preference for Indian designs.

Chart 37: Indian Diamond-Studded Gold Wholesale Market Size and Growth (CY20-CY29)



Source: IMARC Group, CareEdge Research

Continuous innovation in designs and customisation options is attracting a broader customer base. Furthermore, the rise of online shopping platforms has expanded the market reach, enabling consumers to explore a wider variety of diamond- studded jewellery conveniently. As a result, the market is poised to grow at a CAGR of 16.4% during CY25-CY29, reaching an estimated value of Rs. 735.62 billion by CY29.

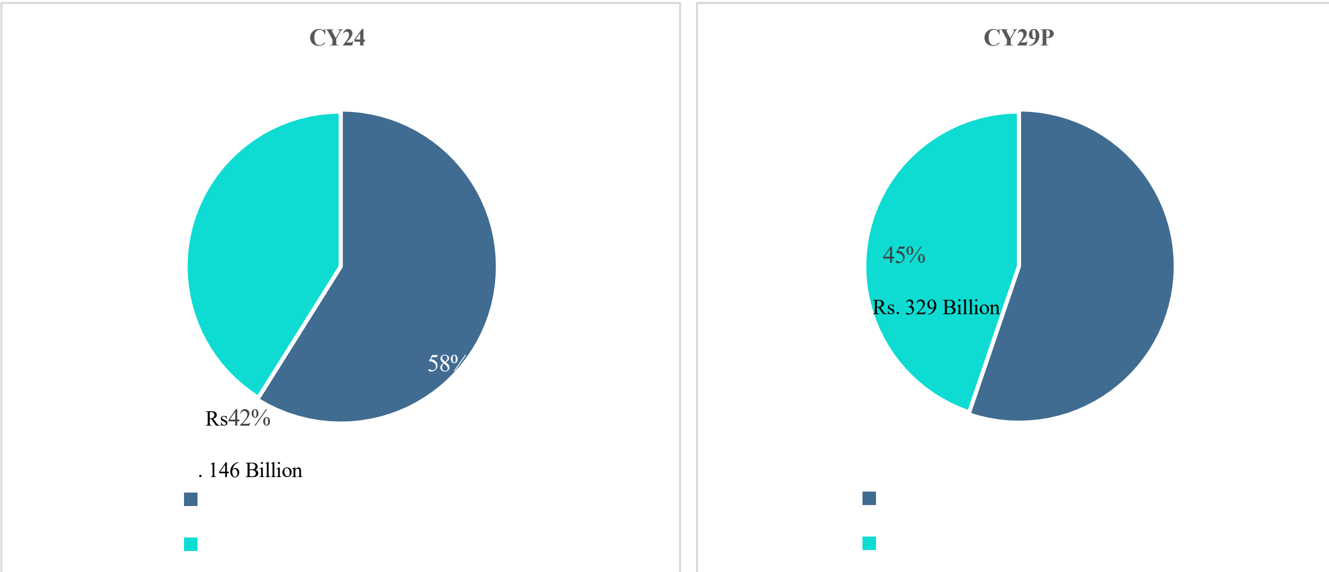
India's strong position as a major exporter of gems and jewellery presents opportunities for manufacturers to tap into global demand for diamond-studded gold jewellery. The integration of advanced technologies in production processes enhances efficiency and quality, allowing manufacturers to produce intricate designs that meet the ever-evolving market demands. Growing consumer awareness about the value of investing in quality jewellery is also encouraging the shift from traditional to diamond-studded pieces, further driving market demand.

3.5 Share of Organised and Unorganised Manufacturers

The cultural significance of gold and diamond jewellery, especially during weddings and festivals, remains a major driver of demand in India. Unorganised players benefit from lower overhead costs, allowing them to offer competitive pricing and cater to budget-conscious consumers seeking affordable luxury. These manufacturers also possess deep insights into local consumer preferences, enabling them to quickly adapt to market trends and offer unique, personalised jewellery pieces. Many unorganised players leverage traditional craftsmanship to produce intricate designs that appeal to consumers looking for authenticity and heritage. By expanding their distribution networks through partnerships with local retailers or e-commerce platforms, unorganised manufacturers can improve product availability and enhance their market reach, further driving demand.

On the other hand, the growing middle class and increasing disposable income in India provide significant opportunities for organised manufacturers to cater to affluent consumers. As demand for unique and personalised jewellery continues to rise, organised players are investing in innovative designs and customisation options to meet these preferences. Sustainability is becoming a key factor in purchasing decisions, with ethical sourcing and environmentally friendly practices influencing conscious consumers. Technological advancements such as 3D printing are transforming jewellery design, enabling organised players to produce intricate designs efficiently and cost-effectively. Expanding retail presence in Tier II and III cities, where disposable incomes are rising, and leveraging strong brand recognition and collaborations with renowned designers, will further enhance the competitiveness of organised players, attracting discerning consumers and fostering long-term loyalty.

Chart 38: Indian Diamond Studded Gold Wholesale Market Breakup by Manufacturer (CY24 Vs CY29P)



Source: IMARC Group, CareEdge Research

In CY24, the unorganised segment of the Indian diamond-studded gold wholesale market held a dominant share of 58.3%, valued at Rs. 203.74 billion. The organised segment, in contrast, accounted for 41.7% of the market, valued at Rs. 145.59 billion. Looking ahead, by CY29, the unorganised segment is projected to grow to Rs. 406.21 billion, maintaining a 55.2% market share, while the organised segment is expected to grow to Rs. 329.41 billion, reaching a 44.8% market share.

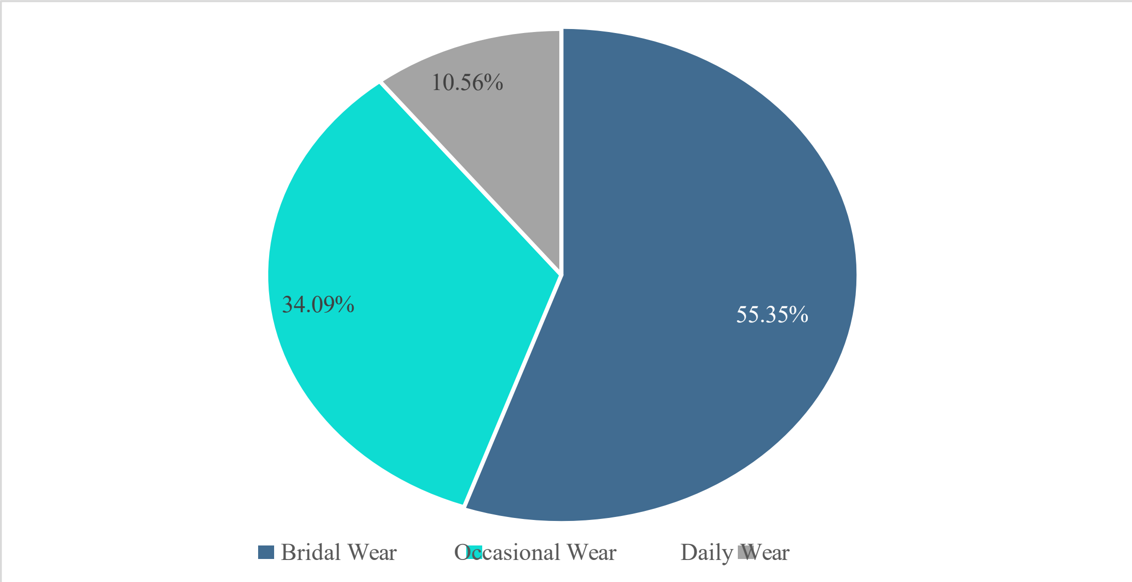
3.6 SWOT Analysis of the Indian Diamond-Studded Gold Wholesale Industry Chart 39: SWOT Analysis

Source: CareEdge Research

3.7 Indian Wholesale Gold Jewellery Market Breakup by Wearing

The Indian wholesale jewellery market is segmented based on the type of wear, which includes bridal wear, occasional wear, and daily wear.

Chart 40: Indian Wholesale Gold Jewellery Market Breakup by Wearing (in %), CY24(E)



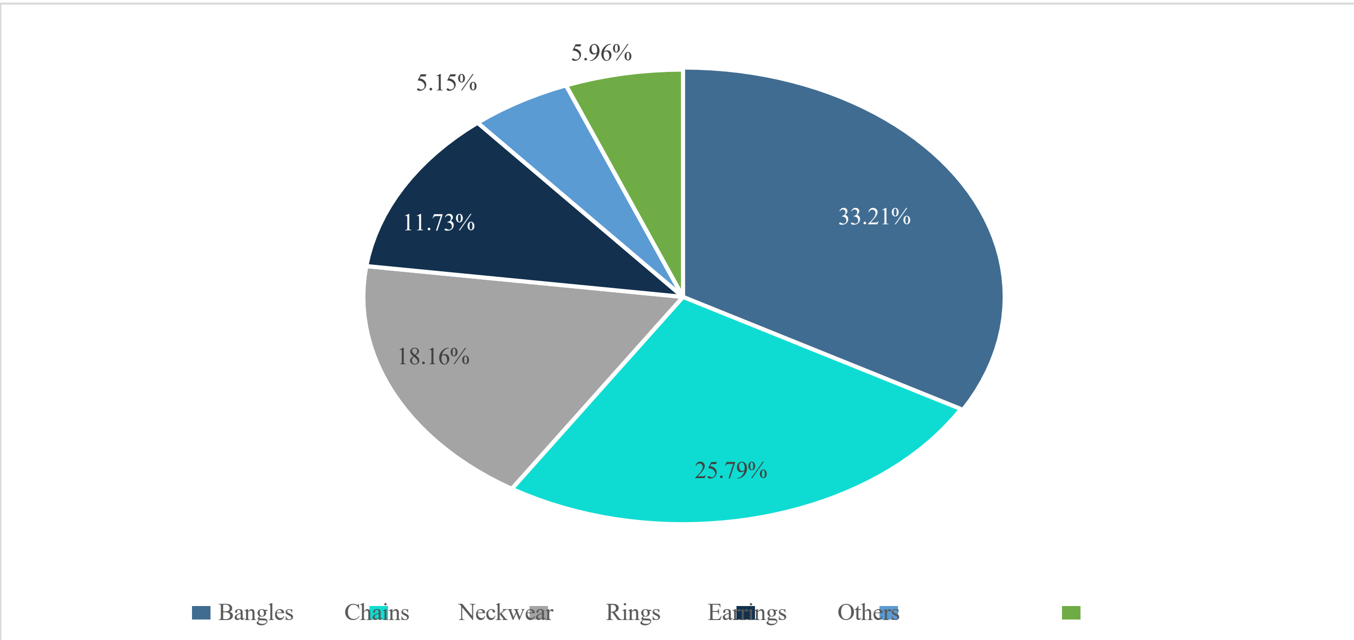
Source: IMARC Group, CareEdge Research Analysis; E= Estimated

Segment	Details
Bridal Wear	The Indian bridal jewellery segment is a leading category, supported by cultural heritage and the significance of weddings. It consists of intricate designs made of gold, diamonds, Kundan, and Polki. Demand is at its peak during the wedding season, especially in North and South India. In CY23, jewellery contributed 23–25% to overall wedding spending, reflecting its cultural importance. Key trends include the rise of destination weddings and a preference for heritage designs, ensuring bridal jewellery's continued prominence in India's wholesale market.
Occasional Wear	The occasional wear segment caters to demand for festivals, family occasions, and special occasions. Customers prefer semi-precious stones, modern designs, and multi-occasion pieces that incorporate tradition with modern looks. Key cities such as Mumbai, Delhi, and Bangalore contribute high sales, particularly during Diwali. The market is changing, with young consumers increasingly opting for light and low-cost designs, which has been driving the segment's consistent growth in the wholesale jewellery market.
Daily Wear	Daily wear jewellery is becoming increasingly popular in urban and semi-urban regions, with emphasis on minimalist, light, and long-lasting designs such as gold chains, rings, and earrings. Growing numbers of working professionals have increased demand for low-cost yet fashionable pieces. Maharashtra, Gujarat, and West Bengal register steady demand owing to high urban populations and high density of professionals. Mumbai, being the economic capital of Maharashtra, accounts for major sales. Gujarat's increasing business group and Kolkata's cultural heritage also help in the segment's consistent growth in the wholesale market.

3.8 Indian Wholesale Gold Jewellery Market Breakup by Product Type

The Indian wholesale jewellery market is segmented based on product type, which includes neckwear, rings, earrings, chains, and bangles/bracelets.

Chart 41: Indian Wholesale Gold Jewellery Market Breakup by Wearing (in %), CY24(E)



Source: IMARC Group, CareEdge Research Analysis; E= Estimated

- Neck Wear

The neck wear segment, including necklaces, chokers, and pendants, is a cornerstone of the Indian wholesale jewellery market. It is highly diverse, with demand ranging from heavy, ornate designs in gold and diamonds for weddings to lightweight, everyday wear pieces. Traditional styles like Kundan and Temple jewellery remain popular, especially in South India. The segment sees peak demand during the wedding and festive seasons, with a growing trend towards customizable designs that blend traditional motifs with modern aesthetics.

- Rings

Rings are a versatile and highly popular product in the Indian wholesale jewellery market. This segment includes everything from elaborate bridal rings, often adorned with diamonds and precious stones, to simple, everyday gold bands. Engagement rings are a significant driver, with a strong preference for solitaire diamonds. Rings also serve as popular gifting options during festivals and special occasions. The demand for innovative designs, including stackable and multi-finger rings, is on the rise, particularly among younger consumers.

- Earrings

Earrings are a key segment in the Indian jewellery market, catering to various occasions, from daily wear to weddings. The range includes studs, hoops, jhumkas, and chandbalis, with gold and diamonds being the most sought-after materials. Demand for lightweight and versatile designs is growing, especially among urban consumers. Earrings are also a popular gifting choice, driving consistent sales throughout the year. Regions like Maharashtra and Gujarat show strong demand for both traditional and contemporary styles, making this segment a staple in the wholesale market.

- Chains

Chains are a fundamental part of the Indian wholesale jewellery market, favoured for their simplicity and versatility. Gold chains dominate this segment, available in a variety of styles such as plain, beaded, and rope designs. Chains are popular as everyday wear, particularly among men and working professionals. They also serve as a common gifting item, especially during festivals and family occasions. The market for lightweight and durable chains is expanding, with increasing demand from urban and semi-urban areas.

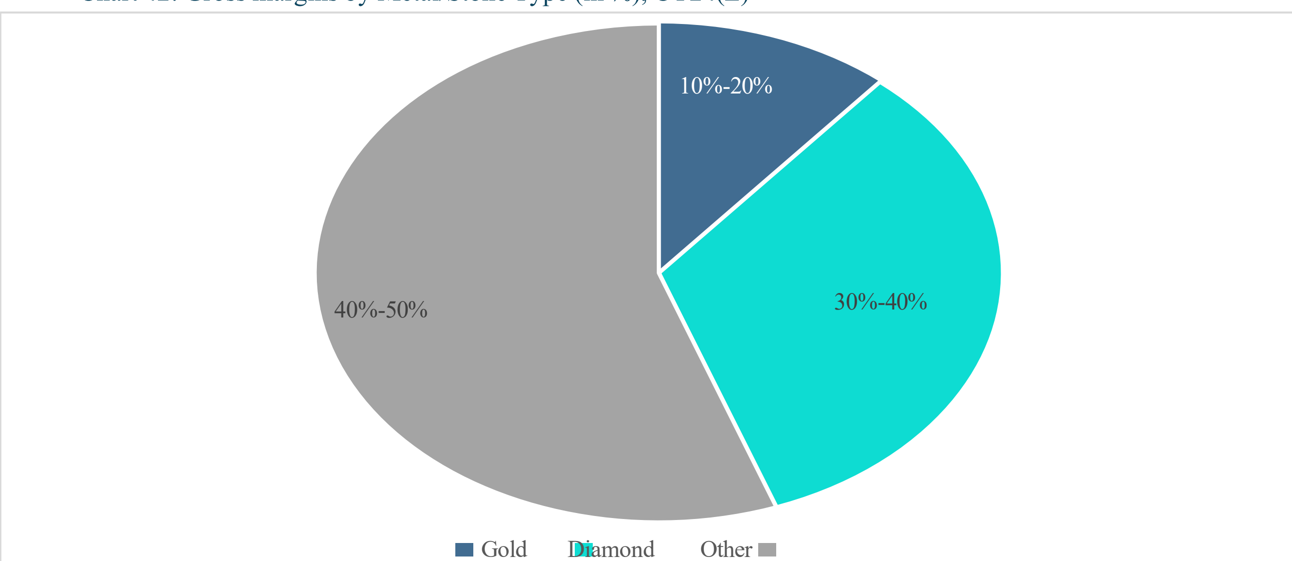
- Bangles/Bracelets

The bangles and bracelets are the largest market segment. Bangles and bracelets hold a special place in Indian jewellery, symbolising tradition and elegance. This segment includes a wide range of products, from heavy, ornate bridal bangles to sleek, contemporary bracelets. Gold bangles are particularly popular in South India, while diamond-studded bracelets are gaining traction among younger consumers. The demand peaks during wedding seasons and festivals like Diwali and Raksha Bandhan. The trend towards mixing traditional designs with modern styles is driving innovation in this segment within the wholesale market.

3.9 Gross margins by metal/stone type

Based on stone/metal type, the Indian jewellery market can be segmented into jewellery made of gold, diamond, and others (including platinum, gemstones, and non-traditional metals). The gross margins for these segments vary due to factors such as raw material costs, consumer demand, design complexity, and pricing strategies.

Chart 42: Gross margins by Metal/Stone Type (in %), CY24(E)



Source: IMARC Group, CareEdge Research Analysis; E - Estimated

The gross margin for the plain gold jewellery segment ranges from 10% to 14%. It has lower gross margins compared to non-gold jewellery. Although gold holds high value, it does not offer the same premium pricing opportunities as diamonds and other precious stones. Its pricing is more standardised, allowing less flexibility for high markups compared to diamond-studded or gemstone jewellery. Plain gold jewellery typically features simpler or standardised designs, with pricing primarily based on weight rather than design complexity or exclusivity. As a result, profits are more closely tied to the weight and purity of the gold rather than design innovation. Furthermore, gold prices are publicly available, making it difficult for retailers to charge a brand premium.

In contrast, diamond-studded jewellery has gross margins ranging from 30% to 35%. Non-gold jewellery, particularly diamond-studded pieces, often features more intricate designs in the luxury market. Compared to plain gold jewellery, diamond-studded jewellery requires greater craftsmanship, involving skilled labour, stone setting, and complex design work. The pricing of diamond-studded jewellery is more customised and allows for higher markups due to continuous innovation in designs and customisation options, catering to consumer preferences for aesthetic appeal and exclusivity. Diamond prices are more flexible as they depend on factors such as cut, clarity, colour, carat weight, rarity, and branding, enabling premium pricing opportunities. As the studded ratio (studded jewellery/total revenue) increases, profitability also rises. Additionally, lower karat gold can be used in diamond-studded jewellery, reducing the gold component cost and optimising overall expenses, which leads to higher margins.

3.10 Outlook of the Gold and Platinum Jewellery Wholesale Market in India

The gold and platinum jewellery wholesale market in India is expected to experience steady growth, driven by consistent demand from both traditional and modern consumers. Gold remains the dominant metal, particularly for bridal jewellery and as an investment vehicle. Platinum, however, is gaining traction, especially among high-income groups, with increasing demand for premium products such as engagement rings and exclusive collections. The growing trend for personalised and designer jewellery, coupled with platinum's appeal for its durability and hypoallergenic qualities, is contributing to its expanding market share.

Rising disposable incomes, urbanisation, and the shift towards online retail platforms are making jewellery more accessible, further enhancing market growth. There is also an increasing preference for purity, certification, and branded jewellery, which is supporting demand.

However, challenges such as fluctuations in gold and platinum prices, import regulations, and global market volatility may influence market dynamics. Despite these factors, the long-term outlook for the gold and platinum jewellery wholesale market remains strong, with innovations in designs, a growing affinity for certified and branded products, and the rise of digital sales channels contributing to continued market expansion.

Recent Trends in the Jewellery market in India

Trend	Description
Rise of Minimalist Designs	Minimalist jewellery designs are increasingly favoured, especially by younger consumers. These designs prioritise simplicity and elegance, often featuring lightweight gold and diamond pieces. This trend is propelled by shifting fashion preferences and the desire for jewellery that seamlessly fits into everyday attire.
Digital and Omni-Channel Strategies	The jewellery market is progressively embracing digital strategies, with retailers adopting omnichannel approaches to enhance customer experiences. Online platforms now function not only as sales channels but also for virtual try-ons, consultations, and customisations. The integration of AI and AR tools in the online environment has significantly boosted consumer engagement.
Expansion of the Wholesale Gold Jewellery Market	The wholesale gold jewellery sector is transitioning towards more organised trade practices. Wholesalers are leveraging technology to optimise operations, improve inventory management, and enhance transparency. A growing trend towards direct sourcing from mines and refineries is diminishing reliance on intermediaries.

Increased Demand for Pre-Owned and Vintage Jewellery	There is a rising interest in pre-owned and vintage jewellery, driven by a commitment to sustainable fashion and a preference for unique, heritage pieces. Retailers and wholesalers

Trend	Description
	are responding to this trend by offering refurbished and certified pre-owned jewellery, often at more accessible price points.
Influence of Global Design Trends	Global design trends are significantly influencing jewellery preferences in India. There has been a marked increase in demand for jewellery styles inspired by international fashion, such as those from Italy or the Middle East. This trend is particularly evident in metropolitan areas, where consumers are more attuned to global fashion influences.
Focus on Customisation in Wholesale Gold Jewellery	The wholesale gold jewellery market is experiencing a growing demand for customised pieces.
Hallmarking and Certification	With the mandatory hallmarking of gold jewellery introduced in January 2021, there has been an increased focus on certified products in the wholesale market. Wholesalers are now more inclined to deal with hallmarked gold, ensuring quality and authenticity, which has boosted consumer confidence and led to greater demand for certified products.

4 Regulatory Process and Framework for the Gems & Jewellery Industry in India

4.1 FDI Norms

The gems & jewellery industry is the second-largest Foreign Exchange Earner (FEE) in the Indian economy. India is known as the hub of global jewellery due to its low costs, availability of skilled labour, and other benefits like policy support etc. Various government policies support the industry. Currently, 100% Foreign Direct Investment (FDI) is permitted in the sector under the automatic route.

This sector has become a focus area for promoting exports. The government has taken various initiatives for investment promotion and technology upgradation. The country is looking forward to building a 'Brand India' in the global market because of its growth prospects.

The Government of India's decision to bring FDI into the retail market expedited the growth in the organized jewellery sector. This facilitated substantial job opportunities in various departments like logistics, repackaging centres, distribution channels, housekeeping, security, etc. FDI has been one of the key drivers in uplifting the jewellery sector and contributing towards the overall development of the economy.

4.2 Goods & Services Tax (GST)

Before the introduction of the GST regime, gold attracted a 2% tax, consisting of service tax and a value-added tax (VAT) of 1% each. The tax rate levied on gold sales increased from 2% to 3% due to the introduction of GST and had a critical impact on the jewellery industry. An additional 5% GST is applicable on the making charges of gold jewellery in India. GST of 1.5% is levied on cut and polished diamonds. Implementation of GST benefited interstate business transactions as different states operated varying tax structures before the GST, which subsumed into a single tax rate post-GST rollout. It has also simplified the purchase of bullion. Further, the implementation of GST has improved transparency and accountability, especially in the organized sector.

4.3 Gold Imports by the RBI

Given that gold is thought to be a reliable inflation safeguard, and that global inflation is on the rise, central banks have become a major source of gold demand. The RBI purchases gold frequently for its reserves intending to diversify the assets under which the country's foreign exchange reserves are held. This is used as a safe investment tool against inflation and brings stability to the overall reserves of the central bank during that inflationary period. Gold is usually bought in the form of gold bars. RBI's gold reserves stood at 854.7 metric tonnes as of September 2024.

4.4 Authorized Banks for Purchase of Gold

Individuals can buy gold from banks either in physical or digital form. Banks provide multiple schemes with options, such as physical gold in the form of bars and coins, digital gold, sovereign gold bonds (SGBs), etc.

Authorized Banks Permitted to Purchase Gold from Other Countries

Axis Bank	Federal Bank
Industrial and Commerce Bank of China	HDFC Bank
IndusInd Bank	ICICI Bank
Punjab National Bank	Indian Overseas Bank
Kotak Mahindra Bank	Karur Vysya Bank
State Bank of India	RBL Bank
Yes Bank	Union Bank of India

Policy/Measure	Details
Gold Conversion to Digital Gold	No capital gains tax on converting physical gold into digital gold. Basic customs duty on gold bars reduced to 10% from 12.5%, while Agriculture Infrastructure Cess increased to 5% from 2.5%.
Increase in Customs Duty on Precious Metals Articles	Customs duty on articles made of rare metals like gold, silver, and platinum raised from 20% to 25%.
Increase in Import Duty on Gold and Silver Findings	Import duty on gold and silver findings, and coins made from precious metals increased to 15% from 10%, including Basic Customs Duty of 10% and AIDC of 5%. Finance Ministry also raised import duty on precious metals to 14.35%.
Facilitation of Jewellery Exports via E-Commerce	The government aids jewellery exports by promoting e-commerce and implementing a simplified regulatory framework (since June 2022), increasing access to international customers and boosting sales.
Regulation of Online Market	The government will regulate online gems and jewellery markets to monitor transactions, protect data, and prevent fraud, supporting rural economic development and ensuring fair trade practices.

4.5 Central Government's Gold Monetization Scheme

Gold Monetization Scheme (GMS) is a scheme, which was launched by the Central Government of India in

November 2015 to make productive use of the gold kept idle at home or stored by households and institutions of the country in their bank lockers. Another motive behind this scheme was to reduce the country's dependency on gold imports. Individuals, institutions, corporations, and temple trusts can deposit their gold for a short-, medium-, and long-term period with RBI-designated banks under this scheme. This will help them earn interest at a rate of interest chosen by the Central Government.

The government modified the existing Gold Deposit Scheme and Gold Metal Loan Scheme with the intention to permit investors to earn term deposits with both interest earnings and security on their investments in gold. This scheme has benefited them in saving costs of gold storage and helped the government bear borrowing costs.

With the new Revamped Gold Monetization Scheme in 2021, a few more additional provisions were added to the GMS.

Revamped Gold Deposit Scheme (R-GDS):

- Increase of banks' participation in GMS
- Dematerialization of Medium-Term Government Deposit (MTGD) Long Term Government Deposit (LTGD) Certificates for tradable and mortgageable
- Encourage jewellers as Collection and Purity Testing Centres (CPTCs)
- Reduction of minimum deposit under R-GDS
- Payment of interest in respect of STBD
- Permission is given to banks to purchase standard locally refined/sourced from refineries and Gold Spot Exchanges
- Interbank lending of IGDS/LBMA standard Bullion
- Development of the GMS digital platform for transparency and traceability
- Public communications and awareness program

Use of MLTGD gold under GMS for bullion leasing under GML

Revamped Gold Metal Loan (R-GML):

- Repayment of Gold Metal Loan (GML) in lots of 1kg
- Repayment of the gold loan under GML using locally sourced IGDS standard bullion
- Availability of GML to all jewellers with a valid working capital credit limit

All these amendments have been implemented to strengthen the Gold Monetization Scheme. To alleviate the financial distress caused by COVID-19 among households, small businesses, and entrepreneurs, the RBI has provided a relaxation by increasing the permissible loan-to-value ratio (LTV ratio indicates the percentage value of the property which can be granted to a borrower by banks) to 90% from 75% for those availing loans against gold and jewellery for non-agricultural purposes. At present, the government is reconsidering the scheme as not being effective and not attaining its goals. Moreover, the cost of the scheme is said to outweigh its benefits.

4.6 Training Initiatives by Government Agencies such as the Gems and Jewellery Skill Council of India

The Gems and Jewellery Skill Council of India (GJSCI) is a council body established in 2012 under the supervision of the National Skill Development Corporation (NSDC) and is presently operating under the Ministry of Skill Development & Entrepreneurship (MSDE). GJSCI is an institution that encourages skill development among the workforce in the Indian gems & jewellery industry. They provide training for the processing of diamonds, coloured gemstones, manufacturing of jewellery, and other areas such as wholesale, retail, and exports. They also undertake initiatives to provide manufacturing setups with the latest technology and other resources for upgrading.

Its founding organizations are as follows:

1. The Gem & Jewellery Export Promotion Council (GJEPC): GJEPC, set up by the Ministry of Commerce, Government of India in 1966, is the apex body that drives the growth of Indian exports in the gems & jewellery industry. It eases interaction between the industry and the Ministry of Commerce & Industry, Ministry of Finance, DGFT, Department of Commerce, and Department of Finance on issues related to trade. It holds integrity and conducts the Kimberly Process Certification Scheme for diamonds. It also runs various training institutes, which focus on manufacturing skills, design, and other technical skills required in the industry. GJEPC helped Micro, Small & Medium Enterprises (MSMEs) by providing modern machines that are affordable. GJEPC addresses the concerns and issues that are faced in the gems & jewellery industry. They identified the need for a new revamped Gold Monetization Scheme, import duty reduction of gold, hallmarking etc. Recently, the organization arranged numerous trade events and webinars for buyers and sellers across the globe which helped the industry in the recovery process. A few of them include virtual IIJS, India Global Connect, virtual International Gems & Jewellery Show (e-IGJS), etc.

2. All India Gem and Jewellery Domestic Council (GJC): It is a national trade federation established to promote and advance the growth in the gems & jewellery industry. It ensures fair-trade practices conducted in the industry and manages the efficiency of businesses. GJC constitutes various divisions such as wholesalers, retailers, allied, gold, silver, platinum, diamonds, gemstones, machinery, etc. It is responsible for developing uniformity and promoting transparency and compliance standards which contribute towards industrial growth and development.

3. The SEEPZ Gems & Jewellery Manufacturers' Association (SGJMA): SEEPZ was founded in 1989 and represents the gems and jewellery units in the SEEPZ SEZ region. It is established by jewellery units in SEEPZ and resolves problems arising in export production and growth.

4. The Jewellers Association, Jaipur: It was formed for the progress and growth of the gem & jewellery trade of Jaipur. The Association conducts shows/exhibitions as well to enable exhibitors and buyers to interact directly.

4.7 Hallmarking of Jewellery in India

Bureau of Indian Standards (BIS) introduced the hallmarking scheme under the BIS Act, Rules, and Regulations for jewellery in India in 2000 and the same was made mandatory with effect from June 2021. From July 1, 2021, all gold jewellery products must be hallmarked with Hallmark Unique Identification (HUID) only. The hallmark consisted of 3 marks viz, BIS logo, purity of the article, and six-digit alphanumeric HUID. Each hallmarked article has a unique HUID number which is traceable.

However, the old, hallmarked jewellery with four marks without HUID was also permitted to be sold by the jewellers simultaneously with the 6-digit HUID mark. The hallmark on the jewellery indicates the quality of jewellery and it protects the interest of consumers by having quality checks on jewellery.

BIS conducts random market surveillance on accredited jewellers at set intervals. This involves collecting hallmarked gold jewellery from a licensee's retail store or manufacturing facility and having it examined for compliance at a BIS- accredited hallmarking centre. BIS also has an advanced online digital solution in which the assaying and hallmarking centre is automated.

Furthermore, the hallmarking of the jewellery builds trust in the consumers as it gives them a sense of purity in carats. As a result, they tend to buy more jewellery from trusted brands which increases the sales of the jewellery. With the introduction of the scheme, not only customers but also the owners of jewellery outlets have benefitted. The Bureau of Indian Standards scheme has been successful in uplifting the quality and increasing reliance on the gems and jewellery industry.

4.8 Jewellery Parks

Jewellery parks are integrated industrial parks, which provide access to facilities under one roof, including manufacturing units, commercial areas, residences for industrial workers, commercial support services, and an exhibition centre. Multiple state governments promote the setting up of jewellery parks to encourage the gems and jewellery sector, which is currently characterized by a poor working environment, low economies of scale, limited space for modern machinery, etc.

Jewellery parks will help in streamlining manufacturing which will in turn improve the domestic and international trade. The existing special economic zones (SEZs) - Sitapura Special Economic Zone in Jaipur and Santacruz Electronics Exports Processing Zone (SEEPZ) in Mumbai have sizeable manufacturing units with modern technology that has helped improve export potential.

Currently, there are two jewellery parks operational in Ankurhati, West Bengal, and another in Surat, Gujarat. Ankurhati focuses on plain gold jewellery whereas Surat engages in diamond cutting and polishing, and jewellery manufacturing. Three more jewellery parks are coming up – two in Mumbai and one in Raipur.

4.9 KYC Compliance

KYC (Know Your Customer) compliance in the Indian jewellery industry, particularly regarding the purchase of precious metals and stones, is governed by both local regulations and international standards, such as those set by the Financial Action Task Force (FATF).

Regulatory Framework:

- The Reserve Bank of India (RBI), the Ministry of Finance, and the Financial Intelligence Unit (FIU) oversee KYC regulations in the jewellery sector.

Under the Prevention of Money Laundering Act (PMLA), 2002, dealers in precious metals and stones (DPMS) are required to perform KYC and Customer Due Diligence (CDD) primarily for cash transactions above INR 1 million.

Recent Clarification (Dec 28, 2020):

- The Department of Revenue (DoR) clarified that purchases below INR 0.2 million of gold, silver, jewellery, or precious gems and stones do not require mandatory KYC documents such as PAN or Aadhaar.
- This clarification is aligned with FATF's international standards, which require KYC for transactions exceeding USD/EUR 15,000 (approximately INR 1 million).
- Misinformation suggesting that KYC is mandatory for all transactions, even below INR 0.2 million, is incorrect.

Transaction Limits:

- For cash transactions above INR 0.2 million, KYC requirements under the Income Tax Act, 1961 (Section 269ST) will apply, as cash transactions above this limit are not allowed. However, transactions below this threshold do not require KYC.
- Only cash transactions above INR 1 million necessitate KYC compliance, per FATF recommendations.

Customer Identification:

- For eligible high-value transactions, jewellers must verify the customer's identity using government-issued ID cards, such as PAN, Aadhar, passport, voter ID, or driver's license.

Record-Keeping and Monitoring:

- Jewellers must maintain records of all transactions, particularly those above INR 0.2 million, and ensure compliance with anti-money laundering (AML) guidelines by monitoring suspicious activities.

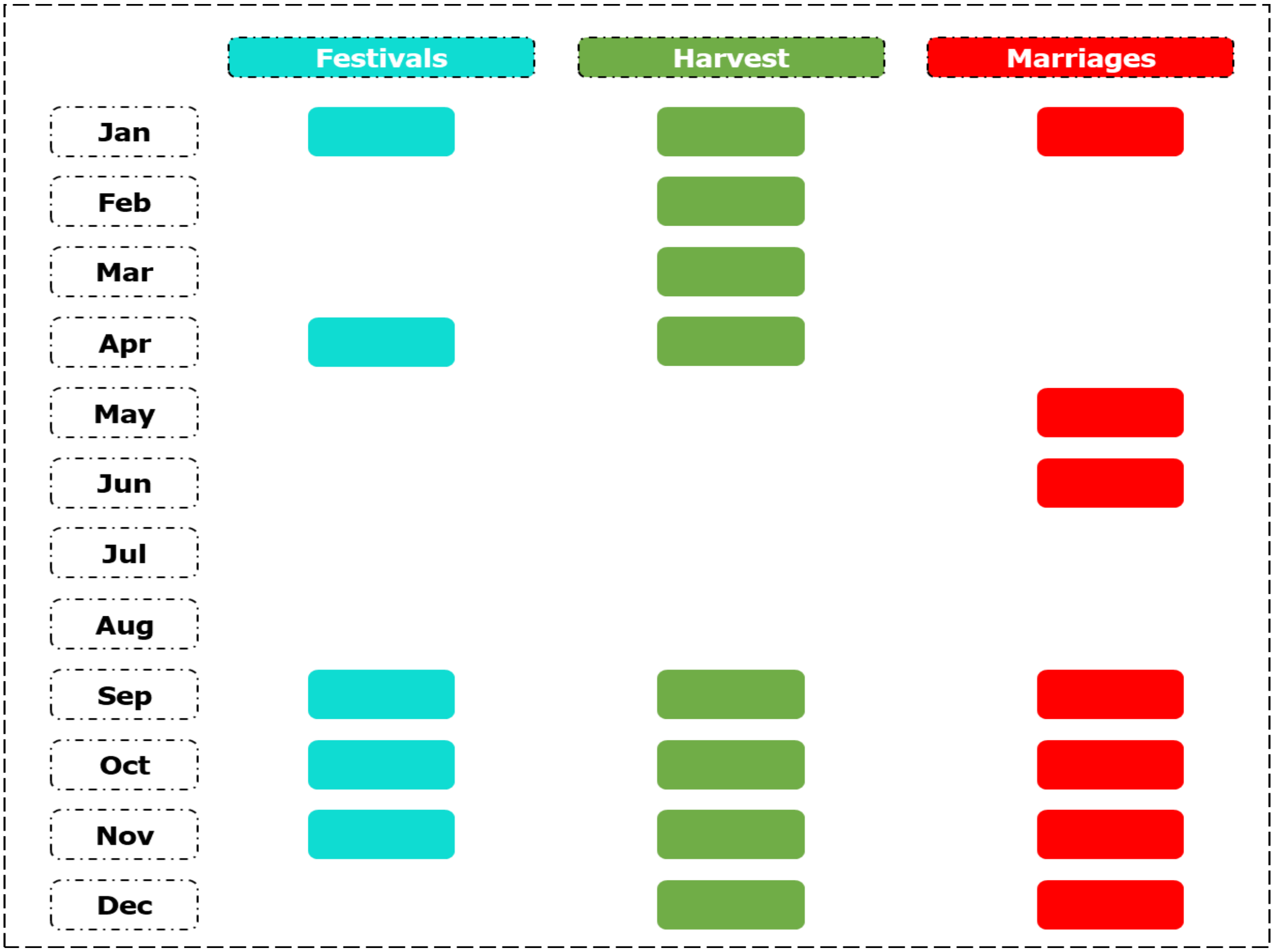
Training and Risk Management:

- Jewellery businesses must train staff to recognize red flags, ensure transaction transparency, and follow KYC and AML procedure.

5 Key Demand Drivers and Opportunities for Jewellery in India Weddings and Festivals Drive Domestic Demand:

Seasonality in jewellery buying is a key factor that influences demand heterogeneity in India. Weddings, festivals, and harvests in rural regions are the main drivers of the category, and the seasonal nature of each of these drivers assures that demand for jewellery is tied to the different months and seasons.

Chart 44: Seasonality in Jewellery Buying



Source: CareEdge Research based on Industry sources.

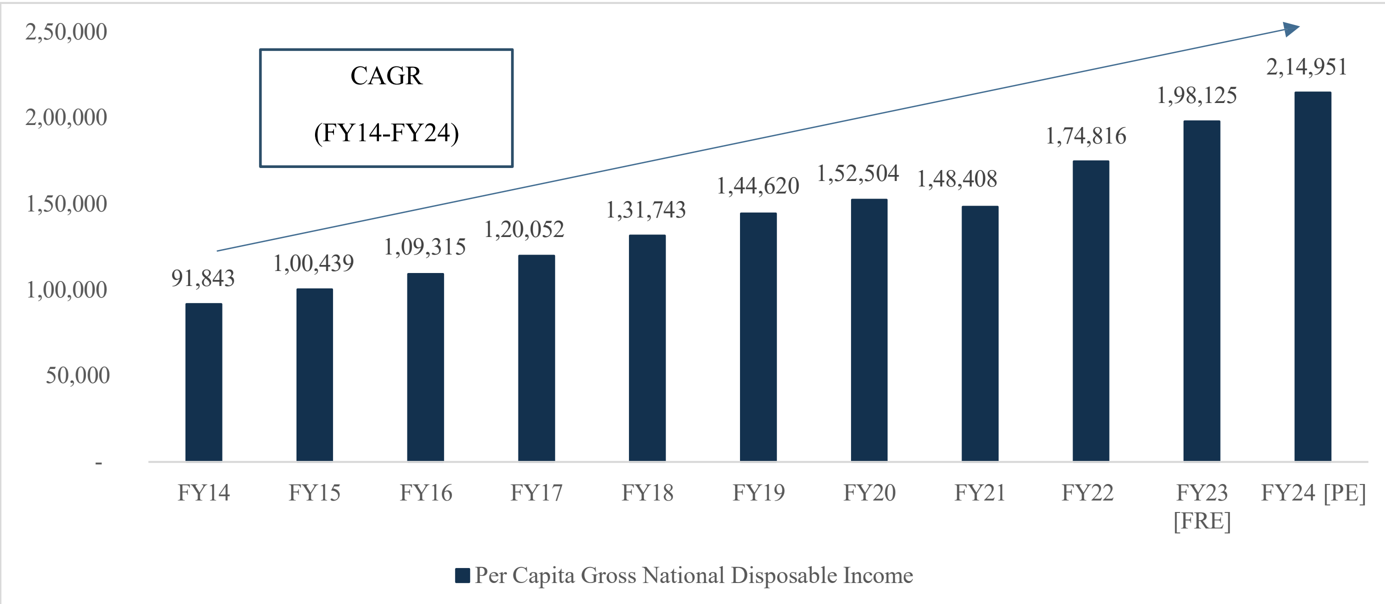
Demand for jewellery rises in the months of the wedding season such as May-June, September-December, and January. During the months of November and December, rural households invest their crop money in gold jewellery. Moreover, gold demand in Tier II and Tier III towns is influenced by agricultural output and monsoon. During auspicious religious events like Diwali/Dhanteras in October and November, and Akshaya Tritiya in April and May, demand for gold and silver jewellery increases.

Increase in Per Capita Disposable Income:

Gross National Disposable Income (GNDI) is a measure of the income available to the nation for final consumption and gross savings. Between the period FY14 to FY24, per capita GNDI at current prices registered a CAGR of 8.88%. More disposable income drives more consumption, thereby driving economic growth.

Rising income is the most powerful long-term driver of Indian gold demand because the economy is complimented by a high demographic dividend. The middle-income group in India has the highest level of gold consumption. The wealthy consume the most per capita, but the middle class consumes the most total volume.

Chart 45: Trend of Per Capita Gross National Disposable Income (Current Price)



Note: FRE – First Revised Estimates, PE – Provisional Estimate. Source: MOSPI

Although there is a growing propensity to consume gold as income rises, the proportion of gold in one's portfolio does not rise at the same rate. A fall in household savings rates, availability of different investment avenues, and agricultural earnings can be hurdles to Indian demand.

Exposure to Global Trends:

Global trends frequently blend various cultural elements and styles. Jewellery brands that integrate these diverse influences can attract a wider international audience, creating new demand and broadening their market reach. Social media and influencers are crucial in shaping and amplifying these global trends. Jewellery brands that utilize these platforms to highlight trend-focused collections can generate excitement, boost online engagement, and drive consumer interest. Additionally, global trends often feature technological innovations, such as smart jewellery and advanced production methods. By adopting these innovations, jewellers can offer state-of-the-art products that appeal to tech- savvy customers and increase demand.

Preference for Branded Jewellery:

In the competitive Indian market, branded jewellery has found a significant place. Since branded jewellery has become the new trend in the industry, it has created its place in the hearts of customers over the last few years. With attentive and helpful attendants and well-displayed merchandise, shopping for jewellery has transformed. In the new market, everyone is a prospective customer. The most significant aspect of branded jewellery, however, is the perception of its excellence because a brand is synonymous with quality.

Furthermore, customers are more knowledgeable. As a result, shopping has moved to a new level, not only in terms of perspective but also in terms of method. Besides, with the rise of supermarket culture, sales and marketing of gems and jewellery have changed significantly. Today's youth have more discretionary income and are ready to spend on their preferred indulgences. Branded jewellery has a higher level of satisfaction among people than non-branded jewellery due to its prestige value, making branded jewellery more popular.

Easy availability of Gold Loan:

The emerging gold investment avenue in India at present is a monthly investment scheme run by organised jewellers. This works as a monthly gold-saving scheme where consumers deposit a specific amount of money with the jeweller for 11 months, with the jeweller then paying the consumer one-month equivalent of their deposit as interest. At the end of the year, the consumer chooses to buy gold jewellery or minted products with accumulated savings and interest. Some schemes provide the benefit of lower making charges also. One of the major benefits of this scheme is that the consumer gets to make the payment in instalments over time instead of lumpsum payment during the purchase. Gold also serves as a mortgage during the need of emergencies for the household and hence gold loans are quite popular in India. These are offered by NBFCs as well as other financial institutions. Majorly, the lower- and middle-income groups are the ones who opt for these loans.

A trusted source of gold and innovative designs:

Indian jewellery buyers are increasingly brand conscious, and their tastes are becoming more refined. With access to a broad array of international and national premium brands, they now expect greater transparency and high-quality standards from their jewellers. They want clarity on pricing, including the costs of materials like gold and silver, as well as production fees, and seek assurance about the quality of the final product, which is best managed by organized retailers. These established players maintain transparency by adhering to rigorous quality standards and providing clear pricing. The rise in demand for affordable jewellery has led to innovative designs and the use of unconventional materials such as plated metals, stainless steel, and cubic zirconia. These alternatives allow for the creation of stylish pieces that mimic the appearance of precious metals and gems at a lower cost. The ability to swiftly adapt to changing fashion trends and introduce new collections has enabled both established and online retailers to effectively meet customer demands.

6 Threats and Challenges for the Gems and Jewellery Industry

• Shortage of Skilled Labour:

The jewellery sector is confronted with a major problem of expanding operations because of a lack of skilled labour. To widen the talent pool, the sector must complement its generation of craftsmen and artisans with new professionals who undergo formal education. The widespread dependence on on-the-job training prolongs the learning duration and causes gaps in the supply and standardisation of skilled workers, especially in the fragmented industry. This is compounded by infrastructural inadequacies, restricted demand for institution-trained staff in fragmented markets, and the reduced attractiveness of the industry to young people.

• Short-Lived Fashion and Design Preferences:

Exporters do not have enough design development centres or the resources to constantly innovate contemporary designs to keep up with the changing trends among international purchasers. With high prices of diamonds, gold, and silver, global marketing requires perpetual updating of design. Jewellery can be produced as per market needs by the manufacturers; however, changing customer tastes tend to lead to the fall in demand for specific designs, resulting in inventory and loss.

• Dependency on Imports for Raw Materials:

Availability of raw material is still crucial to the gems and jewellery sector. A significant percentage of India's raw material is imported because there is not much available in the country. India imports more than 90% of its gold needs from outside the country, importing gold mostly from Switzerland, the United Arab Emirates, South Africa, Peru, and Australia. Gold imports during FY24 stood at Rs. 3,773 billion, which was a 35% increase compared to the previous year. Raw pearls, precious and semi-precious stones are also imported from the UAE, Hong Kong, the United States of America, Belgium, and Russia. Rough diamonds account for 57% of total gems and jewellery imports and totalled Rs. 1180.42 billion in FY24, of which 124.617 million carats were imported mainly from the UAE.

• Impact of Global Slowdown

The United States, the UAE, Hong Kong, Belgium, and Israel are key export destinations for the Indian G&J industry. The United States accounted for about 30% of total exports of gems and jewellery in FY24. Persistent high inflation rates and a slowdown in these economies will hurt the gems and jewellery exports from India.

• Working Capital Strain Due to High Gold Prices

High and volatile gold prices significantly impact the working capital requirements of India's gems and jewellery industry. Jewellers, particularly smaller players, need to maintain large gold inventories to meet customer demand. As gold prices rise, the cost of these inventories increases substantially.

Recent trends, including the 9% cut in import duty in the Union Budget, resulted in a 6% month-on-month drop in local gold prices. However, local prices have gone up by 10% so far this year because of robust overseas demand, purchases by central banks, and political tensions.

These elevated prices put intense pressure on jewellers' working capital, as borrowing becomes more expensive, and liquidity is constrained. Small and medium-sized jewellers are particularly affected by high borrowing costs. Increased interest expenses add further financial strain, reducing operational flexibility and complicating cash flow management. The Reserve Bank of India's gradual approach to gold purchasing has sustained demand for the metal, intensifying these working capital pressures.

Although government policies aimed at boosting consumer demand, such as reducing import duties, have encouraged sales and may alleviate some working capital needs by lowering inventory costs, jewellers still face challenges due to the requirement to maintain high-value gold inventories. This situation ties up substantial capital and creates financial and operational risks for jewellers.

Hedging Practices and Price Volatility

In an environment of fluctuating gold prices, effective hedging is crucial for jewellers to manage financial risks. Many jewellers utilize hedging strategies on platforms like the Multi Commodity Exchange (MCX) to protect themselves against price volatility. However, the unpredictability of price swings complicates the matching of hedging positions with actual market conditions. The year-to-date increase of 10% in domestic prices, compared to an 18% rise in global prices, highlights the challenges jewellers encounter in accurately predicting price trends.

Hedging requires jewellers to effectively forecast costs, but if market prices deviate from these forecasts, it can lead to mismatched hedging positions and potential financial losses. Smaller jewellers, in particular, face difficulties due to the cost and technical demands of advanced hedging strategies. Adjustments in the treatment of long-term capital gains for gold ETFs have attracted interest, as evidenced in July, providing jewellers with an alternative avenue for investment and hedging. However, while these ETFs offer benefits, they often require significant resources and expertise, which may not be accessible to all industry players.

With pro-gold policies in the Union Budget, jewellers anticipate a rise in domestic demand that could increase gold consumption by up to 50 tonnes in the second half of 2024. This expected growth may lead to further volatility, making effective hedging even more important. Despite government measures and available hedging platforms, many jewellers remain exposed to the risks of price fluctuations, emphasizing the need for improved risk management practices and potentially greater access to financial tools designed specifically for the jewellery sector. In a volatile gold price environment, sound hedging strategies are critical to reducing financial risks. Jewellers tend to hedge against price volatility using platforms such as the Multi Commodity Exchange (MCX). The unpredictable nature of price movements makes it difficult to align hedging positions with market trends. Domestic gold prices in FY24 increased by 10%, whereas global prices rose by 18%, reflecting the difficulty in predicting market behaviour accurately.

Smaller jewellers also have an extra burden from the expense and technical sophistication of sophisticated hedging strategies. The recent change in long-term capital gains treatment of gold ETFs has generated renewed interest in the instruments. Nevertheless, ETFs are very resource- and knowledge-intensive, and this may not be available for smaller industry players. The pro-gold policies in the Union Budget have created expectations for a 50-tonne jump in domestic consumption of gold in the second half of 2024. Such growth expectations are likely to increase price volatility even more, stressing the need for strong hedging mechanisms.

Key Hurdles in the Indian Gems and Jewellery Industry's Evolution:

The Indian gems and jewellery industry face significant challenges in maintaining product relevance and competitiveness across various categories. Key restraints include the shift towards mass-produced, cost-effective alternatives that threaten traditional craftsmanship, seasonal fluctuations in demand, and changing consumer preferences for minimalistic or contemporary designs. Additionally, the industry struggles with a lack of innovation, competition from global brands, and a fragmented supply chain. Furthermore, the rising preference for customisable, lab-grown, or non-traditional pieces threatens more traditional jewellery types. These factors combined limit the industry's ability to sustain consistent demand and growth across various product lines.

7 Competitive Landscape

7.1 Overview

Company	Descripition
PNGS Reva Diamond Jewellery Ltd.	PNGS Reva Diamond Jewellery Limited is associated with the jewellery house P N Gadgil & Sons (PNGS), which has a legacy of more than 190 years in the gems and jewellery sector. The company is a retail-focused jewellery brand involved in the business of selling a wide range of jewellery made using diamonds and precious and semi- precious stones, which are studded into precious metals such as gold and platinum. The company also retails plain platinum jewellery in the form of rings, bracelets and chains. Furthermore, the company has SIS stores across 25 cities in Maharashtra, Gujarat and Karnataka.
Bluestone Jewellery and Lifestyle Pvt. Ltd.	Bluestone Jewellery and Lifestyle Limited is one of the prominent Indian jewellery retailer, incorporated in 2011, headquartered in Bangalore. The company's offerings include rings, earrings, pendants, watches, and other accessories, catering to a diverse customer base across India.
Caratlane Trading Pvt. Ltd.	Caratlane is a subsidiary of Tata, acquired by Tata completely in 2024. The jewellery retail company was incorporated in 2007, and is headquartered in Chennai, Tamil Nadu. Caratlane offers a wide range of jewellery products, including rings, earrings, necklaces, and bracelets, through both online and offline channels.
Orra Fine Jewellery Pvt. Ltd.	Orra Fine Jewellery Private Limited was incorporated in 1991 and is headquartered in Mumbai, Maharashtra. The company offers a premium range of diamond jewellery, including rings, earrings, necklaces, and bridal sets, along with 22K and 24K gold jewellery. The brand is also known for its exclusive Belgium-cut diamonds and customised bridal collections.
Senco Gold Ltd.	SGL was incorporated in August 1994 as a private limited company and later converted to a public limited company in 2007. It manufactures and retails a range of jewellery, including plain and studded gold pieces, as well as diamond, platinum, and silver jewellery. The company also exports to wholesalers in Singapore, Dubai, and Malaysia.
Thangamayil Jewellery Ltd.	TJL's business began as a proprietorship founded by Balusamy Chettiar in 1947 and was later reconstituted as a public limited company in 2007. The company is a retailer of gold, diamond, and silver jewellery, based in Madurai, Tamil Nadu.
Tribhovandas Bhimji Zaveri Ltd.	Tribhovandas Bhimji Zaveri Ltd. (TBZ) is a part of the TBZ–The Original parent brand, which started operations in 1864 and was converted from a private to a public limited company in December 2010.

7.2 Financial Parameters

Table 9: Financial Parameters, FY23

Parameters	PNGS Reva Diamond Jewellery Ltd.	Bluestone Jewellery and Lifestyle Pvt. Ltd.	Caratlane Trading Pvt. Ltd.	Orra Fine Jewellery Pvt. Ltd.	Senco Gold Ltd	Thangamayil Jewellery Ltd	TBZ
Net Sales (Rs. Millions)	1988.5	7,707.3	21,550.9	9,320.4	40,774.0	31,525.5	23,936.3
Operating Profit (EBITDA) (Rs. Millions)	687.3	-560.3	2,091.7	1,019.6	3,166.2	1,529.0	1,163.1
Operating Margin	34.6%	-7.3%	9.7%	10.9%	7.8%	4.9%	4.9%
Net Profit (Rs. Millions)	517.5	-1,672.4	1,024.0	194.7	1,584.8	797.4	401.9

Parameters	PNGS Reva Diamond Jewellery Ltd.	Bluestone Jewellery and Lifestyle Pvt. Ltd.	Caratlane Trading Pvt. Ltd.	Orra Fine Jewellery Pvt. Ltd.	Senco Gold Ltd	Thangamayil Jewellery Ltd	TBZ
Net Profit Margin	26.0%	-21.7%	4.8%	2.1%	3.9%	2.5%	1.7%
Total Debt (Rs. Millions)	0.0	3,693.4	5,671.1	2,631.9	11,792.7	5,482.5	4,866.5
Debt -to-Equity	0.0	-5.1	3.7	1.8	1.2	1.4	0.9
Current Ratio	13.7	0.9	0.0	1.2	1.4	1.6	1.6
Return on Capital Employed (ROCE)	60.0%	-21.4%	-0.2%	17.4%	26.0%	26.4%	15.2%
Return on Equity (ROE)	-99.5%	232.8%	67.5%	13.5%	16.8%	20.5%	7.2%
Return on Assets (ROA)	41.8%	-13.3%	6.6%	2.4%	5.5%	6.4%	2.7%

Source: Company Annual Reports, CareEdge Research

Table 10: Financial Parameters, FY24

Parameters	PNGS Reva Diamond Jewellery Ltd.	Bluestone Jewellery and Lifestyle Pvt. Ltd.	Caratlane Trading Pvt. Ltd.	Orra Fine Jewellery Pvt. Ltd.	Senco Gold Ltd	Thangamayil Jewellery Ltd	TBZ
Net Sales (Rs. Millions)	1956.3	12,658.4	30,581.5	11,509.1	52,414.4	38,267.8	22,989.4
Operating Profit (EBITDA) (Rs. Millions)	561.4	530.5	2,678.1	492.9	3,755.1	2,123.6	1,393.4
Operating Margin	28.7%	4.2%	8.8%	4.3%	7.2%	5.5%	6.1%
Net Profit (Rs. Millions)	424.2	-1,422.4	1,007.7	-112.6	1,810.0	1,232.4	544.3
Net Profit Margin	21.7%	-11.2%	3.3%	-1.0%	3.5%	3.2%	2.4%
Total Debt (Rs. Millions)	0.0	2,985.1	4,619.0	3,182.8	14,983.4	5,005.0	5,330.3
Debt -to- Equity	0.0	0.8	2.1	2.0	1.1	1.0	0.9
Current Ratio	0.8	0.9	0.0	1.2	1.6	1.5	1.7
Return on Capital Employed (ROCE)	-201.9%	-18.0%	-0.2%	17.4%	22.2%	31.9%	17.8%
Return on Equity (ROE)	-148.8%	-38.0%	45.7%	-7.2%	13.3%	25.0%	9.0%

Return on Assets (ROA)	26.8%	-9.8%	5.3%	-1.4%	4.9%	8.3%	3.7%

Source: Company Annual Reports, CareEdge Research

Table 11: Financial Parameters, FY25

Parameters	PNGS Reva Diamond Jewellery Ltd.	Bluestone Jewellery and Lifestyle Pvt. Ltd.	Caratlane Trading Pvt. Ltd.	Orra Fine Jewellery Pvt. Ltd.	Senco Gold Ltd	Thangamayil Jewellery Ltd	TBZ
Net Sales (Rs. Millions)	2581.8	NA	NA	NA	NA	49,105.8	NA
Operating Profit (EBITDA) (Rs. Millions)	796.1	NA	NA	NA	NA	2,189.6	NA
Operating Margin	30.8%	NA	NA	NA	NA	4.5%	NA
Net Profit (Rs. Millions)	594.7	NA	NA	NA	NA	1,187.1	NA
Net Profit Margin	23.0%	NA	NA	NA	NA	2.4%	NA
Total Debt (Rs. Millions)	906.5	NA	NA	NA	NA	7,505.8	NA
Debt-to-Equity	0.9	NA	NA	NA	NA	0.7	NA
Current Ratio	1.8	NA	NA	NA	NA	1.7	NA
Return on Capital Employed (ROCE)	80.5%	NA	NA	NA	NA	16.6%	NA
Return on Equity (ROE)	59.4%	NA	NA	NA	NA	10.8%	NA
Return on Assets (ROA)	26.3%	NA	NA	NA	NA	4.6%	NA

Source: Company Annual Reports, CareEdge Research

8 Abbreviations, KPI Definitions and Bibliography

Below is the list of abbreviations and their meanings used throughout the report for reference: -

Table 12: Abbreviations Table

Category	Abbreviation	Meaning
Government & Regulatory Bodies	BIS	Bureau of Indian Standards
	DGF	Directorate General of Foreign Trade
	RBI	Reserve Bank of India
	MOSPI	Ministry of Statistics and Programme Implementation
	MSDE	Ministry of Skill Development and Entrepreneurship
	GST	Goods and Services Tax
	PMLA	Prevention of Money Laundering Act
	KYC	Know Your Customer
	IBEF	India Brand Equity Foundation
Economic & Financial Terms	CAGR	Compound Annual Growth Rate
	FDI	Foreign Direct Investment
	GDP	Gross Domestic Product
	GDS	Gross Domestic Savings
	GNDI	Gross National Disposable Income
	INR	Indian Rupee
	USD	United States Dollar
	PPP	Purchasing Power Parity
	YTD	Year-to-Date
	PLI	Production Linked Incentive
Industry Specific Terms	CPD	Cut & Polished Diamonds
	CZ	Cubic Zirconia
	GIA	Gemological Institute of America
	GJEPC	Gem & Jewellery Export Promotion Council
	GMS	Gold Monetization Scheme
	IGJS	International Gem and Jewellery Show
	HUID	Hallmark Unique Identification
	RFID	Radio Frequency Identification
	Tier 1	Over 4 Million Population
	Tier 2	1 Million to 4 Million Population
	Tier 3	Less than 1 Million Population
	DPMS	Dealers in Precious Metals and Stones
Government Schemes & Programs	PMMY	Pradhan Mantri Mudra Yojana
International & Global Terms	UAE	United Arab Emirates
	UK	United Kingdom
	US	United States
	USA	United States of America
General Business & Economic Terms	NBFC	Non-Banking Financial Company
	FMCG	Fast-Moving Consumer Goods
	FY	Financial Year
	SWOT	Strengths, Weaknesses, Opportunities, and Threats
	SDP	State Domestic Product

Table 13: KPI Definitions

Financial Parameter	Formula
Revenue	Revenue from Operations
EBITDA	Sum of Depreciation, Finance Cost, and Profit (Loss) before exceptional item and tax excluding Other Income
EBITDA Margin	EBITDA divided by Revenue from operations
PAT	Profit for the period
PAT Margin	Profit after Tax divided by Revenue from operations
Debt	Sum of Long term Borrowings and Short term Borrowings
Debt to Equity	Debt divided by Total Equity
Net Debt to EBITDA	Net Debt divided by EBITDA
Return on Equity (ROE)	PAT divided by Total Equity
Return on Assets (ROA)	PAT divided by Total Assets
Return on Capital Employed (ROCE)	EBIT divided by Capital Employed (Total liabilities and equity excluding current liabilities)
Debtor Days	Debtors divided by Revenue from operations and then multiplied by 365
Creditor Days	Creditors divided by COGS and then multiplied by 365
Inventory Turnover Ratio (in days)	Inventory divided by COGS and then multiplied by 365
Working Cycle	Sum of Debtor days and Inventory Days minus Creditor Days
Net Working Capital Days	Working Capital divided by Revenue from operations and then multiplied by 365

Table 14: Bibliography

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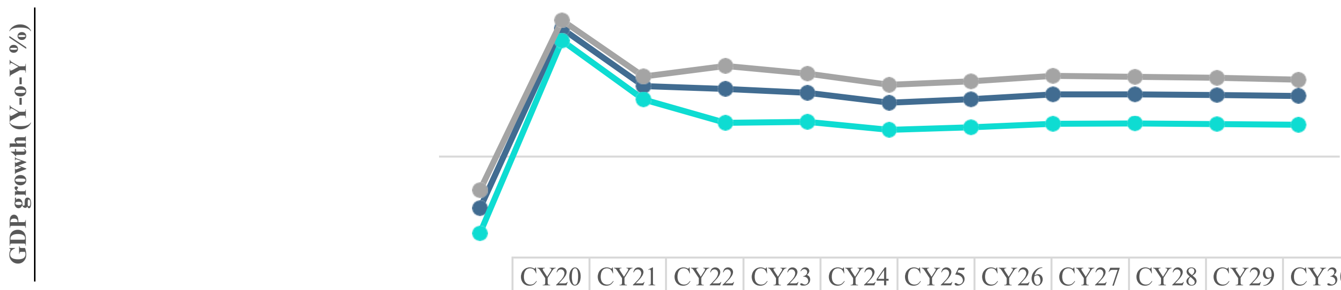
India Brand Equity Foundation (IBEF)
Centre for Monitoring Indian Economy (CMIE)
EMIS Professional Database
World Gold Council (WGC)
Maia Research
Ministry of Finance
Company Annual Reports (FY22-FY24)

9 Economic Outlook

9.1 Global Economy

Global growth, which reached 3.5% in CY23, is estimated to stabilize at 3.3% for CY24 and projected to decrease at 2.8% for CY25. Global trade is expected to be disrupted by new US tariffs and countermeasures from trading partners, leading to historically high tariff rates and negatively impacting economic growth projections. The global landscape is expected to change as countries rethink their priorities and policies in response to these new developments. Central banks priority will be to adjust policies, while smart fiscal planning and reforms are key to handling debt and reducing global inequalities.

Chart 1: Global Growth Outlook Projections (Real GDP, Y-o-Y change in %)



	CY20	CY21	CY22	CY23	CY24	CY25 P	CY26 P	CY27 P	CY28 P	CY29 P	CY30 P
World	-2.7%	6.6%	3.6%	3.5%	3.3%	2.8%	3.0%	3.2%	3.2%	3.2%	3.1%
Advanced Economies	-4.0%	6.0%	2.9%	1.7%	1.8%	1.4%	1.5%	1.7%	1.7%	1.7%	1.7%
Emerging Market and Developing Economies	-1.7%	7.0%	4.1%	4.7%	4.3%	3.7%	3.9%	4.2%	4.1%	4.1%	4.0%

Source: IMF – World Economic Outlook, April 2025; Notes: P-Projection, E-Estimated

Table 1: GDP growth trend comparison - India v/s Other Economies (Real GDP, Y-o-Y change in %)

	Real GDP (Y-o-Y change in %)										
	CY20	**CY21**	**CY22**	**CY23**	**CY24**	**CY25P**	**CY26P**	**CY27P**	**CY28P**	**CY29P**	**CY30P**
India	-5.8	9.7	7.6	9.2	6.5	6.2	6.3	6.5	6.5	6.5	6.5
China	2.3	8.6	3.1	5.4	5.0	4.0	4.0	4.2	4.1	3.7	3.4
Indonesia	-2.1	3.7	5.3	5.0	5.0	4.7	4.7	4.9	5.0	5.1	5.1
Saudi Arabia	-3.6	5.1	7.5	-0.8	1.3	3.0	3.7	3.6	3.2	3.2	3.3
Brazil	-3.3	4.8	3.0	3.2	3.4	2.0	2.0	2.2	2.3	2.4	2.5
Euro Area	-6.0	6.3	3.5	0.4	0.9	0.8	1.2	1.3	1.3	1.2	1.1
United States	-2.2	6.1	2.5	2.9	2.8	1.8	1.7	2.0	2.1	2.1	2.1

Source: IMF- World Economic Outlook Database (April 2025)
Note: P- Projections, E-Estimate; India's fiscal year (FY) aligns with the IMF's calendar year (CY). For instance, FY24 corresponds to CY23.

Advanced Economies Group

Advanced economies, growth is now projected to decline from an estimated 1.8% in CY24 to 1.4% in CY25 and 1.5% in CY26, with the CY25 forecast revised down by 0.5 percentage points compared to the January 2025 WEO Update.

The **United States** growth is projected to ease to 1.8% in CY25, lower than the January 2025 forecast by 1 percent point. The revision reflects factors such as policy uncertainty, ongoing trade dynamics, and a slower pace of consumption demand. In CY26, growth is expected to remain moderate at 1.7%, influenced by trade measures and steady private consumption.

The **Euro Area's** growth is anticipated to ease slightly to 0.8% in CY25 due to the uncertainties in the trade tariffs and with a modest recovery in CY26 to 1.2% which is supported by consumption demand.

Emerging Market and Developing Economies Group

Emerging market and developing economies are forecasted to drop to 3.7% in CY25 and 3.9% in CY26, followed by an estimation of 4.3% for CY24. The economic forecast for emerging and developing Asia is expected to decline to 4.5% in CY25 and 4.6% in CY26. **China's** GDP growth for CY25 has been revised down to 4.0% from 4.6%, reflecting the impact of newly implemented tariffs, which offset the stronger momentum from late CY24 and planned fiscal expansion. The 2026 forecast is also lowered to 4.0% from 4.5%, due to ongoing trade policy uncertainty and the continued effect of tariffs. In contrast, **India's** growth remains stable, with anticipated rates of 6.2% in CY25 and 6.3% in CY26. This growth is mainly supported by private consumption.

The **Indonesian** economy is expected to register growth of 4.7% in CY25 and CY26, an important concern for Indonesia is the trade fragmentation. **Saudi Arabia's** growth in CY25 is predicted to have the growth rate to 3.0% on account of the extension of oil production cuts taking place in the country. Going forward, GDP is expected to grow at 3.7% in CY26. On the other hand, **Brazil's** growth is projected to be 2.0% in CY25 and CY26 due to the anticipated tightening of the labour market and ongoing restrictive monetary policy, growth is expected to slow down.

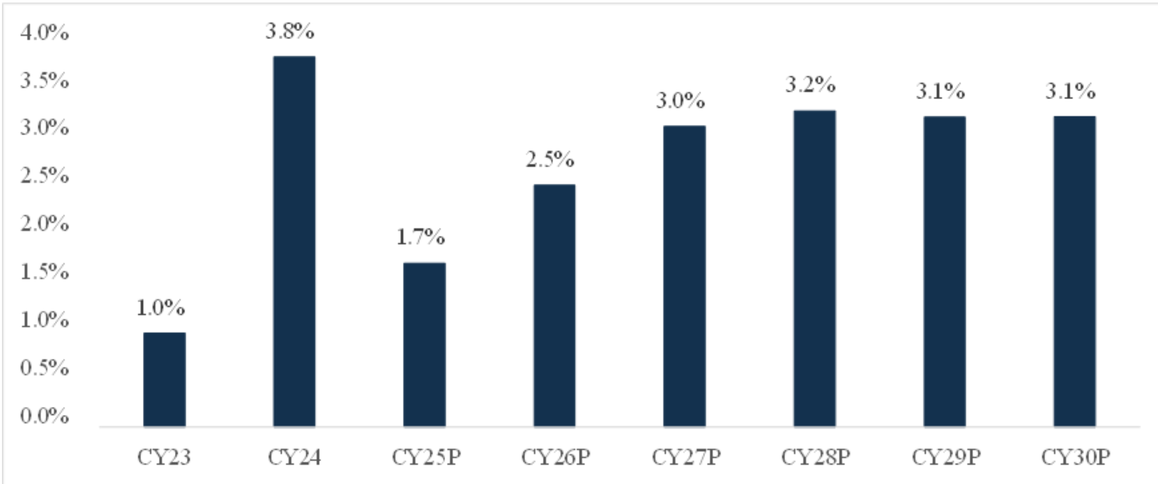
Despite the turmoil in the last 2-3 years, India bears good tidings to become a USD 5 trillion economy by CY27-CY28. According to the IMF dataset on Gross Domestic Product (GDP) at current prices, the nominal GDP projected to be at USD 4.2 trillion for CY25 and is projected to reach USD 5.1 trillion by CY27 and USD 6.8 trillion by CY30. India's expected GDP growth rate for coming years is almost double compared to the world economy. The Indian economy shows resilience amid global inflation, supported by a stable financial sector, strong service exports, and robust investment driven by government spending and high-income consumer consumption, positioning it for better growth than other economies.

Besides, India stands out as the fastest-growing economy among the major economies. The country is expected to grow at a range of 6.2%-6.5% in the period of CY25-CY30, outshining China's growth rate. By CY27, the Indian economy is estimated to emerge as the third-largest economy globally, hopping over Japan and Germany. Currently, it is the third largest economy globally in terms of Purchasing Power Parity (PPP) with a ~7.9% share in the global economy, with China on the top followed by the United States.

9.1.1 Trend in Global Trade

In CY23, the trade volume growth rate was relatively low 1.0%, due to a mix of economic uncertainty, geopolitical tensions, inflationary pressures, and lingering supply chain disruptions, followed by a period of accelerated expected growth reaching 3.8% in CY24. Global trade growth is projected to decelerate to 1.7% in CY25, primarily due to increased tariff barriers and reduced cyclical support. Current account imbalances, which widened in CY24, are expected to gradually narrow over the medium term.The trend is expected to stabilize at around 3.0% in CY27 and for the subsequent years till CY30. This pattern suggests that trade volumes are expected to recover and grow steadily, with a more moderate pace of growth in the long run.

Chart 2: Global Trend in Trade Volume of Goods and Services



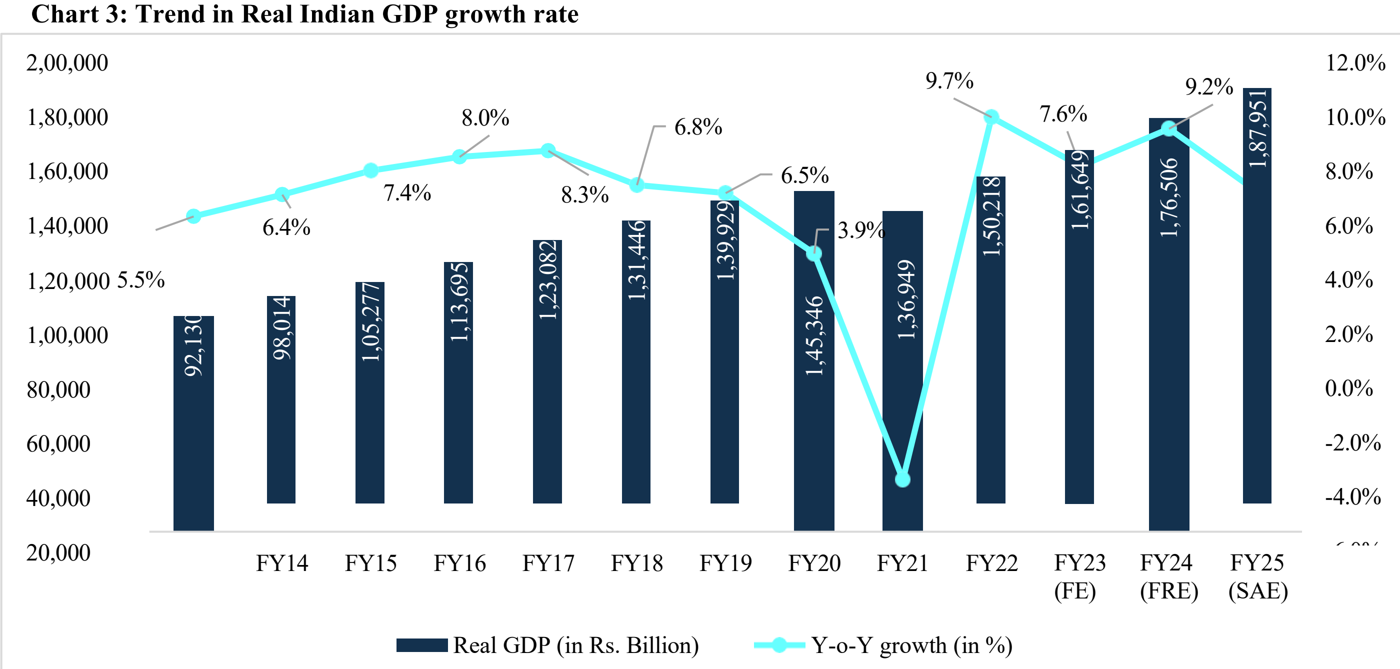
Note: P-Projections, Source: IMF- World Economic Outlook Database (October 2024)

9.2 Indian Economic Outlook

9.2.1 GDP Growth and Outlook

Resilience to External Shocks Remains Critical for Near-Term Outlook

Chart 3: Trend in Real Indian GDP growth rate



Source: MOSPI; Note: FE – Final Estimate, FRE- First Revised Estimates, SAE – Second Advance Estimate

India's real GDP grew by 9.2% in FY24 (Rs. 176,506 billion) which is the highest in the previous 12 years(excluding FY22 being 9.7% on account of end of pandemic) and is estimated to grow by 6.5% in FY25 (Rs. 187,951 billion), driven by double digit growth particularly in the Manufacturing sector, Construction sector and Financial, Real Estate & Professional Services.

GDP Growth Outlook

FY26 GDP Outlook: Real GDP growth is projected at 6.5%, driven by strong rural demand, improving employment, and robust business activity. The agriculture sector's bright prospects, healthy reservoir levels, and robust crop production support this growth. Manufacturing is reviving, and services remain resilient, despite global uncertainties. Investment activity is gaining traction, supported by healthy balance sheets and easing financial conditions. However, risks from geopolitical tensions, global market volatility, and geo-economic fragmentation persist

Persistent geopolitical tensions, volatility in international financial markets and geo-economic fragmentation do pose risk to this outlook. Based on these considerations, the RBI, in its April 2025 monetary policy, has projected real GDP growth at 6.5% y-o-y for FY26.

Table 2: RBI's GDP Growth Outlook (Y-o-Y %)

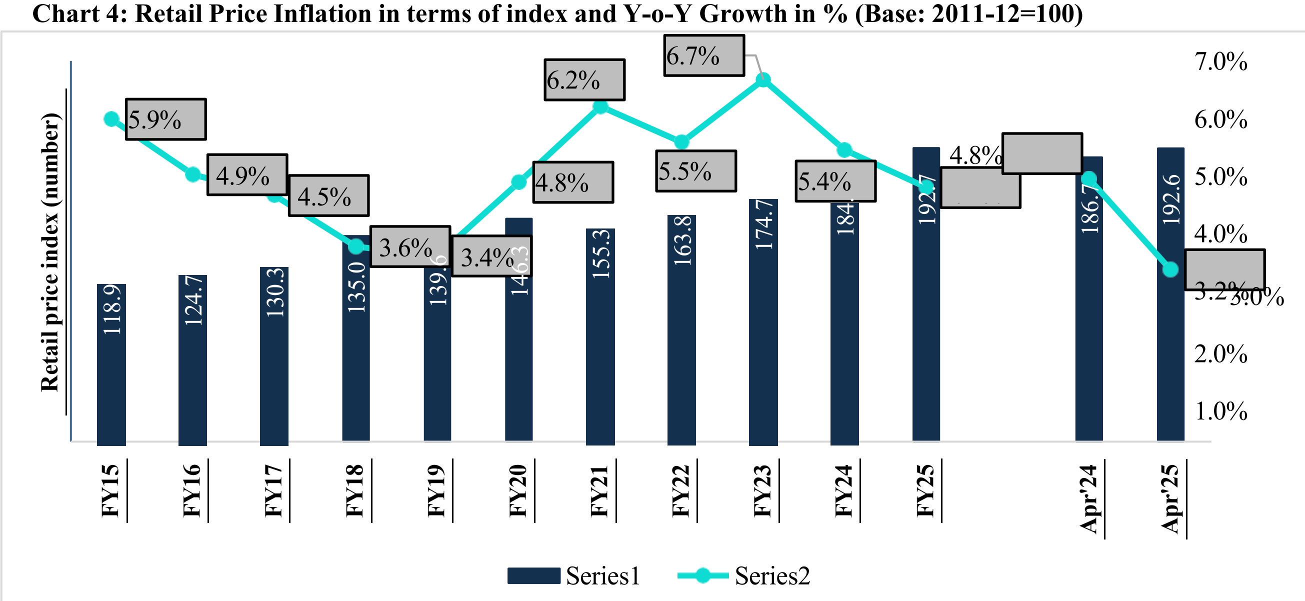
FY26P (complete year)	Q1FY26P	Q2FY26P	Q3FY26P	Q4FY26P
6.5%	6.5%	6.7%	6.6%	6.3%

Source: Reserve Bank of India; Note: P-Projected

9.2.2 Consumer Price Index

The CPI (general) and food inflation in April, 2025 over April, 2024 (3.2%, provisional) witnessed lowest Y-o-Y inflation since July 2019. The moderation was driven by decline of price inflation in Vegetables, Pulses, Fruits, Meat and fish, Personal care and effects and Cereals.

Chart 4: Retail Price Inflation in terms of index and Y-o-Y Growth in % (Base: 2011-12=100)

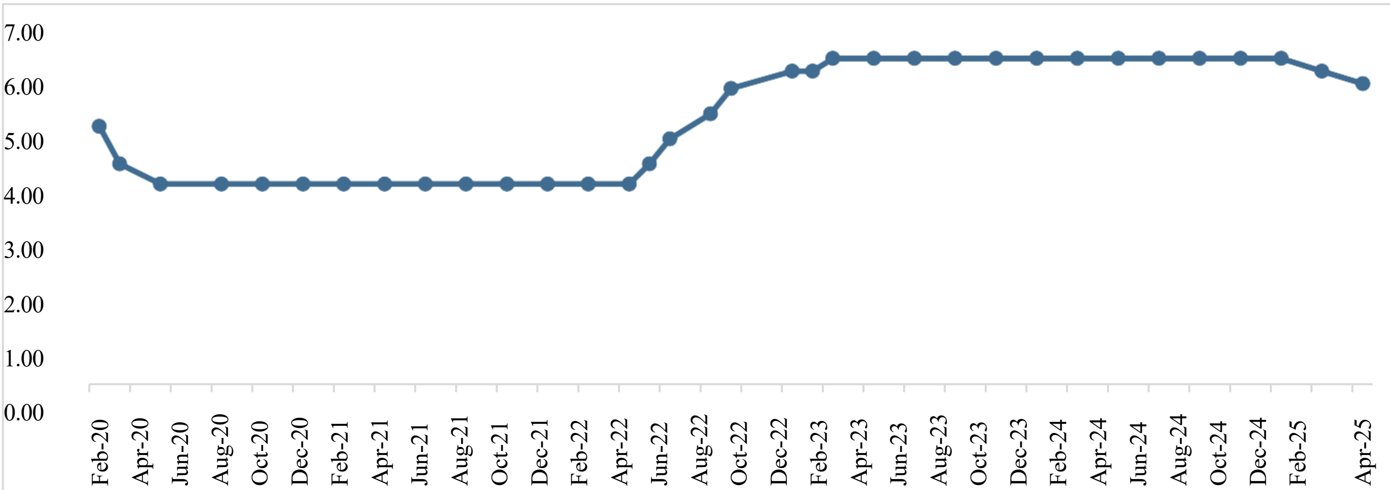


Source: MOSPI

The CPI is primarily factored in by RBI while preparing their bi-monthly monetory policy. At the bi-monthly meeting held in April 2025, RBI projected inflation at 4.0% for FY26 with inflation during Q1FY26 at 3.6%, Q2FY26 at 3.9% and Q3FY26 at 3.8% and Q4FY26 4.4%.

Considering the current inflation situation, RBI has cut the repo rate to 6.00% in the April 2025 meeting of the Monetary Policy Committee.

Chart 5: RBI historical Repo Rate



Source: RBI

Further, the central bank changed its stance to be accommodative. With a decline in food inflation, the headline inflation moderated during January-February 2025.

The economic growth outlook for India is expected to remain resilient, but it will require careful monitoring due to depreciation of the Indian rupee in recent months. Additionally, certain key sectors may face headwinds amid hiked tariffs from the US.

The RBI has adopted for a non-inflationary growth with the foundations of strong demand and supply with a good macroeconomic balance. The domestic growth and inflation curve require the policies to be supportive with the volatile trade conditions.

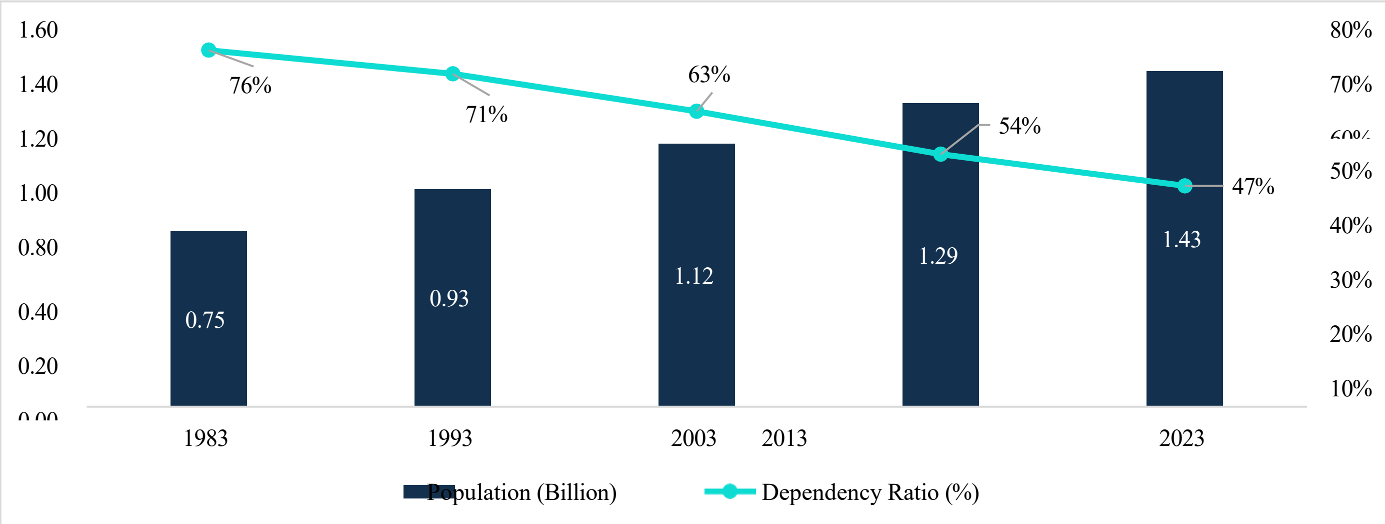
9.2.3 Overview on Key Demographic Parameters

- **Population growth and Urbanization**

The trajectory of economic growth of India and private consumption is driven by socio-economic factors such as demographics and urbanization. According to the world bank, India's population in 2022 surpassed 1.42 billion slightly higher than China's population 1.41 billion and became the most populous country in the world.

Age Dependency Ratio is the ratio of dependents to the working age population, i.e., 15 to 64 years, wherein dependents are the population younger than 15 and older than 64. This ratio has been on a declining trend. It was as high as 76% in 1983, which has reduced to 47% in 2023. Declining dependency means the country has an improving share of working- age population generating income, which is a good sign for the economy.

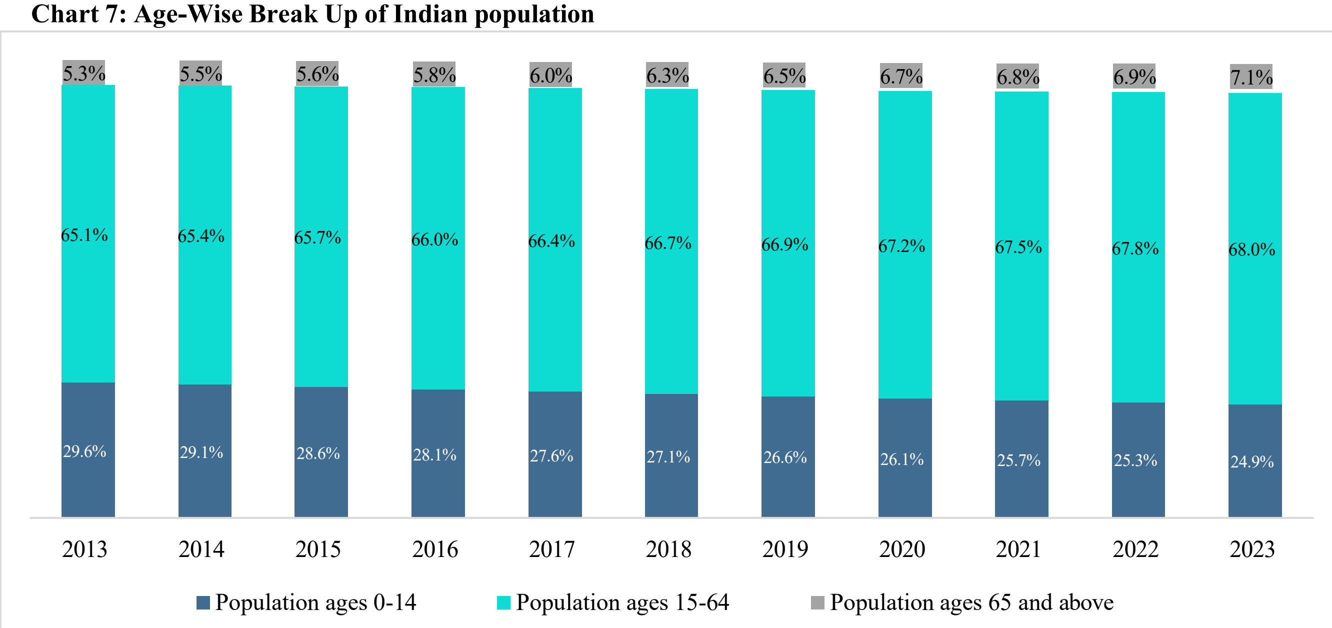
Chart 6: Trend in Population growth vis-à-vis dependency ratio in India



Source: World Bank Database

With an average age of 29, India has one of the youngest populations globally. With vast resources of young citizens entering the workforce every year, it is expected to create a 'demographic dividend'. India is home to a fifth of the world's youth demographic and this population advantage will play a critical role in economic growth.

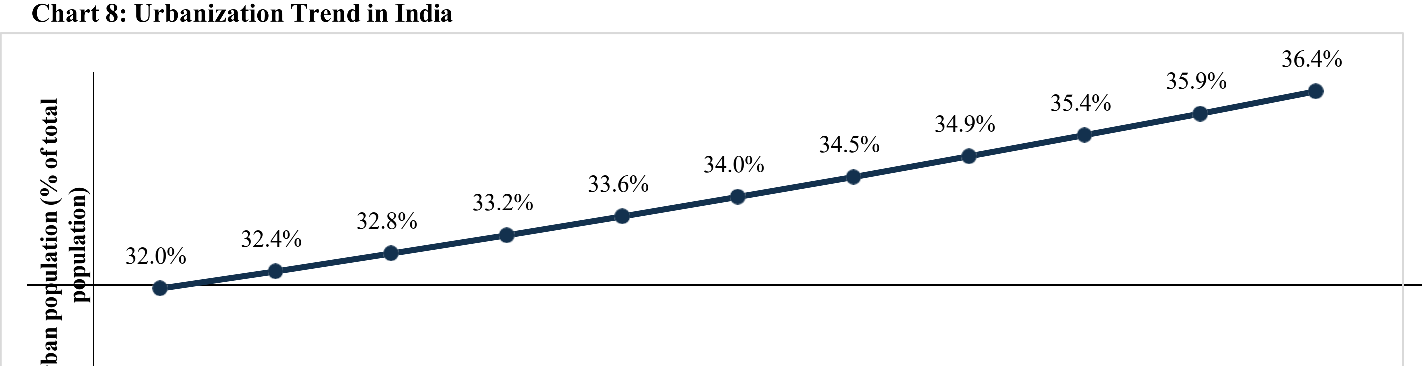
Chart 7: Age-Wise Break Up of Indian population



Source: World Bank Database

The urban population is significantly growing in India. The urban population in India is estimated to have increased from 413 million (32% of total population) in 2013 to 519.5 million (36.4% of total population) in the year 2023.

Chart 8: Urbanization Trend in India



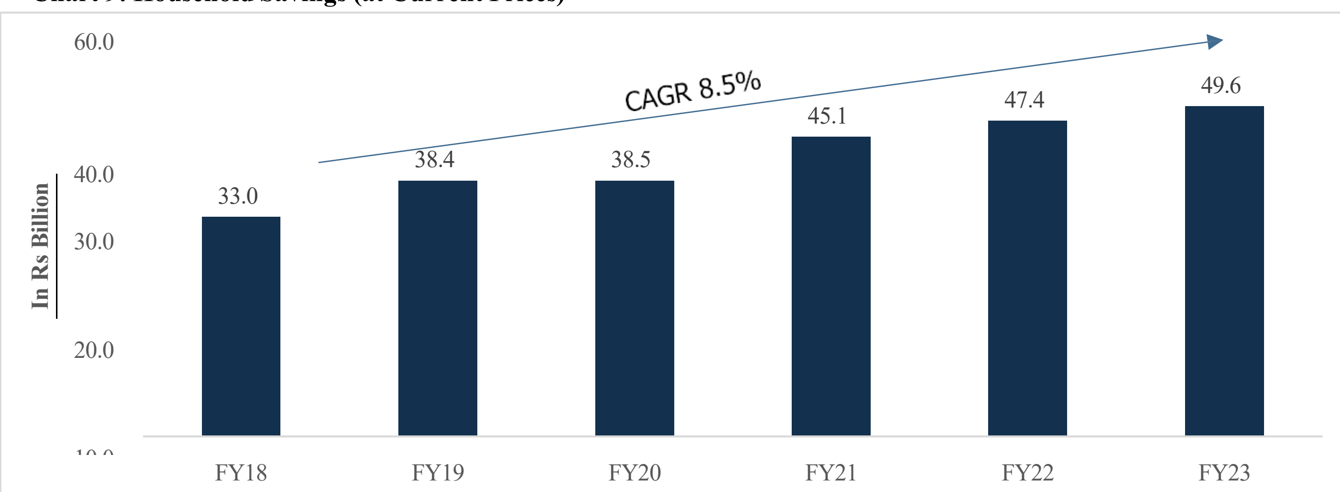
Source: World Bank Database

9.2.4 Trends in Household and Gross Savings

Household savings in India have grown steadily at a CAGR of 8.5% since FY18, with a slight dip in FY20 due to the pandemic. In FY23, total household savings reached Rs. 49.6 trillion, growing by 4.7% year-on-year. Significant contributors to this growth include savings in physical assets (real estate, etc.), which increased by 17.4%, and gold and silver ornaments, which grew by 39%. The shift towards physical assets is driven by slow appreciation in monetary assets in a high-inflation environment.

This increase in savings has been supported by higher borrowing, particularly in housing, auto, and personal loans, leading to a 73.2% rise in financial liabilities to Rs 15.6 trillion. Additionally, growth in savings in mutual funds (11.5%) and life insurance funds (13.6%) indicates a shift towards newer financial instruments, with increased participation in equity and capital markets for higher returns.

Chart 9: Household Savings (at Current Prices)

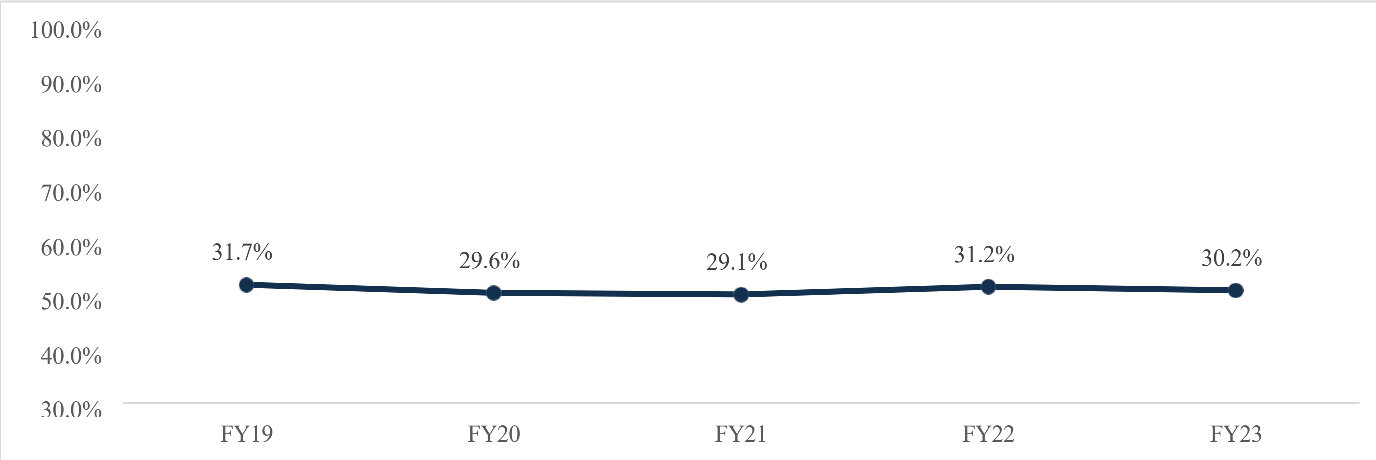


Source: MOSPI

Gross Savings as percentage of GDP, has seen a flat growth moving within a narrow range. Within the last five years, it was highest in FY19 at 31.7%. It declined to less than 30% during FY20 and FY21 on account of pandemic increasing again to 31.2% in FY22 before declining to 30.2% in FY23.

As of FY23, Savings were Rs. 81.5 trillion indicating a y-o-y growth of 10.7% while GDP was at Rs. 269.6 trillion showing a growth of 14.2%.

Chart 10: Gross Savings (as % of GDP) (at current prices)



Source: MOSPI

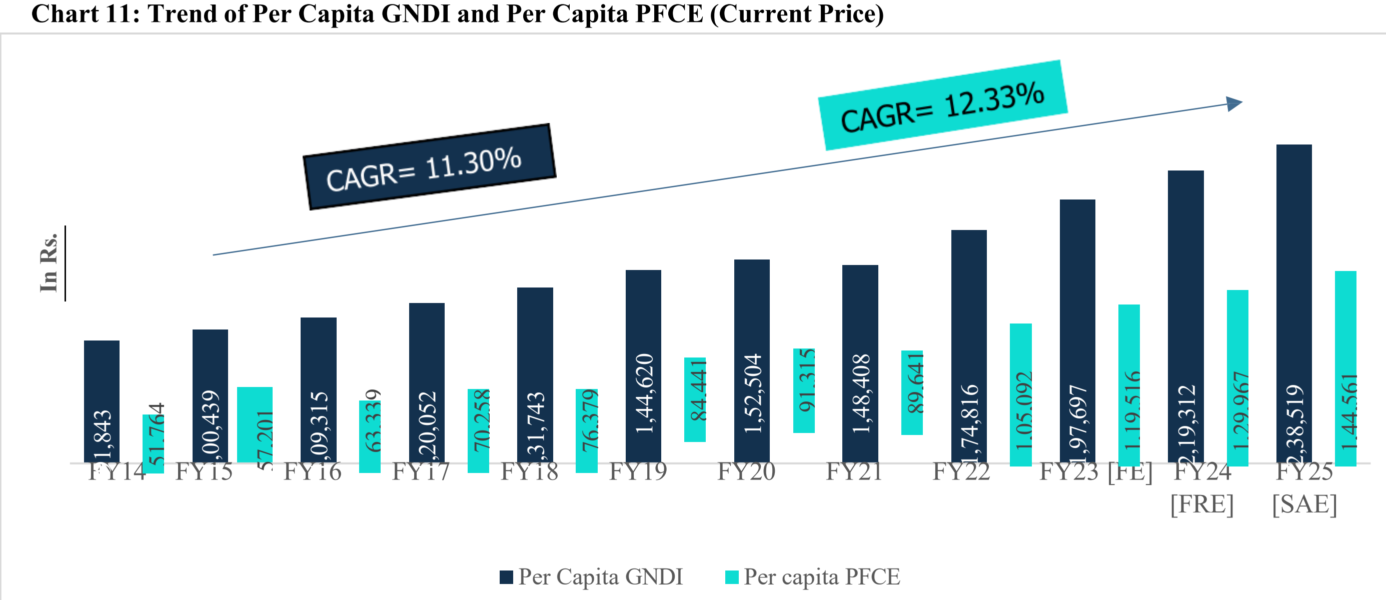
9.2.5 Per capita PFCE and GNDI

- **Increasing Disposable Income and Consumer Spending**

Gross National Disposable Income (GNDI) is a measure of the income available to the nation for final consumption and gross savings. Between the period FY14 to FY25, per capita GNDI at current prices registered a CAGR of 11.30%. More disposable income drives more consumption, thereby driving economic growth.

With increase in disposable income, there has been a gradual change in consumer spending behaviour as well. Per capita Private Final Consumption Expenditure (PFCE) which is measure of consumer spending has also showcased significant growth from FY14 to FY25 at a CAGR of 12.33%.

Chart 11: Trend of Per Capita GNDI and Per Capita PFCE (Current Price)



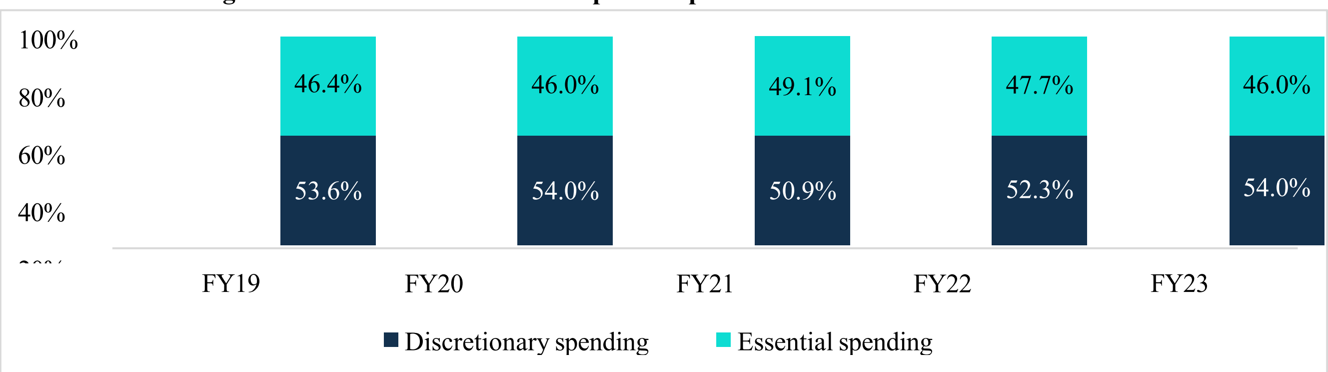
Source: MOSPI; Note: FRE – First Revised Estimates, FE – Final Estimate, SAE-Second Advance Estimate

Household Spending Patterns

In the past five years, Indian households have experienced a notable shift in spending patterns, transitioning from essential expenditures to a greater focus on discretionary spending. The share of expenditure on discretionary items has increased from 53.6% in FY19 to 54% in FY23, whereas share of expenditure on essential items has decreased from 46.4% in FY19 to 46% in FY23. The only exception to the trend can be observed in FY21 when essential spending share saw an uptick to 49.1% on account of pandemic.

Households are allocating a high portion of their budgets to non-food, reflecting a growing disposable income. Consequently, spending on non-food items such as clothing, entertainment, transportation, and health has risen sharply. This trend highlights an evolving consumer mindset, where families prioritize experiences and lifestyle enhancements over necessities, showcasing a shift towards a more affluent and diverse consumption culture.

Chart 12: Shifting Patterns in Household Consumption Expenditure



Source: MOSPI

Note: Essential Spending includes Food and non-alcoholic beverages, Clothing and footwear, Housing, water, electricity, gas, and other fuels

Discretionary Spending includes Alcoholic beverages, tobacco and narcotics, Clothing and footwear, Furnishing, household equipment and routine household maintenance, Health, Transport, Communication, Recreation and culture, Education, Restaurants and hotels, and Miscellaneous goods and services

9.2.6 Key growth/demographic drivers for economic growth

- **Innovation, Capital Investment, and Demographic Advantage:** India's progress in innovation and technology along with enhanced worker productivity are crucial drivers of future growth. Additionally, the country's favourable demographics, characterized by a large and youthful population, will further bolster its growth prospects. Increasing savings rates, driven by rising incomes and financial sector development, are likely to boost the availability of capital for investment. The Indian government's recent efforts in facilitating investment have created a conducive environment for private-sector capital expenditure. As the private sector steps up, supported by healthy balance sheets of corporations and banks, capital investment will be a significant growth driver. Additionally, addressing the challenge of labour force participation by creating opportunities and investing in training and upskilling will be vital to harnessing demographic advantages and ensuring sustainable economic progress.

- **Global Offshoring and Manufacturing Hub:** India's position as a key player in global offshoring is gaining renewed momentum. Traditionally known for outsourcing services like software development and customer service, India is now expanding its role as a critical back office to the world. The rise of distributed work models and tighter global labour markets are reinforcing this trend. Beyond services, India is poised to become a major manufacturing hub. Corporate tax cuts, investment incentives, and significant infrastructure investments are driving capital inflows into manufacturing. This dual role of service outsourcing and manufacturing is expected to create a robust foundation for long-term economic growth, providing India with diverse revenue streams and strengthening its global economic position.

Some recent such investments include:

- **Surge in Consumer Spending:** India's consumer market is on the cusp of a substantial transformation. With expectations of increased disposable income, the country's consumption patterns are set to shift dramatically. The anticipated rise in disposable income and consumption will stimulate demand across various sectors, driving economic activity and fuelling the growth of retail and service industries. As income distribution becomes more equitable, consumer spending will play a pivotal role in bolstering economic growth.

- **Advancements in Energy Access and Transition:** Energy development is critical for India's economic advancement. While India will continue to rely on fossil fuels, the shift towards renewable energy sources—such as biogas, ethanol, hydrogen, wind, solar, and hydroelectric power—will be substantial. This transition is expected to reduce dependence on imported energy and improve living conditions, addressing pollution issues in some of the world's most affected cities. The burgeoning demand for electric solutions, including electric vehicles and green hydrogen-powered transportation, aligns with global sustainability trends and will support long-term growth.

9.2.7 Key structural reforms announced by the government of India

- **AtmaNirbhar Bharat Policy**

Initiated on May 13, 2020, by the Prime Minister, the Atmanirbhar Bharat Abhiyan (Self-Reliant India Campaign) aims to enhance India's self-reliance and economic resilience, particularly in response to the COVID-19 pandemic.

➢ The campaign is supported by a comprehensive economic package of Rs. 20 trillion, equivalent to 10% of India's GDP, designed to stimulate the economy and support various sectors during the pandemic.

➢ The strategy is built on five pillars:

- **Economy**: Boosting economic growth and strengthening the economic structure.
- **Infrastructure**: Developing modern infrastructure to support growth.
- **Systems**: Enhancing efficiency and governance.
- **Vibrant Demography**: Leveraging the demographic dividend through better employment opportunities and skills.
- **Demand**: Stimulating consumer demand and fostering a robust market.

➢ Several reforms and enablers have been introduced across seven key sectors, including:

- Supply Chain Reforms for Agriculture: To improve efficiency and reduce bottlenecks.
- Rational Tax Systems: Simplifying tax laws to enhance compliance and ease of doing business.
- Simple & Clear Laws: Streamlining legal processes to create a conducive business environment.
- Capable Human Resources: Investment in skill development.
- Strong Financial System: Strengthening institutions to support economic activities.

The **Make in India** initiative, launched in 2014, serves as a precursor to the Atmanirbhar Bharat vision. It focuses on positioning India as a global manufacturing and entrepreneurial hub, transforming the business environment across sectors. By addressing challenges like high logistics costs, boosting FDI in key areas like defence and infrastructure, and promoting industrial corridors and smart cities, Make in India laid the groundwork for enhancing India's domestic manufacturing capabilities. The Production Linked Incentive (PLI) scheme introduced under Atmanirbhar Bharat builds on this foundation to strengthen industrial growth and self-reliance.

This collective vision reflects India's journey towards greater economic independence and global competitiveness, focusing on reducing dependency on external factors while fostering innovation and investment.

- **Production Linked Incentive (PLI) Scheme**

Launched in March 2020, the PLI scheme aims to enhance domestic manufacturing capabilities, increase import substitution, and generate employment. It seeks to attract investments, boost production, and make Indian manufacturers globally competitive.

- The scheme includes an ambitious outlay of Rs. 1.97 trillion (over US$26 billion) to support 14 key sectors. The 14 key sectors covered are Mobile Manufacturing and Specified Electronic Components, Critical Key Starting Materials, Drug Intermediaries, and Active Pharmaceutical Ingredients, Manufacturing of Medical Devices, Automobiles and Auto Components, Pharmaceuticals Drugs, Specialty Steel, Telecom & Networking Products, Electronic/Technology Products, White Goods (Air Conditioners and LEDs), Food Products, Textile Products (MMF segment and technical textiles), High-Efficiency Solar PV Modules, Advanced Chemistry Cell (ACC) Batteries, and Drones and Drone Components. All 14 sector-specific PLI schemes have been approved and notified by the relevant Ministries or Departments and are at various stages of implementation.
- The PLI schemes are designed to attract significant investments in cutting-edge technology, improve efficiency, and achieve economies of scale in the manufacturing sector. They are expected to significantly boost production, employment, and economic growth over the next five years.

- **Goods and Services Tax**

The Goods and Services Tax (GST) was introduced in India on July 1, 2017, to simplify India's tax system by replacing a complex system of Central and State taxes with a unified tax regime. It categorizes goods and services into different tax slabs (5%, 12%, 18%, and 28%) and exempts certain essentials. Special provisions like lower rates for gold and job work for diamonds, as well as a compensation cess on luxury and demerit goods, were also included.

- The manufacturing sector has seen significant advantages from GST's unified tax regime. By eliminating cascading taxes and introducing the Input Tax Credit (ITC) mechanism, production costs have been reduced. This shift has enhanced efficiency and competitiveness for manufacturers.
- The GST system has had varied effects on the services sector. While higher tax rates on services such as telecommunications and banking have increased consumer spending, lower rates have boosted demand in sectors like hospitality and airlines. The simplified tax structure has improved operational efficiency in the hospitality industry.
- GST has positively impacted Indian exports by removing the cascading effect of multiple taxes, reducing production costs, and enhancing competitiveness in the global market. The ability to claim input tax refunds has improved exporters' working capital management and cash flow, making compliance easier and more cost-effective.

9.2.8 Growth of the middle class in India and the rural economy in India

India's rural economy is becoming a significant driver of the Fast-Moving Consumer Goods (FMCG) sector's resurgence, signaling a promising turnaround in aggregate demand after a slow start to the 2024-25 financial year. The Reserve Bank of India (RBI) highlights that rising incomes and improved infrastructure are fueling increased rural consumption of FMCG products. This boost is supported by a rise in rural savings, marked by growing numbers of savings bank accounts and balances, and a reduction in inflationary pressures, which has allowed rural consumption to catch up with urban areas. Additionally, favorable monsoon conditions and improved sowing data are expected to sustain this growth, complemented by increased government spending on rural development and infrastructure.

The expansion of middle-income households in rural India is transforming the country's economic landscape. This growth is driven by rising incomes, increased discretionary spending, a shift towards online and omnichannel shopping, and advancements in payment and logistics infrastructure. There is also a notable dietary shift in rural areas from carb-based foods to more protein-rich diets. India's middle class, characterized by significant income variability, exhibits diverse spending patterns. Lower-middle-class households allocate much of their income to private healthcare, education, and essential consumer goods, such as motorbikes and basic appliances. In contrast, the upper-middle-class invests in luxury items, entertainment, property, and personal services, with a higher propensity to own assets like cars, computers, and air conditioners. Both segments of the middle class are substantial and emerging as key drivers of consumption and economic growth in India. Recent policies, including the Mahatma Gandhi

National Rural Employment Guarantee Act, have increased rural incomes, enabling more rural households to enter the middle class. The growing, more inclusive, and politically engaged middle class reflects broader economic growth, although there is a risk of social strain if growth falters and quality job creation does not keep pace.

The forecasted above-normal southwest monsoon by the India Meteorological Department (IMD) is expected to boost kharif production and replenish reservoir levels, further enhancing rural consumption. Improvements in agriculture and rural spending are emerging as bright spots in demand conditions. The government's Budget measures, which focus on agriculture, infrastructure, and rural development, aim to increase incomes and revitalize the rural sector. These measures include transforming agricultural research, introducing new crop varieties, promoting natural farming, and enhancing digital infrastructure for agriculture. Successful implementation of these programs, coupled with proper fund allocation, is crucial for improving farm incomes and strengthening supply chains. A shift towards diversified, high-value agricultural production, along with marketing and trade reforms, is needed to foster more inclusive, environmentally friendly, and climate-resilient agriculture.

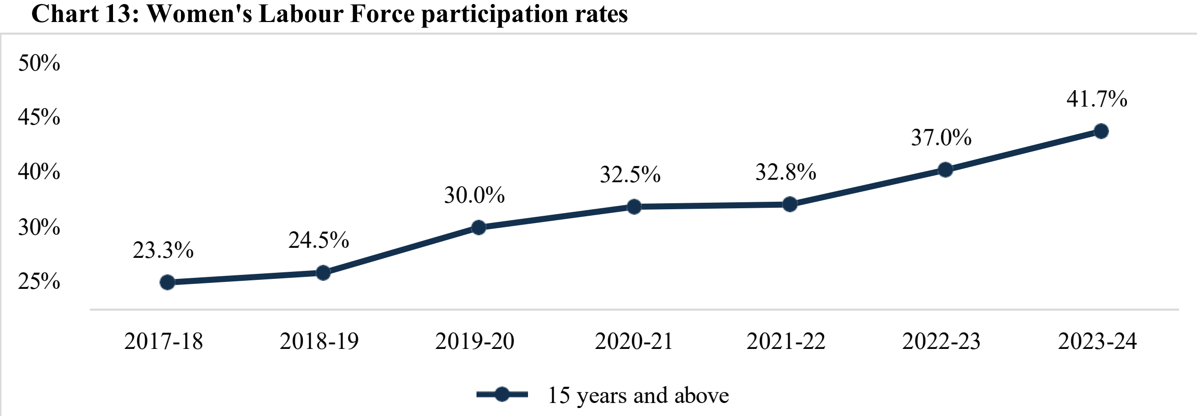
Despite higher absolute incomes among the wealthy, the sheer size of India's middle class indicates it will become a major force in the economy, creating one of the world's largest markets. This burgeoning middle class, with its growing discretionary spending power, is poised to drive investment, generate employment, and spur further economic growth. Assuming effective reforms are implemented, and the middle class expands to over one billion people, its role will be pivotal in India's economic and social fabric, influencing a wide range of activities from consumption to employment and political change.

9.2.9 Increasing Women’s participation in the Workforce

The labour force participation rate (LFPR) is the proportion of individuals who are actively engaged in the labour force relative to the total population. The female LFPR has been on a steady upward trajectory since 2017-18 with significant structural shifts. Older women with lower education levels are leaving the workforce, while younger women with higher educational attainment are entering it, leading to a rise in the number of women in salaried positions and a decline in informal wage work. The proportion of women working in agriculture is decreasing, with more women moving into the services sector. This overall increase in female participation is largely driven by rural women joining the workforce, supported by government initiatives aimed at women's empowerment through education, skill development, entrepreneurship, and workplace safety. These policies have particularly benefited women from upper expenditure classes, who have seen a more significant rise in labour force participation, largely due to an increase in self-employment.

Between 2017-18 and 2019-20, the growth in women's participation was marked by an increase in helpers in household enterprises, but from 2019-20 to 2022-23, the rise was mainly due to more women becoming own-account workers. This shift is partly attributed to the return of male migrants during the pandemic, which led women to take up their farms or other non-farm activities to support household income. This trend of increasing self-employment among women spans various sectors, including agriculture, manufacturing, and services, reflecting a broader shift in the labour market dynamics for women. For 2022-23, the female LFPR was 37%, underscoring the increasing participation of women in the workforce. The increase in female LFPR from 37% in 2022-23 to 41.7% in 2023-24 can also be attributed to the increase in self-employment among women.

Chart 13: Women's Labour Force participation rates



Note: 2023-24 refers to the period July 2023-June 2024 and likewise for previous years; LFPR is for the usual status
Source: PLFS

9.2.10 Trends in Per capita State Domestic Product (SDP)

State Domestic Product is the total value of goods and services produced, during any financial year, within the geographical boundaries of a state. The top 10 best-performing states on per capita SDP include Delhi, Gujarat, Karnataka, and Tamil Nadu.

As of FY24, major states having a per capita SDP below national average include Andhra Pradesh, Rajasthan, Madhya Pradesh, and Uttar Pradesh, growing y-o-y by 7.20%, 6.94%, 4.83%, and 6.42% respectively. Bihar is the poorest performing state with a per capita SDP of Rs. 32,174. It has consistently performed the poorest since FY18, growing merely at a CAGR of 3.14% from FY18 to FY24.

Table 3: Per Capita State Domestic Product (SDP) for Key States (at constant prices, in Rs.)

State\UT	FY18	FY19	FY20	FY21	FY22	FY23	FY24
Andhra Pradesh	1,03,177	1,08,853	1,10,587	1,10,971	1,21,762	1,26,690	1,35,806
Bihar	26,719	29,092	29,798	26,839	27,674	29,909	32,174
Gujarat	1,43,604	1,54,887	1,64,060	1,56,285	1,70,519	1,81,963	1,81,963
Karnataka	1,40,747	1,49,024	1,56,478	1,49,673	1,63,732	1,75,895	1,86,038
Madhya Pradesh	54,824	59,005	60,452	56,086	60,166	63,379	6,6441
Maharashtra	1,37,808	1,40,782	1,45,626	1,27,550	1,40,718	1,53,664	163,820
Rajasthan	73,529	73,975	76,840	73,447	79,507	84,935	90,831
Tamil Nadu	1,33,029	1,41,844	1,44,845	1,43,482	1,54,269	1,66,590	1,79,732
Uttar Pradesh	41,771	42,333	43,061	39,866	44,178	47,808	50,875
Delhi	2,52,960	2,57,597	2,60,559	2,28,162	2,44,024	2,58,941	2,73,687

Source: MOSPI

Concluding Remarks

Global economic growth faces headwinds from geopolitical tensions, volatile commodity prices, high interest rates, inflation, financial market volatility, climate change, and rising public debt. However, India's economy remains relatively strong, with an IMF forecast of 6.5% GDP growth in CY24 (FY25 according to the fiscal year), compared to the global projection of 3.3%. Key drivers include strong domestic demand, government capital expenditure and moderating inflation.

Public investment is expected to exhibit healthy growth as the government has allocated a strong capital expenditure of about Rs. 11.21 trillion for FY26. The private sector's intent to invest is also showing improvement as per the data announced on new project investments and resilience shown by the import of capital goods. Additionally, improvement in rural demand owing to healthy sowing, improving reservoir levels, and progress in south-west monsoon along with government's thrust on capex and other policy support will aid the investment cycle in gaining further traction.

The impact of U.S. tariffs on India's export trade is anticipated to be minimal. The engineering goods sector will have a potential U.S. tariff impact, whereas steel industry is affected by the 25% tariffs although the impact is expected to be minimal given the volume of goods exported is less.

On February 13, Prime Minister Narendra Modi and President Donald Trump discussed enhancing the U.S.-India trade relationship, with a target to increase bilateral trade from USD 200 billion to USD 500 billion by 2030. Negotiations for a multi-sector bilateral trade agreement (BTA) are expected to commence later this year, focusing on trade fairness, national security, and job creation.

Thus, while U.S. tariffs may have a limited impact on India's exports, ongoing trade negotiations and India's competitive manufacturing advantage position it well for continued growth in global trade

Global Gems & Jewellery Industry

9.3 Overview of the Global Gems and Jewellery Industry

The global jewellery market is shaped by diverse economic trends, cultural practices, and shifting consumer preferences. The interest in gold chains and necklaces extends beyond weddings and unique events. People increasingly wear platinum and gold rings, delicate gold chains, bracelets, and anklets as everyday fashion accessories. These items are also commonly given as gifts for occasions like birthdays and anniversaries. This shifting consumption pattern is likely to drive market growth. Modern designs and emerging fashion trends are drawing in customers, and manufacturers are capitalising on these frequent changes by creating unique products to attract buyers. Coloured gemstones such as emeralds, sapphires, and opals are gaining prominence, adding vibrant touches and uniqueness to jewellery collections. While classic earring and necklace sets remain popular, artificial jewellery is exploring new avenues, with items like hair clips, headbands, anklets, and waist chains gaining popularity as ways to showcase personal style.

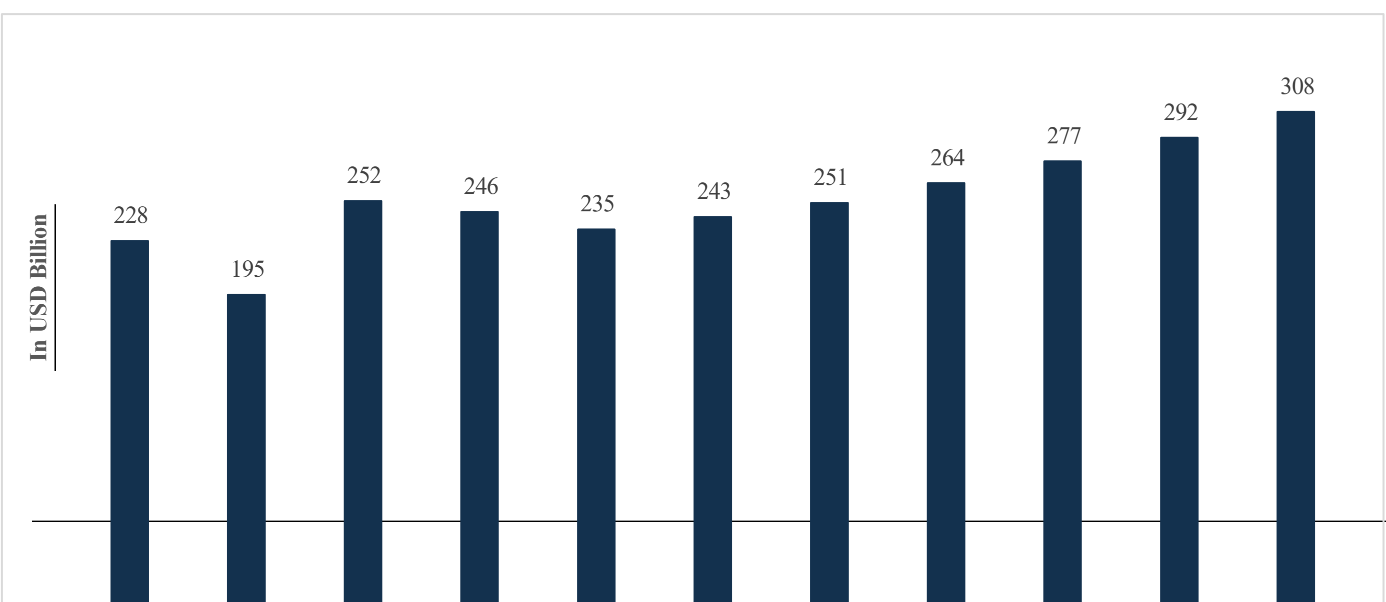
The global appetite for jewellery is anticipated to grow as more individuals seek luxury items. Jewellery offers various benefits, including enhancing certain body features, reflecting fashion trends and styles, and improving one's appearance or that of others. Its appeal as a status symbol among higher-income groups has accelerated its consumption. The rising demand for contemporary designs and the influx of new designers are further driving market expansion.

The global gold jewellery market is likely to grow due to increasing consumer disposable income and the appeal of gold as a long-term investment. Gold is considered a haven, and most investors turn to gold during market turmoil for safe investment. Between CY20 to CY24, the global gems and jewellery market rebounded, achieving a Compound Annual Growth Rate **(CAGR)** of 6%. The diamond-studded gold jewellery segment has also gained traction, particularly in developed markets like North America and China, where it holds a higher share due to consumer preference for branded and certified jewellery.

In CY24, around 3,700 tons of gold is mined globally, around 1400 tons of gold is recycled, and around 5,000 tons of gold is consumed for various purposes like jewellery fabrication, technology, investments, etc. Around 58% of the total gold demand comes from China and India. China is the largest country producing gold in the world, accounting for around 10% of total CY23 gold production. Africa, which includes various other countries, produces around 28%, whereas Asia produces 18% of the total newly mined gold. Central and South America produce around 15%, North America produces around 13%, and Australia and Russia produce around 8% of the total newly mined gold.

Market Size and Trend of the Global Gems and Jewellery Industry

Chart 14: Global Gems and Jewellery Market Size (CY19-CY29P)



Source: IMARC Group, CareEdge Research

In CY24, the global gems and jewellery industry was valued at around USD 243 billion, and there was a stagnant CAGR of 1.3% during CY19 to CY24. This is due to economic uncertainties, pandemic-related disruptions, and shifting consumer preferences toward essential spending. There has been a slight slowdown in CY23 compared to CY22 due to the economic slowdown caused by geopolitical tensions and regional conflicts. However, the gems and jewellery market is expected to reach USD 308 billion by CY29, driven by economic recovery, rising disposable incomes in emerging economies, and increased demand for innovative and ethically sourced jewellery options.

The global gems and jewellery market is expected to experience steady growth in the coming years, fuelled by emerging economies and rising disposable incomes. Although gold and diamond jewellery will continue to dominate the market, alternative materials are likely to see increased demand due to concerns over ethics and affordability. Additionally, the growth of e-commerce platforms and innovations in jewellery design technology are anticipated to drive significant expansion.

9.4 Overview of the Global Gold Demand and Industry Trends

Beyond its monetary value, gold carries deep emotional and cultural significance in many societies, making it a sought- after asset for various purposes. People across the world purchase gold for varied reasons, which are often shaped by local traditions, economic conditions, and broader global trends. Gold demand is influenced by a range of factors, including the state of the global economy, geopolitical developments, shifts in investor sentiment, and evolving industrial and technological uses.

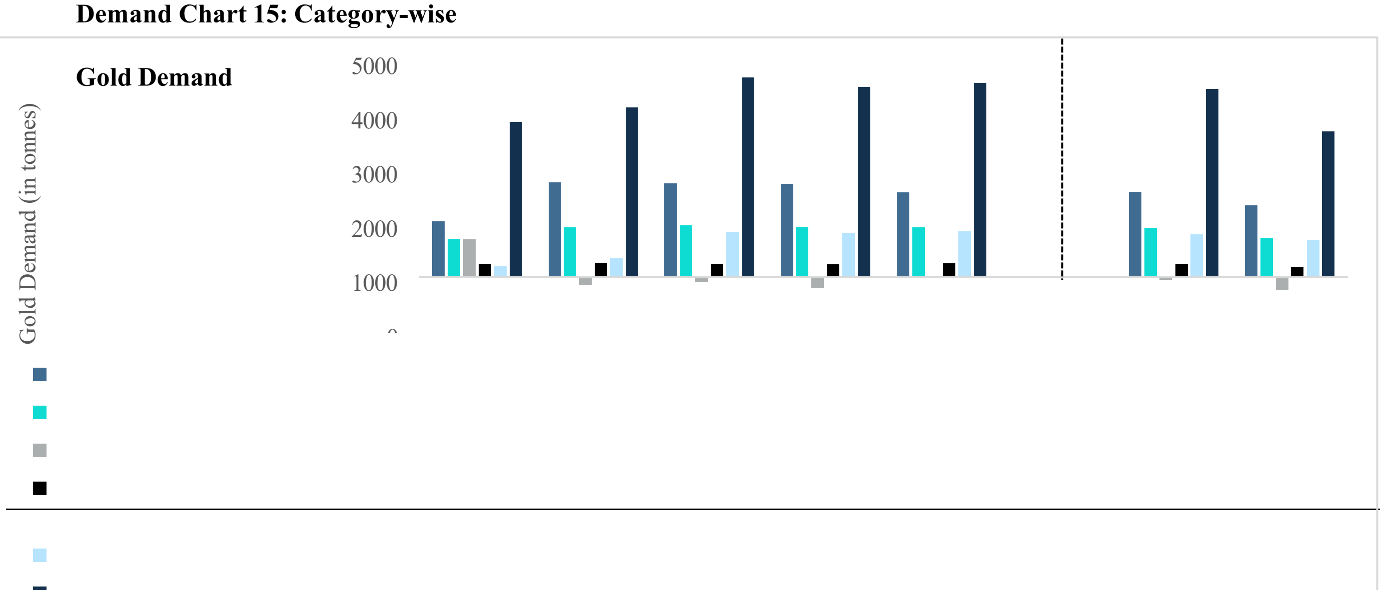
Gold's versatility contributes to its demand in several key sectors: it is highly prized in jewellery, used in advanced technology, and accumulated by central banks as part of their reserve strategies. Additionally, gold is a popular choice among individual and institutional investors looking for safe-haven assets. The relative importance of these sectors can shift depending on the phase of the global economic cycle, with certain areas of the market, such as investment demand during periods of financial instability or jewellery demand during cultural celebrations, taking centre stage at various times.

This diversity of demand across multiple industries and the self-adjusting nature of the gold market help stabilise its value, making gold a resilient and attractive asset. Whether for wealth preservation, industrial use, or cultural purposes, gold's broad range of applications ensures that it maintains its significance, offering both a hedge against economic uncertainty and a tangible store of value.

9.4.1 Category-wise Gold

Demand Chart 15: Category-wise

Gold Demand



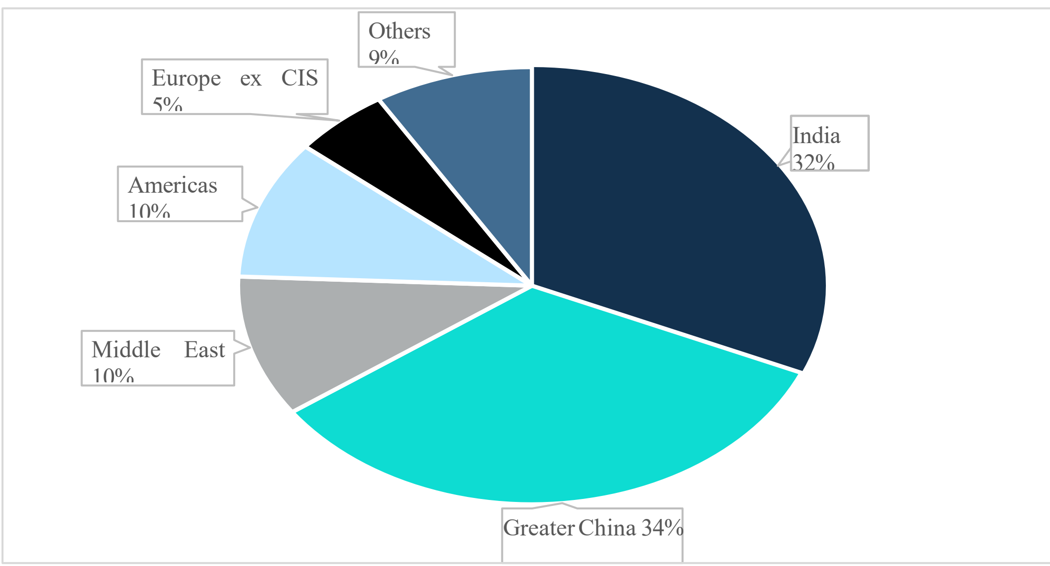
	CY20	CY21	CY22	CY23	CY24		Q1CY24	Q1CY25
Jewellery-Fabrication	1324	2247	2228	2206	2012		2023	1704
Investment-Bars and Coins	902	1180	1222	1190	1188		1167	928
Investment-ETFs	893	-189	-110	-244	-7		-55	-308
Technology-Electronics, Dentistry, industrial,etc	309	337	315	305	326		316	240
Central Banks	255	450	1080	1051	1086		1011	889
Total World demand for gold	3683	4026	4736	4508	4606		4464	3454

Source: WGC, CareEdge Research
Note: Jewellery Fabrication includes jewellery consumption and jewellery inventory

In CY24, the total demand for gold by global consumers was 4,606 tonnes, compared to 4,508 tonnes in CY23. For Q1CY25, the gold demand reduced from 3,454 tonnes to 4,464 tonnes. The majority share of global gold demand consists of gold jewellery, which is 44% for CY24 and around 49% for Q1CY25, followed by bars and coins, which account for 26% of total gold demand for CY24 and 27% in Q1CY25.

The global gold jewellery demand remained more or less stable for CY24; however, for Q1CY25, it showed a 22% y-o- y decline as compared to Q1CY24. One of the main reasons was the rally in gold prices, which curtailed the overall demand. The gold prices reached an all-time high of USD 3,208 per troy ounce in April 2025. Buying by the central bank remained stable at 1086 tonnes for CY24, and for Q1CY25 it was 889 tonnes.

Region-wise Share of Gold Consumption in Volume Terms for Jewellery, Bars, and Coins Chart 16: Region-Wise Share of Gold Jewellery, Bars, and Coins (CY24)



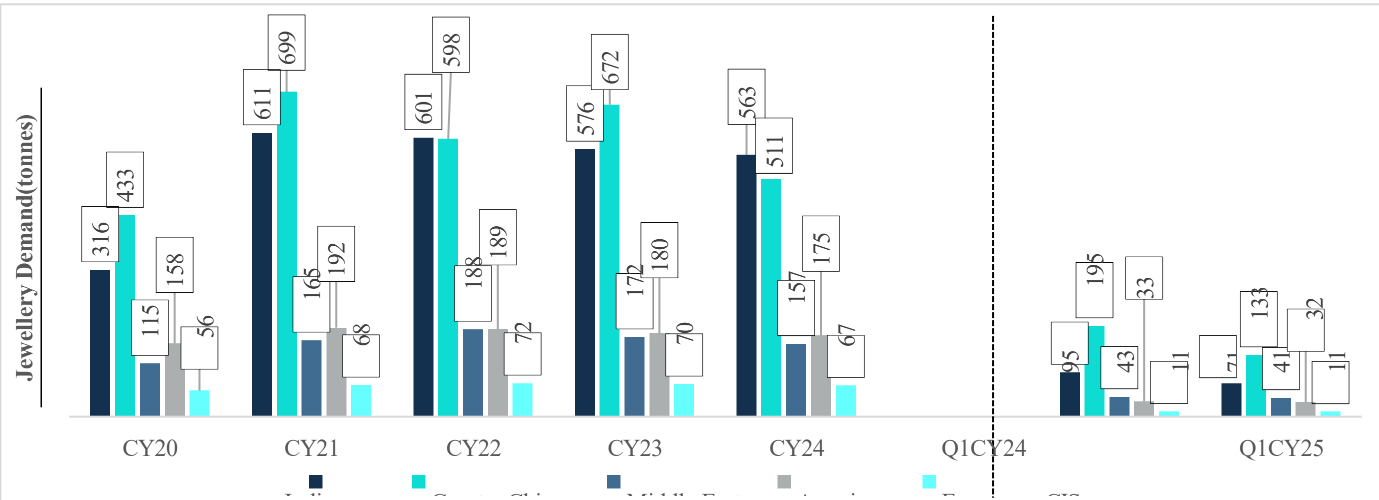
Source: WGC, CareEdge Research
Note: The Middle East includes Saudi Arabia, the UAE, Kuwait, Egypt, Iran, and others. Europe included France, Germany, Italy, Spain, the UK, Switzerland, Austria, and others. Greater China includes China, the P.R. Mainland, Hong Kong, and Taiwan Province of China. The Americas include the US, Canada, Mexico, and Brazil.

China consumes the maximum share of world jewellery, bars and coins, followed by India. China in total consumed around 857 tonnes of gold in the form of jewellery and bars & coins in CY24, followed by India with 803 tonnes. Other key regions after China and India are the Americas (263 tonnes), the Middle East (267 tonnes) and Europe (134 tonnes). In Q1CY24, the jewellery demand for China was 133 tonnes as compared to 196 tonnes, showing a decline of 32% y-o-
y. Overall, all the regions have seen a y-o-y decline.

On the other hand, China's demand for bars and coins increased in Q1CY24 by around 12% y-o-y. Overall, China and its government have been increasing their gold reserves and using it as a haven. Other than China, India showed a decent growth of 7% y-o-y, and Europe saw an exponential growth of 79% y-o-y. America, on the other hand, saw a decline of 14% y-o-y.

Region-Wise Trend in Jewellery Demand - Volume Terms & Value Terms

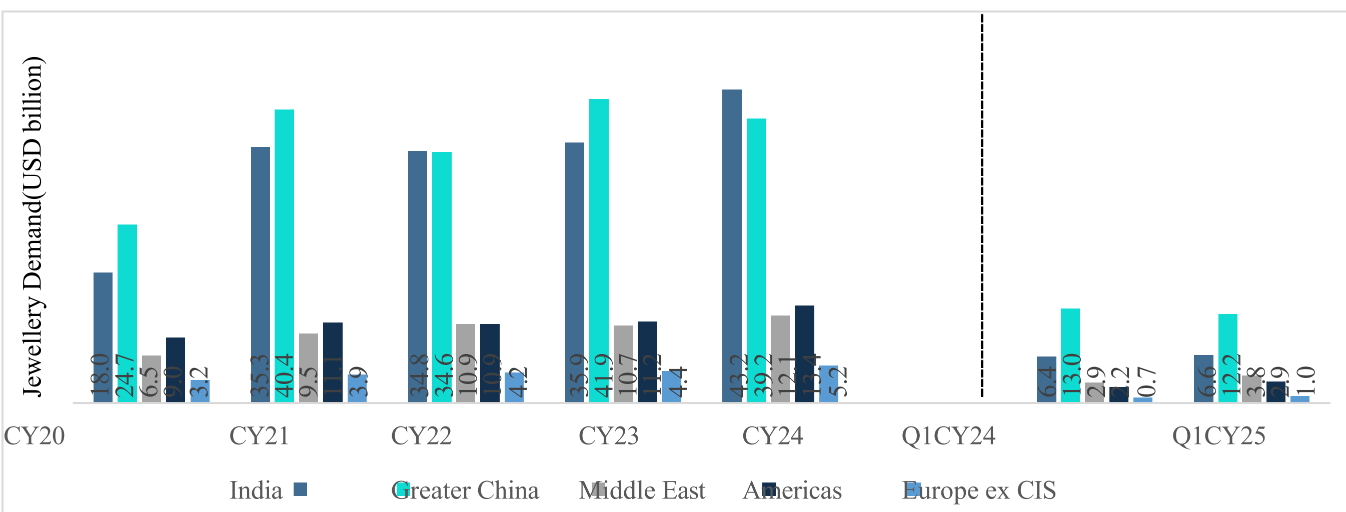
Chart 17: Region-Wise Trend in Jewellery Demand by Volume



Source: WGC, CareEdge Research

Note: The Middle East includes Saudi Arabia, the UAE, Kuwait, Egypt, Iran, and others. Europe included France, Germany, Italy, Spain, the UK, Switzerland, Austria, and others. Greater China includes China, the P.R. Mainland, Hong Kong, and Taiwan Province of China. The Americas include the US, Canada, Mexico, and Brazil.

Chart 18: Region-Wise Trend in Jewellery Demand by Value



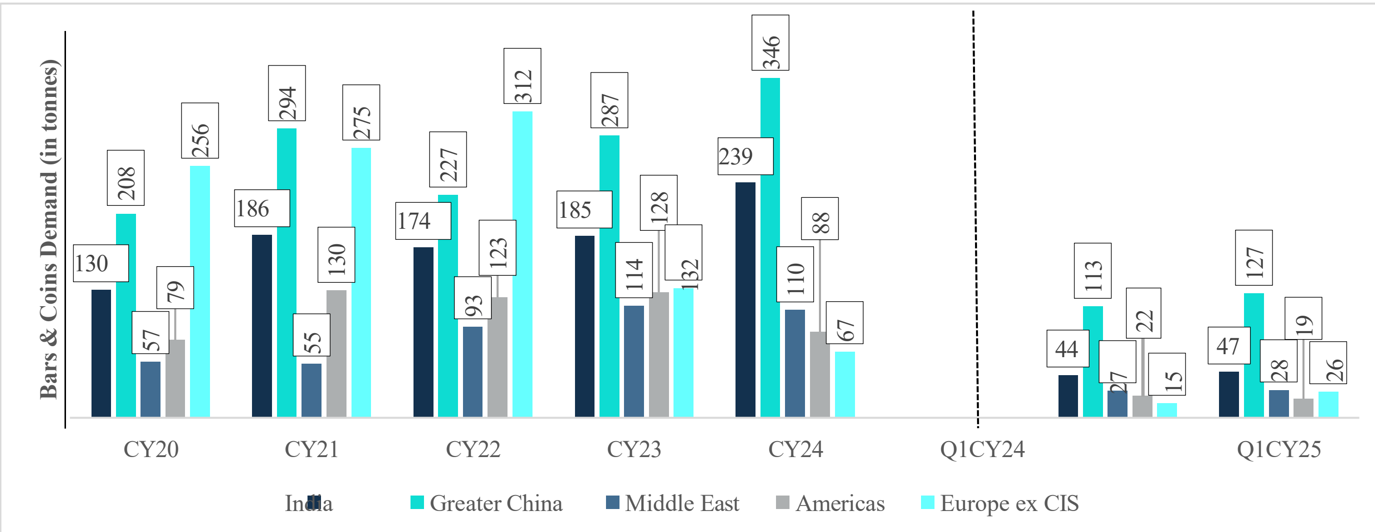
Source: WGC, CareEdge Research

Note: The Middle East includes Saudi Arabia, the UAE, Kuwait, Egypt, Iran, and others. Europe included France, Germany, Italy, Spain, the UK, Switzerland, Austria, and others. Greater China includes China, the P.R. Mainland, Hong Kong, and Taiwan Province of China. The Americas include the US, Canada, Mexico, and Brazil.

China has always been the largest consumer of gold jewellery; however, in CY24, India surpassed China. India in total consumed around USD 43 billion of gold in the form of jewellery in CY24, followed by China with USD 39 billion. Other key regions after India and China are the Middle East (USD 12 billion), the Americas (USD 13 billion), and Europe (USD 5 billion). In Q1CY25, the jewellery demand for China showed a decrease of 6% y-o-y to USD 12 billion, followed by India, for which gold jewellery demand reached USD 7 billion, showing y-o-y growth of 3%. Except for China, all other regions showed a y-o-y increase value-wise in Q1CY25. Although the overall demand has reduced, the spending has increased due to higher gold prices.

9.4.2 Region-Wise Trend in Bars and Coins Demand - Volume Terms & Value Terms

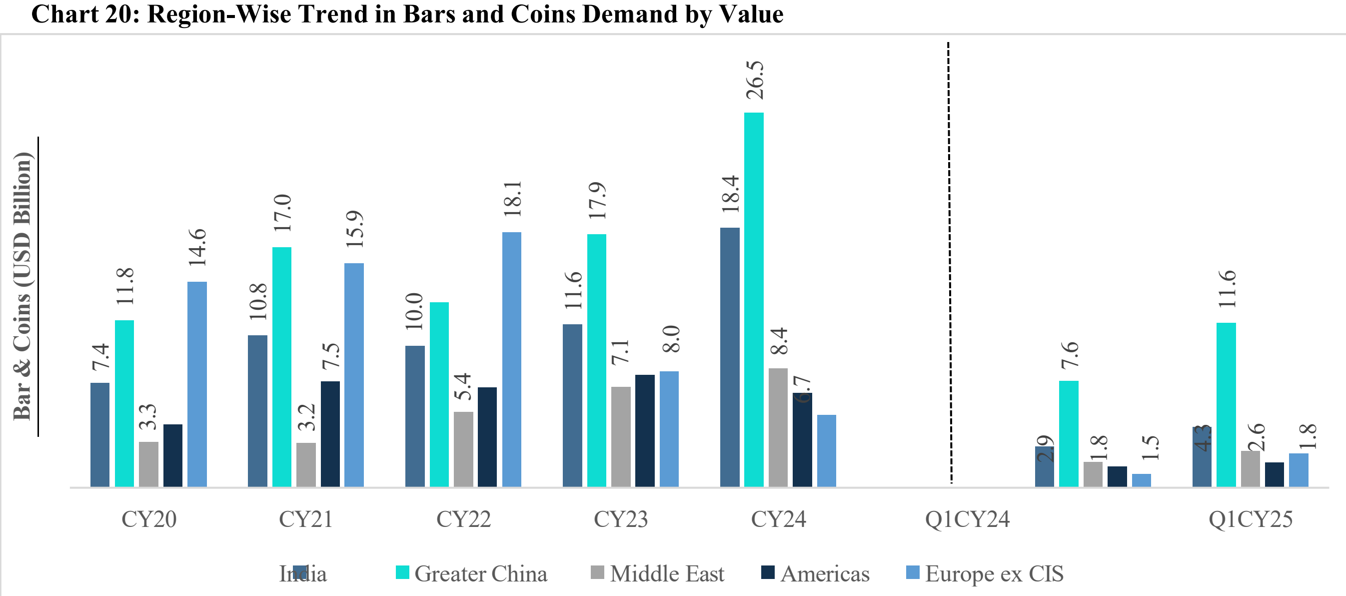
Chart 19: Region-Wise Trend in Bars & Coins Demand by Volume



Source: WGC, CareEdge Research

Note: The Middle East includes Saudi Arabia, the UAE, Kuwait, Egypt, Iran, and others. Europe included France, Germany, Italy, Spain, the UK, Switzerland, Austria, and others. Greater China includes China, the P.R. Mainland, Hong Kong, and Taiwan Province of China. The Americas include the US, Canada, Mexico, and Brazil.

Chart 20: Region-Wise Trend in Bars and Coins Demand by Value



Source: WGC, CareEdge Research

Note: The Middle East includes Saudi Arabia, the UAE, Kuwait, Egypt, Iran, and others. Europe included France, Germany, Italy, Spain, the UK, Switzerland, Austria, and others. Greater China includes China, the P.R. Mainland, Hong Kong, and Taiwan Province of China. The Americas include the US, Canada, Mexico, and Brazil.

China in total consumed around USD 27 billion of gold in the form of bars and coins in CY24, followed by India with USD 18 billion. Other key regions after China and India are the Middle East (USD 8 billion), the Americas (USD 7 billion) and Europe (USD 5 billion). In Q1CY25, the gold bars and coins demand for China showed an increase of 54% y-o-y to USD 12 billion, followed by India, for which gold bars and coins demand reached USD 4 billion, showing y-o-y growth of 48%.

9.5 Global Trade Scenario

9.5.1 Trend in Export Market for Precious Stones and the Jewellery Industry

9.5.1.1 Top Global Exporters of Jewellery (Share in %)

CY20		CY21		CY22		CY23	
India	12.10	India	11.90	India	12.60	India	11.50
China	10.30	China	11.90	China	10.60	Italy	10.90
France	9.95	Italy	10.30	Italy	10.20	China	10.20

Source: Industry Sources, CareEdge Research

9.5.1.2 Top Global Exporters of Precious Stones (Share in %)

CY20		CY21		CY22		CY23	
Thailand	14.20	Burma	15.00	Burma	32.80	Thailand	15.30
United States	10.20	Thailand	11.70	Thailand	9.45	United States	10.90
India	9.22	United States	8.54	Hong Kong	6.67	Hong Kong	9.79

Source: Industry Sources, CareEdge Research

9.5.2 Trend in Import Market for Precious Stones and the Jewellery Industry

9.5.2.1 Top Global Importers of Jewellery (Share in %)

CY20		CY21		CY22		CY23	
Hong Kong	18.60	Hong Kong	19.10	Hong Kong	18.50	Hong Kong	18.70
United States	13.10	United States	15.20	United States	12.30	United Arab Emirates	14.70
Switzerland	12.80	United Arab Emirates	10.40	United Arab Emirates	11.30	United States	11.90

Source: Industry Sources, CareEdge Research

9.5.2.2 Top Global Importers of Precious Stones (Share in %)

CY20		CY21		CY22		CY23	
Hongkong	24.60	Hongkong	22.20	China	35.30	Hong Kong	25.50
United States	19.10	China	17.70	United States	16.00	United States	19.60
Switzerland	10.10	United States	13.30	Hong Kong	12.00	China	10.50

Source: Industry Sources, CareEdge Research

9.6 Factors for gold price movement

- **Currency Fluctuation**

When the value of a currency (especially the dollar) declines, investors often look to gold as a "safe haven" asset. This increases demand for gold, driving up prices. A weakening currency can also cause inflation, making gold more appealing as a hedge against rising prices. If inflation increases and a currency weakens, gold can function as a store of value, which often pushes its price higher. Investors may use gold as a hedge against currency risk, particularly in times of economic instability or when there is significant fluctuation in a national currency. Countries with large foreign exchange reserves may buy or sell gold as part of their strategy to stabilise or diversify their currency holdings. Changes in these reserves due to currency fluctuations can influence global gold prices.

- **Key Consuming Nations**

Gold production is heavily influenced by some of the world's major mining players, including China, South Africa, the United States, Australia, Russia, and Peru. The output from these countries plays a significant role in setting global gold prices, as the supply of gold impacts its market value. Over time, it has become increasingly challenging to extract gold because the more accessible reserves have already been mined. This means that miners now have to dig deeper, often in more remote or geologically complex areas, to access high-quality gold. This shift makes gold mining costlier and riskier. Deeper mining operations require advanced technology, more labour, and increased safety measures, all of which add to production costs.

- **Volatility & Performance of other assets**

Gold often benefits from downturns in other financial markets, like stocks and currencies, because it is seen as a safe- haven asset. When stock markets experience negative price movements or when currency values drop, investor confidence tends to decline, and people look for ways to protect their wealth. Gold offers a stable alternative, so when these markets are down, demand for gold usually goes up. As more investors buy gold to shield themselves from the losses they might face in stocks or currency investments, demand for gold rises.

- **Inflation**

Gold has long been considered a reliable store of value, especially when inflation rises or interest rates fall. As inflation climbs, the purchasing power of traditional currencies declines, eroding the value of money. In such cases, investors often turn to gold because, unlike fiat currencies, it retains its intrinsic value, providing a safeguard against the devaluation that inflation brings. This tendency to preserve wealth makes gold a favoured asset in inflationary times. Furthermore, low-interest environments often signal economic distress or a loose monetary policy, encouraging investors to seek stability in assets like gold. In times of economic uncertainty, gold acts as a hedge, with demand and, subsequently, its price rising as a result.

- **International gold prices are inversely correlated with the dollar index.**

When the US dollar is strong, it holds more value against other global currencies. This makes it more expensive for people in other countries to buy gold, which is typically priced in dollars. A strong dollar means people need to spend more of their currency to buy the same amount of gold, which can discourage buying. As a result, demand for gold might drop, which can lead to a decrease in its price. On the other hand, when the US dollar weakens, gold becomes cheaper for international buyers who hold other currencies. They do not need as much of their local currency to buy gold, making it a more affordable and attractive purchase. This increase in affordability often leads to higher global demand, pushing up gold's price.

9.7 Global Trends and Gradual Shift Towards Sustainability in the Gems and Jewellery Industry

The global jewellery industry is undergoing a gradual shift towards sustainability, with increasing emphasis on ethical sourcing, eco-friendly production processes, and responsible consumption. This trend is being driven by evolving consumer preferences, regulatory pressures, and a growing awareness of environmental and social impacts. Below is an overview of how these changes are impacting the sector, with a specific focus on the ethical sourcing of metals:

Consumer Demand for Sustainable and Ethical Products:

Consumer demand for ethically sourced gold jewellery is rising, driven by concerns over the environmental and social impacts of mining. In response, industry bodies like the World Gold Council (WGC) and the London Bullion Market Association (LBMA) are committing to responsible sourcing practices and aligning with global sustainability goals.

The WGC's Gold Industry Declaration of Responsibility and Sustainability Principles emphasises aligning gold industry practices with the UN Sustainable Development Goals, promoting human rights, reducing greenhouse gas emissions, and improving transparency in the gold supply chain. These initiatives aim to meet the growing demand for sustainable, ethically produced gold, addressing both environmental and social concerns across all stages of production.

Ethical Sourcing of Metals:

The demand for responsibly sourced gold has grown notably over the past few years. The World Gold Council and other industry bodies have reported a marked rise in certified sustainable gold production. The London Bullion Market Association (LBMA) has established stricter guidelines for its Good Delivery List, requiring refineries to demonstrate responsible sourcing and prove that their gold is not linked to human rights abuses or environmental degradation. Additionally, most of the global gold supply is now sourced from sustainable and traceable methods through initiatives like the Responsible Jewellery Council (RJC) and Fairmined certification.

Shift to Recycled Metals and Eco-friendly Practices:

Another prominent trend is the shift towards using recycled metals in jewellery production. As of 2024, nearly 30% of global gold used in jewellery manufacturing comes from recycled sources, up from 20% in 2015. The rise in recycled gold is attributed to both environmental concerns and supply chain stability. Jewellery brands and manufacturers are increasingly adopting eco-friendly practices such as reducing energy consumption, minimising water usage, and using alternative, non-toxic chemicals in production. This transition towards a circular economy is expected to continue growing, driven by both consumer demand and regulatory pressures.

Market Impact of Certification and Traceability:

Ethical sourcing certifications are playing a significant role in this shift. The Responsible Jewellery Council (RJC), for example, now represents over 1,900 companies from across the jewellery supply chain, from miners to retailers, promoting ethical sourcing practices. These certifications help companies trace and verify the origins of their metals, ensuring that they meet rigorous human rights, environmental, and social criteria.

Impact of Regulations and Industry Standards:

Governments are also contributing to the push for sustainability through regulations and initiatives aimed at ensuring that the jewellery sector operates more ethically. The EU's Conflict Minerals Regulation, which requires businesses to trace and report the sourcing of gold, tin, tantalum, and tungsten, has set a precedent for ethical practices in global supply chains. Additionally, countries like Canada and Australia are championing sustainable mining practices, with an increasing number of mining companies committing to meet the OECD Due Diligence Guidance for Responsible Supply Chains.

9.8 Impact of Trade Relations Between Dubai, India, Malaysia, and Singapore on the Global Gold Market

Dubai-India Trade Relations:

Dubai serves as a pivotal hub for gold trading due to its strategic location and advanced infrastructure. The India-Dubai trade relationship is a key driver in the global gold market, as India is one of the largest consumers of gold, especially for jewellery. Dubai acts as a major re-exporter of gold to India, facilitating easy access to gold at competitive prices. Trade policies, customs duties, and logistical ties between the two countries ensure a steady flow of gold into India, with Indian consumers benefiting from Dubai's role as a tax-efficient trading centre. Additionally, Dubai's Gold Souk attracts Indian investors and tourists, further bolstering demand.

The India-UAE CEPA, signed on February 18, 2022, and implemented on May 1, 2022, has further strengthened this trade relationship. The agreement has provided Indian jewellers with preferential terms, increasing gem and jewellery exports to the UAE by 21% to USD 4 billion in April-October 2023, while imports from the UAE grew by 17.54% to USD 10.02 billion. Bilateral trade between India and the UAE rose by 19% during this period.

Malaysia and Singapore's Influence:

Both Malaysia and Singapore play significant roles in the Southeast Asian gold market. Singapore, as a global financial hub, attracts international investors to its gold exchange and plays a crucial role in the distribution of gold across Asia. The Malaysia-Singapore trade ties in gold are also strong, with Singapore being a leading exporter and trader of gold to Malaysia. The mutual benefits of trade between these two nations ensure a dynamic flow of gold within the region. For example, the ease of cross-border gold movement, favourable import duties, and the role of Singapore as a centre for gold-backed investment products enhance the demand for gold across Southeast Asia, particularly among investors in Malaysia.

Impact on Key Markets:

The close trade relations between these countries help stabilise global gold prices and ensure liquidity in the market. These countries' trade agreements foster smoother customs procedures, reduce gold supply chain costs, and create a conducive environment for the flow of gold between suppliers and consumers. Therefore, any shifts in trade policies, such as changes in import duties or taxation in Dubai, India, Malaysia, or Singapore, can directly impact gold prices and market trends, influencing global demand and consumer sentiment.

10 Indian Gems and Jewellery Industry

10.1 Overview of Indian Gems & Jewellery Industry

The Indian gems and jewellery industry is a significant pillar of the national economy, contributing approximately 7% to the country's GDP and around 15% of total merchandise exports. The sector is expected to grow steadily, driven by domestic consumption and international demand. India is the largest diamond-cutting and polishing hub globally, producing over 90% of the world's polished diamonds.

The industry comprises various segments, including gold jewellery, diamond jewellery, coloured gemstones, and diamond-studded gold jewellery, with gold jewellery dominating the market. Gold plays a vital cultural and religious role in India, symbolising prosperity and wealth, and is an essential part of weddings, festivals, and other ceremonies. The manufacturing base is geographically concentrated in key states like Maharashtra, Gujarat, and Tamil Nadu.

Organised players are gaining traction as the industry undergoes formalisation. Increasing consumer preference for branded jewellery, quality assurance, and contemporary designs is driving this transition. Government initiatives, such as mandatory hallmarking for gold jewellery, the Gold Monetisation Scheme, and easing gold import restrictions, are bolstering the formal sector.

In 2024, seven major trade fairs were organised by prominent councils such as the Gem and Jewellery Export Promotion Council (GJEPC), the All India Gem and Jewellery Domestic Council and others. These events were held across cities, including Jaipur, Mumbai, Bengaluru, Coimbatore, Delhi NCR, Hyderabad, and Kolkata, showcasing the dynamic Gems and Jewellery sector in India. Serving as vital platforms, these fairs promoted innovation, enhanced domestic and international trade, and fostered collaborations among industry stakeholders.

Domestic demand is fuelled by rising disposable incomes, urbanisation, and a growing preference for lightweight, modern designs, especially among younger consumers. On the export front, markets like the U.S., UAE, and Hong Kong continue to drive growth. Trade agreements and government support for export-oriented policies further strengthen India's position in the global market.

While the sector holds immense potential, it faces challenges such as gold price volatility, dependency on imports, and increasing competition from synthetic diamonds. Fluctuations in international demand and compliance with stringent regulatory norms also pose risks. However, these hurdles are being addressed through policy interventions, innovation, and diversification.

Technological advancements, while still emerging, are being explored to improve efficiency and build trust. Digital retail platforms and blockchain-based supply chain transparency tools are examples of these efforts. However, traditional factors such as India's skilled workforce, robust manufacturing infrastructure, and a deep-rooted cultural affinity for jewellery remain the primary growth drivers.

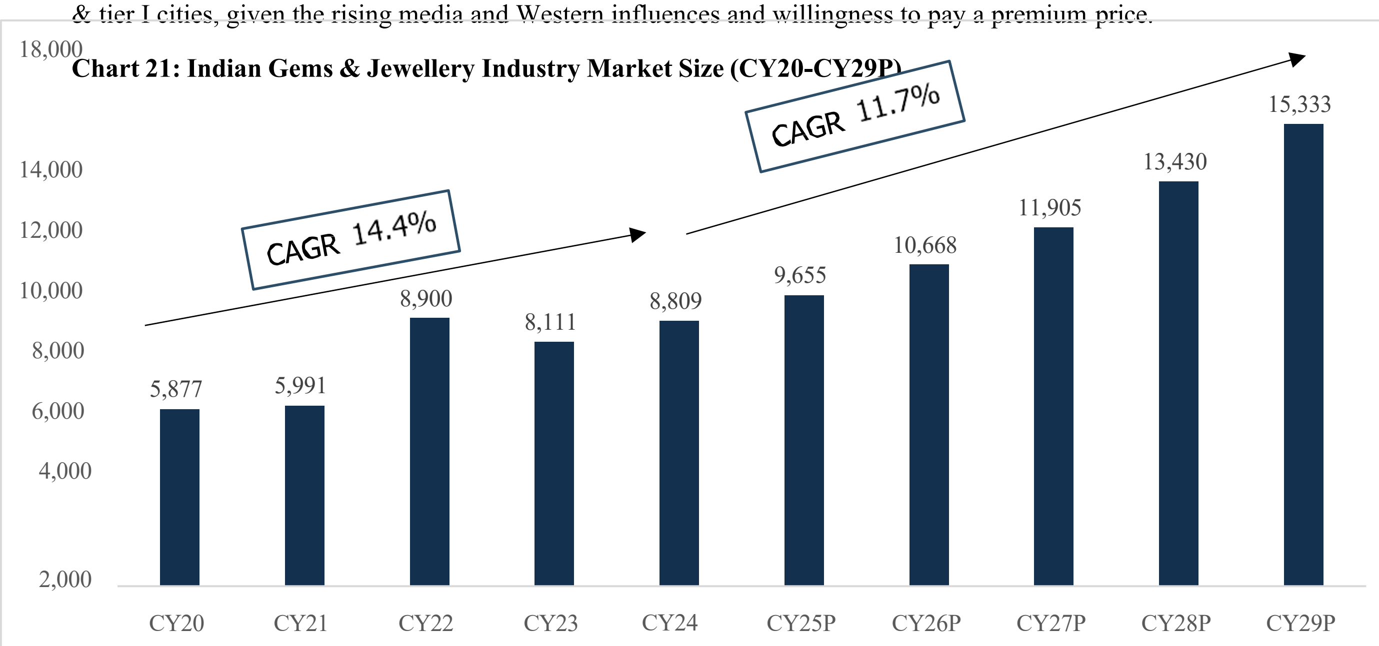
In conclusion, the Indian gems and jewellery industry continues to thrive, blending traditional strengths with evolving consumer preferences and gradual modernisation. Its ability to adapt to changes while leveraging its heritage ensures its sustained growth and competitiveness on the global stage.

Indian Gems & Jewellery Industry Market Size

The Indian Gems and Jewellery (G&J) business has traditionally been fragmented, with consumers purchasing from family jewellers. The fragmented nature of this sector makes it difficult to quantify the number of jewellers in India.

However, the industry has seen structural transformation in the recent decade, with more G&J players moving up the value chain with a greater focus on branded jewellery. Moreover, consumers are more predisposed to branded jewellery, particularly in metro & tier I cities, given the rising media and Western influences and willingness to pay a premium price.

Chart 21: Indian Gems & Jewellery Industry Market Size (CY20-CY29P)



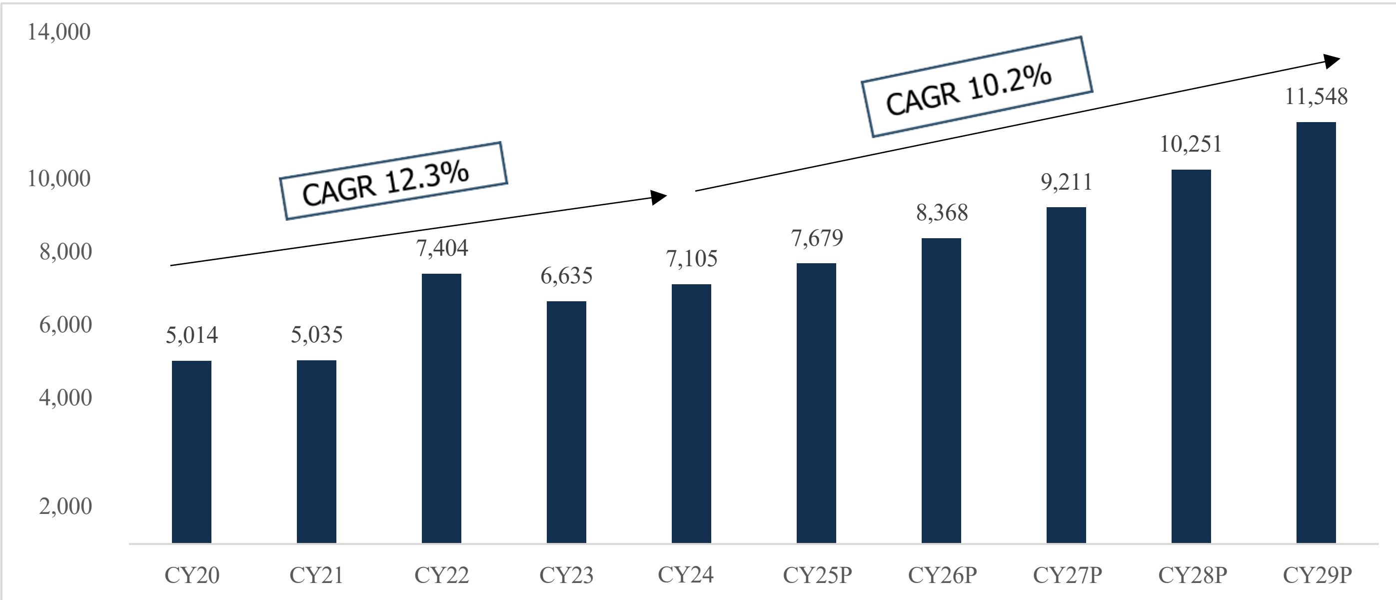
Source: IMARC Group, CareEdge Research

In CY24, the domestic gems and jewellery industry was valued at around Rs. 8,809 billion, with a CAGR of 14.4% during CY20–CY24. Further, the gems and jewellery market is expected to grow at a CAGR of 11.7% between CY24 and CY29. The long-term demand prospects for the sector are supported by a growing working population, higher disposable income, easier access to credit, and improved living standards. To cater to the changing consumer preferences and design trends, larger stores are offering more variety and a diverse range of jewellery. This continuous adaptation to consumer trends and behaviour is likely to further support the shift towards the organised jewellery segment.

10.2 Indian gold jewellery industry market size (CY20-CY29)

The Indian jewellery market is traditionally dominated by gold jewellery. Gold jewellery purchases in India are not just limited to consumption, as is the case with fashion jewellery. They have a strong saving significance. This is more evident in rural communities where access, literacy, and acceptance of other financial savings instruments are low. These factors have resulted in gold being a major savings asset class. Cultural differences, religious & trust concerns, and other elements that influence jewellery purchases have all contributed to gold jewellery's significance.

Chart 22: Indian Gold Jewellery Industry Market Size (CY20-CY29P)

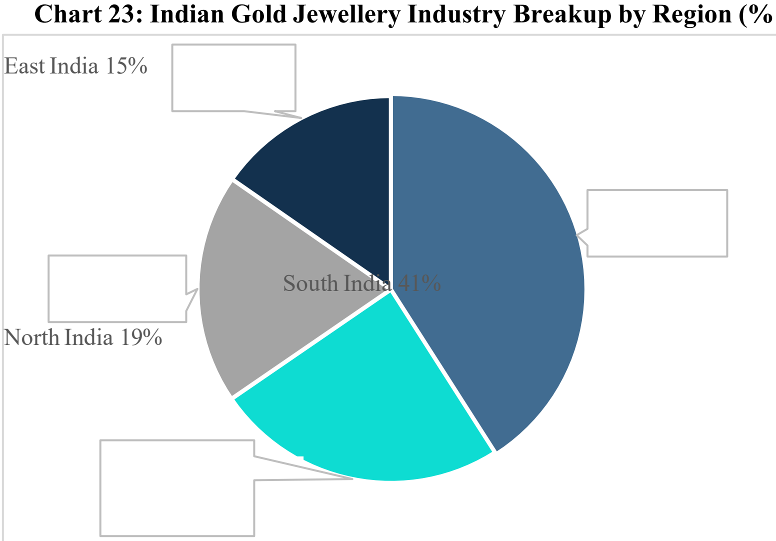


Source: IMARC Group, CareEdge Research

In CY23, the domestic gold jewellery industry was valued at around Rs. 6,635 billion. However, in CY23, the demand for gold jewellery remained subdued in terms of volume and declined by about 2%, while the gold price registered a ~7% increase compared to its previous year.

In CY24, the Indian jewellery market is estimated to be Rs. 7,105 billion. Furthermore, the market is expected to grow at a compounded annual growth rate (CAGR) of 10.2% between CY24 and CY29 to Rs 11,548 billion. In India, the surge in demand for gold jewellery can be attributed to the growing middle-class population and their increasing disposable income levels. As more individuals experience higher income levels, they are more capable of affording luxury items like gold jewellery. These growing middle-class individuals view gold jewellery as a status symbol, a reflection of their improved lifestyle, and a worthwhile investment. The trend is especially prominent in urban areas where economic growth has enhanced financial independence and purchasing power.

Chart 23: Indian Gold Jewellery Industry Breakup by Region (% Share) in CY24



Source: IMARC Group, CareEdge Research

Jewellery preferences vary significantly across different age groups, reflecting the evolving interests, lifestyles, and values of Indian women. Every demographic has diverse needs and perspectives, from senior women who value traditional motifs to young brides who choose modern patterns. Furthermore, according to a report by the World Gold Council, recent interactions between Metals Focus and retailers have highlighted a significant increase in demand for lightweight jewellery, especially in the daily wear segment. For instance, it is now common to find chains or Mangalsutras weighing just 5-8 grams, a development that would have been unlikely five years ago. This surge in demand can be attributed to the rising per capita income, increased expenditure on jewellery, a higher number of weddings in India, and the influence of social media. These demographic shifts have significantly impacted gold jewellery purchases in recent years.

Regional demographics play a crucial role in influencing purchase decisions. In South India, the tradition of investing heavily in gold jewellery is deeply ingrained, with families often prioritising substantial, intricate designs that reflect both wealth and cultural heritage. The emphasis on gold as an investment also drives higher expenditure in this region.

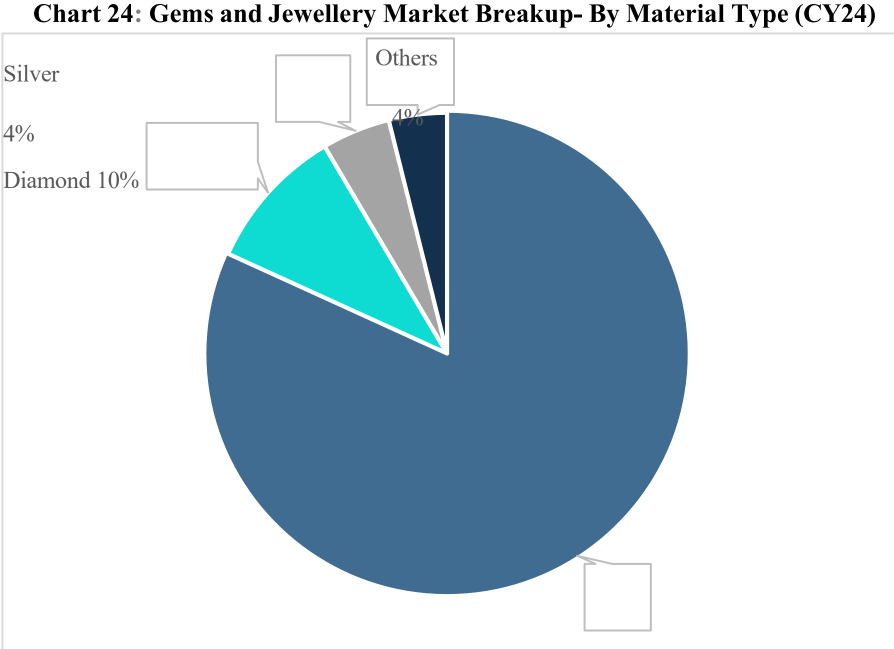
In contrast, Maharashtra sees continuous spending on jewellery, driven by strong replacement demand. Women in this region often buy new pieces or upgrade existing ones, reflecting both cultural practices and evolving fashion trends. The state's inclination towards nath (nose rings) and kamarband (waistbands) also influences the jewellery market.

In North India, the preference for heavy gold jewellery remains strong, but there is a growing trend towards more versatile, lightweight designs that cater to modern lifestyles. Meanwhile, in Eastern India, especially Bengal, traditional motifs inspired by nature dominate jewellery designs, reflecting the region's rich cultural heritage.

10.3 Indicative Share of Indian Gems and Jewellery Industry

India's gems and jewellery market is one of the largest and most vibrant in the world, deeply embedded in the country's cultural and economic life. The market can be divided by material type, with gold, diamonds, gemstones, and other materials each playing a significant role in its diversity and value.

Chart 24: Gems and Jewellery Market Breakup- By Material Type (CY24)



Source: IMARC Group, CareEdge Research

In 2024, gold was the dominant material in India's gems and jewellery market, making up 82% of the total market share. It was followed by diamonds (10%), silver (4%), and other materials (4%).

Gold: Gold remains the foundation of India's jewellery market, due to its cultural and historical importance. It is highly prized for weddings and festivals, and as an investment, often seen as a symbol of wealth and social status. Although demand fluctuates with market prices and economic factors, gold jewellery continues to be in strong demand, thanks to its deep ties to tradition. There has also been a growing interest in lighter, more modern gold jewellery designs, particularly among younger consumers, adding a contemporary layer to the traditional market.

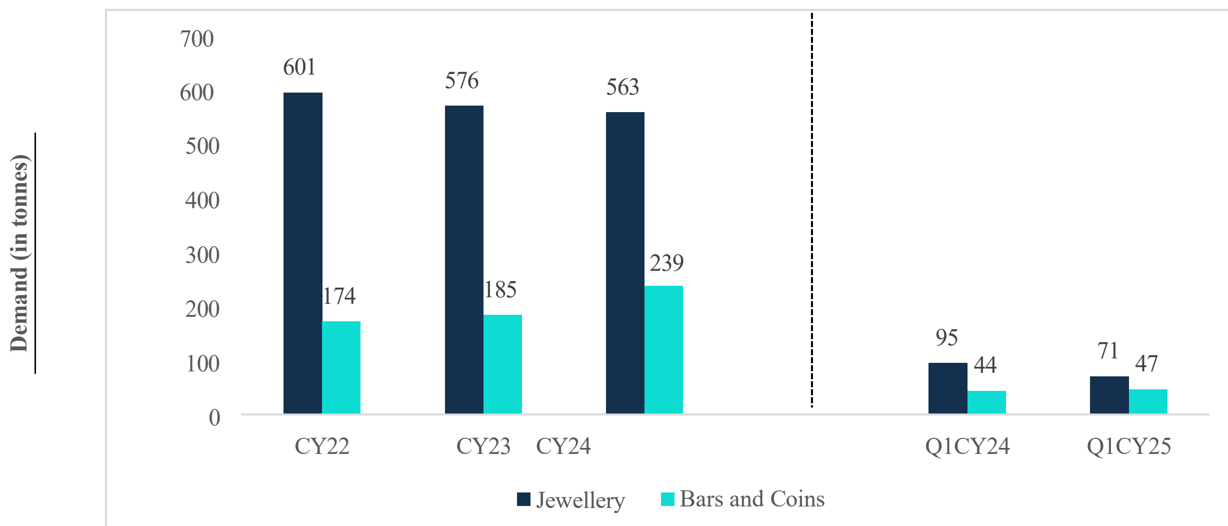
Diamond: The diamond jewellery sector in India has seen robust growth in recent years, particularly among consumers looking for luxury and exclusivity. Diamonds are a popular choice for special occasions, particularly weddings, and are often seen as a symbol of sophistication. This segment is supported by a strong retail presence and branding efforts from both domestic and international jewellers. Innovations in diamond cutting and bespoke design options have further driven interest, making diamond jewellery a staple in modern Indian collections.

Silver: Silver is valued for its affordability and versatility, appealing to a broader customer base. It is commonly used in both traditional and modern jewellery designs, such as bangles, anklets, and earrings. Silver also plays a key role in fashion jewellery, where its flexibility allows for more creative and experimental styles. The material has gained popularity due to its cost-effectiveness in comparison to gold and diamonds, particularly among middle-income consumers. Additionally, the rise of silver-plated and sterling silver items has introduced a modern twist to traditional designs, catering to changing consumer preferences.

Others: The "others" category encompasses a variety of materials, including gemstones and non-traditional metals. Fashion jewellery incorporating synthetic and alternative materials is on the rise, attracting consumers who seek trendy yet affordable options. This segment is particularly appealing to fashion-forward buyers looking for unique, budget- friendly pieces.

10.4 Domestic Gold Demand from Various Segments

Chart 25: Trend in Domestic Gold Demand- in Volume Terms



Source: WGC, CareEdge Research

In CY24, the total domestic demand for gold (including jewellery, bars, and coins) was estimated at 803 tonnes as compared to 761 tonnes in CY23. In CY24, the gold demand was 803 tonnes, an increase of 5.5% y-o-y over CY23.

The jewellery segment continued to be the largest contributor and accounted for ~70% of the gold demand in India, while bars and coins accounted for the balance. The gold jewellery demand declined by 2.2% y-o-y in CY24. The demand was impacted due to increasing gold prices.

Business Model in the Gems and Jewellery Industry

10.4.1 Franchisee-Owned, Franchisee-Operated (FOFO) Model:

In the FOFO model, the franchisee invests their capital to establish the jewellery store, including the costs of real estate, inventory, and operational expenses. The franchisee is responsible for the day-to-day operations of the store, including hiring staff, managing sales, and maintaining customer relationships. The franchisor provides branding, training, and support, along with the necessary systems and processes.

Key Features of the FOFO Model:

- **Investment**: Franchisees bear the financial responsibility for setting up and running the store.
- **Operational Control**: Franchisees have autonomy over the daily operations, allowing them to tailor their business strategies to local markets.
- **Brand Support**: The franchisor offers branding, marketing, and training support, ensuring that franchisees align with the overall brand image.
- **Revenue Sharing**: Franchisees pay an initial franchise fee and ongoing royalties based on sales to the franchisor, which provides a steady revenue stream for the brand.

Advantages of FOFO:

- **Lower Risk for Franchisor**: The franchisor does not have to invest in physical stores, reducing financial risk.
- **Local Expertise:** Franchisees often have better knowledge of local markets and consumer preferences, which can lead to more effective marketing and sales strategies.
- **Scalability:** This model enables rapid expansion of the brand across different regions.

10.4.2 Franchisee-Owned, Company-Operated (FOCO) Model:

In the FOCO model, the franchisee owns the store, but the company (franchisor) operates it. The franchisor retains control over the daily operations, staffing, and customer service, while the franchisee provides the physical space and bears the financial investment. This model allows the franchisor to ensure consistent quality and service across all locations.

Key Features of the FOCO Model:

- **Investment**: Franchisees invest in the physical location, while the franchisor manages the operations.
- **Operational Control**: The franchisor oversees all operational aspects, maintaining quality control and brand standards.
- **Revenue Sharing**: Similar to the FOFO model, franchisees pay initial fees and ongoing royalties, but profit margins may differ due to the operational control by the franchisor.

Advantages of FOCO:

- **Quality Assurance**: The franchisor can maintain stringent quality control and consistency across locations, enhancing the brand's reputation.
- **Operational Expertise**: The franchisor can leverage its experience and systems to manage the store effectively, potentially leading to higher profitability.

Store Format Classification (Based on Size)

Retail stores in the industry are categorised based on their physical footprint. The size of the store often correlates with the product assortment, inventory depth, and target customer base. Typical classifications include:

Store Format	Approx. Size (sq. ft.)	Description
Small Format	100–500 sq. ft.	Compact stores designed for high-street locations or convenience centres; limited product range and faster service.
Medium Format	500–1,000 sq. ft.	The most common format in malls or commercial zones; balanced inventory with moderate footfall capacity.
Large Format	> 2,500 sq. ft.	Flagship stores offering a complete brand experience, often used in metro cities or destination malls with premium product lines and in-store events.

10.4.3 Shop-in-Shop (SIS) Model

The **Shop-in-Shop (SIS)** format is a strategic retail concept where a brand sets up a dedicated branded section within a larger multi-brand store (such as a department store, hypermarket, or retail chain). The SIS store typically includes exclusive branding, fixtures, and trained staff, while the host store manages overall infrastructure and billing.

Key Advantages of the SIS Model:

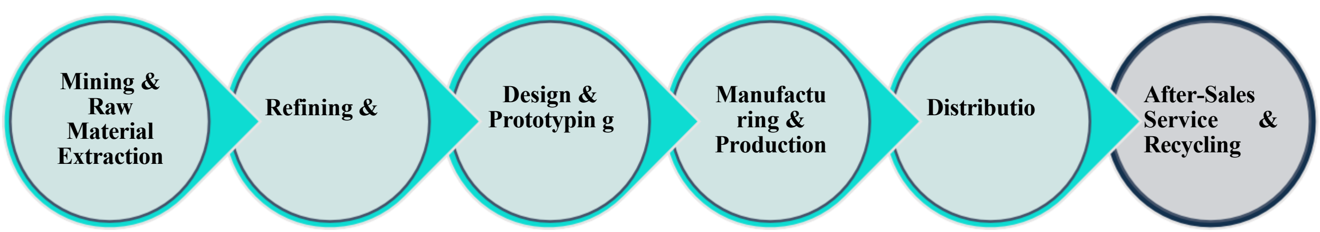
- **Low Capex Expansion:** Brands can expand to premium locations without incurring full rental and fit-out costs.
- **Brand Visibility:** Strategic placement in large-format stores enhances brand recall and accessibility.
- **Targeted Footfall:** Beneficial in locations with established customer traffic, such as malls, large existing stores, Etc.

SIS models are widely used by fashion, electronics, cosmetics, and lifestyle brands as part of their retail mix, particularly during early market entry or for showcasing premium products.

10.5 Value Chain of Gems and

Jewellery Chart 26: Gems and Jewellery

Value Chain



Source: IMARC Group, CareEdge Research

- **Mining and Raw Material Extraction**

This phase starts with the extraction of precious metals and gemstones from mines worldwide. Key gold-producing countries include China, South Africa, the United States, Australia, Russia, and Peru. The process involves obtaining raw materials such as gold, silver, platinum, and gemstones from these mines. The cost of extraction is influenced by the location and availability of resources, as well as the methods used, which vary depending on factors like depth, accessibility, and mineral content.

Additionally, environmental concerns and labour conditions are significant factors, with the jewellery industry placing greater emphasis on ethical sourcing practices.

- **Refining and Processing**

Once extracted, raw materials are refined to eliminate impurities and achieve the required purity for use in jewellery. Refining metals involves specialised facilities and techniques to ensure consistent quality. For gemstones, the processing includes cutting, shaping, and polishing to enhance their colour, clarity, and brilliance. This step improves the visual appeal and market value of the stones. The refining process is crucial, as high-quality, well-processed materials result in durable and aesthetically pleasing jewellery pieces.

- **Design and Prototyping**

Jewellery design blends creativity with technical skill. Designers either sketch their ideas or use computer-aided design (CAD) software to visualise each piece. The designs must balance both aesthetic appeal and practicality, ensuring the jewellery is comfortable to wear and durable. Prototyping, often done with a model or sample, lets designers evaluate their ideas and adjust before full production begins. This stage is crucial for producing pieces that reflect current trends and meet customer preferences.

- **Manufacturing and Production**

At this stage, jewellery is produced on a larger scale. Skilled artisans or machinery work with the finalised designs to shape metals, set gemstones, and assemble each piece. Depending on the complexity and desired quality, both traditional techniques (such as handcrafting) and modern methods (like 3D printing) may be employed. Quality control is essential to ensure that every piece meets the brand's standards. In luxury jewellery, artisanry is especially prized, as fine detailing can increase the item's value.

- **Distribution and Retail**

In the jewellery value chain, distribution and retail are crucial stages that connect production to final sales. After production, jewellery is distributed through wholesalers who buy in bulk from manufacturers and supply retailers. This phase involves secure logistics to manage high-value items, which affects inventory management and customer satisfaction by ensuring retailers have sufficient stock. Retailers, whether through physical stores or online platforms, then sell the jewellery directly to consumers. They use marketing strategies that emphasise the product's appeal and brand values, such as luxury or sustainability. Personalised services like custom fittings, engraving, and resizing further enhance customer satisfaction and promote brand loyalty, as customers often associate the quality of service with the jewellery’s overall value.

- **After-sales Service and Recycling**

High-quality after-sales services, such as cleaning, repairs, and maintenance, play a vital role in extending the life of jewellery while fostering customer trust and loyalty. These services address post-purchase issues like resizing or replacing stones, further enhancing customer satisfaction. Recycling has also gained significance in the jewellery industry, with many brands offering buy-back or recycling programs. These initiatives allow companies to refurbish old pieces and reuse valuable metals and gemstones, promoting environmental sustainability and resource efficiency.

Gold Processing in India vs China

Gold Mining

In CY22, China was the largest producer in the world with 10.3% of total global production, which amounted to 3,627.7 tonnes. During CY23, the gold mining in the country was recorded at 375 tonnes. The value of gold mining in China grew at a CAGR of about 9.1% from USD 16,458 million in CY19 to USD 23,300 million in CY23.

Whereas gold mining in India has been low due to factors such as lack of investments, closure of mines, regulatory challenges and poor infrastructure. The mining in India recorded only 0.8 tonnes in CY23 with a value of USD 48 million. It is projected to increase its mining volumes to 1.3 tonnes in CY24.

Table 4: Gold Mining in China and India

Particulars	CY19		CY23		CY24F	
	Volumes (Tonnes)	Value (USD Million)	Volumes (Tonnes)	Value (USD Million)	Volumes (Tonnes)	Value (USD Million)
China	380	16,458	375	23,300	401	28,090
India	1.7	79	0.8	48	1.3	90

Source: Maia Research, CareEdge Research

Gold Ore Concentrate

The scale of gold ore concentrates (including production and import volumes) in china has been growing steadily over the period CY19 to CY23 and recorded a total of 78,00,000 tonnes in CY23. The value of these ore concentrates in China region has increased swiftly by 9.7% CAGR during the same period. Further, the volumes and value are estimated to grow by around 8% and 16% respectively in CY24 for China.

The scale of gold ore concentrate in the Indian market has witnessed a notable growth in recent years. Moreover, the reserves with the central bank have been rising in recent times as the RBI is driving the gold purchases in the current year 2024. The Hutti Gold Mine, located in Karnataka, is one of the primary and significant producers of gold ore concentrate in India. This mine has a higher grade of ore and is responsible for producing more output in the country. Additionally, Birla Copper's smelter in Gujarat is also involved in producing gold as a by-product of domestic copper production. Alongside, the government is striving to promote domestic availability of critical minerals, including gold. As a result, the production activities of gold ore have increased in India both in terms of volume and value.

Table 5: Gold Ore Concentrate in India and China

Particulars	CY19		CY23		CY24F	
	Volumes (Tonnes)	Value (USD Million)	Volumes (Tonnes)	Value (USD Million)	Volumes (Tonnes)	Value (USD Million)
China	78,00,000	13,948	78,00,000	20,179	84,00,000	23,445
India	46,900	83	31,826	164	50,008	313

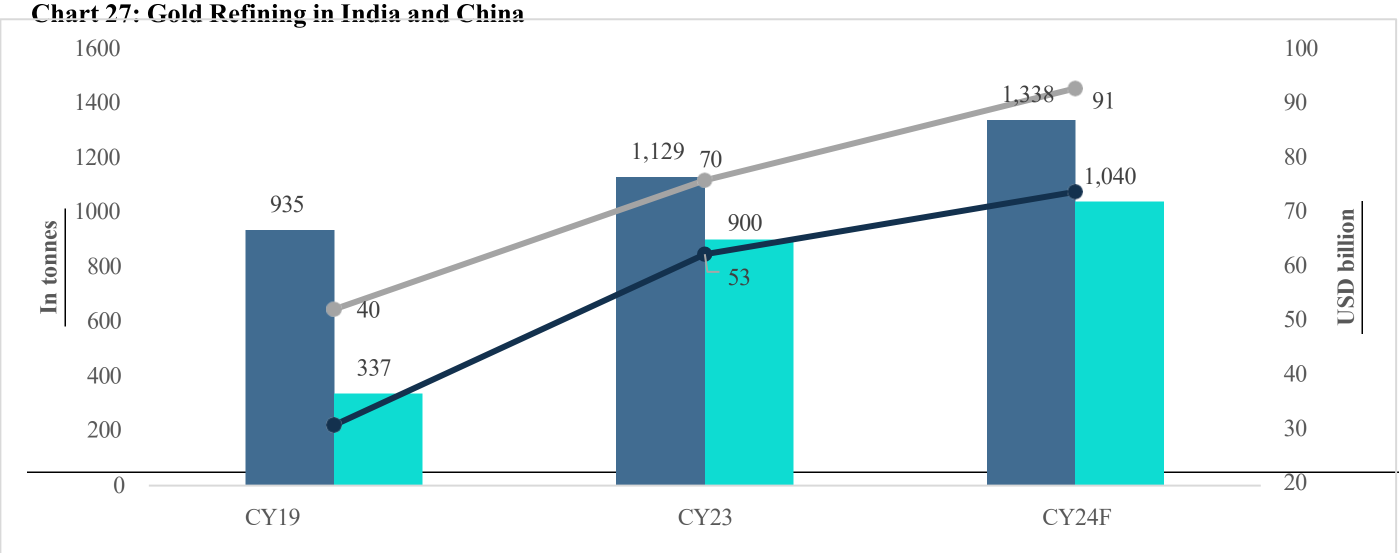
Source: Maia Research, CareEdge Research
Note: Gold ore concentrate includes both production and import volumes

Gold Refining

The refining of gold in China has witnessed a CAGR of around 5% during the period of CY19 to CY23. It rose from 935 tonnes in 2019 to 1,129 tonnes in 2023. On the other hand, the volumes of gold refining in India have significantly increased with a CAGR of around 28% from 337 tonnes in 2019 to 900 tonnes in CY23.

Impact of Interest Rates, Geopolitical

Chart 27: Gold Refining in India and China

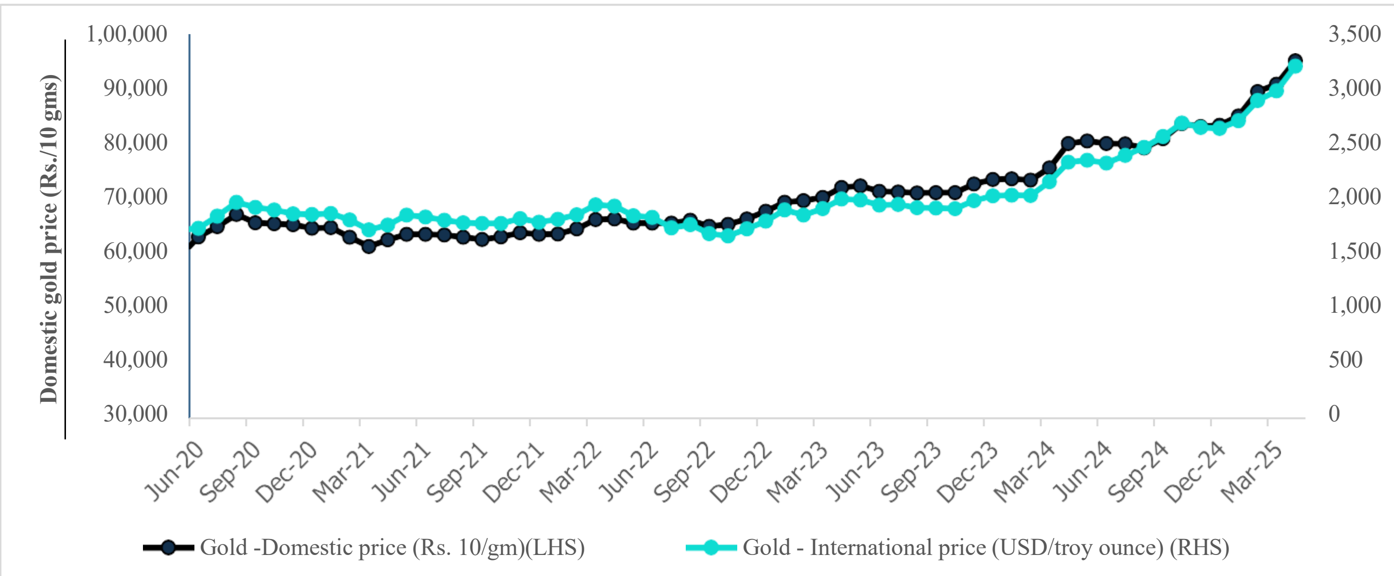


Source: Maia Research, CareEdge Research

10.6 Tensions on Gold Prices

Gold jewellery accounts for a major share of overall jewellery consumption in India. However, the demand for gold, particularly physical gold in the form of coins and bars, which is primarily for investment, is dependent on movements in gold prices.

Chart 28: Trend in International Gold Prices



Source: CMIE; CareEdge Research

In CY24, international gold prices exhibited a strong upward trajectory, starting at USD 2,034 per troy ounce in January and peaking at USD 2,690 in October. The domestic gold prices mirrored this trend, climbing from Rs 62,387 per 10 grams in January to Rs 76,686 by October. This surge was primarily fueled by a weakening US dollar, heightened geopolitical tensions, and expectations of monetary policy easing by the US Federal Reserve, which had already implemented rate cuts totalling 50 basis points.

Additionally, investors sought safety in gold amid global uncertainties, including political developments related to upcoming elections and continued instability in the Middle East. However, gold prices saw a slight decline in November and December CY24, driven by strong US labour market data and the People's Bank of China's reported pause in gold purchases.

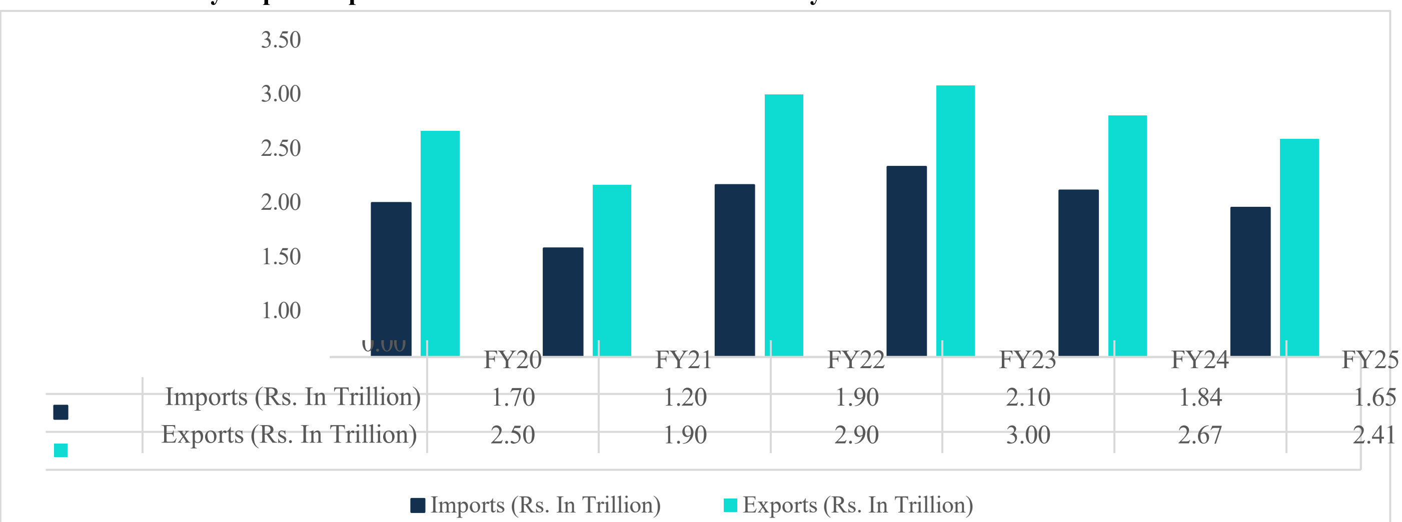
Entering CY25, gold prices resumed their upward momentum, reaching new record highs. By April 2025, international prices had risen to USD 3,208 per troy ounce, while domestic gold prices surged to Rs. 93,033 per 10 grams. This continued rally was supported by expectations of further rate cuts, persistent geopolitical risks, and sustained demand from central banks and investors amid global economic uncertainty.

10.7 Trends in Imports and Exports of Gems and Jewellery in India

10.7.1 Overview

In FY25, G&J exports reached Rs. 2.41 trillion, representing an 11.72% decline compared to the same period in FY24. The overall gross imports of Gems & Jewellery reached Rs 1.65 trillion in FY25, showing a decline of -10.09% compared to Rs 1.84 trillion for the same period the previous year.

Chart 29: Yearly Import Export Trends - Overall Gems and Jewellery



	FY20	FY21	FY22	FY23	FY24	FY25
Imports (Rs. In Trillion)	1.70	1.20	1.90	2.10	1.84	1.65
Exports (Rs. In Trillion)	2.50	1.90	2.90	3.00	2.67	2.41

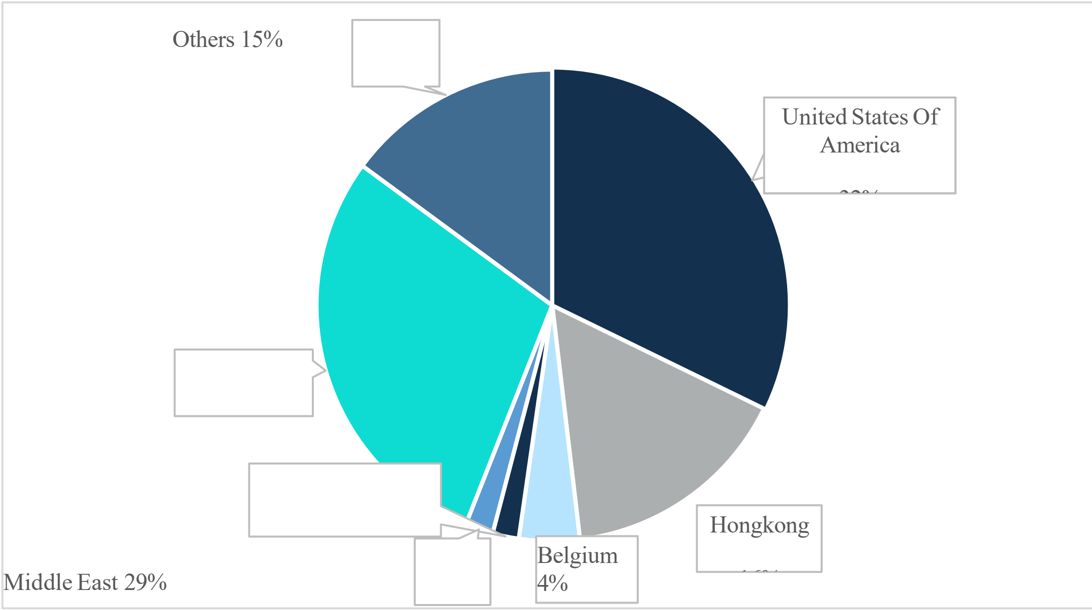
Source: Gems & Jewellery Export Promotion Council (GJEPC)

Growing Government Focus on Export Promotion

The Government of India, along with all the stakeholders of the G&J sector, is well committed to aggressively promoting exports, identifying challenges, and addressing them with necessary interventions, assisting exporters, especially SME units and exploring new markets while consolidating existing ones. With rapid growth prospects, the government of India has also declared the G&J sector as one of the focus areas for export promotion.

With such continuous government support, the superior quality of Indian manufacturers has enabled the Indian gems & jewellery trade market to penetrate markets like the USA, UAE, Hong Kong, Israel, Switzerland, and Belgium. The USA market is the largest destination for Indian gems and jewellery exports, accounting for a 30% share of India's exports in FY24.

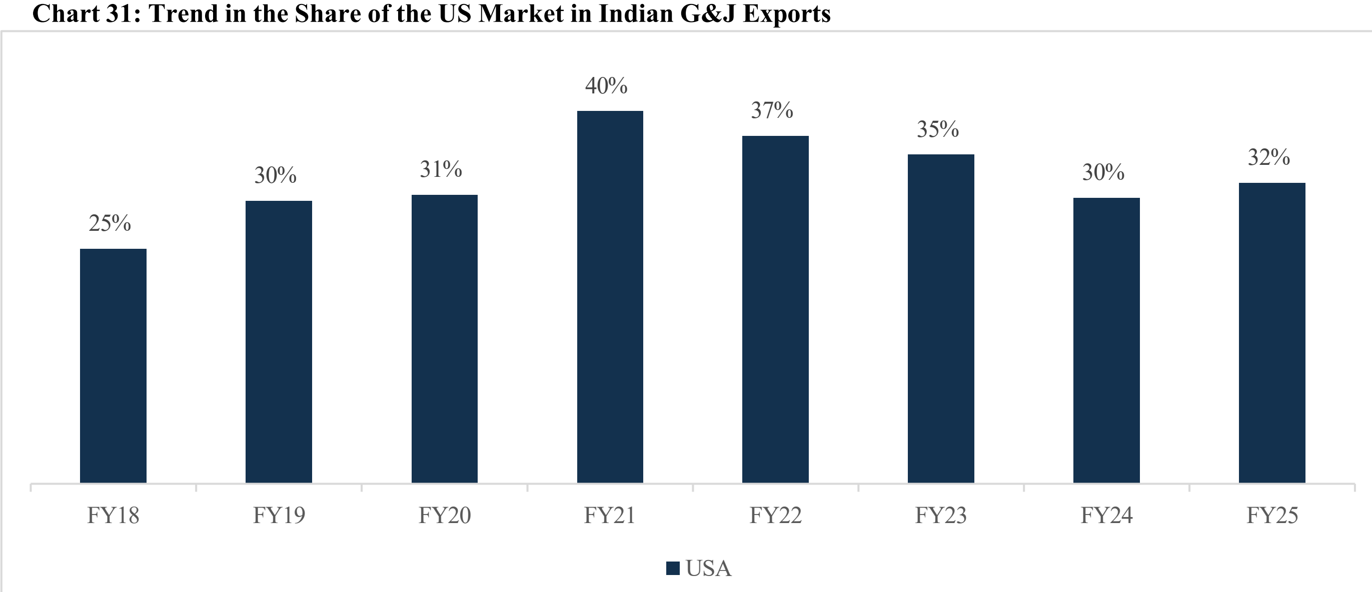
Chart 30: Country-wise Export Share in FY25 - Overall Indian Gems and Jewellery



Source: Gems & Jewellery Export Promotion Council (GJEPC)

In July 2020, Washington ended Hong Kong's preferential trade protection by raising the import duty on gems and jewellery to 7.5% from 3.3%. Further, the levy of additional tariffs on Chinese jewellery being exported to the USA has made Indian exporters more competitive. These factors benefitted India and helped it increase its penetration in the US export market. China and Hong Kong are respectively the fourth- and fifth-largest suppliers of gems and jewellery to the US after India, France, and Italy.

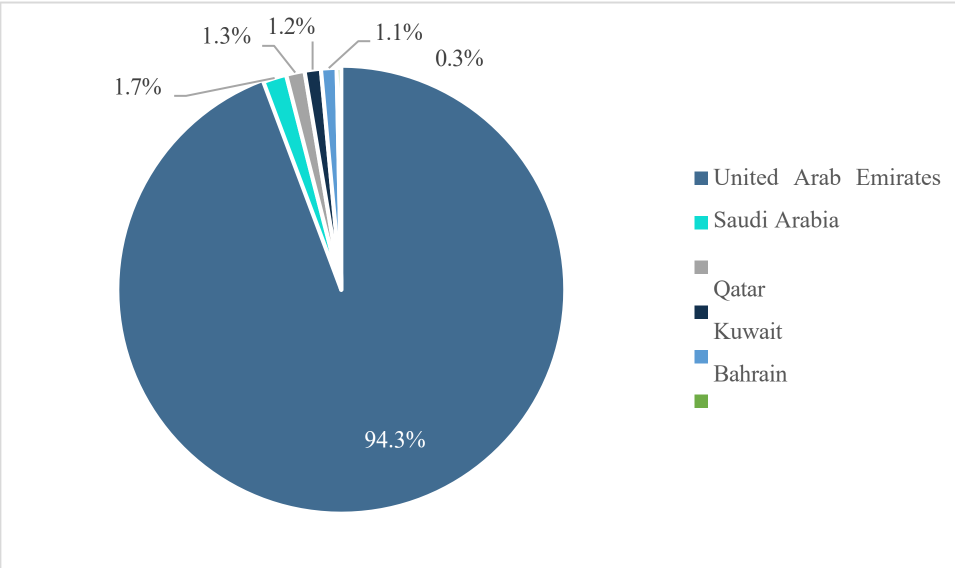
Chart 31: Trend in the Share of the US Market in Indian G&J Exports



Source: Gems & Jewellery Export Promotion Council (GJEPC), CMIE

Focus on Middle East Countries

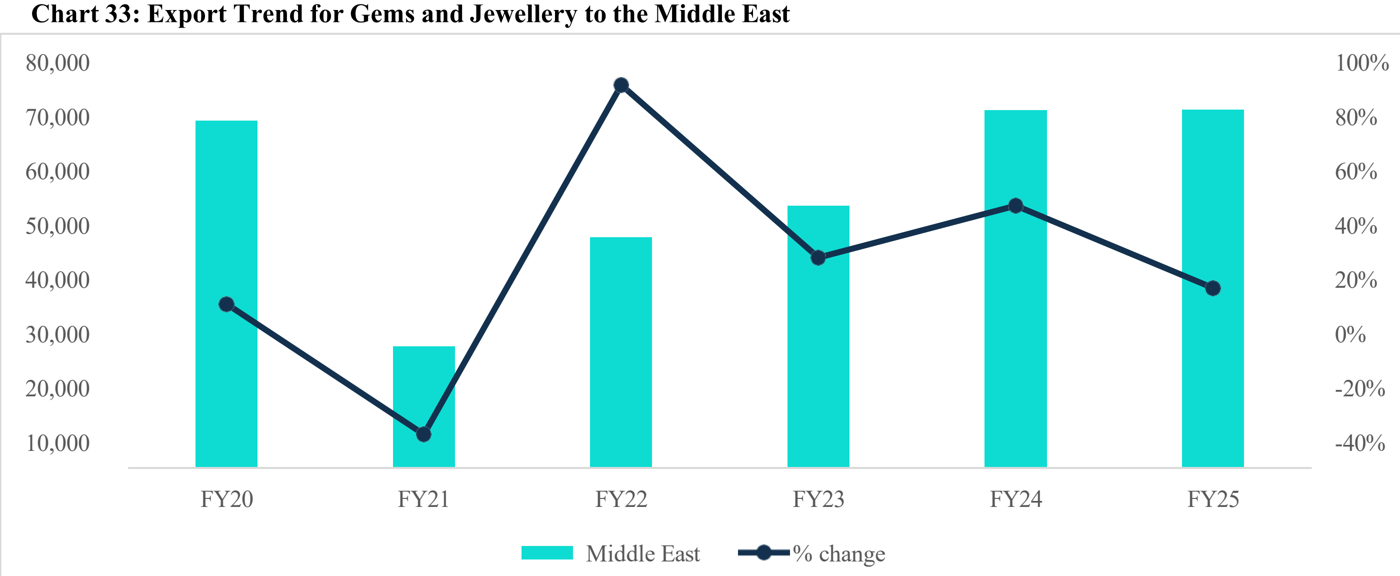
Chart 32: Share of Exports of Middle Eastern Countries-Overall Indian Gems and Jewellery in FY25



Source: Gems & Jewellery Export Promotion Council (GJEPC)

The Share of Middle Eastern countries is around 29% in the total export of the Indian gems and jewellery industry. It comes 2nd after the USA. Middle Eastern countries to which India exports consist of the United Arab Emirates (UAE), Saudi Arabia, Qatar, Kuwait, Bahrain, and Oman. But the maximum share is of the UAE with a 94% share.

Chart 33: Export Trend for Gems and Jewellery to the Middle East



Source: Gems & Jewellery Export Promotion Council (GJEPC)
Note: The Middle East countries include United Arab Emirates (UAE), Saudi Arabia, Qatar, Kuwait, Bahrain, Oman, and Jordon

The compound annual Growth Rate (CAGR) for FY20-FY24 is 0.6% for overall exports of gems and jewellery to the Middle East. As the India-UAE came into force in 2022 and hence we can see a significant increase of 90.3% y-o-y in

FY22 for the gems and jewellery exports. India-UAE CEPA has contributed to an increase in the share of G&J exports to the UAE, especially in Dubai.

10.7.2 Product-Segment Wise Import and Export Trend

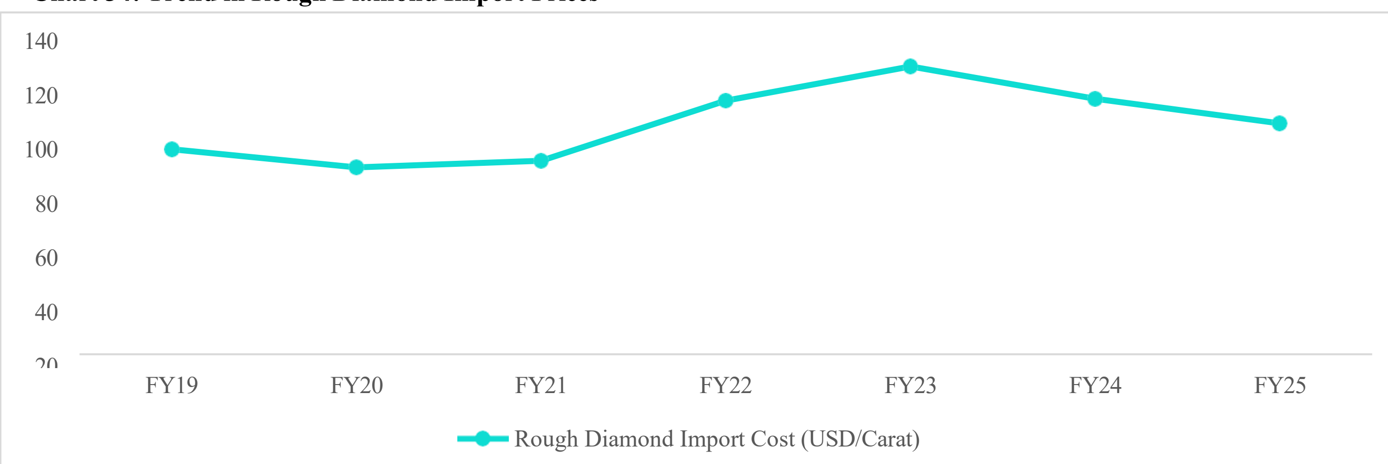
Rough Diamonds:
India is a leading importer of rough diamonds, supported by a robust diamond processing sector. In FY25, the country imported rough diamonds worth Rs. 913.5 billion, which represented 55% of the total gems and jewellery imports. This drop can be attributed in part to a two-month import ban from October to December 2023, implemented by the GJEPC to help balance supply and demand, considering decreased demand from the US and China. While polished diamond prices saw a decline, rough diamond prices remained stable, resulting in reduced demand and lower import levels. The ban was lifted in December 2023, and prices have since stabilised.

Table 6: Import Trend of Rough Diamonds

Year	Imports (Rs. In Billion)	Y-o-Y Growth (In %)	% Share in Total G&J Imports
FY20	921.6	-15.9%	53%
FY21	802.4	-12.9%	66%
FY22	1411.7	53.2%*	71%
FY23	1118.4	-20.8%	65%
FY24	1180.4	5.6%	64%
FY25	913.55	29.2%	55.4%

-* compared with pre-pandemic year FY20
Source: Gems & Jewellery Export Promotion Council (GJEPC), CareEdge Research

Chart 34: Trend in Rough Diamond Import Prices

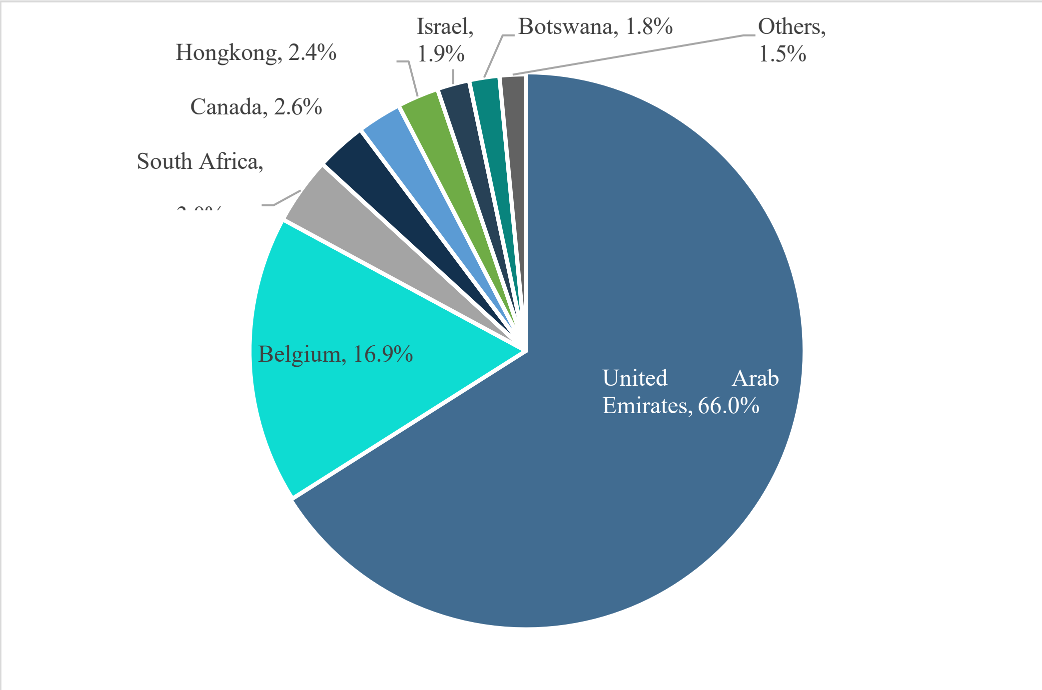


Source: Gems & Jewellery Export Promotion Council (GJEPC), CareEdge Research

Rough diamond prices have increased over the past two to three years as the ongoing Russia-Ukraine war has resulted in a decline supply of rough diamonds. The supply from Russian miner Alrosa, one of the leading suppliers of small- sized diamonds, has been impacted significantly, leading to the increasing rough diamond prices. However, the prices have corrected slightly in FY24 and continued correcting in FY25 as well, on account of weak global demand.

The United Arab Emirates (66%) had the highest share in rough diamond imports to India in FY25, followed by Belgium (16.9%), Russia(3.9%), South Africa(3%), Canada(2.6%), Hongkong(2.4%), Israel(1.9%), Botswana(1.8%) and others.

Chart 35: Country-Wise Share in Imports of Rough Diamond in FY25



Source: Gems & Jewellery Export Promotion Council (GJEPC)

Gold Jewellery:
The gold jewellery market holds the second-largest share of G&J exports after the cut and polished diamonds segment. In FY25, gold jewellery accounted for 39% of the total exports of G&J.

Table 7: Exports of Gold Jewellery (Rs. in billion)

Year	Exports	Y-o-Y growth
FY20	852.3	2.4%
FY21	371.1	-56.5%
FY22	687.8	-19.3%
FY23	765.9	11.4%
FY24	923.5	20.6%
FY25	949.4	2.8%

Note: *compared with pre-pandemic year FY20
Source: Gems & Jewellery Export Promotion Council (GJEPC), CareEdge Research

In FY25 gold jewellery exports increased by 2.8% y-o-y. The commissioning of the India-United Arab Emirates Comprehensive Economic Partnership Agreement (CEPA) resulted in significant growth in exports of plain gold jewellery balancing the gap in exports to key markets such as the United States of America and Hong Kong.

Further, Dubai is a key market for Indian gold jewellery exports. The 'Dubai Gold Souk,' (Traditional gold market of Dubai) where Indian jewellery from Kolkata and Mumbai is popular, makes for a substantial portion of gold sales in Dubai. Mumbai, Chennai, and Kolkata account for many gold jewellery exports. However, several exporters outsource manufacturing to Gujarat-based companies.

The India-UAE Free Trade Agreement (FTA) signed on 18th February 2022 and effective from 1st May 2022, is expected to raise India's gold jewellery exports, create jobs, and provide chances for skill development in the jewellery manufacturing and supply chain. The FTA between the two nations will encourage the establishment of a more organized wholesale of Indian-made gold jewellery. This breakthrough will make Indian-made jewellery even more appealing to UAE customers (residents and tourists).

Imports of Raw Gold:
After China, India is the world's second-largest gold consumer. India imports unwrought gold in the form of bars, gold plated with platinum or in semi-manufactured forms, and gold powder. Imports are mostly used to meet the demand of the domestic jewellery business. The demand for gold is expected to register a further increase on account of the festive and marriage seasons.

Table 8: Imports of Raw Gold

Year	Gold Imports (Rs. In Billion)	Y-o-Y Growth (%)	Gold Imports (In Kgs)	Y-o-Y Growth (%)
FY20	1,992.4	-13.2%	7,19,930	-26.7%
FY21	2,542.8	27.6%	6,51,240	-9.5%
FY22	3,440.9	35.3%	8,79,010	35.0%
FY23	2,804.8	-18.5%	6,78,300	-22.8%
FY24	3,772.5	34.5%	7,95,240	17.2%
9MFY24	2,976	31.8%	6,22,350.00	11.7%
9MFY25	4,074	36.9%	6,39,380.00	2.7%

Source: CMIE, CareEdge Research

The import duty on gold and silver findings and coins of precious metals had increased to 15% from 10% from January 2024. This includes Basic Custom Duty (BCD) of 10% and 5% of AIDC (Agriculture Infrastructure Development Cess). Findings are items like hooks, clips, pins, screws, etc., which are components of jewellery making.

From June 2024, the Directorate General of Foreign Trade (DGFT) has brought gold jewellery studded with pearls, diamonds, and precious & semi-precious stones in the ‘restricted’ category from ‘free’ with immediate effect, which means their import will require a government permit. These restrictions have been imposed as the imports from Indonesia under the India-ASEAN free trade agreement had surged, and some articles of gold were coming duty-free and being melted in India to make jewellery. UAE is, however, exempted from these restrictions as per the India-UAE CEPA. However, in July 2024, the Finance Minister of India announced that the Customs Duty on precious metals like gold and silver will be reduced from 15% to 6% and for platinum, it will be reduced from 15.4% to 6.4%.

Domestic gold imports reached Rs. 3,772.5 billion in FY24 as compared to Rs. 2,804.8 billion in FY23 and reached Rs. 4,074 billion in 9MFY25 as compared to Rs. 2,976 billion in 9MFY24. During FY24 the imports of gold imports in India saw a rise of 34.5% y-o-y in value terms, whereas a rise of 17.2% y-o-y was seen in volume terms.

10.8 Outlook for the Gems & Jewellery Industry in India

The gems & jewellery industry’s performance has been weak in the first quarter of CY25. However, the demand is expected to improve in the coming months, led by purchasing during the festivals. The demand is expected to further revive in subsequent years, driven by the moderation of inflation and alleviation of global geopolitical issues. Also, the domestic growth is likely to be driven by resilience in demand, particularly during the festive and wedding seasons and expansion by organised jewellery retailers across pan-India.

Diamonds Segment:

India is the world's largest centre for cutting and polishing diamonds, with most players concentrated in the three cities of Gujarat, Surat and Navsari. With a global share of more than 90% in the processing of rough diamonds, Cut & Polished Diamonds (CPD) accounted for 47% of the overall gems and jewellery exports from India. The CPD industry caters to demand from the US, Hong Kong, and the Middle East.

Majorly, India imports rough diamonds and exports cut and polished diamonds. The import prices per carat have been increasing, putting pressure on imports since FY21. On the other hand, the volume of exports has significantly reduced. This situation has resulted in an imbalance of demand and supply, making the demand outlook of the diamond industry negative.

In markets such as the US, diamonds are considered fashionable jewellery affordable to youngsters, which augurs well for the Indian market. The increasing acceptance in markets such as the UK and Australia would further support the demand.

The government has identified lab-grown diamonds (LGD) as an emerging sector. The India-UAE CEPA will further boost the growth of this industry. For instance, Finance Minister Nirmala Sitharaman, in the Budget 2023-24, announced a reduction in basic customs duty on seed used to manufacture LGD from 5% to NIL. This move was made to focus on the LGD exports from India due to depleting natural diamond reserves. Further, in the Budget 2024-25, the finance minister has announced that safe harbour rates for foreign mining companies selling raw diamonds in the country will be provided. Safe harbour rate will help promote the diamond industry and increase demand both domestically and internationally. The prices for rough diamonds may go down, which in turn will increase the demand for 'Cut and Polished Diamonds'

Furthermore, LGD exports are expected to be driven by the growing use of such diamonds in various end-use industries, rising synthetic diamond trade, and environmentally friendly manufacturing of such diamonds. LGDs are now categorised as a separate, more affordable commodity, and their demand is expected to grow due to increased supply and technological advancement.

The U.S. has imposed steep tariffs (27%-34%) on Indian gems and jewellery, significantly increasing the cost of Indian exports in the U.S. market. It is a major challenge for India's gems and jewellery sector, as it could reduce export earnings, lead to job losses, and weaken India's position in the global market While the immediate impact will be challenging, businesses and policymakers must focus on trade diversification, supply chain realignment, and cost optimization to sustain India's leadership in the global gems and jewellery market.

The cut and polished diamond export volumes have moderated in FY24 and continued the same trend during FY25. In the short term, sanctions on Russia, rising inflation, and weakening global demand due to economic slowdown concerns will likely continue to affect Indian exports. However, in the long term, the segment is expected to witness healthy demand. The overall share of LGDs remains low within the diamond industry, and declining exports alongside price corrections pose significant challenges, putting the sector in a difficult position.

Gold Jewellery Segment:

The demand for gold jewellery in India is predominantly driven by the domestic market, with weddings and festivals being the key contributors. Bridal jewellery accounts for more than half of the market share. Economic growth, wage increases, and wealth distribution will significantly impact long-term demand for gold jewellery.

In rural areas, gold demand typically increases post-harvest, especially after the Kharif crop season from September to November. Festivals like Diwali and Akshaya Tritiya are also major drivers, with 40-60 tonnes of gold sold during these periods alone. The growth of organised jewellery retailers and sustained demand are expected to drive moderate growth in the medium term. Additionally, India remains a key exporter of gold jewellery, with the Comprehensive Economic Partnership Agreement (CEPA) allowing 90% of Indian jewellery to enter the UAE duty-free, boosting international trade.

However, rising gold prices, inflation in food and fuel, and a weakening rupee are likely to impact consumer spending, particularly on discretionary purchases. Gold prices reached an all-time high of USD 2,690 per troy ounce, in CY24 and remains close to it, reaching around USD 3,208 per troy ounce in April 2025, which, combined with a weaker rupee, could make gold more expensive and reduce demand, especially in rural areas where demand is sensitive to crop performance.

The gold jewellery sector faces challenges from high gold prices. Wedding purchases have been subdued, with many consumers opting to exchange old gold instead of making new purchases. As gold prices surged, some consumers sold their old gold for profit, contributing to a slowdown in demand. This has resulted in a liquidity crunch among retailers, making them reluctant to restock.

The Union Budget kept the import duty on gold at 6% but reduced the customs tariff on gold jewellery from 25% to 20%, a move that is unlikely to significantly impact domestic production, as jewellery imports are limited to high-end, low-carat products. New tariff lines for precious metals were introduced to address disruptions in gold imports in forms like platinum alloy and gold paste.

Despite challenges in the jewellery segment, investment demand for gold remains strong, with continued interest in gold bars and coins as prices rise. Looking ahead, jewellery demand is expected to stay muted in the short term due to high prices and economic pressures, but price stabilisation could improve demand in the upcoming fiscal year.

In the long term, the gold jewellery industry remains stable, driven by robust export growth, sustained retail demand during festival periods, and a strong investment appetite for gold. However, short-term challenges like high gold prices and inflation may continue to impact consumer demand.

11 Diamond and Diamond Studded Gold Wholesale Market

11.1 Overview of the Diamond industry in India

India is a global leader in diamond processing, accounting for approximately 90% of the world's rough diamond cutting and polishing by volume. The country has established a highly integrated value chain centred around the midstream segment, with Surat in Gujarat emerging as the world's largest diamond processing hub. The industry benefits from low labour costs, advanced technology adoption, and a skilled workforce with decades of experience in diamond craftsmanship.

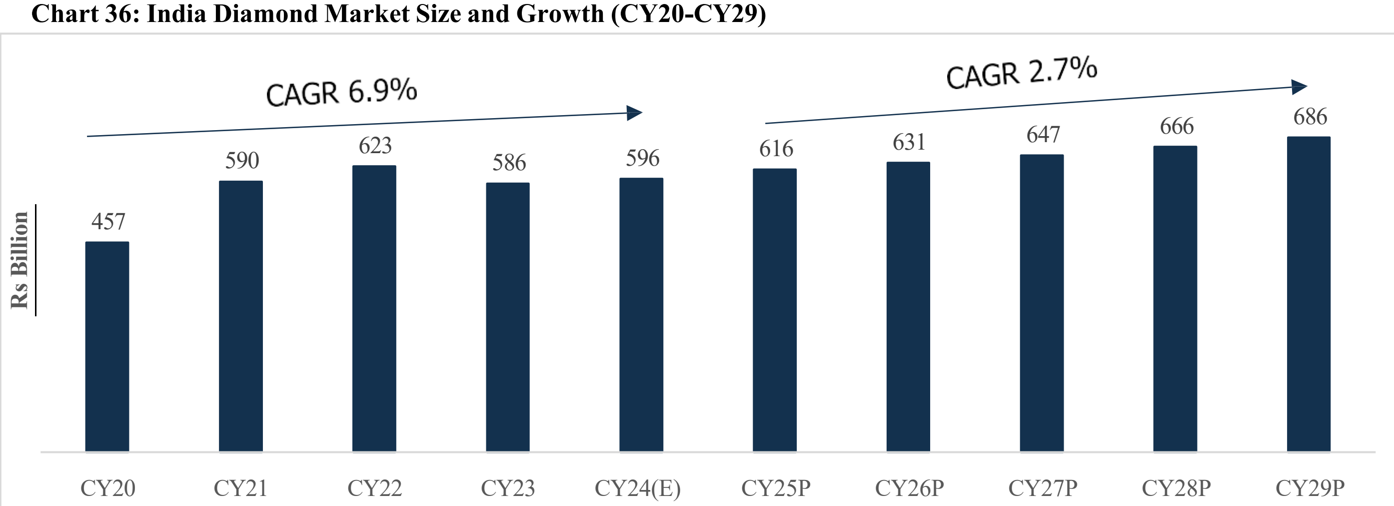
The Indian diamond industry operates across the entire value chain, encompassing the import of rough diamonds, cutting and polishing, grading and certification, and the export of finished stones. Rough diamonds are primarily sourced from international mining hubs such as Russia, Botswana, and Canada and are processed in India for re-export. Mumbai serves as the key trading and export centre, connecting Indian processors with global buyers. In FY25, the cut & polished segment contributed 47% of the overall exports in the gems & jewellery segment and the overall exports of cut & polished diamonds stood at Rs. 1,124.2 billion in FY25.

While exports remain the dominant demand driver, India's domestic diamond consumption is witnessing steady growth, supported by rising disposable incomes, increasing urbanisation, and evolving consumer preferences towards branded and lightweight diamond jewellery. Organised retail players such as Tanishq, Malabar Gold & Diamonds, and Kalyan Jewellers are expanding their product offerings and retail footprint, particularly in Tier I and Tier II cities. Additionally, the increasing acceptance of lab-grown diamonds is reshaping demand dynamics, offering consumers a cost-effective and sustainable alternative to natural stones.

The industry, however, continues to face certain challenges including volatility in rough diamond prices, dependence on imported raw materials, and growing competition from synthetic diamonds. Furthermore, compliance with international traceability and ethical sourcing standards is becoming critical for maintaining export competitiveness. Despite these headwinds, the long-term outlook for the Indian diamond industry remains stable, supported by continued investment in technology, increasing formalisation of operations, and policy support through initiatives such as the India International Bullion Exchange (IIBX) and skill development programmes under the government's 'Skill India' mission.

11.2 Market Size of the Diamond Industry in India

Chart 36: India Diamond Market Size and Growth (CY20-CY29)



Source: IMARC Group, CareEdge Research

In CY24, the Indian retail diamond jewellery market was valued at approximately Rs 596 billion, having grown at a CAGR of 6.9% during CY20–CY24. Looking ahead, the market is expected to expand at a CAGR of 2.7% over the forecast period CY25P–CY29P. This growth is driven by rising consumer preference for branded and lightweight jewellery, increasing penetration of organised retail in Tier I and Tier II cities, and growing awareness of lab-grown diamonds. However, challenges such as price volatility in rough diamonds, global demand fluctuations, and rising competition from synthetic alternatives may moderate the pace of future expansion.

11.3 Overview of the Diamond Studded Gold and Platinum Jewellery

Diamond Studded Gold

Diamond-studded gold jewellery is a popular and growing segment in India. It combines the classic appeal of gold with the elegance of diamonds, making it a preferred choice for many consumers. This type of jewellery is especially popular for weddings and special occasions, where diamonds are seen as a symbol of luxury and status. With increasing disposable incomes and changing consumer preferences, demand for diamond-studded gold jewellery is on the rise, particularly in urban areas.

India is now the second-largest consumer of diamond jewellery in the world, accounting for 11% of global consumption. This growth is mainly driven by the increasing number of middle-class consumers and their higher spending power.

The demand for diamond-studded gold jewellery is driven by factors like higher disposable incomes, a growing preference for branded products, and the influence of global fashion trends. Young professionals and millennials are important consumers, often choosing trendy and lightweight designs. Traditional wedding jewellery also incorporates diamond- studded pieces, making it an essential part of Indian culture.

Several key trends are shaping the market. Customization has become a popular choice, especially among affluent customers looking for unique designs. E-commerce platforms have made it easier for consumers to buy diamond-studded jewellery, offering convenience and competitive pricing. Additionally, lab-grown diamonds are becoming increasingly popular due to their affordability and sustainability, changing consumer buying habits.

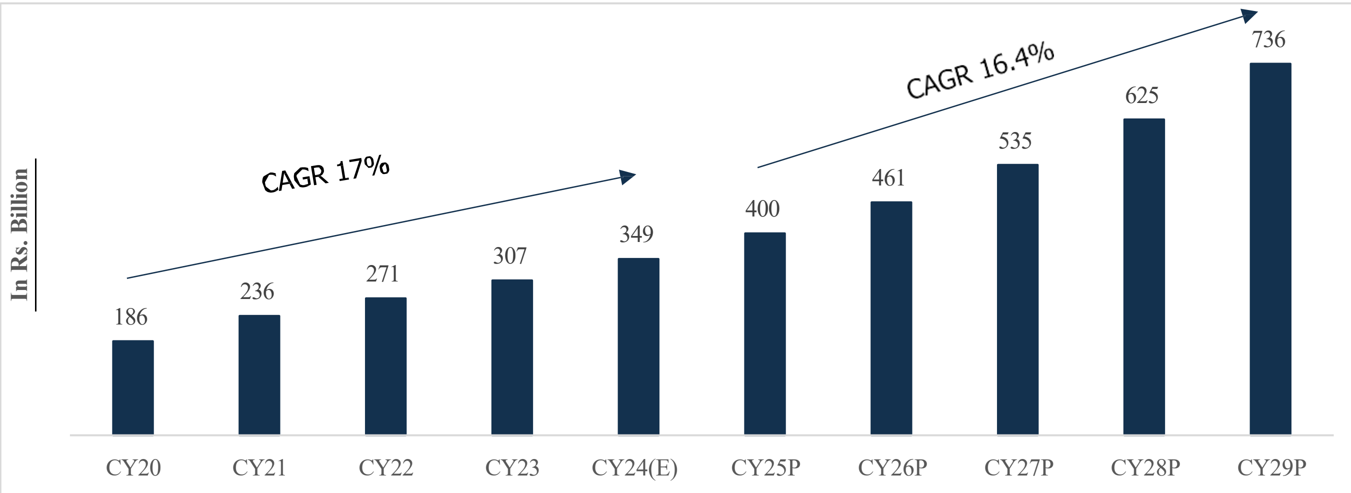
However, the segment faces challenges, including the fluctuating prices of diamonds, which may limit its accessibility to certain consumers. While few companies manage to mitigate the risk of fluctuating prices, some companies also find too difficult to surpass the prices to the end consumers. The unorganized market still holds a large share, and fluctuations in gold prices and import duties affect pricing and availability. These factors introduce some uncertainty, but they are balanced by consumer demand for quality and trust in branded jewellery.

Looking ahead, the diamond-studded gold jewellery market is expected to continue growing. The expansion of India's middle class, increasing brand awareness, and the rise of organized retailers will help drive this growth. Government initiatives to promote hallmarking and transparency are also boosting consumer confidence, ensuring a positive outlook for the segment.

11.4 Indian Diamond Studded Gold Wholesale Market Size

The Indian diamond-studded gold wholesale market reached a value of Rs. 349.33 billion in CY24, growing at a CAGR of 17% from CY20 to CY24. This growth is largely driven by the expanding middle class, which increasingly prefers branded products, contributing to the rise in demand for diamond jewellery. The growing influence of organized retail chains has significantly improved accessibility and consumer trust in branded diamond-studded jewellery, thereby boosting sales. Moreover, exports of studded gold jewellery also witnessed strong growth, increasing by 14.58% to USD 4.57 billion during April–December 2024 from USD 3.99 billion in the same period of 2023, supported by rising global consumer preference for Indian designs.

Chart 37: Indian Diamond-Studded Gold Wholesale Market Size and Growth (CY20-CY29)



Source: IMARC Group, CareEdge Research

Continuous innovation in designs and customisation options is attracting a broader customer base. Furthermore, the rise of online shopping platforms has expanded the market reach, enabling consumers to explore a wider variety of diamond- studded jewellery conveniently. As a result, the market is poised to grow at a CAGR of 16.4% during CY25-CY29, reaching an estimated value of Rs. 735.62 billion by CY29.

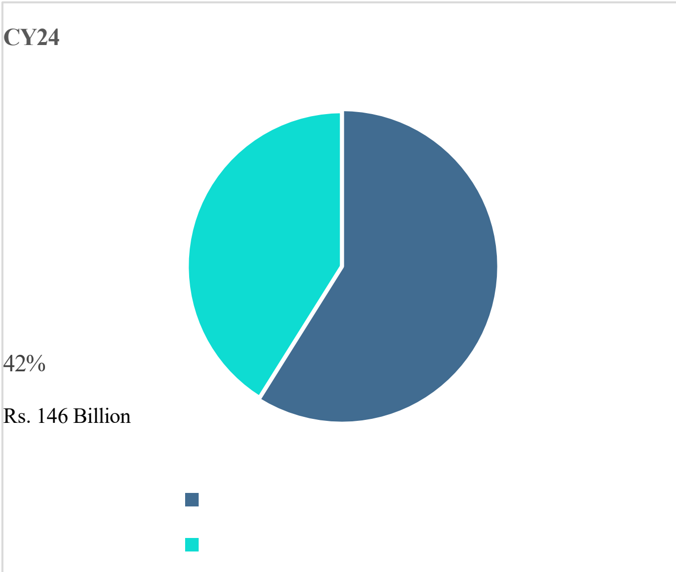
India's strong position as a major exporter of gems and jewellery presents opportunities for manufacturers to tap into global demand for diamond-studded gold jewellery. The integration of advanced technologies in production processes enhances efficiency and quality, allowing manufacturers to produce intricate designs that meet the ever-evolving market demands. Growing consumer awareness about the value of investing in quality jewellery is also encouraging the shift from traditional to diamond-studded pieces, further driving market demand.

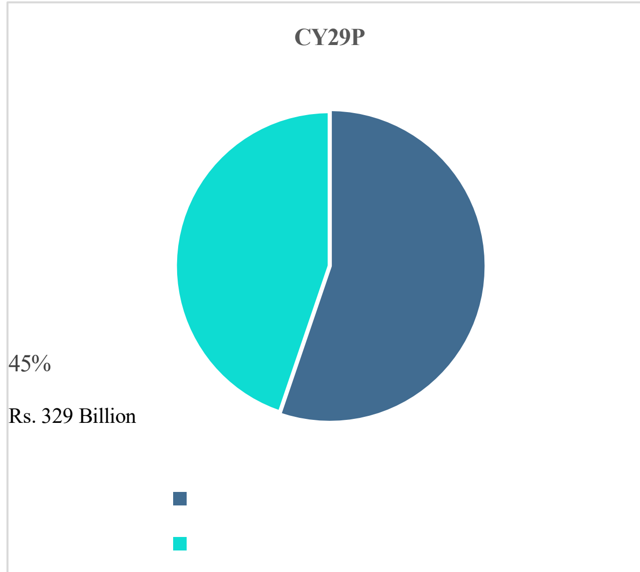
11.5 Share of Organised and Unorganised Manufacturers

The cultural significance of gold and diamond jewellery, especially during weddings and festivals, remains a major driver of demand in India. Unorganised players benefit from lower overhead costs, allowing them to offer competitive pricing and cater to budget-conscious consumers seeking affordable luxury. These manufacturers also possess deep insights into local consumer preferences, enabling them to quickly adapt to market trends and offer unique, personalised jewellery pieces. Many unorganised players leverage traditional craftsmanship to produce intricate designs that appeal to consumers looking for authenticity and heritage. By expanding their distribution networks through partnerships with local retailers or e-commerce platforms, unorganised manufacturers can improve product availability and enhance their market reach, further driving demand.

On the other hand, the growing middle class and increasing disposable income in India provide significant opportunities for organised manufacturers to cater to affluent consumers. As demand for unique and personalised jewellery continues to rise, organised players are investing in innovative designs and customisation options to meet these preferences. Sustainability is becoming a key factor in purchasing decisions, with ethical sourcing and environmentally friendly practices influencing conscious consumers. Technological advancements such as 3D printing are transforming jewellery design, enabling organised players to produce intricate designs efficiently and cost-effectively. Expanding retail presence in Tier II and III cities, where disposable incomes are rising, and leveraging strong brand recognition and collaborations with renowned designers, will further enhance the competitiveness of organised players, attracting discerning consumers and fostering long-term loyalty.

Chart 38: Indian Diamond Studded Gold Wholesale Market Breakup by Manufacturer (CY24 Vs CY29P)





Source: IMARC Group, CareEdge Research

In CY24, the unorganised segment of the Indian diamond-studded gold wholesale market held a dominant share of 58.3%, valued at Rs. 203.74 billion. The organised segment, in contrast, accounted for 41.7% of the market, valued at Rs. 145.59 billion. Looking ahead, by CY29, the unorganised segment is projected to grow to Rs. 406.21 billion, maintaining a 55.2% market share, while the organised segment is expected to grow to Rs. 329.41 billion, reaching a 44.8% market share.

11.6 SWOT Analysis of the Indian Diamond-Studded Gold Wholesale Industry

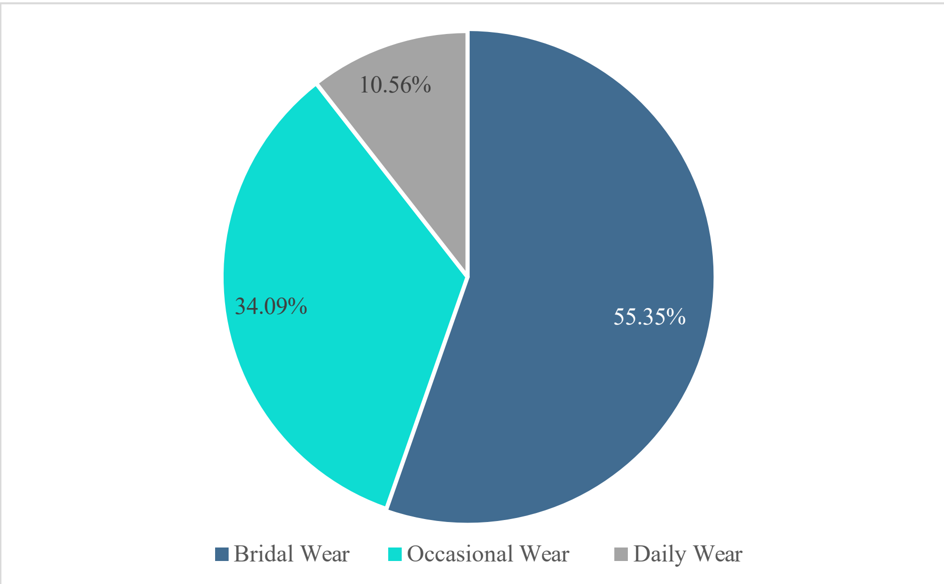
Chart 39: SWOT Analysis

Source: CareEdge Research

11.7 Indian Wholesale Gold Jewellery Market Breakup by Wearing

The Indian wholesale jewellery market is segmented based on the type of wear, which includes bridal wear, occasional wear, and daily wear.

Chart 40: Indian Wholesale Gold Jewellery Market Breakup by Wearing (in %), CY24(E)



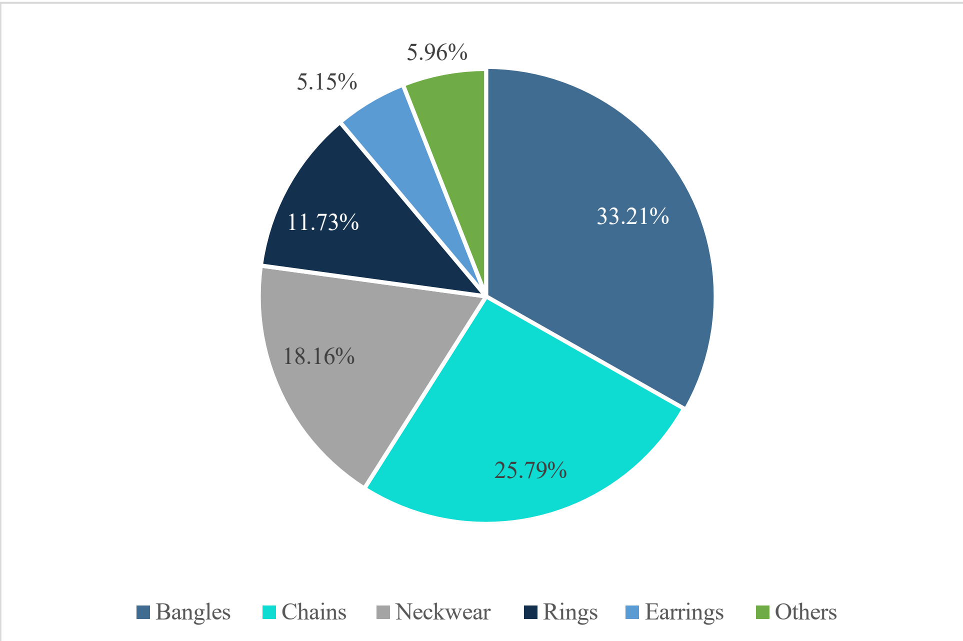
Source: IMARC Group, CareEdge Research Analysis; E= Estimated

Segment	Details
Bridal Wear	The Indian bridal jewellery segment is a leading category, supported by cultural heritage and the significance of weddings. It consists of intricate designs made of gold, diamonds, Kundan, and Polki. Demand is at its peak during the wedding season, especially in North and South India. In CY23, jewellery contributed 23–25% to overall wedding spending, reflecting its cultural importance. Key trends include the rise of destination weddings and a preference for heritage designs, ensuring bridal jewellery's continued prominence in India's wholesale market.
Occasional Wear	The occasional wear segment caters to demand for festivals, family occasions, and special occasions. Customers prefer semi-precious stones, modern designs, and multi- occasion pieces that incorporate tradition with modern looks. Key cities such as Mumbai, Delhi, and Bangalore contribute high sales, particularly during Diwali. The market is changing, with young consumers increasingly opting for light and low-cost designs, which has been driving the segment's consistent growth in the wholesale jewellery market.
Daily Wear	Daily wear jewellery is becoming increasingly popular in urban and semi-urban regions, with emphasis on minimalist, light, and long-lasting designs such as gold chains, rings, and earrings. Growing numbers of working professionals have increased demand for low- cost yet fashionable pieces. Maharashtra, Gujarat, and West Bengal register steady demand owing to high urban populations and high density of professionals. Mumbai, being the economic capital of Maharashtra, accounts for major sales. Gujarat's increasing business group and Kolkata's cultural heritage also help in the segment's consistent growth in the wholesale market.

11.8 Indian Wholesale Gold Jewellery Market Breakup by Product Type

The Indian wholesale jewellery market is segmented based on product type, which includes neckwear, rings, earrings, chains, and bangles/bracelets.

Chart 41: Indian Wholesale Gold Jewellery Market Breakup by Wearing (in %), CY24(E)



Source: IMARC Group, CareEdge Research Analysis; E= Estimated

- **Neck Wear**

The neck wear segment, including necklaces, chokers, and pendants, is a cornerstone of the Indian wholesale jewellery market. It is highly diverse, with demand ranging from heavy, ornate designs in gold and diamonds for weddings to lightweight, everyday wear pieces. Traditional styles like Kundan and Temple jewellery remain popular, especially in South India. The segment sees peak demand during the wedding and festive seasons, with a growing trend towards customizable designs that blend traditional motifs with modern aesthetics.

- **Rings**

Rings are a versatile and highly popular product in the Indian wholesale jewellery market. This segment includes everything from elaborate bridal rings, often adorned with diamonds and precious stones, to simple, everyday gold bands. Engagement rings are a significant driver, with a strong preference for solitaire diamonds. Rings also serve as popular gifting options during festivals and special occasions. The demand for innovative designs, including stackable and multi-finger rings, is on the rise, particularly among younger consumers.

- **Earrings**

Earrings are a key segment in the Indian jewellery market, catering to various occasions, from daily wear to weddings. The range includes studs, hoops, jhumkas, and chandbalis, with gold and diamonds being the most sought-after materials. Demand for lightweight and versatile designs is growing, especially among urban consumers. Earrings are also a popular gifting choice, driving consistent sales throughout the year. Regions like Maharashtra and Gujarat show strong demand for both traditional and contemporary styles, making this segment a staple in the wholesale market.

- **Chains**

Chains are a fundamental part of the Indian wholesale jewellery market, favoured for their simplicity and versatility. Gold chains dominate this segment, available in a variety of styles such as plain, beaded, and rope designs. Chains are popular as everyday wear, particularly among men and working professionals. They also serve as a common gifting item, especially during festivals and family occasions. The market for lightweight and durable chains is expanding, with increasing demand from urban and semi-urban areas.

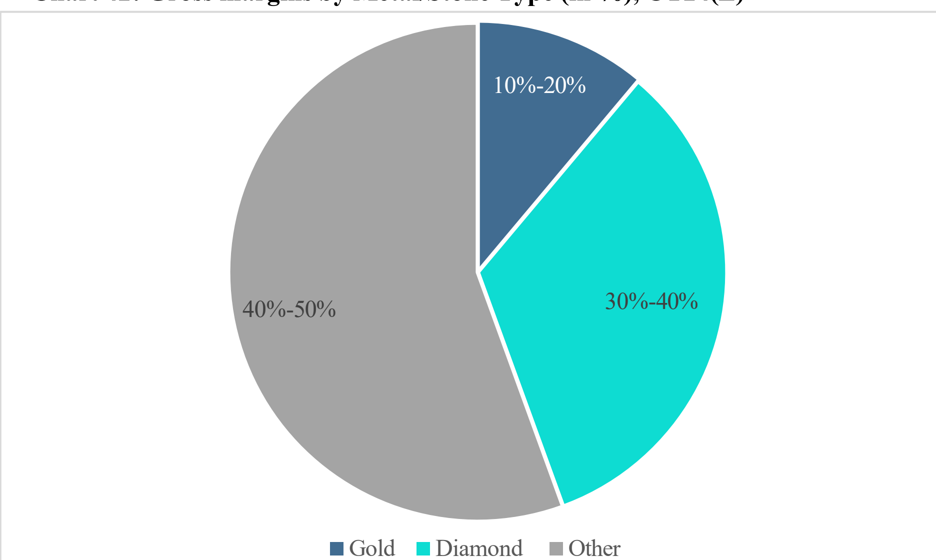
- **Bangles/Bracelets**

The bangles and bracelets are the largest market segment. Bangles and bracelets hold a special place in Indian jewellery, symbolising tradition and elegance. This segment includes a wide range of products, from heavy, ornate bridal bangles to sleek, contemporary bracelets. Gold bangles are particularly popular in South India, while diamond-studded bracelets are gaining traction among younger consumers. The demand peaks during wedding seasons and festivals like Diwali and Raksha Bandhan. The trend towards mixing traditional designs with modern styles is driving innovation in this segment within the wholesale market.

11.9 Gross margins by metal/stone type

Based on stone/metal type, the Indian jewellery market can be segmented into jewellery made of gold, diamond, and others (including platinum, gemstones, and non-traditional metals). The gross margins for these segments vary due to factors such as raw material costs, consumer demand, design complexity, and pricing strategies.

Chart 42: Gross margins by Metal/Stone Type (in %), CY24(E)



Source: IMARC Group, CareEdge Research Analysis; E - Estimated

The gross margin for the plain gold jewellery segment ranges from 10% to 14%. It has lower gross margins compared to non-gold jewellery. Although gold holds high value, it does not offer the same premium pricing opportunities as diamonds and other precious stones. Its pricing is more standardised, allowing less flexibility for high markups compared to diamond-studded or gemstone jewellery. Plain gold jewellery typically features simpler or standardised designs, with pricing primarily based on weight rather than design complexity or exclusivity. As a result, profits are more closely tied to the weight and purity of the gold rather than design innovation. Furthermore, gold prices are publicly available, making it difficult for retailers to charge a brand premium.

In contrast, diamond-studded jewellery has gross margins ranging from 30% to 35%. Non-gold jewellery, particularly diamond-studded pieces, often features more intricate designs in the luxury market. Compared to plain gold jewellery, diamond-studded jewellery requires greater craftsmanship, involving skilled labour, stone setting, and complex design work. The pricing of diamond-studded jewellery is more customised and allows for higher markups due to continuous innovation in designs and customisation options, catering to consumer preferences for aesthetic appeal and exclusivity. Diamond prices are more flexible as they depend on factors such as cut, clarity, colour, carat weight, rarity, and branding, enabling premium pricing opportunities. As the studded ratio (studded jewellery/total revenue) increases, profitability also rises. Additionally, lower karat gold can be used in diamond-studded jewellery, reducing the gold component cost and optimising overall expenses, which leads to higher margins.

11.10 Outlook of the Gold and Platinum Jewellery Wholesale Market in India

The gold and platinum jewellery wholesale market in India is expected to experience steady growth, driven by consistent demand from both traditional and modern consumers. Gold remains the dominant metal, particularly for bridal jewellery and as an investment vehicle. Platinum, however, is gaining traction, especially among high-income groups, with increasing demand for premium products such as engagement rings and exclusive collections. The growing trend for personalised and designer jewellery, coupled with platinum's appeal for its durability and hypoallergenic qualities, is contributing to its expanding market share.

Rising disposable incomes, urbanisation, and the shift towards online retail platforms are making jewellery more accessible, further enhancing market growth. There is also an increasing preference for purity, certification, and branded jewellery, which is supporting demand.

However, challenges such as fluctuations in gold and platinum prices, import regulations, and global market volatility may influence market dynamics. Despite these factors, the long-term outlook for the gold and platinum jewellery wholesale market remains strong, with innovations in designs, a growing affinity for certified and branded products, and the rise of digital sales channels contributing to continued market expansion.

Recent Trends in the Jewellery market in India

Trend	Description
Rise of Minimalist Designs	Minimalist jewellery designs are increasingly favoured, especially by younger consumers. These designs prioritise simplicity and elegance, often featuring lightweight gold and diamond pieces. This trend is propelled by shifting fashion preferences and the desire for jewellery that seamlessly fits into everyday attire.
Digital and Omni-Channel Strategies	The jewellery market is progressively embracing digital strategies, with retailers adopting omnichannel approaches to enhance customer experiences. Online platforms now function not only as sales channels but also for virtual try-ons, consultations, and customisations. The integration of AI and AR tools in the online environment has significantly boosted consumer engagement.
Expansion of the Wholesale Gold Jewellery Market	The wholesale gold jewellery sector is transitioning towards more organised trade practices. Wholesalers are leveraging technology to optimise operations, improve inventory management, and enhance transparency. A growing trend towards direct sourcing from mines and refineries is diminishing reliance on intermediaries.
Increased Demand for Pre-Owned and Vintage Jewellery	There is a rising interest in pre-owned and vintage jewellery, driven by a commitment to sustainable fashion and a preference for unique, heritage pieces. Retailers and wholesalers

Trend	Description
	are responding to this trend by offering refurbished and certified pre-owned jewellery, often at more accessible price points.
Influence of Global Design Trends	Global design trends are significantly influencing jewellery preferences in India. There has been a marked increase in demand for jewellery styles inspired by international fashion, such as those from Italy or the Middle East. This trend is particularly evident in metropolitan areas, where consumers are more attuned to global fashion influences.
Focus on Customisation in Wholesale Gold Jewellery	The wholesale gold jewellery market is experiencing a growing demand for customised pieces.
Hallmarking and Certification	With the mandatory hallmarking of gold jewellery introduced in January 2021, there has been an increased focus on certified products in the wholesale market. Wholesalers are now more inclined to deal with hallmarked gold, ensuring quality and authenticity, which has boosted consumer confidence and led to greater demand for certified products.

12 Regulatory Process and Framework for the Gems & Jewellery Industry in India

12.1 FDI Norms

The gems & jewellery industry is the second-largest Foreign Exchange Earner (FEE) in the Indian economy. India is known as the hub of global jewellery due to its low costs, availability of skilled labour, and other benefits like policy support etc. Various government policies support the industry. Currently, 100% Foreign Direct Investment (FDI) is permitted in the sector under the automatic route.

This sector has become a focus area for promoting exports. The government has taken various initiatives for investment promotion and technology upgradation. The country is looking forward to building a 'Brand India' in the global market because of its growth prospects.

The Government of India's decision to bring FDI into the retail market expedited the growth in the organized jewellery sector. This facilitated substantial job opportunities in various departments like logistics, repackaging centres, distribution channels, housekeeping, security, etc. FDI has been one of the key drivers in uplifting the jewellery sector and contributing towards the overall development of the economy.

12.2 Goods & Services Tax (GST)

Before the introduction of the GST regime, gold attracted a 2% tax, consisting of service tax and a value-added tax (VAT) of 1% each. The tax rate levied on gold sales increased from 2% to 3% due to the introduction of GST and had a critical impact on the jewellery industry. An additional 5% GST is applicable on the making charges of gold jewellery in India. GST of 1.5% is levied on cut and polished diamonds. Implementation of GST benefited interstate business transactions as different states operated varying tax structures before the GST, which subsumed into a single tax rate post-GST rollout. It has also simplified the purchase of bullion. Further, the implementation of GST has improved transparency and accountability, especially in the organized sector.

12.3 Gold Imports by the RBI

Given that gold is thought to be a reliable inflation safeguard, and that global inflation is on the rise, central banks have become a major source of gold demand. The RBI purchases gold frequently for its reserves intending to diversify the assets under which the country's foreign exchange reserves are held. This is used as a safe investment tool against inflation and brings stability to the overall reserves of the central bank during that inflationary period. Gold is usually bought in the form of gold bars. RBI's gold reserves stood at 854.7 metric tonnes as of September 2024.

12.4 Authorized Banks for Purchase of Gold

Individuals can buy gold from banks either in physical or digital form. Banks provide multiple schemes with options, such as physical gold in the form of bars and coins, digital gold, sovereign gold bonds (SGBs), etc.

Authorized Banks Permitted to Purchase Gold from Other Countries

Axis Bank	Federal Bank
Industrial and Commerce Bank of China	HDFC Bank
IndusInd Bank	ICICI Bank
Punjab National Bank	Indian Overseas Bank
Kotak Mahindra Bank	Karur Vysya Bank
State Bank of India	RBL Bank
Yes Bank	Union Bank of India

Policy/Measure	Details
Gold Conversion to Digital Gold	No capital gains tax on converting physical gold into digital gold. Basic customs duty on gold bars reduced to 10% from 12.5%, while Agriculture Infrastructure Cess increased to 5% from 2.5%.
Increase in Customs Duty on Precious Metals Articles	Customs duty on articles made of rare metals like gold, silver, and platinum raised from 20% to 25%.
Increase in Import Duty on Gold and Silver Findings	Import duty on gold and silver findings, and coins made from precious metals increased to 15% from 10%, including Basic Customs Duty of 10% and AIDC of 5%. Finance Ministry also raised import duty on precious metals to 14.35%.
Facilitation of Jewellery Exports via E-Commerce	The government aids jewellery exports by promoting e-commerce and implementing a simplified regulatory framework (since June 2022), increasing access to international customers and boosting sales.
Regulation of Online Market	The government will regulate online gems and jewellery markets to monitor transactions, protect data, and prevent fraud, supporting rural economic development and ensuring fair trade practices.

12.5 Central Government's Gold Monetization Scheme

Gold Monetization Scheme (GMS) is a scheme, which was launched by the Central Government of India in November 2015 to make productive use of the gold kept idle at home or stored by households and institutions of the country in their bank lockers. Another motive behind this scheme was to reduce the country's dependency on gold imports. Individuals, institutions, corporations, and temple trusts can deposit their gold for a short-, medium-, and long-term period with RBI-designated banks under this scheme. This will help them earn interest at a rate of interest chosen by the Central Government.

The government modified the existing Gold Deposit Scheme and Gold Metal Loan Scheme with the intention to permit investors to earn term deposits with both interest earnings and security on their investments in gold. This scheme has benefited them in saving costs of gold storage and helped the government bear borrowing costs.

With the new Revamped Gold Monetization Scheme in 2021, a few more additional provisions were added to the GMS.

Revamped Gold Deposit Scheme (R-GDS):

- Increase of banks' participation in GMS
- Dematerialization of Medium-Term Government Deposit (MTGD) Long Term Government Deposit (LTGD) Certificates for tradable and mortgageable
- Encourage jewellers as Collection and Purity Testing Centres (CPTCs)
- Reduction of minimum deposit under R-GDS
- Payment of interest in respect of STBD
- Permission is given to banks to purchase standard locally refined/sourced from refineries and Gold Spot Exchanges
- Interbank lending of IGDS/LBMA standard Bullion
- Development of the GMS digital platform for transparency and traceability
- Public communications and awareness program

Use of MLTGD gold under GMS for bullion leasing under GML

Revamped Gold Metal Loan (R-GML):

- Repayment of Gold Metal Loan (GML) in lots of 1kg
- Repayment of the gold loan under GML using locally sourced IGDS standard bullion
- Availability of GML to all jewellers with a valid working capital credit limit

All these amendments have been implemented to strengthen the Gold Monetization Scheme. To alleviate the financial distress caused by COVID-19 among households, small businesses, and entrepreneurs, the RBI has provided a relaxation by increasing the permissible loan-to-value ratio (LTV ratio indicates the percentage value of the property which can be granted to a borrower by banks) to 90% from 75% for those availing loans against gold and jewellery for non-agricultural purposes. At present, the government is reconsidering the scheme as not being effective and not attaining its goals. Moreover, the cost of the scheme is said to outweigh its benefits.

12.6 Training Initiatives by Government Agencies such as the Gems and Jewellery Skill Council of India

The Gems and Jewellery Skill Council of India (GJSCI) is a council body established in 2012 under the supervision of the National Skill Development Corporation (NSDC) and is presently operating under the Ministry of Skill Development & Entrepreneurship (MSDE). GJSCI is an institution that encourages skill development among the workforce in the Indian gems & jewellery industry. They provide training for the processing of diamonds, coloured gemstones, manufacturing of jewellery, and other areas such as wholesale, retail, and exports. They also undertake initiatives to provide manufacturing setups with the latest technology and other resources for upgrading.

Its founding organizations are as follows:

5. **The Gem & Jewellery Export Promotion Council (GJEPC):** GJEPC, set up by the Ministry of Commerce, Government of India in 1966, is the apex body that drives the growth of Indian exports in the gems & jewellery industry. It eases interaction between the industry and the Ministry of Commerce & Industry, Ministry of Finance, DGFT, Department of Commerce, and Department of Finance on issues related to trade. It holds integrity and conducts the Kimberly Process Certification Scheme for diamonds. It also runs various training institutes, which focus on manufacturing skills, design, and other technical skills required in the industry. GJEPC helped Micro, Small & Medium Enterprises (MSMEs) by providing modern machines that are affordable. GJEPC addresses the concerns and issues that are faced in the gems & jewellery industry. They identified the need for a new revamped Gold Monetization Scheme, import duty reduction of gold, hallmarking etc. Recently, the organization arranged numerous trade events and webinars for buyers and sellers across the globe which helped the industry in the recovery process. A few of them include virtual IIJS, India Global Connect, virtual International Gems & Jewellery Show (e-IGJS), etc.

6. **All India Gem and Jewellery Domestic Council (GJC):** It is a national trade federation established to promote and

advance the growth in the gems & jewellery industry. It ensures fair-trade practices conducted in the industry and manages the efficiency of businesses. GJC constitutes various divisions such as wholesalers, retailers, allied, gold, silver, platinum, diamonds, gemstones, machinery, etc. It is responsible for developing uniformity and promoting transparency and compliance standards which contribute towards industrial growth and development.

7. **The SEEPZ Gems & Jewellery Manufacturers' Association (SGJMA):** SEEPZ was founded in 1989 and represents the gems and jewellery units in the SEEPZ SEZ region. It is established by jewellery units in SEEPZ and resolves problems arising in export production and growth.

8. **The Jewellers Association, Jaipur**: It was formed for the progress and growth of the gem & jewellery trade of Jaipur. The Association conducts shows/exhibitions as well to enable exhibitors and buyers to interact directly.

12.7 Hallmarking of Jewellery in India

Bureau of Indian Standards (BIS) introduced the hallmarking scheme under the BIS Act, Rules, and Regulations for jewellery in India in 2000 and the same was made mandatory with effect from June 2021. From July 1, 2021, all gold jewellery products must be hallmarked with Hallmark Unique Identification (HUID) only. The hallmark consisted of 3 marks viz, BIS logo, purity of the article, and six-digit alphanumeric HUID. Each hallmarked article has a unique HUID number which is traceable.

However, the old, hallmarked jewellery with four marks without HUID was also permitted to be sold by the jewellers simultaneously with the 6-digit HUID mark. The hallmark on the jewellery indicates the quality of jewellery and it protects the interest of consumers by having quality checks on jewellery.

BIS conducts random market surveillance on accredited jewellers at set intervals. This involves collecting hallmarked gold jewellery from a licensee's retail store or manufacturing facility and having it examined for compliance at a BIS- accredited hallmarking centre. BIS also has an advanced online digital solution in which the assaying and hallmarking centre is automated.

Furthermore, the hallmarking of the jewellery builds trust in the consumers as it gives them a sense of purity in carats. As a result, they tend to buy more jewellery from trusted brands which increases the sales of the jewellery. With the introduction of the scheme, not only customers but also the owners of jewellery outlets have benefitted. The Bureau of Indian Standards scheme has been successful in uplifting the quality and increasing reliance on the gems and jewellery industry.

12.8 Jewellery Parks

Jewellery parks are integrated industrial parks, which provide access to facilities under one roof, including manufacturing units, commercial areas, residences for industrial workers, commercial support services, and an exhibition centre. Multiple state governments promote the setting up of jewellery parks to encourage the gems and jewellery sector, which is currently characterized by a poor working environment, low economies of scale, limited space for modern machinery, etc.

Jewellery parks will help in streamlining manufacturing which will in turn improve the domestic and international trade. The existing special economic zones (SEZs) - Sitapura Special Economic Zone in Jaipur and Santacruz Electronics Exports Processing Zone (SEEPZ) in Mumbai have sizeable manufacturing units with modern technology that has helped improve export potential.

Currently, there are two jewellery parks operational in Ankurhati, West Bengal, and another in Surat, Gujarat. Ankurhati focuses on plain gold jewellery whereas Surat engages in diamond cutting and polishing, and jewellery manufacturing. Three more jewellery parks are coming up – two in Mumbai and one in Raipur.

12.9 KYC Compliance

KYC (Know Your Customer) compliance in the Indian jewellery industry, particularly regarding the purchase of precious metals and stones, is governed by both local regulations and international standards, such as those set by the Financial Action Task Force (FATF).

Regulatory Framework:

- The Reserve Bank of India (RBI), the Ministry of Finance, and the Financial Intelligence Unit (FIU) oversee KYC regulations in the jewellery sector.
- Under the Prevention of Money Laundering Act (PMLA), 2002, dealers in precious metals and stones (DPMS) are required to perform KYC and Customer Due Diligence (CDD) primarily for cash transactions above INR 1 million.

Recent Clarification (Dec 28, 2020):

- The Department of Revenue (DoR) clarified that purchases below INR 0.2 million of gold, silver, jewellery, or precious gems and stones do not require mandatory KYC documents such as PAN or Aadhaar.
- This clarification is aligned with FATF's international standards, which require KYC for transactions exceeding USD/EUR 15,000 (approximately INR 1 million).
- Misinformation suggesting that KYC is mandatory for all transactions, even below INR 0.2 million, is incorrect.

Transaction Limits:

- For cash transactions above INR 0.2 million, KYC requirements under the Income Tax Act, 1961 (Section 269ST) will apply, as cash transactions above this limit are not allowed. However, transactions below this threshold do not require KYC.
- Only cash transactions above INR 1 million necessitate KYC compliance, per FATF recommendations.

Customer Identification:

- For eligible high-value transactions, jewellers must verify the customer's identity using government-issued ID cards, such as PAN, Aadhar, passport, voter ID, or driver's license.

Record-Keeping and Monitoring:

- Jewellers must maintain records of all transactions, particularly those above INR 0.2 million, and ensure compliance with anti-money laundering (AML) guidelines by monitoring suspicious activities.

Training and Risk Management:

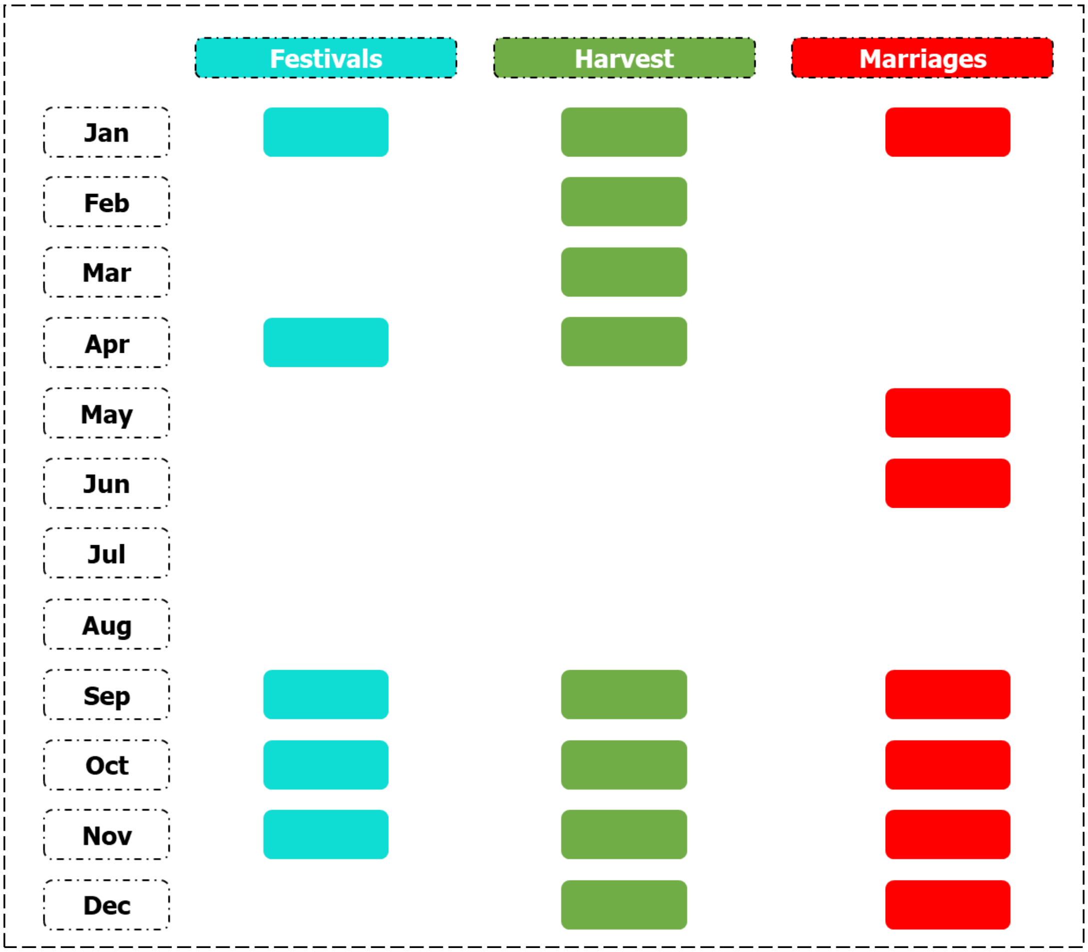
- Jewellery businesses must train staff to recognize red flags, ensure transaction transparency, and follow KYC and AML procedure.

13 Key Demand Drivers and Opportunities for Jewellery in India

Weddings and Festivals Drive Domestic Demand:

Seasonality in jewellery buying is a key factor that influences demand heterogeneity in India. Weddings, festivals, and harvests in rural regions are the main drivers of the category, and the seasonal nature of each of these drivers assures that demand for jewellery is tied to the different months and seasons.

Chart 44: Seasonality in Jewellery Buying



Source: CareEdge Research based on Industry sources.

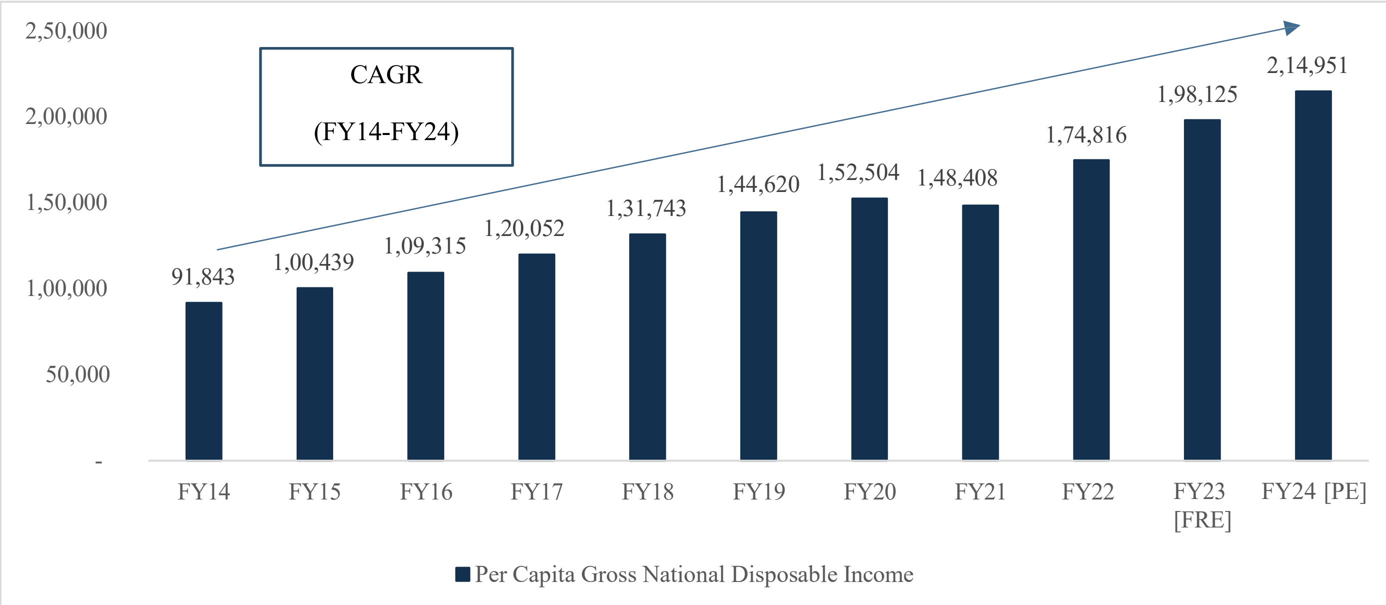
Demand for jewellery rises in the months of the wedding season such as May-June, September-December, and January. During the months of November and December, rural households invest their crop money in gold jewellery. Moreover, gold demand in Tier II and Tier III towns is influenced by agricultural output and monsoon. During auspicious religious events like Diwali/Dhanteras in October and November, and Akshaya Tritiya in April and May, demand for gold and silver jewellery increases.

Increase in Per Capita Disposable Income:

Gross National Disposable Income (GNDI) is a measure of the income available to the nation for final consumption and gross savings. Between the period FY14 to FY24, per capita GNDI at current prices registered a CAGR of 8.88%. More disposable income drives more consumption, thereby driving economic growth.

Rising income is the most powerful long-term driver of Indian gold demand because the economy is complimented by a high demographic dividend. The middle-income group in India has the highest level of gold consumption. The wealthy consume the most per capita, but the middle class consumes the most total volume.

Chart 45: Trend of Per Capita Gross National Disposable Income (Current Price)



Note: FRE – First Revised Estimates, PE – Provisional Estimate.
Source: MOSPI

Although there is a growing propensity to consume gold as income rises, the proportion of gold in one's portfolio does not rise at the same rate. A fall in household savings rates, availability of different investment avenues, and agricultural earnings can be hurdles to Indian demand.

Exposure to Global Trends:
Global trends frequently blend various cultural elements and styles. Jewellery brands that integrate these diverse influences can attract a wider international audience, creating new demand and broadening their market reach. Social media and influencers are crucial in shaping and amplifying these global trends. Jewellery brands that utilize these platforms to highlight trend-focused collections can generate excitement, boost online engagement, and drive consumer interest. Additionally, global trends often feature technological innovations, such as smart jewellery and advanced production methods. By adopting these innovations, jewellers can offer state-of-the-art products that appeal to tech- savvy customers and increase demand.

Preference for Branded Jewellery:
In the competitive Indian market, branded jewellery has found a significant place. Since branded jewellery has become the new trend in the industry, it has created its place in the hearts of customers over the last few years. With attentive and helpful attendants and well-displayed merchandise, shopping for jewellery has transformed. In the new market, everyone is a prospective customer. The most significant aspect of branded jewellery, however, is the perception of its excellence because a brand is synonymous with quality.

Furthermore, customers are more knowledgeable. As a result, shopping has moved to a new level, not only in terms of perspective but also in terms of method. Besides, with the rise of supermarket culture, sales and marketing of gems and jewellery have changed significantly. Today's youth have more discretionary income and are ready to spend on their preferred indulgences. Branded jewellery has a higher level of satisfaction among people than non-branded jewellery due to its prestige value, making branded jewellery more popular.

Easy availability of Gold Loan:

The emerging gold investment avenue in India at present is a monthly investment scheme run by organised jewellers. This works as a monthly gold-saving scheme where consumers deposit a specific amount of money with the jeweller for 11 months, with the jeweller then paying the consumer one-month equivalent of their deposit as interest. At the end of the year, the consumer chooses to buy gold jewellery or minted products with accumulated savings and interest. Some schemes provide the benefit of lower making charges also. One of the major benefits of this scheme is that the consumer gets to make the payment in instalments over time instead of lumpsum payment during the purchase. Gold also serves as a mortgage during the need of emergencies for the household and hence gold loans are quite popular in India. These are offered by NBFCs as well as other financial institutions. Majorly, the lower- and middle-income groups are the ones who opt for these loans.

A trusted source of gold and innovative designs:

Indian jewellery buyers are increasingly brand conscious, and their tastes are becoming more refined. With access to a broad array of international and national premium brands, they now expect greater transparency and high-quality standards from their jewellers. They want clarity on pricing, including the costs of materials like gold and silver, as well as production fees, and seek assurance about the quality of the final product, which is best managed by organized retailers. These established players maintain transparency by adhering to rigorous quality standards and providing clear pricing. The rise in demand for affordable jewellery has led to innovative designs and the use of unconventional materials such as plated metals, stainless steel, and cubic zirconia. These alternatives allow for the creation of stylish pieces that mimic the appearance of precious metals and gems at a lower cost. The ability to swiftly adapt to changing fashion trends and introduce new collections has enabled both established and online retailers to effectively meet customer demands.

14 Threats and Challenges for the Gems and Jewellery Industry

- **Shortage of Skilled Labour:**

The jewellery sector is confronted with a major problem of expanding operations because of a lack of skilled labour. To widen the talent pool, the sector must complement its generation of craftsmen and artisans with new professionals who undergo formal education. The widespread dependence on on-the-job training prolongs the learning duration and causes gaps in the supply and standardisation of skilled workers, especially in the fragmented industry. This is compounded by infrastructural inadequacies, restricted demand for institution-trained staff in fragmented markets, and the reduced attractiveness of the industry to young people.

- **Short-Lived Fashion and Design Preferences:**

Exporters do not have enough design development centres or the resources to constantly innovate contemporary designs to keep up with the changing trends among international purchasers. With high prices of diamonds, gold, and silver, global marketing requires perpetual updating of design. Jewellery can be produced as per market needs by the manufacturers; however, changing customer tastes tend to lead to the fall in demand for specific designs, resulting in inventory and loss.

- **Dependency on Imports for Raw Materials:**

Availability of raw material is still crucial to the gems and jewellery sector. A significant percentage of India's raw material is imported because there is not much available in the country. India imports more than 90% of its gold needs from outside the country, importing gold mostly from Switzerland, the United Arab Emirates, South Africa, Peru, and Australia. Gold imports during FY24 stood at Rs. 3,773 billion, which was a 35% increase compared to the previous year. Raw pearls, precious and semi-precious stones are also imported from the UAE, Hong Kong, the United States of America, Belgium, and Russia. Rough diamonds account for 57% of total gems and jewellery imports and totalled Rs. 1180.42 billion in FY24, of which 124.617 million carats were imported mainly from the UAE.

- **Impact of Global Slowdown**

The United States, the UAE, Hong Kong, Belgium, and Israel are key export destinations for the Indian G&J industry. The United States accounted for about 30% of total exports of gems and jewellery in FY24. Persistent high inflation rates and a slowdown in these economies will hurt the gems and jewellery exports from India.

- **Working Capital Strain Due to High Gold Prices**

High and volatile gold prices significantly impact the working capital requirements of India's gems and jewellery industry. Jewellers, particularly smaller players, need to maintain large gold inventories to meet customer demand. As gold prices rise, the cost of these inventories increases substantially.

Recent trends, including the 9% cut in import duty in the Union Budget, resulted in a 6% month-on-month drop in local gold prices. However, local prices have gone up by 10% so far this year because of robust overseas demand, purchases by central banks, and political tensions.

These elevated prices put intense pressure on jewellers' working capital, as borrowing becomes more expensive, and liquidity is constrained. Small and medium-sized jewellers are particularly affected by high borrowing costs. Increased interest expenses add further financial strain, reducing operational flexibility and complicating cash flow management. The Reserve Bank of India's gradual approach to gold purchasing has sustained demand for the metal, intensifying these working capital pressures.

Although government policies aimed at boosting consumer demand, such as reducing import duties, have encouraged sales and may alleviate some working capital needs by lowering inventory costs, jewellers still face challenges due to the requirement to maintain high-value gold inventories. This situation ties up substantial capital and creates financial and operational risks for jewellers.

- **Hedging Practices and Price Volatility**

In an environment of fluctuating gold prices, effective hedging is crucial for jewellers to manage financial risks. Many jewellers utilize hedging strategies on platforms like the Multi Commodity Exchange (MCX) to protect themselves against price volatility. However, the unpredictability of price swings complicates the matching of hedging positions with actual market conditions. The year-to-date increase of 10% in domestic prices, compared to an 18% rise in global prices, highlights the challenges jewellers encounter in accurately predicting price trends.

Hedging requires jewellers to effectively forecast costs, but if market prices deviate from these forecasts, it can lead to mismatched hedging positions and potential financial losses. Smaller jewellers, in particular, face difficulties due to the cost and technical demands of advanced hedging strategies. Adjustments in the treatment of long-term capital gains for gold ETFs have attracted interest, as evidenced in July, providing jewellers with an alternative avenue for investment and hedging. However, while these ETFs offer benefits, they often require significant resources and expertise, which may not be accessible to all industry players.

With pro-gold policies in the Union Budget, jewellers anticipate a rise in domestic demand that could increase gold consumption by up to 50 tonnes in the second half of 2024. This expected growth may lead to further volatility, making effective hedging even more important. Despite government measures and available hedging platforms, many jewellers remain exposed to the risks of price fluctuations, emphasizing the need for improved risk management practices and potentially greater access to financial tools designed specifically for the jewellery sector. In a volatile gold price environment, sound hedging strategies are critical to reducing financial risks. Jewellers tend to hedge against price volatility using platforms such as the Multi Commodity Exchange (MCX). The unpredictable nature of price movements makes it difficult to align hedging positions with market trends. Domestic gold prices in FY24 increased by 10%, whereas global prices rose by 18%, reflecting the difficulty in predicting market behaviour accurately.

Smaller jewellers also have an extra burden from the expense and technical sophistication of sophisticated hedging strategies. The recent change in long-term capital gains treatment of gold ETFs has generated renewed interest in the instruments. Nevertheless, ETFs are very resource- and knowledge-intensive, and this may not be available for smaller industry players. The pro-gold policies in the Union Budget have created expectations for a 50-tonne jump in domestic consumption of gold in the second half of 2024. Such growth expectations are likely to increase price volatility even more, stressing the need for strong hedging mechanisms.

- **Key Hurdles in the Indian Gems and Jewellery Industry's Evolution**

The Indian gems and jewellery industry face significant challenges in maintaining product relevance and competitiveness across various categories. Key restraints include the shift towards mass-produced, cost-effective alternatives that threaten traditional craftsmanship, seasonal fluctuations in demand, and changing consumer preferences for minimalistic or contemporary designs. Additionally, the industry struggles with a lack of innovation, competition from global brands, and a fragmented supply chain. Furthermore, the rising preference for customisable, lab-grown, or non-traditional pieces threatens more traditional jewellery types. These factors combined limit the industry's ability to sustain consistent demand and growth across various product lines.

15 Competitive Landscape

15.1 Overview

Company	Descripition
PNGS Reva Diamond Jewellery Ltd.	PNGS Reva Diamond Jewellery Limited is associated with the jewellery house P N Gadgil & Sons (PNGS), which has a legacy of more than 190 years in the gems and jewellery sector. The company is a retail-focused jewellery brand involved in the business of selling a wide range of jewellery made using diamonds and precious and semi- precious stones, which are studded into precious metals such as gold and platinum. The company also retails plain platinum jewellery in the form of rings, bracelets and chains. Furthermore, the company has SIS stores across 25 cities in Maharashtra, Gujarat and Karnataka.
Bluestone Jewellery and Lifestyle Pvt. Ltd.	Bluestone Jewellery and Lifestyle Limited is one of the prominent Indian jewellery retailer, incorporated in 2011, headquartered in Bangalore. The company's offerings include rings, earrings, pendants, watches, and other accessories, catering to a diverse customer base across India.
Caratlane Trading Pvt. Ltd.	Caratlane is a subsidiary of Tata, acquired by Tata completely in 2024. The jewellery retail company was incorporated in 2007, and is headquartered in Chennai, Tamil Nadu. Caratlane offers a wide range of jewellery products, including rings, earrings, necklaces, and bracelets, through both online and offline channels.
Orra Fine Jewellery Pvt. Ltd.	Orra Fine Jewellery Private Limited was incorporated in 1991 and is headquartered in Mumbai, Maharashtra. The company offers a premium range of diamond jewellery, including rings, earrings, necklaces, and bridal sets, along with 22K and 24K gold jewellery. The brand is also known for its exclusive Belgium-cut diamonds and customised bridal collections.
Senco Gold Ltd.	SGL was incorporated in August 1994 as a private limited company and later converted to a public limited company in 2007. It manufactures and retails a range of jewellery, including plain and studded gold pieces, as well as diamond, platinum, and silver jewellery. The company also exports to wholesalers in Singapore, Dubai, and Malaysia.
Thangamayil Jewellery Ltd.	TJL's business began as a proprietorship founded by Balusamy Chettiar in 1947 and was later reconstituted as a public limited company in 2007. The company is a retailer of gold, diamond, and silver jewellery, based in Madurai, Tamil Nadu.
Tribhovandas Bhimji Zaveri Ltd.	Tribhovandas Bhimji Zaveri Ltd. (TBZ) is a part of the TBZ–The Original parent brand, which started operations in 1864 and was converted from a private to a public limited company in December 2010.

15.2 Financial Parameters

Table 9: Financial Parameters, FY23

Parameters	PNGS Reva Diamond Jewellery Ltd.	Bluestone Jewellery and Lifestyle Pvt. Ltd.	Caratlane Trading Pvt. Ltd.	Orra Fine Jewellery Pvt. Ltd.	Senco Gold Ltd	Thangamayil Jewellery Ltd	TBZ
Net Sales (Rs. Millions)	1988.5	7,707.3	21,550.9	9,320.4	40,774.0	31,525.5	23,936.3
Operating Profit (EBITDA) (Rs. Millions)	687.3	-560.3	2,091.7	1,019.6	3,166.2	1,529.0	1,163.1
Operating Margin	34.6%	-7.3%	9.7%	10.9%	7.8%	4.9%	4.9%

Net Profit (Rs. Millions)	517.5	-1,672.4	1,024.0	194.7	1,584.8	797.4	401.9

Parameters	PNGS Reva Diamond Jewellery Ltd.	Bluestone Jewellery and Lifestyle Pvt. Ltd.	Caratlane Trading Pvt. Ltd.	Orra Fine Jewellery Pvt. Ltd.	Senco Gold Ltd	Thangamayil Jewellery Ltd	TBZ
Net Profit Margin	26.0%	-21.7%	4.8%	2.1%	3.9%	2.5%	1.7%
Total Debt (Rs. Millions)	0.0	3,693.4	5,671.1	2,631.9	11,792.7	5,482.5	4,866.5
Debt -to-Equity	0.0	-5.1	3.7	1.8	1.2	1.4	0.9
Current Ratio	13.7	0.9	0.0	1.2	1.4	1.6	1.6
Return on Capital Employed (ROCE)	60.0%	-21.4%	-0.2%	17.4%	26.0%	26.4%	15.2%
Return on Equity (ROE)	-99.5%	232.8%	67.5%	13.5%	16.8%	20.5%	7.2%
Return on Assets (ROA)	41.8%	-13.3%	6.6%	2.4%	5.5%	6.4%	2.7%

Source: Company Annual Reports, CareEdge Research

Table 10: Financial Parameters, FY24

Parameters	PNGS Reva Diamond Jewellery Ltd.	Bluestone Jewellery and Lifestyle Pvt. Ltd.	Caratlane Trading Pvt. Ltd.	Orra Fine Jewellery Pvt. Ltd.	Senco Gold Ltd	Thangamayil Jewellery Ltd	TBZ
Net Sales (Rs. Millions)	1956.3	12,658.4	30,581.5	11,509.1	52,414.4	38,267.8	22,989.4
Operating Profit (EBITDA) (Rs. Millions)	561.4	530.5	2,678.1	492.9	3,755.1	2,123.6	1,393.4
Operating Margin	28.7%	4.2%	8.8%	4.3%	7.2%	5.5%	6.1%
Net Profit (Rs. Millions)	424.2	-1,422.4	1,007.7	-112.6	1,810.0	1,232.4	544.3
Net Profit Margin	21.7%	-11.2%	3.3%	-1.0%	3.5%	3.2%	2.4%
Total Debt (Rs. Millions)	0.0	2,985.1	4,619.0	3,182.8	14,983.4	5,005.0	5,330.3
Debt -to- Equity	0.0	0.8	2.1	2.0	1.1	1.0	0.9
Current Ratio	0.8	0.9	0.0	1.2	1.6	1.5	1.7
Return on Capital Employed (ROCE)	-201.9%	-18.0%	-0.2%	17.4%	22.2%	31.9%	17.8%
Return on Equity (ROE)	-148.8%	-38.0%	45.7%	-7.2%	13.3%	25.0%	9.0%

Return on Assets (ROA)	26.8%	-9.8%	5.3%	-1.4%	4.9%	8.3%	3.7%

Source: Company Annual Reports, CareEdge Research

Table 11: Financial Parameters, FY25

Parameters	PNGS Reva Diamond Jewellery Ltd.	Bluestone Jewellery and Lifestyle Pvt. Ltd.	Caratlane Trading Pvt. Ltd.	Orra Fine Jewellery Pvt. Ltd.	Senco Gold Ltd	Thangamayil Jewellery Ltd	TBZ
Net Sales (Rs. Millions)	2581.8	NA	NA	NA	NA	49,105.8	NA
Operating Profit (EBITDA) (Rs. Millions)	796.1	NA	NA	NA	NA	2,189.6	NA
Operating Margin	30.8%	NA	NA	NA	NA	4.5%	NA
Net Profit (Rs. Millions)	594.7	NA	NA	NA	NA	1,187.1	NA
Net Profit Margin	23.0%	NA	NA	NA	NA	2.4%	NA
Total Debt (Rs. Millions)	906.5	NA	NA	NA	NA	7,505.8	NA
Debt-to-Equity	0.9	NA	NA	NA	NA	0.7	NA
Current Ratio	1.8	NA	NA	NA	NA	1.7	NA
Return on Capital Employed (ROCE)	80.5%	NA	NA	NA	NA	16.6%	NA
Return on Equity (ROE)	59.4%	NA	NA	NA	NA	10.8%	NA
Return on Assets (ROA)	26.3%	NA	NA	NA	NA	4.6%	NA

Source: Company Annual Reports, CareEdge Research

16 Abbreviations, KPI Definitions and Bibliography

Below is the list of abbreviations and their meanings used throughout the report for reference: -

Table 12: Abbreviations Table

Category	Abbreviation	Meaning
Government & Regulatory Bodies	BIS	Bureau of Indian Standards
	DGF	Directorate General of Foreign Trade
	RBI	Reserve Bank of India
	MOSPI	Ministry of Statistics and Programme Implementation
	MSDE	Ministry of Skill Development and Entrepreneurship
	GST	Goods and Services Tax
	PMLA	Prevention of Money Laundering Act
	KYC	Know Your Customer
	IBEF	India Brand Equity Foundation
Economic & Financial Terms	CAGR	Compound Annual Growth Rate
	FDI	Foreign Direct Investment
	GDP	Gross Domestic Product
	GDS	Gross Domestic Savings
	GNDI	Gross National Disposable Income
	INR	Indian Rupee
	USD	United States Dollar
	PPP	Purchasing Power Parity
	YTD	Year-to-Date
	PLI	Production Linked Incentive
Industry Specific Terms	CPD	Cut & Polished Diamonds
	CZ	Cubic Zirconia
	GIA	Gemological Institute of America
	GJEPC	Gem & Jewellery Export Promotion Council
	GMS	Gold Monetization Scheme
	IGJS	International Gem and Jewellery Show
	HUID	Hallmark Unique Identification
	RFID	Radio Frequency Identification
	Tier 1	Over 4 Million Population
	Tier 2	1 Million to 4 Million Population
	Tier 3	Less than 1 Million Population
	DPMS	Dealers in Precious Metals and Stones
Government Schemes & Programs	PMMY	Pradhan Mantri Mudra Yojana
International & Global Terms	UAE	United Arab Emirates
	UK	United Kingdom
	US	United States
	USA	United States of America
General Business & Economic Terms	NBFC	Non-Banking Financial Company
	FMCG	Fast-Moving Consumer Goods
	FY	Financial Year
	SWOT	Strengths, Weaknesses, Opportunities, and Threats
	SDP	State Domestic Product

Table 13: KPI Definitions

Financial Parameter	Formula
Revenue	Revenue from Operations
EBITDA	Sum of Depreciation, Finance Cost, and Profit (Loss) before exceptional item and tax excluding Other Income
EBITDA Margin	EBITDA divided by Revenue from operations
PAT	Profit for the period
PAT Margin	Profit after Tax divided by Revenue from operations
Debt	Sum of Long term Borrowings and Short term Borrowings
Debt to Equity	Debt divided by Total Equity
Net Debt to EBITDA	Net Debt divided by EBITDA
Return on Equity (ROE)	PAT divided by Total Equity
Return on Assets (ROA)	PAT divided by Total Assets
Return on Capital Employed (ROCE)	EBIT divided by Capital Employed (Total liabilities and equity excluding current liabilities)
Debtor Days	Debtors divided by Revenue from operations and then multiplied by 365
Creditor Days	Creditors divided by COGS and then multiplied by 365
Inventory Turnover Ratio (in days)	Inventory divided by COGS and then multiplied by 365
Working Cycle	Sum of Debtor days and Inventory Days minus Creditor Days
Net Working Capital Days	Working Capital divided by Revenue from operations and then multiplied by 365

Table 14: Bibliography

Bibliography
IMF – World Economic Outlook, January 2025
Ministry of Statistics and Program (MOSPI)
Reserve Bank of India (RBI)
World Bank Database
Gems & Jewellery Export Promotion Council (GJEPC)
IMARC Group
India Brand Equity Foundation (IBEF)
Centre for Monitoring Indian Economy (CMIE)
EMIS Professional Database
World Gold Council (WGC)
Maia Research
Ministry of Finance
Company Annual Reports (FY22-FY24)

OUR BUSINESS

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Financial Information on page 313.

Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular fiscal year, are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for the Fiscals 2025, 2024, and 2023, included herein is based on or derived from our Restated Financial Information included in this Draft Red Herring Prospectus. For details, please see "Restated Financial Information" beginning on page 313. The Restated Financial Information is based on our audited financial statements and is restated in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations. Our audited financial statements are prepared in accordance with Indian Accounting Standards, which differs in certain material respects with IFRS and U.S. GAAP. For details, see "Risk Factors - Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as US GAAP and IFRS, which may affect investors' assessments of our Company's financial condition" on page 64.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Industry Research Report on Gems & Jewellery Industry in India" dated June 10, 2025 (the "**CARE Report**"), prepared and issued by CARE Analytics and Advisory Private Limited ("**CareEdge Research**"), which was exclusively commissioned and paid for by our Company for the Issue, and was prepared and released by CareEdge Research, who were appointed by us pursuant to the engagement letter dated April 23, 2025. CareEdge Research is not, and has not in the past, been engaged or interested in the formation, or promotion, or management, of our Company. Further, it is an independent agency and neither our Company, nor our Directors, Promoters, KMPs, SMPs, nor the BRLM are a related party to CareEdge Research as per the definition of "related party" under the Companies Act, 2013. The data included herein includes excerpts from the Industry Report which may have been re-ordered by us for the purposes of presentation. Further, the CARE Report was prepared on the basis of information as of specific dates and opinions in the CARE Report may be based on estimates, projections, forecasts and assumptions that may be as of such dates. CareEdge Research has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. A copy of the Industry Report will be available on the website of our Company www.revabypng.com/initial-public-offer. Further, the CARE Report is not a recommendation to invest or disinvest in any company covered in the CARE Report. Prospective investors are advised not to unduly rely on the CARE Report. For more information and risks in relation to commissioned reports, please see "Risk Factors - Certain sections of this Draft Red Herring Prospectus contain information from the CARE Report which we commissioned and purchased, and any reliance on such information for making an investment decision in the Issue is subject to inherent risks" on page 61. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 18.*

This Draft Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward- looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For details, see "Forward-Looking Statements" on page 21. For details relating to the defined terms in the section, please see "Definitions and Abbreviations" beginning on page 3.

*On January 31, 2025, PNGS Reva Diamond Jewellery Limited ("**Transferee**") and P.N. Gadgil & Sons Limited ("**Transferor**") entered into a Business Transfer Agreement under which the Transferor agreed to transfer the operations relating to diamond business on slump sale basis to the Transferee. Since, PNGS Reva Diamond Jewellery Limited and P.N. Gadgil & Sons Limited were under common control considering the contractual arrangement between the common shareholders of the Transferor and Transferee who collectively have power to govern the financial and operating policies so as to obtain benefits from the activities for these entities and the ultimate collective power is not transitory. Accordingly, applying Appendix C of Ind AS 103 - Business Combinations, this financial statement includes financial information relating to diamond business, as if the business combination had occurred from April 01, 2022, irrespective of the actual date of the business combination.*

Overview

We are a retail focused jewellery brand involved in the business of sale of a wide range of jewellery made using diamond and precious and semi-precious stones which are studded into precious metals such as gold and platinum. We also retail plain platinum jewellery including rings, bracelets and chains. Our products are sold under our flagship brand, "Reva". The Reva brand aims to blend traditional elegance with modern aesthetics, offering customizable diamond jewellery that appeals to a broad customer base *(Source: CARE Report).*

Our Corporate Promoter, P.N. Gadgil & Sons Limited was originally involved in the business of gold jewellery, silver jewellery, idols and other silverware, diamonds and diamond jewellery and other gemstones jewellery and related gift items. Pursuant to a business transfer agreement dated January 31, 2025, our Corporate Promoter, P.N. Gadgil & Sons Limited undertook a strategic move with a disinvestment via a slump sale of their diamond business in favour of our Company ("**Business Transfer Agreement**"). This restructuring led to the establishment of our Company as an independent business entity, allowing us to carve out our distinct identity in the market while continuing to operate in the diamond jewellery industry. Pursuant to the Business Transfer Agreement, our Company stands as a separate player in the diamond jewellery segment, committed to offering high-quality jewellery pieces made using diamond and precious and semi-precious stones which are studded in precious metals such as gold and platinum. Our flagship brand "Reva" continues to uphold the legacy of more than 190 years of our Corporate Promoter, P.N Gadgil & Sons Limited *(Source: CARE Report)*. For further details on the Business Transfer Agreement, see "*History and Certain Corporate Matters*" on page 290.

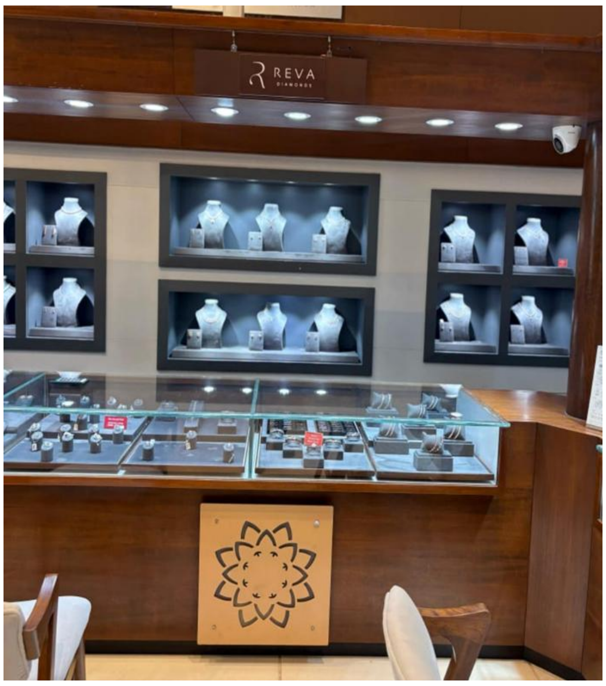
With the diamond jewellery sector in India seeing a robust growth in recent years, particularly among consumers looking for luxury and exclusivity, diamonds are a popular choice for special occasions, particularly weddings, and are often seen as a symbol of sophistication. This segment is supported by a strong retail presence and branding efforts from both domestic and international jewellers. Innovations in diamond cutting and bespoke design options have further driven interest, making diamond jewellery a staple in modern Indian collections. *(Source: CARE Report).*

The operations of our Company are carried on pursuant to the Franchisee Agreement dated February 1, 2025, which lays out a commercial arrangement for our Company to use the selling infrastructure and overall logistics set up by our Corporate Promoter, P.N. Gadgil & Sons Limited. Pursuant to the Franchisee Agreement, the retail space, logistics, electricity, furniture, security and billing software used by our Company for its business operations has been provided by our Corporate Promoter, P.N. Gadgil & Sons Limited. For further details on the Franchisee Agreement, see "*History and Certain Corporate Matters*" on page 290.

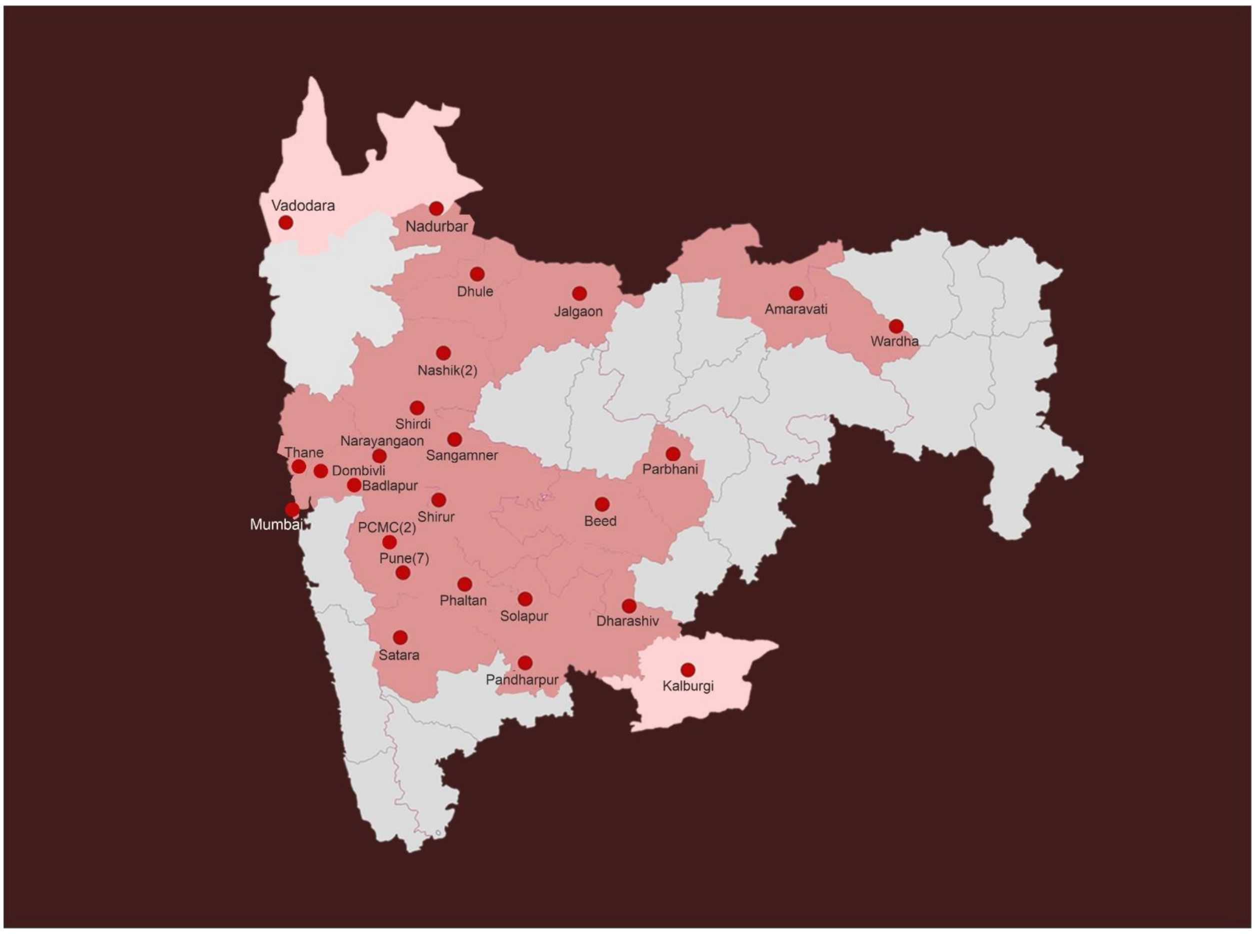
Our Stores

As a design-led brand, we offer designs across various price points tailored to various occasions and customer preferences. Our retail network comprises of shops-in-shop where we set up our brand in a dedicated space within the premises of the retail stores operated by our Corporate Promoter, P.N. Gadgil & Sons Limited ("**Stores**"), allowing us to leverage their established infrastructure and customer footfall while maintaining our brand identity. This provides us with an additional advantage with consumers being more predisposed to branded jewellery, particularly in metro and tier I cities, given the rising media and Western influences and willingness to pay a premium price. *(Source: CARE Report)*

As of March 31,2025, we had 33 Stores across 25 cities in the states of Maharashtra, Gujarat and Karnataka aggregating to an area of 599.15 Running Feet. Our Stores are divided into two categories, namely, franchise owned and company operated ("**FOCO**") and franchise owned and franchise operated ("**FOFO**"). The Stores under the FOCO model, consist of the physical retail space being owned or leased by our Corporate Promoter, P.N. Gadgil & Sons Limited, while we manage inventory, operations and customer experience, ensuring brand exclusivity and control over the sales process. This asset-light model enables us to minimise capital expenditure on standalone stores while maximising visibility in high-traffic retail environments. Our in-store presence allows us to enhance customer engagement, drive brand awareness, and deliver a personalised shopping experience. In certain locations, we function under the FOFO model, for example in shopping malls where our Corporate Promoter, P.N. Gadgil & Sons Limited leases retail space, we operate under their billing infrastructure, as the agreements which our Corporate Promoter, P.N. Gadgil & Sons Limited has entered into with these shopping malls, does not allow for two brands to operate in the same space. In these stores, inventory is transferred to our Corporate Promoter, P.N. Gadgil & Sons Limited, which then retails the products under the Reva brand. In Fiscal 2023, 2024, and 2025, we generated revenues of ₹ 1,988.48 million, ₹ 1,956.34 million, and ₹ 2,581.83 million from the sale of ornaments (diamond studded jewellery including precious stones) accounting for 99.75%, 99.69%, and 99.64% of our total income, respectively.



The map below highlights the location of our Stores, as on date of this Draft Red Herring Prospectus:



We also plan to expand our footprint to 15 brand-exclusive stores ("**New Stores**") by Fiscal 2028. These New Stores will be owned and operated by our Company, catering to jewellery sold under the "Reva" brand. For further details, see "*Objects of the Issue*" on page 102.

<u>*Design of products and type of products*</u>

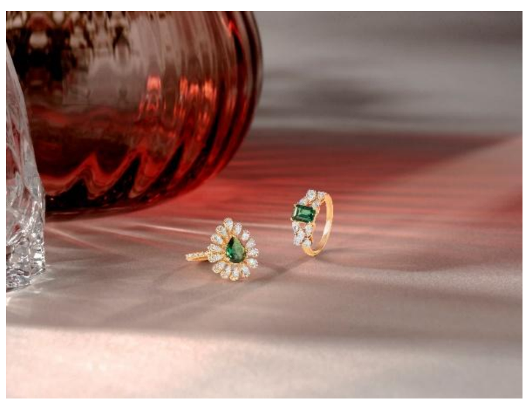
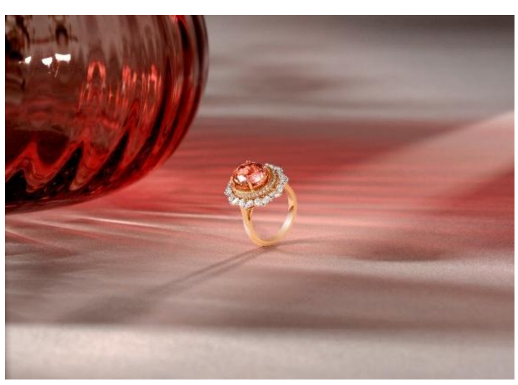
Our Company focuses on designing and marketing a diverse range of diamond and precious and semi-precious stones jewellery which is made in precious metals such as gold and platinum, catering to various customer segments. We also retail plain platinum jewellery including rings, bracelets and chains. With the Indian gems and jewellery industry contributing approximately 7% to the country's GDP and around 15% of total merchandise exports, the sector is further expected to grow steadily, driven by domestic consumption and international demand. The industry comprises various segments, including gold jewellery, diamond jewellery, coloured gemstones, and diamond-studded gold jewellery, with gold jewellery dominating the market. The manufacturing base is geographically concentrated in key states like Maharashtra, Gujarat and Karnataka. *(Source: CARE Report)*

Our operation model and our regional presence in Maharashtra enables us to control quality, design, and pricing, ensuring a competitive edge in the market. In the competitive Indian market, branded jewellery has found a significant place. Since branded jewellery has become the new trend in the industry, it has created its place in the hearts of customers over the last few years. With attentive and helpful attendants and well-displayed merchandise, shopping for jewellery has transformed. In the new market, everyone is a prospective customer. The most significant aspect of branded jewellery, however, is the perception of its excellence because a brand is synonymous with quality *(Source: CARE Report)*. The Reva brand emphasises craftsmanship, and customer-centricity. This business model positions our Company to penetrate both urban and semi-urban markets while maintaining operational flexibility and cost efficiency.

Our product offerings are designed to cater to a broad spectrum of customers, starting at an accessible price point of approximately ₹20,000 and going up till high-value jewellery. This entry-level pricing allows us to tap into a larger market, appealing to both first-time buyers and seasoned jewellery enthusiasts who seek high-quality designs without compromising on affordability. India's gems and jewellery market is one of the largest and most vibrant in the world, deeply embedded in the country's cultural and economic life. The market can be divided by material type, with gold, diamonds, gemstones, and other materials each playing a significant role in its diversity and value. *(Source: CARE Report)*

We cover a wide range of jewellery types, styles and designs to cover diverse needs. The table below sets forth the range of products offered across our brand, under different design categories:

Type of offering	Image	Approximate product price range
Diamond rings made in hallmarked gold		₹ 20,000/- to ₹ 2,00,000/-
Diamond earrings made in hallmarked gold		₹ 20,000/- to ₹ 2,00,000/-
Diamond bracelets made in hallmarked gold		₹ 30,000/- to ₹ 5,00,000/-
Diamond set with diamond pendent and diamond earrings made in hallmarked gold		₹ 30,000/- to ₹ 5,00,000/-
Diamond necklace set with diamond necklace and diamond earrings made in hallmarked gold		₹ 1,25,000/- to ₹ 40,00,000/-

Type of offering	Image	Approximate product price range
Diamond mangalsutra made in hallmarked gold		₹ 30,000/- to ₹ 5,00,000/-
Diamond bangles made in hallmarked gold		₹ 1,25,000/- to ₹ 40,00,000/-
Semi-precious jewellery	 	₹ 20,000/- to ₹ 5,00,000/-

Type of offering	Image	Approximate product price range
Platinum Jewellery	 	₹ 20,000/- to ₹ 2,00,000/-

The Indian gems and jewellery industry blends traditional strengths with evolving consumer preferences and gradual modernisation *(Source: CARE Report)*. In line with this trend, our Company's products focus on jewellery for the modern world while also incorporating traditional aspects. Our products cater to the tastes of contemporary consumers, offering a blend of daily wear, occasion-led, and natural diamond-studded jewellery. Each piece is crafted to reflect current trends and customer preferences. The occasional wear segment caters to demand for festivals, family occasions, and special occasions. Customers prefer semi-precious stones, modern designs, and multi-occasion pieces that incorporate tradition with modern looks. Key cities such as Mumbai, Delhi, and Bangalore contribute high sales, particularly during Diwali. The market is changing, with young consumers increasingly opting for light and low-cost designs, which has been driving the segment's consistent growth in the wholesale jewellery market. *(Source: CARE Report)* We also allow options to customise jewellery for the preference of the customer. The appeal of jewellery as a status symbol among higher-income groups has accelerated its consumption. The rising demand for contemporary designs and the influx of new designers are further driving market expansion *(Source: CARE Report)*.

By offering a wide range of products, including rings, earrings, necklaces, pendants, solitaires, bangles, bracelets, mangalsutra, nose rings and chains, we ensure that our collections resonate with diverse customer segments and occasions. This versatility in pricing, combined with our focus on accessible luxury, positions us as a brand that is inclusive and enables us to capture a market share of the jewellery market.

As of March 31, 2025, we have curated 13 distinct jewellery collections through our dual design approach, which includes, original creations from our in-house design team and curated selections from our third-party manufacturers and Karigars. As of March 31, 2025, our design studio is staffed with an in-house team of 2 designers. By maintaining an in-house design team, we ensure that every piece of jewellery reflects our brand's commitment to quality. Jewellery design blends creativity with technical skill. The designs must balance both aesthetic appeal and practicality, ensuring the jewellery is comfortable to wear and durable. (*Source: CARE Report)* Prototyping, often done with a model or sample, lets designers evaluate their ideas and adjust before full production begins. This stage is crucial for producing pieces that reflect current trends and meet customer preferences. (*Source: CARE Report)* Clients can also modify metal choices, select specific gemstones or add engravings. We also evaluate designs proposed by manufacturing partners by engaging in joint design initiatives with select third party manufacturers, where our procurement team works alongside their designers to develop exclusive collections leveraging shared market intelligence. When a design aligns with our brand identity and demonstrates market potential, the manufacturing partners present physical samples for our evaluation. Approved designs are moved to production by the manufacturing partners, with order quantities based on our perceived demand. This flexible strategy allows us to diversify our offerings and cater to market trends and deliver designs that resonate with our customers. Over the years, we have consistently introduced new collections, launching 4, 6 and 3 new jewellery collections in Fiscal 2025, 2024, and 2023, respectively. This ensures that our product catalogue remains aligned with the changing preferences of customers.

Our jewellery incorporates diamonds, gold, platinum and precious and semi-precious gemstones. We acquire our diamond and gemstone-studded jewellery directly from various third-party manufacturing partners in India. We do not engage in the direct import or export of raw materials such as diamonds, gemstones or precious metals. Our sourcing is limited to finished products from domestic manufacturing partners, and we do not source raw materials except to the extent of product specific orders where our customers provide us with gold to be used for a specific design order placed with us. In Fiscal 2023, 2024 and 2025, we spent ₹1,392.64 million, ₹1,663.63 million and ₹1,971.41 million on purchase of stock-in trade from our manufacturing partners, amounting to 70.04%, 85.04% and 76.36% of our total revenue from operations.

Our Company has adopted a marketing strategy that integrates both traditional and digital channels to connect with its target audience. Our Company utilises WhatsApp marketing as well as social media platforms such as Instagram, Facebook, Google advertisements and digital advertisements which we broadcast on third party over-the-top (OTT) media platforms and movie theatres to highlight its range of lightweight, modern and affordable jewellery, through visually driven content. Pursuant to the Franchise Agreement, we have entered into a commercial understanding with our Corporate Promoter, P.N. Gadgil & Sons Limited and we intend to sell our products through the online platform of our Corporate Promoter at www.onlinepng.com. Complementing our digital efforts, we have also invested in outdoor advertising, including hoardings, advertisements in newspapers, magazines, radios and television, to amplify brand visibility and solidify our reputation. This integrated approach ensures a presence across online and offline platforms. As on March 31, 2025, our sales and marketing team consists of 53 employees. In Fiscal 2023, 2024 and 2025, we had spent ₹14.69 million, ₹14.32 million and ₹ 14.21 million on advertising and sales promotion costs accounting for 1.13%, 1.03% and 0.79% of our total expenses.

Customer trust is a key factor in our business success. The demand for diamond-studded gold jewellery is driven by factors like higher disposable incomes, a growing preference for branded products, and the influence of global fashion trends. Young professionals and millennials are important consumers, often choosing trendy and lightweight designs. Traditional wedding jewellery also incorporates diamond-studded pieces, making it an essential part of Indian culture *(Source: CARE Report).* To align with our customer-focused approach, we have implemented quality control practices across the value chain to ensure that our products consist of diamonds studded into hallmarked gold, in line with the quality and purity metrics prescribed by BIS. Further, the diamond jewellery that we sell is predominantly of E-F and F-G colour and VVS in clarity and is certified by IGI. Furthermore, the diamond solitaires sold by us are certified by GIA.

We use specialised tools and technology to evaluate the quality of diamonds and precious metals, including assessments of clarity, cut, colour, carat weight and metal purity. Regular audits of our supply chain are conducted to ensure adherence to quality guidelines.

With every purchase, we provide customers with documentation, such as certification and care instructions, to offer clarity and transparency. This practice helps customers understand the quality. By maintaining these quality control processes and staying aligned with industry standards, we aim to deliver well-crafted jewellery to our customers.

Under the leadership of our Individual Promoters, Govind Gadgil and Renu Gadgil, who bring over 45 and 13 years of experience in India's jewellery sector, our Company has achieved growth which is reflected not only in our expanding revenue base but also in the increase in our Store network. Our Individual Promoters also exercise common control over our Corporate Promoter, P.N. Gadgil & Sons Limited, having a legacy of over 190 years in the jewellery industry *(Source: CARE Report)*. Our Promoters' legacy, combined with the expertise of our professional management team, has been pivotal in scaling our operations. Our management team comprises professionals with experience in retail, jewellery, finance and business enabling us to navigate business operations of our Company.

Additionally, our board of directors, including Amit Yeshwant Modak and Aditya Amit Modak have played a role in modernising the business, transitioning it from a traditional family-owned enterprise to a contemporary brand. For further details, see "*Our Management*" on page 293.

In Fiscal 2023, 2024, and 2025, we generated revenues of ₹ 1,988.48 million, ₹ 1,956.34 million, and ₹ 2,581.83 million from the sale of ornaments (diamond studded jewellery including precious stones accounting) for 99.75%, 99.69%, and 99.64% of our total income, respectively. The following table sets forth certain financial parameters for the relevant periods:

(₹ in millions, except as stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2025
Net Sales	1988.48	1956.34	2581.83
Operating Profit (EBITDA) (in ₹ million)	687.31	561.39	796.11
Operating Margin	34.56%	28.70%	30.83%
Net Profit (in ₹ million)	517.47	424.14	594.74

Net Profit Margin	26.02%	21.68%	23.04%
Total Debt (in ₹ million)	NA	NA	906.50
Debt-to-Equity	NA	NA	0.37
Current Ratio	13.71	0.84	1.79
Return on Equity (ROE)	149.14%	52.09%	34.08%

For reconciliation of Gross Profit, Gross Margin, EBITDA, EBITDA Margin, Adjusted EBITDA, Return on Capital Employed and Net Debt / Equity, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations –Results of Operations –Non-GAAP Measures*" on page 379. Also see, "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation –Non-GAAP Financial Measures*" on page 18.

The following table sets forth certain of our operational parameters in the relevant periods:

(in ₹ million, unless otherwise indicated)

Particulars[(1)]	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from operations	2,581.83	1,956.34	1,988.48
Shop Sales Area (in running feet)	599.15	528.15	480.32
Revenue from operations per running feet	4.31	3.70	4.14
Adjusted EBITDA[(2)]	796.11	561.39	687.31
Adjusted EBITDA Margin (in %)	30.83	28.70	34.56
PAT (Profit After Tax)	594.74	424.14	517.47
PAT Margin (in %)	23.04	21.68	26.02
Advertising and Sales Promotion Expenses	14.21	14.32	14.69
Advertising and Sales Promotion Expense as a percentage of revenue from operations (in %)	0.55	0.73	0.74

Notes:

(1) *As certified by Joshi & Sahney, Chartered Accountants, pursuant to their certificate dated June 16, 2025.*

(2) *Adjusted EBITDA is calculated as earnings before, finance costs, tax, depreciation & amortization expenses for the year/period, and less other income.Net Fixed Assets is calculated as aggregate of Property, plant and equipment , Investment Property, Right-of-use assets & other intangible assets.*

Our Strengths

1. ***Our brand value and the legacy of our Promoters contribute to our market position, customer trust, and operational stability***

The value of the "Reva" brand, along with the legacy, industry knowledge, and relationships of our Promoters, plays a significant role in strengthening our market presence, maintaining customer trust, and supporting our operational and financial stability. The operations of the "Reva" brand were initially operated by our Corporate Promoter, P.N. Gadgil & Sons Limited. This legacy has enabled us to build brand recognition and customer loyalty. Over time, Reva has evolved into a modern jewellery brand offering a wide range of collections that combine traditional craftsmanship with contemporary design.

Our Corporate Promoter P.N. Gadgil & Sons Limited brings more than 190 years of experience *(Source: CARE Report)* and our Individual Promoters, Govind Gadgil and Renu Gadgil bring 45 years and 13 years of experience, respectively in the jewellery industry. Their legacy and expertise provide direction and support in navigating industry challenges, identifying growth opportunities, and ensuring continued competitiveness. Our Promoters' long-standing relationships with suppliers, distributors, and financial institutions enhance our supply chain efficiency, procurement, and market access.

As on the date of this Draft Red Herring Prospectus, majority of our Stores operate within the physical retail infrastructure owned by our Corporate Promoter, P.N. Gadgil & Sons Limited. Additionally, we benefit from an established sales and logistics network developed by our Corporate Promoter, which has significantly reduced our need for capital investment during the initial phase of operations. This has enabled us to focus our efforts on building a brand presence while simultaneously leveraging our Corporate Promoter's infrastructure and existing customer base, without compromising our distinct brand identity. Having now established our brand in the market, we plan to expand our footprint through the launch of brand-exclusive stores, as detailed in the "*Objects of the Issue*" section on page 102 of this Draft Red Herring Prospectus. In Fiscal 2023, 2024, and 2025, we generated revenues of ₹1,988.48 million, ₹1,956.34 million, and ₹2,581.83 million from the sale of ornaments (diamond studded jewellery including precious stones accounting) for 99.75%, 99.69%, and 99.64% of our total income, respectively, while operating basis our shop-in-shop model for our Stores.

Moreover, our Corporate Promoter's longstanding presence in the jewellery industry has led to established relationships with third-party manufacturers and Karigars. We have engaged with several of these third-party manufacturers and Karigars for the procurement of our products, allowing us to benefit from their craftsmanship, quality and delivery timelines, all of which contribute to enhancing our product offerings and operational efficiency.

The financial and management expertise of our Promoters contributes to our business and supports our expansion into new markets and customer segments. We believe that the combination of brand value and our experienced Promoters provides us with a competitive advantage and contributes to our Company's growth and customer retention.

2. ***Our experienced Board of Directors provides diverse expertise across finance, business, retail and jewellery, which contributes to decision-making and long-term value creation.***

We are led by an experienced management team that has the expertise to manage and grow our business. Our Chairperson and Non-Executive Director, Govind Gadgil (also our Individual Promoter) has experience of over 45 years of experience in the jewellery industry. He is also the Promoter of our Corporate Promoter, P.N. Gadgil & Sons Limited. Furthermore, our Whole-Time Director and Chief Executive Officer, Amit Yeshwant Modak has been associated with our Company since incorporation. He brings with him 25 years of experience in the jewellery industry and also serves as a director on the board of directors of our Corporate Promoter, P.N. Gadgil & Sons Limited and PNGS Gargi Fashion Jewellery Limited. We run our business with dedicated senior and mid-level management teams. Further, we have 59 permanent employees which adds to our stability and helps foster long-term growth. Our management team has experience in supply chain management, sales and marketing. We believe that the knowledge and experience of our Directors, along with our management and our team of management personnel, provide us with a significant competitive advantage as we seek to grow our existing markets and enter new geographic and product markets

3. ***Regional expertise across Tier-1, Tier-2 and Tier-3 cities in Maharashtra, Gujarat and Karnataka contributes to overall operational efficiency while also building community trust and loyalty, word-of-mouth advocacy and brand reputation in the region***

Our presence across Tier-1, Tier-2 and Tier-3 cities in Maharashtra, Gujarat and Karnataka gives us competitive advantages in western India. Seasonality in jewellery buying is a key factor that influences demand heterogeneity in India. Weddings, festivals, and harvests in rural regions are the main drivers of the category, and the seasonal nature of each of these drivers assures that demand for jewellery is tied to the different months and seasons. *(Source: CARE Report)* The manufacturing base is geographically concentrated in key states like Maharashtra, Gujarat and Karnataka. *(Source: CARE Report)* With regional expertise, we understand customer preferences across city tiers in western India. Insights into regional demand allows us to optimise inventory with tailored collections, driving festive sales during key occasions like Gudi Padwa, Akshay Tritiya, Dussehra and Diwali, as well as for new age occasions like valentines' day.

Our concentrated footprint enables operational efficiencies through lower logistics costs, favourable inventory turnover, and a supply chain that is responsive to local demand patterns. With our Stores located within a defined regional corridor, we are able to centralise inventory management and distribution and optimise transportation routes through our logistic service provider, resulting in lower logistics costs and faster replenishment cycles. This proximity between retail locations and our inventory and quality control department located at our Registered and Corporate Office enhances coordination, improves supply chain responsiveness and reduces the risk of stockouts or overstocking. From a management standpoint, operating within a focused geography enables more effective oversight of store operations, better quality control, and quicker implementation of strategic or tactical decisions. It also allows for more efficient allocation of resources including human capital, while ensuring consistent service standards across all locations. This focus on the regions in western India contributes to overall operational efficiency and scalability without proportionate increases in complexity or cost, while also building community trust and loyalty, with personalised service, word-of-mouth advocacy and brand reputation in the region, thus combining regional relevance with cost advantages.

4. ***Diversified product portfolio across categories and price points helps us to stay ahead of changing consumer preferences***

To cater to the changing consumer preferences and design trends, larger stores are offering more variety and a diverse range of jewellery *(Source: CARE Report)*. Our diversified product portfolio serves as a competitive strength, enabling us to cater to a wide spectrum of consumer preferences and purchasing capacities. As of March 31, 2025, our collection features jewellery designs across multiple categories, with price points starting from approximately ₹20,000. This allows us to address demand across high-value purchases such as weddings and engagements, as well as for more frequent use cases including festive occasions and everyday wear. Our product offerings consist of a comprehensive range of jewellery types including rings, earrings, necklaces, bracelets, pendants, mangalsutras and bangles made using precious stones such as diamonds and precious and semi-precious gemstones studded into precious metals like gold and platinum.

The global jewellery market is shaped by diverse economic trends, cultural practices, and shifting consumer preferences. People increasingly wear platinum and gold rings, delicate gold chains, bracelets, and anklets as everyday fashion accessories. These items are also commonly given as gifts for occasions like birthdays and anniversaries. This shifting consumption pattern is likely to drive market growth. Modern designs and emerging fashion trends are drawing in customers, and manufacturers are capitalising on these frequent changes by creating unique products to attract buyers. Coloured gemstones such as emeralds, sapphires, and opals are gaining prominence, adding vibrant touches and uniqueness to jewellery collections. *(Source: CARE Report)*

We have launched 4, 6 and 3 new collections in Fiscal 2025, 2024 and 2023 respectively. The introduction of new collections, catering to changing customer preferences has supported revenue growth. As of March 31, 2025, our in-house designer team consisted of 2 designers, who also work alongside a network of third-party manufacturing partners and Karigars, combining internal creative direction with artisanal expertise.

Additionally, our ability to offer customisation including metal selection, gemstone preferences and engravings allows us to further personalise the consumer experience. This hybrid model of in-house design supported by external craftsmanship ensures a diversified inventory that remains aligned with evolving consumer trends and seasonal preferences.

Jewellery preferences vary significantly across different age groups, reflecting the evolving interests, lifestyles, and values of Indian women. Every demographic has diverse needs and perspectives, from senior women who value traditional motifs to young brides who choose modern patterns. Furthermore, according to a report by the World Gold Council, recent interactions between Metals Focus and retailers have highlighted a significant increase in demand for lightweight jewellery, especially in the daily wear segment. *(Source: CARE Report)* This diversification across product categories, price points, materials and design sources positions us to remain relevant according to changing customer preference which in turn strengthens our brand equity and market positioning.

5. ***Our expertise in customised jeweller and high-value jewellery enhances revenue and brand prestige***

Customization has become a popular choice, especially among affluent customers looking for unique designs. Continuous innovation in designs and customisation options is attracting a broader customer base *(Source: CARE Report)*. We offer customised jewellery and high-value pieces which positions our brand not only in the entry-level market but also within the premium jewellery segment. We offer clients the flexibility to personalise every detail, from metal selection, diamond and precious and semi-precious stone preferences to engravings, thus enabling us to deliver jewellery that reflects individual preferences.

The Indian bridal jewellery segment is a leading category, supported by cultural heritage and the significance of weddings. (*Source: CARE Report*) Our portfolio comprises handmade jewellery sets, which are sought after for weddings and other milestone occasions. These pieces often represent once-in-a-lifetime purchases, commanding higher average order values and contributing to higher revenue, while also building customer relationships which are tied to such purchases. Our in-house team of experienced designers works closely with a trusted network of third-party manufacturers and Karigars who specialise in handcrafting jewellery designs.

By combining artisanal skills with tailored design services, we can provide high-value, occasion-driven jewellery. This segment not only enhances customer loyalty but also reinforces our brand's positioning.

6. ***Internal control and inventory processes and quality control assurance systems to support a growing organisation***

To scale our operations while maintaining operational integrity, we have established governance mechanisms across both retail and corporate functions. Given the premium positioning of our products, we have established inventory systems and audit procedures. Our centralised procurement strategy delivers benefits including cost optimisation through bulk purchasing and adherence to quality and security standards throughout the supply chain process. We have established an ERP system that monitors each item from procurement to final retail sale. Every product is assigned a unique barcode identifier, and we conduct scheduled internal and third-party audits across all our Stores as well as our Registered and Corporate Office. These physical verifications integrate with our centralised ERP platform, enable real-time tracking of inventory movements and sales data. All our Stores as well as our Registered and Corporate Office feature vaults for merchandise storage. Furthermore, pursuant to the Franchise Agreement, our Stores, Registered and Corporate Office and assets are safeguarded by 24/7 security personnel who have been contracted by our Corporate Promoter, P.N. Gadgil & Sons Limited. Additionally, we have insured all our Stores with jeweller's block insurance, thus adequately covering all inventory. Our logistics providers also provide transit insurance as part of the contracts entered with these third-party logistic agencies which further ensures secure product transportation. Our ERP system acts as the operational hub and ensures that procurement, inventory, human resources, sales and financial management are managed on a single platform. This allows for forecasting of inventory across all our Stores to manage preference level of inventory adjustments, accounting for seasonal demand fluctuations to maintain product availability.

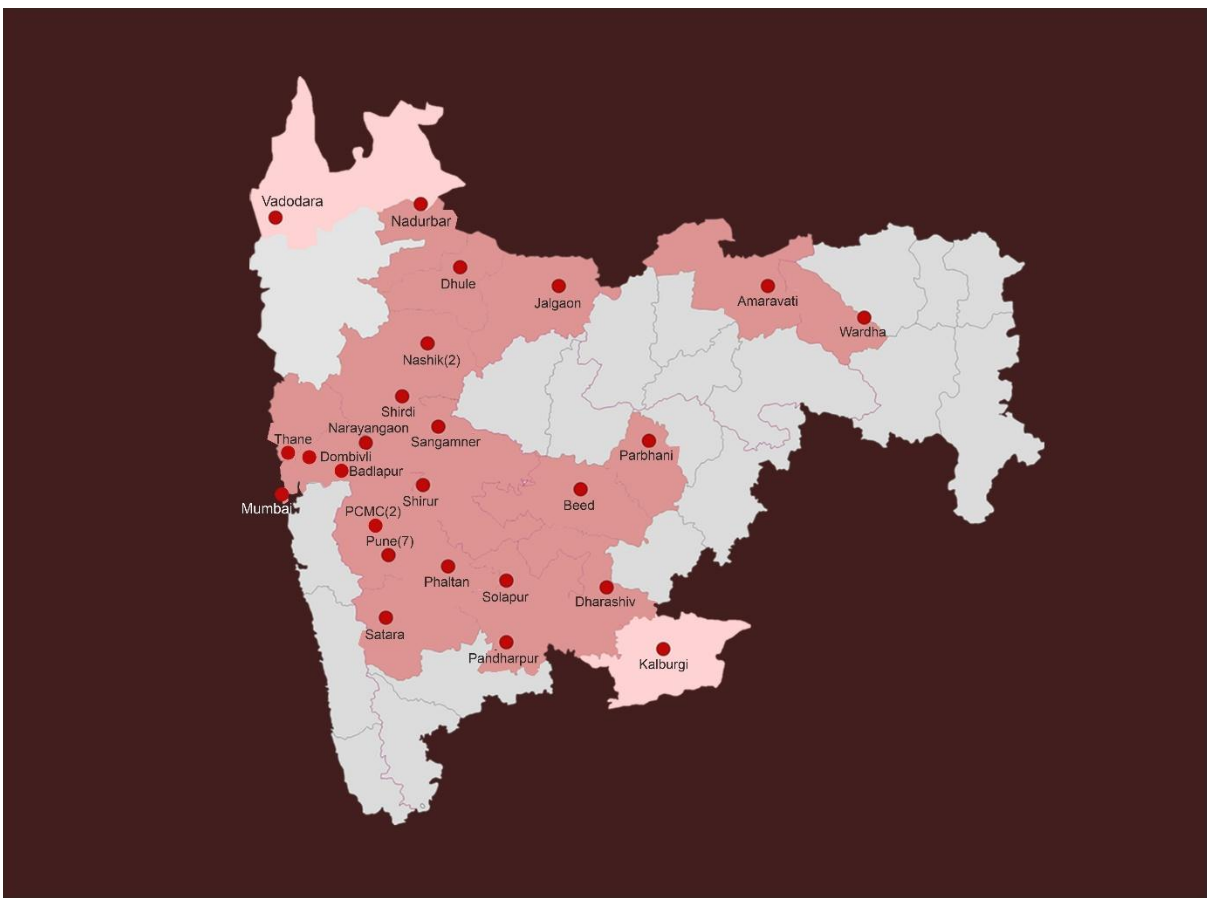
Customer trust is a critical aspect of our business, and we maintain it by adhering to quality standards. Our diamond jewellery is certified by globally recognised agencies, such as diamonds studded into hallmarked gold, in line with the quality and purity metrics prescribed by BIS and certified by IGI. Further, the diamond jewellery that we sell is predominantly of E-F and F-G colour and VVS in clarity and is certified by IGI. Furthermore, the diamond solitaires above 0.3 carats are certified by GIA.

We implement quality control measures at every stage, from procurement to product delivery. Our quality assurance team conducts inspections throughout the production process to ensure compliance with established standards. Tools and technologies are used to evaluate the quality of diamonds and precious metals, assessing parameters such as clarity, cut, colour, carat weight, and metal purity.

To further enable customer confidence, we provide detailed documentation with every purchase, including certification details and care instructions. This transparency ensures customers are fully informed about the quality of their jewellery. This approach emphasises our reputation in the jewellery industry in India.

Our Strategies

1. ***We intend to open 15 brand-exclusive stores ("New Stores") which will help strengthen our Company's market position, drive revenue growth and deliver value to stakeholders.***
As on date of this Draft Red Herring Prospectus, our retail network comprises of 33 shops-in-shop (SIS) stores where we set up our brand in a dedicated space within the premises of the retail stores operated by our Corporate Promoter, P.N. Gadgil & Sons Limited ("**Stores**"). These 33 Stores have an aggregate area of 599.15 Running Feet across 25 cities in the states of Maharashtra, Gujarat and Karnataka. The locations of these Stores have been provided in the map below:



In Fiscal 2023, 2024 and 2025, we generated ₹ 1,988.48 million, ₹ 1,956.34 million, and ₹ 2,581.83 million from the sale of diamond studded jewellery including precious stones accounting for 99.75%, 99.69%, and 99.64% of our total income, respectively.

We intend to open 15 New Stores to strengthen our market position and drive revenue growth while establishing a distinct identify in the jewellery market. We intent to utilise ₹2,865.64 million of the Net Proceeds for the purpose of opening these New Stores. For further details, see "*Objects of the Issue*" on page 102.

These New Stores will be owned and operated by our Company and sell jewellery exclusively under the Reva brand. We will be able to maintain control over operations, brand consistency and customer experience, ensuring standards of service and product quality. We aim to focus on strategic location selection, operational efficiency and customer-centric initiatives to ensure execution and sustainable growth. By optimising aggregate store area, we aim to maximise revenue potential per location while catering to diverse customer needs, thereby strengthening our competitive advantage and market share.

2. ***We intended to continue marketing of our flagship brand "Reva" and increase promotional activities related to the launch of the 15 New Stores, aimed at enhancing local brand awareness and visibility of our brand***

We intend to deploy ₹354 million of the Net Proceeds towards marketing and promotional expenses related to the launch of the 15 New Stores, aimed at enhancing local brand awareness and visibility of our flagship brand, "Reva", in their respective areas, to strengthen brand visibility, drive customer engagement, and support business growth. For further details, see "*Objects of the Issue*" on page 102. As on March 31, 2025, our sales and marketing team consists of 53 employees. As on date of this Draft Red Herring Prospectus, our marketing efforts have spread our brand presence across 25 cities in Maharashtra, Gujarat and Karnataka. In Fiscal 2023, 2024 and 2025, we had spent ₹14.69 million, ₹14.32 million and ₹ 14.21 million on advertising and sales promotion costs accounting for 1.13%, 1.03% and 0.79% of our total expenses. Our Company utilises WhatsApp marketing as well as social media platforms such as Instagram, Facebook, Google advertisements and digital advertisements which we broadcast on third party over-the-top (OTT) media platforms and movie theatres. These initiatives have enhanced brand recall, attracted new customers and deepened engagement with existing ones. We will continue to focus on marketing and advertising activities, focusing on targeted digital campaigns, strategic hoarding placements, and collaborations with media outlets to amplify our reach, especially for increase in promotional activities related to the launch of the 15 New Stores which will increase brand awareness, help in acquiring new customers, retaining existing ones through personalised campaigns and supporting market expansion with localised campaigns. We intend to increase our marketing via WhatsApp marketing as well as using Meta and Google advertisements for targeting marketing. We are also investing in elevating the in-store experience through displays and personalised consultations. By enhancing our marketing efforts, we aim to strengthen our market position, drive higher footfall to our stores, and increase overall sales, complementing our store expansion plans and ensuring brand visibility.

3. ***Focus on increasing revenue and number of bills in our existing Stores***

Our revenue grew by 29.84%, from Fiscal 2023 to Fiscal 2025 reflecting the success of our customer engagement strategies such as WhatsApp marketing as well as social media platforms such as Instagram, Facebook, Google advertisements and digital advertisements which we broadcast on third party over-the-top (OTT) media platforms, movie theatres. The number of bills for jewellery sold increased from 22,907 to 30,378 from Fiscal 2023 to Fiscal 2025. To further strengthen our performance, we are focused on increasing footfall and boosting the number of bills. We plan to intensify marketing and outreach efforts, leveraging digital campaigns, social media and outdoor advertising to attract more customers to our stores. We intend to increase our marketing via WhatsApp marketing initiatives as well as using Meta and Google advertisements for targeting marketing. We are also investing in elevating the in-store experience through displays and personalised consultations. These initiatives will strengthen our business operations and financial performance.

4. ***Focusing on digital presence to solidify our position in the online space while driving growth in both customer acquisition and sales.***

With the increase in internet usage and the rising popularity of online shopping platforms in India, we aim to enhance our digital footprint to tap into a larger customer base and drive sales growth without requiring substantial capital investment. Pursuant to the Franchise Agreement, we have entered into a commercial understanding with our Corporate Promoter, P.N. Gadgil & Sons Limited pursuant to which we intend to sell our products through the online platform of our Corporate Promoter at www.onlinepng.com. We also intend to set up our own e-marketing website for generating online sales. By strengthening our online presence, we can not only assess customer demand for our products but also make data-driven decisions about where to expand our Stores. Additionally, a digital presence will boost brand visibility among internet users, enabling us to connect with diverse consumer segments and cater to their preferences.

Our digital presence will keep our audience informed about new designs, exclusive collections and promotions, while also enriching their in-store experience by familiarising them with our offerings beforehand. By staying ahead of digital trends and engaging with our audience through these platforms, we aim to solidify our position in the online space while driving growth in both customer acquisition and sales.

Our Key Milestones

Prior to the conversion of the Partnership Firm into our Company, the current business of our Company was carried on by our Corporate Promoter under the 'Reva' brand name. For further details on our key milestones, see "*History and Other Corporate Matters*" on page 290.

Competition

We operate in a highly competitive and fragmented market, and face competition from both organised and unorganised companies in the Indian jewellery industry. Our main competitors are other organised jewellery including Bluestone Jewellery and Lifestyle Private Limited, Caratlane Trading Private Limited, Orra Fine Jewellery Private Limited, Senco Gold Limited and Thangamayil Jewellery Limited *(Source: CARE Report)* as well as local jewellers and craftsmen, most of whom are from the unorganised sector.

Inventory management, information technology, logistics and security

Effective inventory management enables us to maintain inventory levels in all our Stores. Our inventory management system allows for inventory transfers between Stores based on real-time demand, whether by direct requests from individual Stores or from our monitoring systems located at our Registered and Corporate Office where we identify and address inventory needs across all our Stores. Each item in our inventory is categorised by product type, weight specifications (including gross, net, and diamond weight), serial number and size, with a unique ERP-generated barcode assigned for real-time tracking. Our ERP system acts as the operational hub and ensures that procurement, inventory, human resources, sales and financial management are managed on a single platform. Goods in transit are closely monitored under security protocols provided by our third-party logistics provider, which also provides transit insurance for the goods in transit. We also conduct regular physical inventory checks to ensure accuracy and control.

Our inventory management is centralised at our Registered and Corporate Office, where inventory is received, verified and subjected to quality checks before being processed. A dedicated procurement team oversees inventory movements to maintain stock inflows and outflows. Our distribution network allows us to rotate stock based on demand trends and relocate slow-moving inventory to Stores where demand is higher. Pursuant to the Franchise Agreement, our Stores, Registered and Corporate Office and assets are safeguarded by 24/7 security personnel who have been contracted by our Corporate Promoter, P.N. Gadgil & Sons Limited.

Insurance

To mitigate the risks associated with potential losses from adverse events, we have secured insurance coverage through jewellers' block at all our Stores as well as our Registered and Corporate Office. These policies are regularly reviewed to ensure they provide sufficient protection, and they extend to all our facilities, our Registered and Corporate Office, Stores, and inventory. Our logistics providers also provide transit insurance as part of the contracts entered with these third-party logistic agencies which further ensures secure product transportation.

Employees

As of March 31, 2025, we had 59 permanent employees. The following table provides a breakdown of our permanent employees by function as of March 31, 2025:

Functional Area	Number of employees
Legal	1
Finance	1
Human resources	1
Marketing	1
Sales	43
Procurement	10
Designers	2
Total	**59**

We have not experienced any labour unrest, including any strikes or lockouts, in the past.

Intellectual Property

We have applied for trademarks registrations in India, including for our logo appearing on the cover page of this Draft Red Herring Prospectus. For details, see "*Government and Other Approvals*" on page 393.

Properties

Our Registered and Corporate Office is situated at Abhiruchi Mall, 59/1 C, Sinhgad Road, Wadgaon Bk., Vadgaon Budruk, Pune – 411041, Maharashtra, India. The details of our properties owned/ leased by us along with their purpose has been given in the table below:

Address of property	Purpose	Owned /leased
Abhiruchi Mall, 59/1 C, Sinhgad Road, Wadgaon Bk., Vadgaon Budruk, Pune – 411041, Maharashtra, India	Registered and Corporate Office	Leased

Furthermore, the details of the Stores which we operate, pursuant to the Franchise Agreement have been given in the table below:

Location of Store	Type of Store	Address
Amravati	FOCO	J. K. Towers, S. No. 35 Plot No. 56/2, Opp. Raja Peth Police Station, Amravati – 444605,
Aundh, Pune	FOCO	Westend center 1, Next to Reliance Mart, Aundh, Pune – 411007
Badlapur	FOCO	Ground Floor, Shop No 1 to 4, Sr No 15, Lotus Apartment, Near HDFC Bank, Katrap, Badalapur 421503

Beed	FOCO	SNo.1754/1, Prakash Heights, Subhash Road,Beed – 431122
Bhosari, PCMC	FOCO	K.B.G Classic, Next to Rupee bank, Pune Nashik Road, Near Flyover, Bhosari- 411039,
Chinchwad, PCMC	FOCO	Chapekar Chowk, Chinchwad, Pune - 411033.
Dhule	FOCO	Bafna House, Lane No. 4, Dhule - 424001.
Dombivli	FOCO	Ground floor, Shop No 3, Laxmi Baug Estate, Near SVC Bank, Phadke Road, Dombivli East, Maharashtra 421201
Jalgaon	FOCO	Near Bahinabai Garden, Ring Road,Jalgaon – 425001.
Kothrud, Pune	FOCO	Lane No. 1, Happy Colony, Karve Road, Kothrud,Pune – 411038.
Mumbai	FOCO	1,2 Sanskruti Building Shankar Ghanekar Road Near Ravindra Natya Mandir, opp. Rachna Sansad Academy Of Architecture, Mumbai, Maharashtra – 400 025
Nandurbar	FOCO	Raghuvanshi Complex, Pardeshipura, Next to SBI In Touch, Nandurbar: 4254 12; Maharashtra.
Narayangaon	FOCO	City Sr.No. 1655/2, Village Narayangaon, Anandwadi, Warulwadi Grampanchayat,Near Oriental Bank of Commerce, Tal. Junnar, Dist. Pune 410504.
Nashik	FOCO	Agora Commercial Complex, Sharanpur Rd, Canada Corner, Nashik, Maharashtra 422002
Nashik Road	FOCO	Star Zone Mall, Near Passport Office, Nashik-Pune Road – 422214
Dharashiv	FOCO	Sun & Ocean Complex,Ram Nagar,Opp. Police Line,Osmanabad – 413501.
Pandharpur	FOCO	Rajlaxmi Market, Station Road, Pandharpur – 4133 04. Ph. No: 02186 223383
Parbhani	FOCO	Maheshwari Building, Near RR Petrol Pump,Basmat Road, Parbhani – 431401.
Phaltan	FOCO	Shop No 1, Ground floor, Pushp Complex, Plot No 47 / 48, City Sr No 6483 A/B, Opposite Namjoshi Petrol Pump, Laxmi Nagar, Ring Road, Vilage – Phaltan 415523
Sangamner	FOCO	New Nagar Road, Sangamner - 422605.
Satara	FOCO	Marwadi Chowk,Near Rajwada, Bhavani Peth,Satara – 415002
Satara Road, Pune	FOCO	Mudra, Opposite to D-Mart, Main Satara road, Pune – 411009,
Shirdi	FOCO	Ground Floor, Shop No 67, Hotel City Point, Gate No 1, Opp. Saibaba Samadhi Mandir, Shirdi, Taluka – Rahata, Dist – Ahmednagar 423109
Shirur	FOCO	Revenue Colony,Next to Sharad Bank, Tal. Shirur, Dist. Pune, Shirur : 412210; Maharashtra.
Sinhagad Road, Pune	FOCO	Abhiruchi mall, Level II, Sinhagad Road, Vadgaon Bk Pune – 411041,
Solapur	FOCO	Old Employment Chowk, VIP Road,Solapur – 413001
Wardha	FOCO	Dhablia Bhuvan, Ingole chowk, Near Ganesh Mandir, Main Road,Wardha – 442001.
Vadodara, Gujarat	FOCO	Trisha Squre, Alkapuri Road,, Opp. Saraswat Bank, Jetalpur, Vadodara, Gujarat 390005
Kalaburgi, Karnataka	FOCO	City Center Mall, Near Jagat circle, Kalaburgi – 585101
Talegaon	FOCO	Shop No. 6, Bhegade Business Centre, Maruti Mandir Rd, Panchvati Colony, Maval, Tukaram Nagar, Talegaon Dabhade, Maharashtra 410507

Laxmi Road, Pune	FOCO	Shop No 3 of Ground Floor, Entire First & Second Floor of Nanal Niwas, CTS No 606, Sadashiv Peth, Kunte Chowk, Laxmi Road, Pune - 411030
Thane Gokhale Road, Thane	FOCO	Shop No 2, 3, 4, 5 Ground floor of Srushti Prime, City Survey No 34, Gokhale Road, Naupada, Thane (W), Mumbai 400602
Viman Nagar, Pune	FOFO	PNG Sons Phoenix Market City, Lower Ground Floor, Viman Nagar, Nagar Road, Pune 2

KEY REGULATIONS AND POLICIES IN INDIA

The description is a summary of the key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to our Company and the business undertaken by our Company.

Taxation statutes such as the Income Tax Act, 1961, the Customs Act, 1962, professional tax legislations, wherever applicable and the relevant goods and service tax legislation apply to us as they do to any Indian company. For details of government approvals obtained by our Company, see *"Government and Other Approvals" on page 393.*

The information in this section, is based on the current provisions of key statutes, rules, regulations, notifications, memorandums, circulars and policies which are subject to amendments, changes and/or modifications and has been obtained from publications available in the public domain. The description of the applicable laws and regulations, as given below, is only intended to provide general information to the investors and may not be exhaustive and is neither designed nor intended to be a substitute for professional legal advice.

Industry Specific Regulations

Bureau of Indian Standards Act, 2016 (the "BIS Act") and the Bureau of Indian Standards (Conformity Assessment) Regulations, 2018 and amendments thereto ("Conformity Regulations")

The BIS Act provides for the establishment of a bureau for the standardisation, marking and quality certification of goods. The BIS Act provides for the functions of the Bureau of Indian Standards which includes, among others (a) recognize as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specify a standard mark to be called the, Bureau of Indian Standards Certification Mark, which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) make such inspection and take such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license. The Bureau of Indian Standards Rules, 2018 lay down inter alia the procedure for the establishment and review of Indian standards, adoption of standards as Indian standards and for publishing of Indian standards. The Bureau of Indian Standards (Conformity Assessment) Regulations, 2018 provides inter alia the Scheme of Inspection and Testing, Labelling and Marking requirements, conditions, validity, renewal, scope of licence. Companies committing offences under the BIS Act are liable to be punished in the manner provided for.

The Bureau of Indian Standards (Hallmarking) Regulations, 2018

The Bureau of Indian Standards (Hallmarking) Regulations, 2018 ("**BIS Hallmarking Regulations**") prescribe that all jewellers must obtain a certificate of registration from the BIS in order to sell precious metal articles notified under the BIS Act. The certificate of registration ("**Certificate**") shall be granted to specific premises and will be valid for a period of five years subject to the terms and conditions mentioned in the BIS Hallmarking Regulations. As per the notification dated June 14, 2018, issued by the Department of Consumer Affairs, Ministry of Consumer Affairs, Food and Public Distribution, precious metal articles to be marked with hallmark are namely: gold jewellery and gold artefacts and silver jewellery and silver artefacts. The details of Certificate are to be hosted on the website of BIS, and it is only valid for the premises mentioned in the certificate of registration. The registered jewellers are responsible for purity and fineness of the hallmarked precious metal articles sold by them and are liable to pay compensation for any shortage in purity or fineness as per rules.

The BIS vide notification dated March 4, 2022, has issued the Bureau of Indian Standards (Hallmarking) Amendment Regulations, 2022 which provide for the revised Hallmarking fee for the following articles: a) Gold articles payable to recognised Assaying and Hallmarking Centres by jewellers. b) Hallmarking fee to be levied by the Bureau from Assaying and Hallmarking Centre for gold articles c) Silver articles payable to recognised Assaying and Hallmarking Centres by jewellers. d) Hallmarking fee to be levied by the BIS from Assaying and Hallmarking Centre for silver articles. As of April 1, 2023, all gold jewellery and artefacts must have a 6-digit alphanumeric HUID (Hallmark Unique Identification). This number helps consumers trace the gold jewellery back to its jeweller, helps check its purity and also details of the hallmarking centre which tested and hallmarked the article.

The Hallmarking of Gold Jewellery and Gold Artefacts Order, 2020

The Hallmarking of Gold Jewellery and Gold Artefacts Order, 2020, which came into effect on June 16, 2021, prescribes that gold jewellery and gold artefacts shall be sold only by registered jewellers through certified sales outlets, after fulfilling the terms and conditions of certificate of registration as specified in the BIS Hallmarking Regulations. However, certain precious metal articles are excluded from the above order, including any article meant for export, which conforms to any specification required by the foreign buyer, any article of gold thread, an article with weight less than two grams, and an article which is in course of consignment from outside India to an assaying and hallmarking centre in India recognised as per the BIS Hallmarking Regulations, for hallmarking.

Further, vide Hallmarking of Gold Jewellery and Gold Artifacts (Amendment) Order, 2023 dated March 3, 2023, no person, after March 31, 2023, is allowed to sell or display or offer to sell any gold jewellery or artefacts unless it is hallmarked in accordance with the standards specified in IS 1417:2016. Further, vide Hallmarking of Gold Jewellery and Gold Artefacts (Second Amendment) Order, 2023, such persons who has provided a declaration as required by BIS declaring his old stock of gold jewellery or gold artefacts with old hallmarking is permitted to sell or display or offer to sell such declared stock up to June 30, 2023. Furthermore, vide Hallmarking of Gold Jewellery and Gold Artifacts (Third Amendment) Order, 2023 dated September 6, 2023, BIS extended mandatory hallmarking system to hallmarking centers located in 55 new districts, thereby making the total number of districts in India covered under mandatory hallmarking as 343.

Gems and Jewellery Trade Council of India

The Gems and Jewellery Trade Council of India was established with the main aim of boosting the gems and jewellery trade of India. It is a council formed to enhance and boost the jewellery trade of India by resolving various issues of the trade by escalating various to the relevant high authorities. It also indulges itself in disseminating latest information to its jeweller-members through a monthly newsletter, various educative and trade motivational events such as seminars, workshops, exhibitions, festivals, etc.

The Legal Metrology Act, 2009 and Legal Metrology (Packaged Commodities) Rules, 2011 (the "Legal Metrology Rules")

The Legal Metrology Act, 2009 ("**Legal Metrology Act**") seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The Legal Metrology Act provides that for prescribed specifications all weights and measures should be based on the metric system only.

Further, the Legal Metrology Act lays down monetary and other penalties for various offences, including but not limited to, use or sale of non-standard weight or measure, contravention of prescribed standards, counterfeiting of seals and tampering with license.

The Legal Metrology Rules, framed under the Legal Metrology Act lays down specific provisions applicable to packages intended for retail sale, wholesale packages and for export and import of packaged commodities and also provides for registration of manufacturers and packers. The said rules also lay down specific provisions for ecommerce transactions and online sale of packaged commodities.

Gem and Jewellery Export Promotion Council

The GoI has designated the Gem and Jewellery Export Promotion Council ("**GJEPC**") as the importing and exporting authority in India in keeping with its international obligations under Section IV(b) of the Kimberley Process Certification Scheme ("**KPCS**"). The KPCS has been implemented in India from January 1, 2003, by the GoI through communication No. 12/13/2000-EP (GJ) dated November 13, 2002. The GJEPC has been notified as the nodal agency for trade in rough diamonds. The KPCS is a joint government, international diamond industry and civil society initiative to stem the flow of conflict diamonds, which are rough diamonds used by rebel movements to finance wars against legitimate governments. Under the Special Economic Zones Rules, 2006, the Development Commissioners have been delegated powers to issue Kimberley Process Certificates for units situated in the respective Special Economic Zone (the "**SEZ**").

Shops and commercial establishments' legislations

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment of conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. All establishments must be registered under the shops and establishments legislations of the state where they are located. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations, as well as the procedures for appeal in relation to such contravention of the provisions.

The Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017

The provisions of the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 and the rules made thereunder are applicable to the Company. Such provisions regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of *inter alia* registration, opening and closing hours, daily and weekly working hours, weekly holidays, leave, health and safety measures, and wages for overtime work. Whoever contravenes such provisions shall be punished with fine which may extend to ₹ 1,00,000 and in the case of a continuing contravention, with an additional fine which may extend to ₹ 2,000 per day during the period such contravention continues. The total fine shall not exceed ₹ 2,000 per worker employed.

Environmental laws

The Environment (Protection) Act, 1986 ("EPA") read with The Environment (Protection) Rules, 1986

The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emit any environmental pollutant in excess of such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution.

Labour laws

We are subject to various labour laws for the safety, protection, condition of working, employment terms and welfare of labourers and/or employees of us:

- Contract Labour (Regulation and Abolition) Act, 1970
- Employees' Provident Funds and Miscellaneous Provisions Act, 1952
- Employees' State Insurance Act, 1948 • Minimum Wages Act, 1948
- Payment of Bonus Act, 1965
- Payment of Gratuity Act, 1972
- Payment of Wages Act, 1936
- Maternity Benefit Act, 1961
- Industrial Disputes Act, 1947
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- Employees Compensation Act, 1923
- The Child Labour (Prohibition and Regulation) Act, 1986
- The Equal Remuneration Act, 1976
- The Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979
- Building and Other Construction Workers Regulation of Employment and Conditions of Service Act, 1996
- Industrial Employment (Standing Order), Act, 1946
- The Trade Unions Act, 1926 and the Trade Union (Amendment) Act, 2001
- The Code on Wages, 2019*
- The Occupational Safety, Health and Working Conditions Code, 2020**
- The Industrial Relations Code, 2020***
- The Code on Social Security, 2020****

**The GoI enacted The Code on Wages, 2019 which received the assent of the President of India on August 8, 2019 Through its notification dated December 18, 2020, the Gol brought into force sections 42(1), 42(2).42(3), 42(10), 42(11), 67(2)(s) and (t) (to the extent that they relate to the Central Advisory Board) and 69 (to the extent that it relates to sections 7. 9 (to the extent that they relate to the Gol) and 8 of the Minimum Wages Act, 1948) of the Code on Wages. 2019. The remaining provisions of this code will be brought into force on a date to be notified by the Gol. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1963 and the Equal Remuneration Act, 1976.*

***The Gol enacted The Occupational Safety, Health and Working Conditions Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Gol. It proposes to subsume several separate legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996.*

[***]The GoI enacted The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the GoI. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946.
[****]The GoI enacted The Code on Social Security, 2020 which received the assent of the President of India on September 28. 2020. The provisions of this code will be brought into force on a date to be notified by the GoI. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees State Insurance Act, 1948, the Employees Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers Social Security Act, 2008.

Other Labour Legislations

In order to rationalize and reform labour laws in India, the Government has enacted four labour codes that would subsume primarily all of the central labour laws and would collectively form the governing labour legislations, as and when brought into effect. These four codes are:

(a) **Code on Wages, 2019**, which regulates and amalgamates wage and bonus payments and subsumes four existing laws namely –the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, Professional Tax Act, 1975 and the Equal Remuneration Act, 1976. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees.

(b) **Industrial Relations Code, 2020**, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes. It subsumes and simplifies the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

(c) **Code on Social Security, 2020**, which amends and consolidates laws relating to social security, and subsumes various social security related legislations, inter alia including the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act,1961 and the Payment of Gratuity Act, 1972. It governs the constitution and functioning of social security organisations such as the Employee's Provident Fund and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others.

(d) **The Occupational Safety, Health and Working Conditions Code, 2020**, consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces 13 old central labour laws including the Contract Labour (Regulation and Abolition) Act, 1970 and received the presidential assent on 28 September 2020.

These codes shall become effective on the day that the Government shall notify for this purpose.

Intellectual Property Laws

The Trade Marks Act, 1999 ("Trademarks Act")

The Trademarks Act provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement. The Trademarks Act also prohibits any registration of deceptively similar trademarks or compounds, among others. It also provides for infringement, falsifying and falsely applying trademarks.

Designs Act, 2000 ("Designs Act")

Industrial designs have been accorded protection under the Designs Act. A 'Design' means only the features of shape, configuration, pattern, ornament or composition of lines or colour applied to any article whether two dimensional or three dimensional or in both forms, by any industrial process or means, whether manual, mechanical or chemical, separate or combined, which in the finished article appeal to and are judged solely by the eye, but does not include any mode or principle or construction or anything which is in substance a mere mechanical device, and expressly excludes works accorded other kinds of protection like property marks, Trademarks and Copyrights. Any person claiming to be the proprietor of a new or original design may apply for registration of the same under the Act before the Controller-General of Patents, Designs and Trade Marks.

The Copyright Act, 1957 ("Copyright Act")

The Copyright Act serves to create property rights for certain kinds of intellectual property, generally called works of authorship. The intellectual property protected under the Copyright Act includes copyrights subsisting in artistic works, original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings, including computer programs, tables and compilations including computer databases. While copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration under the Copyright Act acts as prima facie evidence of the particulars entered therein and may help expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Upon registration, the copyright protection for a work exists for a period of 60 years following the demise of the author. Reproduction of a copyrighted work for sale or hire and issuing of copies to the public, among others, without consent of the owner of the copyright are acts which expressly amount to an infringement of copyright.

Taxation related Laws

Goods and Services Tax Act, 2017

The Goods and Services Tax ("**GST**") is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST is enforced through various acts viz. Central Goods and Services Act, 2017 ("**CGST**"), relevant state's Goods and Services Act, 2017 ("SGST"), Union Territory Goods and Services Act, 2017 ("**UTGST**"), Integrated Goods and Services Act, 2017 ("**IGST**"), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

The Income Tax Act, 1961

Further, the Income-tax Act, 1961 (the "**Income Tax Act**") is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of the Income Tax Act or rules made there under depending upon its "Residential Status" and "Type of Income" involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government has also passed an amendment act pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

Professional Tax

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

Other applicable laws

The Consumer Protection Act, 2019

The Ministry of Consumer Affairs notified certain sections of the Consumer Protection Act, 2019 ("**COPRA**") by way of the notification dated July 15, 2020 (with effect from July 20, 2020), including sections regulating the formation and functioning of the Consumer Protection Council at the national, state and district levels, the formation and functioning of Consumer Dispute Redressal Commissions at the national, state and district levels, product liability actions and punishment for manufacturing for sale or storing, selling or distributing or importing products containing adulterants and spurious goods.

The COPRA provides a mechanism for the consumer to file a complaint against a product manufacturer, trader, or service provider in cases of unfair contract or trade practices, restrictive trade practices, defected goods, goods and services which are hazardous or likely to be hazardous to life being sold in contravention to safety standards, deficiency in services and price charged being unlawful. It also places product liability on the product manufacturer or product service provider or product seller, to compensate for any harm caused by defective product or deficiency in services. It provides for a three-tier consumer grievance redressal mechanism at the national, state and district levels. Non- compliance of the orders of this Redressal commissions attracts criminal penalties. The COPRA has, inter alia, also introduced a Central Consumer Protection Authority to regulate matters relating to violation of rights of consumers, unfair trade practices and false or misleading advertisements, which are prejudicial to the interests of public and consumers and promote, protect, and enforce the rights of consumers as a class. The COPRA has also brought e- commerce entities and their customers under its purview including providers of technologies or processes for enabling product sellers to engage in advertising or selling goods or services to a consumer, online marketplaces and online auction sites.

The Ministry of Consumer Affairs issued the Consumer Protection (E-Commerce) Rules, 2020 ("**E-Commerce Rules**") under the COPRA on July 23, 2020, which govern the online sale of goods, services, digital products by entities which own, operate, or manage digital or electronic facility or platform for electronic commerce ("**E-Commerce Entities**"), all models of e-commerce (including marketplace or inventory based), and all ecommerce sellers. The E-Commerce Rules lay down the duties and liabilities of E-Commerce Entities and ecommerce retailers.

Information Technology Act, 2000 ("IT Act")

The IT Act was enacted with the sole purpose of providing legal recognition to transactions carried out by the means of various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information. The IT Act also seeks to facilitate electronic filing of documents and create a mechanism for the authentication of electronic records through digital signatures. The IT Act prescribes punishment for publishing and transmitting obscene material in electronic form. The IT Act has extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. The Information Technology (Amendment) Act, 2008, which amended the IT Act facilitates electronic commerce. by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability. The IT Act also prescribes civil and criminal liability including fines and imprisonment for computer related offences including those relating to unauthorized access to computer systems, tampering with or unauthorized manipulation of any computer, computer system or computer network and damaging computer systems.

In addition to the above, our Company is also required to comply with the Companies Act, 2013 and rules framed thereunder, the Competition Act, 2002 and other applicable statutes imposed by the Centre or the State Government and authorities for our day-to-day business and operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally formed as a partnership firm under the name of "*Gadgil Metals and Commodities*" at Pune, under the Indian Partnership Act, 1932 pursuant to a partnership deed dated July 26, 2004 which was subsequently amended on December 9, 2015 and September 1, 2024 (collectively, the "**Partnership Deed**"). Subsequently, the partnership firm was converted into a public limited company under the Companies Act, 2013 with the name "*PNGS Reva Diamond Jewellery Limited*" and a certificate of incorporation dated December 20, 2024 was issued by the Registrar of Companies, Central Registration Centre. Our Corporate Promoter, P.N. Gadgil & Sons Limited undertook a disinvestment via a slump sale of their diamond business in favour of our Company pursuant to a business transfer agreement dated January 31, 2025 ("**Business Transfer Agreement**") pursuant to which our Company has been involved in the business of retail diamond jewellery.

Changes in the registered and corporate office of our Company

The registered office which is also our corporate office of our Company is currently situated at Abhiruchi Mall, 59/1 C, Sinhgad Road, Wadgaon Budruk, Pune – 411041, Maharashtra, India. There have been no changes in our Registered Office since our incorporation.

Main Object of our Company

The main object as contained in the Memorandum of Association of our Company is mentioned below:

"To carry on the business of diamond jewellers, gold and silversmiths, dealers, traders, manufacturers, buyers, sellers, wholesalers, retailers, distributers, designers, marketers, repairers, processors, reprocessors, transporters, refiners, consultants, wire drawers, smelters, platers, importers and exporters, engravers of diamond studded jewellery, gold, silver, platinum, bullion, gems and diamonds, whether in pure form or otherwise and also of precious and semi-precious metals and stones including permissible corals, and of articles of gold, silver, bullion, precious metals and stones, diamonds, and of plated articles, watches, clocks, gift and presentation articles, artefacts, novelties, antiques, beads and appliances; whether by using own materials, fully or partially, or by using materials supplied by customers, other jewellers, gold and silversmiths, dealers, traders, manufacturers, processors, wire drawers, smelters, platers, importers and exporters, engravers; by applying manual or mechanical labour and whether against credit, debit or barter and also carrying out and assisting in valuation of metals, stones, commodities and articles in whatever form and purpose."

The main objects and matters necessary for furtherance of the main objects, as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out as well as business proposed to be carried out by our Company.

Amendments to our Memorandum of Association

Set out below are the amendments to our Memorandum of Association in the last 10 years:

Date of Shareholders' resolution	Particulars
March 12, 2025	Clause V of the Memorandum of Association was amended to reflect the increase in the authorized share capital – "*The authorized share capital was increased from ₹ 10,00,00,000 divided into 1,00,00,000 equity shares of ₹ 10 each to ₹ 30,00,00,000 divided into 3,00,00,000 equity shares of ₹ 10 each*".

Major events and milestones of our Company

The table below sets forth some of the major events in the history of our Company:

Year	Key Events/ Milestones/Achievements of our Company
2024	Converted from the partnership firm "*Gadgil Metals & Commodities*" into a public limited company under the Companies Act, 2013 with the name "*PNGS Reva Diamond Jewellery Limited*"
2025	Acquired the business of diamond from P.N. Gadgil & Sons Limited via a Business Transfer Agreement dated January 31, 2025
2025	Entered into the Franchise Agreement dated February 1, 2025 with P.N. Gadgil & Sons Limited for our business operations

Awards, accreditations and recognition

Our Company has not received any key awards, accreditations, certifications and recognitions as on the date of this Draft Red Herring Prospectus.

Significant financial and strategic partnerships

Our Company does not have any significant financial or strategic partnerships as on the date of this Draft Red Herring Prospectus.

Time or cost overruns

As on the date of this Draft Red Herring Prospectus, there have been no time and cost overruns in respect of our business operations.

Defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks

There has been no instance of rescheduling/restructuring of borrowings with financial institutions/ banks in respect of our borrowings from lenders.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/facility creation, location of projects

For details of key services offered by our Company, entry into new geographies or lines of business or exit from existing markets or capacity/facility creation, see "*Our Stores - Our Business*" on page 268.

Material clauses of the Articles of Association

All material clauses of our Articles of Association having a bearing on the Issue have been disclosed in this Draft Red Herring Prospectus.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years

Except as disclosed below, our Company has not made any material acquisition or divestments of business/ undertakings, slump sales, mergers, amalgamation, any revaluation of assets, etc., in the last 10 years preceding the date of this Draft Red Herring Prospectus:

1. **Business transfer agreement dated January 31, 2025 entered into our Company and our Corporate Promoter, P.N. Gadgil & Sons Limited (the "Business Transfer Agreement")**

   Our Company and our Corporate Promoter, P.N. Gadgil & Sons Limited entered into a business transfer agreement dated January 31, 2025, pursuant to which our Corporate Promoter made a disinvestment vide a slump sale of its business of selling diamond jewellery ("**Diamond Business**"), on a going concern basis and on a slump sale basis at a consideration amount of ₹1,623.01 million ("**Consideration Amount**") and applicable taxes in favour of our Company, without values being assigned to individual assets and liabilities, as contemplated under the provisions of the Income Tax Act, 1961, free and clear from all encumbrances.

   Furthermore, The Diamond Business shall include *inter alia* all the movable property, inventories forming part of the movable assets, data and records forming part of the Diamond Business, contracts, identified employees, and all other interests for the Diamond Business. Pursuant to the Business Transfer Agreement, all risks, rewards and benefits in relation to the Diamond Business shall be solely on account of our Company.

   The Consideration Amount is payable by our Company through bank transfer for an amount of ₹900.00 million prior to March 31, 2025 and the balance consideration in cash or by way of issue of shares to our Corporate Promoter or in any other manner as may be mutually decided on or before June 30, 2025. Pursuant to the Business Transfer Agreement, the title and risk to the Diamond Business shall stand transferred to our Company.

   Also see, "*Risk Factors - We engage in various transactions with related parties. Such dealings with related parties, may give rise to conflicts of interest. There is no guarantee that the terms negotiated in these transactions are as favourable as those we may have secured with independent, third-party entities." on page 52 and "Our Promoters and Promoter Group" on page 308.*

2. **Franchise agreement dated February 1, 2025 entered into between our Company and our Corporate Promoter, P.N. Gadgil & Sons Limited (the "Franchise Agreement")**

   Our Company has entered into a franchise agreement on February 1, 2025 with P.N. Gadgil & Sons Limited, our Corporate Promoter, whose promoters, Govind Vishwanath Gadgil and Renu Govind Gadgil, are also our Individual Promoters. Pursuant to the Franchise Agreement, our Corporate promoter has agreed to provide the space as well as various logistical services by charging commission on net sales (being the total revenue derived from the sale of goods, excluding any taxes, discounts or forwarding charges if any) made at the stores operated of our Corporate Promoters in Maharashtra and other states in India.

   Under the Franchise Agreement, our Corporate Promoter shall make the various infrastructure facilities including branches and selling outlets available to be used by our Company for a period of 10 years until January 31, 2035. Our Corporate Promoter shall also provide place for display of produced sourced by our Company, manpower to showcase and display products, suitable furniture for display and storage of products, security and safety measures at all locations, transportation and logistics which are utilised by our Corporate

Promoter and access to the digital online sales platform operated by our Corporate Promoter. However, our Company is responsible for a proportionate share of advertising and marketing expenses and may be required to provide a security deposit, subject to mutual agreement.

Under the Franchise Agreement, our Corporate Promoter is responsible for providing essential infrastructure and services including display and storage furniture, transportation and logistics, digital sales platforms, and security measures.

Furthermore, while the Franchise Agreement currently covers 33 stores operated under the shop-in-shop model, any branch expansion made by our Corporate Promoter will require a separate addendum for inclusion of that branch to be part of the Franchise Agreement.

Guarantees provided to third parties by our Promoters offering their Equity Shares in the Issue

Our Promoters are not selling any Equity Shares in the Issue.

Shareholders' Agreement and Other key Agreements

There are no other inter-se agreements, arrangements, deeds of assignment, acquisition agreements, shareholders' agreements, any agreements between our Company, our Promoters, and Shareholders, or agreements of like nature or agreements comprising clauses/covenants which are material to our Company. Further, there are no other clauses/covenants that are adverse or prejudicial to the interest of the minority/public shareholders of our Company.

Key terms of other subsisting material agreements

Our Company has not entered into any subsisting material agreements with strategic partners, joint venture partners and/or financial partners other than in the ordinary course of business of our Company.

Agreements with Key Managerial Personnel or Senior Management or Directors or Promoters or any other employee

As on the date of this Draft Red Herring Prospectus, there are no agreements entered into by a Key Managerial Personnel or a Senior Managerial Personnel or Director or Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third-party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Holding company

As on the date of this Draft Red Herring Prospectus, our Company has no holding company.

Subsidiary Company

As on the date of this Draft Red Herring Prospectus, our Company has no subsidiary company.

Details of our Joint Venture and Associate Companies

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint venture or an associate company.

Other Confirmations

There is no conflict of interest between the third-party service providers of our Company, that are crucial for operations of our Company) and our Company.

Except as stated in "*Our Management-Interest of Directors in land and Property",* there is no conflict of interest between the lessors of immovable properties of our Company, that are crucial for operations of our Company) and our Company.

OUR MANAGEMENT

In terms of the Companies Act, 2013 and our Articles of Association, our Company is required to have a minimum of three Directors and a maximum of fifteen Directors, provided that our Company may appoint more than 15 directors after passing a special resolution in a general meeting of our shareholders.

As on the date of this Draft Red Herring Prospectus, our Board comprises six Directors, including one Whole-Time Director, two Non-Executive Directors and three Independent Directors, of which one is a woman Independent Director. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

Board of Directors

The following table sets forth details regarding our Board of Directors as on the date of this Draft Red Herring Prospectus:

Name, designation, current term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
Govind Vishwanath Gadgil *Designation:* Chairman and Non-Executive Director *Current term:* With effect from December 20, 2024 *Period of directorship:* Director since December 20, 2024 *Address:* 576, N C Kelkar Road, Shaniwar Peth, Opposite Kesari Wada, Pune-411030, Maharashtra, India. *Occupation:* Business *Date of birth:* August 8, 1959 *Age:* 65 years *DIN:* 00616617	*Indian companies* 1. Puneet Shares and Finance Private Limited 2. P.N. Gadgil & Sons Limited 3. PNGS Gargi Fashion Jewellery Limited 4. P.N. Gadgil Art and Culture Foundation *Foreign companies* Nil
Amit Yeshwant Modak *Designation:* Whole-time Director and Chief Executive Officer *Current term:* For a period of 5 years, with effect from May 1, 2025 *Period of directorship:* Director since December 20, 2024 *Address:* 65 Indira Nagar C.H.S, Erandawane, Yashada Erandawane, Deccan Gymkhana, Pune, Maharashtra- 411004, India *Occupation:* Service *Date of birth:* May 11, 1960 *Age:* 65 years *DIN:* 00396631	*Indian companies* 1. Puneet Shares and Finance Private Limited 2. P.N. Gadgil & Sons Limited 3. PNGS Gargi Fashion Jewellery Limited *Foreign companies* Nil
Aditya Amit Modak *Designation:* Non-executive Director *Current term:* With effect from December 20, 2024 *Period of directorship:* Director since December 20, 2024 *Address:* 65, Indira Nagar Housing Society, Yashada, Erandwana, Deccan Gymkhana, Pune-411004, Maharashtra, India *Occupation:* Service *Date of birth:* December 22, 1990 *Age:* 34 years *DIN:* 09237633	*Indian companies* 1. PNGS Gargi Fashion Jewellery Limited *Foreign companies* Nil

Name, designation, current term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
Ravindra Kamalakar Lale *Designation:* Independent Director *Current term:* With effect from for a period of 5 consecutive years from April 28, 2025 *Period of directorship:* Director since April 28, 2025 *Address:* C-935, Purandar Society, Maharshinagar, Maharshinagar Road, Near Zambre Palace, Market Yard, Pune-411037, Maharashtra, India *Occupation:* Business *Date of birth:* April 23, 1965 *Age:* 60 years *DIN:* 02426754	*Indian Companies* Nil *Foreign companies* Nil
Ranjeet Sadashiv Natu *Designation:* Independent Director *Current term:* For a period of 5 consecutive years from April 28, 2025 *Period of directorship:* Director since April 28, 2025 *Address:* A 901, Pinnacle Kalapataru, Gulavani Maharaj Road, Erandavane, Near Hotel Abhishek Veg, Deccan Gymkhana, Pune City, Pune, Maharashtra-411004, India *Occupation:* Business *Date of birth:* October 1, 1973 *Age:* 52 years *DIN:* 02892084	*Indian Companies* 1. PNGS Gargi Fashion Jewellery Limited 2. Poona Game Foundation 3. Golden Sparrow Finance and Treasury Private Limited 4. Penosh Transport Private Limited 5. Dharmasindhu Shraddha Foundation 6. Hindavi Swarajya Mahasangh *Foreign companies* Nil
Aparna Prasad Purohit *Designation:* Independent Director *Current term:* For a period of 5 consecutive years from April 28, 2025 *Period of directorship:* Director since April 28, 2025 *Address:* 76/21, Susmruti, Shantisheela Hsg Society, Law College Road, Near Film Institute of India, Erandwana, Deccan Gymkhana, Pune, Maharashtra, India *Occupation:* Doctor *Date of birth:* February 4, 1975 *Age:* 50 years *DIN:* 07145381	*Indian Companies* 1. Serenus Hospitality Private Limited 2. Anveera Tech Private Limited *Foreign companies* Nil *LLP* Kappa Technology and Consulting LLP

Brief profiles of our Directors

Govind Vishwanath Gadgil is the Chairperson and Non-Executive Director on our Board. He is also the Promoter of our Company and has been a member of the Board since incorporation. He holds a senior secondary certificate from the Maharashtra State Board of Secondary and Higher Secondary Education. He has over 45 years of experience in the jewellery business. He was associated with P.N. Gadgil & Co. since 1979 to March 2012 as a Partner. He was also associated with P.N. Gadgil & Sons as Partner since February 2012 to November 2017, which got converted into Public Limited Company named as P.N. Gadgil & Sons Limited in which he is a Whole-Time Director and Promoter.

Amit Yeshwant Modak is the Whole-time Director and Chief Executive Officer on our Board. He has been associated with our Company since incorporation initially as a Non-Executive director. He was appointed as the Whole-time director and Chief Executive Officer with effect from May 1, 2025. He holds a bachelor's degree from University of

Poona in commerce, diploma in taxation law, and a post graduate diploma in investment and financial management from University of Pune. He has an experience of 25 years in the jewellery business. He was associated with P.N. Gadgil & Co. since November 1999 to March 2012. He was also associated with P.N. Gadgil & Sons as Chief Financial Officer since August 2012 to April 2016 and then he was associated as a Chief Executive Officer from April 2016 to November 2017, which got converted into Public Limited Company named as P.N. Gadgil & Sons Limited in which he is currently on the board of directors.

Aditya Amit Modak is the Non-executive Director on our Board. He has been associated with our Company since incorporation. He is a qualified chartered accountant and company secretary. He holds a bachelor's degree in commerce from University of Pune and is a fellow member of the Institute of Chartered Accountants of India. He was associated with G.D. Apte & Co. (Chartered Accountants) from August 2012 to September 2013 as an Assistant Manager. He was also associated with P.N. Gadgil & Sons in the capacity of the Deputy Manager- Finance and System since April 2015 to September 2017 and then he was associated as Deputy Sales head from September 2017 till December 2017 and currently is associated as CFO from December 2017 till date in P.N. Gadgil and Sons Limited. Additionally, he is also associated with PNGS Gargi Fashion Jewellery Limited in the capacity of the non-executive since July 2021. He has an experience of 10 years in Finance including 3 years in the jewellery business.

Ravindra Kamalakar Lale is an Independent Director of our Company. He has been associated with our Company since April 28, 2025. He holds a master's degree in commerce (advanced costing) from the University of Poona. He has also completed a diploma in co-operation and accountancy examination from Government Diploma in Co-operation and Accountancy Board, Maharashtra State and a diploma in taxation laws from University of Pune. He is registered as an authorised income-tax practitioners and sales tax practitioners since 2005.

Ranjeet Sadashiv Natu is an Independent Director of our Company. He has been associated with our Company since April 28, 2025. He is a member of the Institute of Chartered Accountants of India and has experience as a Chartered Accountant. He has been previously associated as an Independent Director of P.N. Gadgil & Sons Limited from November 10, 2017 to March 31, 2025. He is associated with PNGS Gargi Fashion Jewellery Limited in the capacity of Independent director.

Aparna Prasad Purohit is an Independent Director of our Company. She has been associated with our Company since April 28, 2025. She holds a bachelor's degree in homeopathic medicine and surgery from University of Pune and is registered with Maharashtra Council of Homeopathy, Mumbai. She is associated in the capacity of a director with Anveera Tech Private Limited for a period of 9 years and is also associated with Serenus Hospitality Private Limited in the capacity of director.

Relationship between our Directors, Key Managerial Personnel and Senior Management

Except as disclosed below, none of our Directors are related to each other or to any of the Key Managerial Personnel or Senior Management of our Company:

Director/ Key Managerial Personnel/ Senior Management	Relative	Nature of Relationship
Amit Yeshwant Modak	Aditya Amit Modak	Son
Aditya Amit Modak	Amit Yeshwant Modak	Father

Terms of appointment of Directors

Terms of appointment of our Chairperson and Non-Executive Director

Govind Vishwanath Gadgil

Govind Vishwanath Gadgil was appointed as a Non-Executive Director of our Company since incorporation and was appointed the Chairman of our Company with effect from May 5, 2025.

Terms of appointment of our Non-Executive Director

Aditya Amit Modak

Aditya Amit Modak was appointed as a Non-Executive Director of our Company since incorporation.

Terms of appointment of our Executive Directors

Amit Yeshwant Modak

Amit Yeshwant Modak was initially appointed as a non-executive director of our Company since incorporation. Currently, he is appointed as the Whole-time Director and Chief Executive Officer of our Company pursuant to resolutions dated May 5, 2025 by the Board and May 28, 2025 by the shareholders for a period of 5 years with effect from May 1, 2025. He is entitled to the following remuneration and perquisites:

Particulars	Amount
Salary	₹35.00 million

Terms of appointment of our Independent Directors

Pursuant to resolution passed by our Board on May 5, 2025, our Independent Directors are entitled to receive a sitting fee of ₹0.01 million for attending each meeting of our Board.

Compensation paid to our Directors

Details of the sitting fees or other remuneration paid to our Directors in Fiscal 2025 are set forth below.

Remuneration to our Chairman and Non-Executive Directors

Details of the remuneration paid to our Non-Executive Directors in Fiscal 2025 is set forth below:

(₹ in million)

Sr. No.	Name of the Non-Executive Director	Remuneration
1.	Govind Vishwanath Gadgil	NIL
2.	Aditya Amit Modak	NIL
3.	Amit Yeshwant Modak	0.20

Remuneration to our Executive Directors

No remuneration was paid in Fiscal 2025 as there were no executive directors in Fiscal 2025.

Remuneration to our Independent Directors

Details of the remuneration paid to our Independent Directors in Fiscal 2025 is set forth below:

(₹ in million)

Sr. No.	Name of the Independent Director	Remuneration
1.	Ravindra Kamalakar Lale	Nil(1)
2.	Ranjeet Sadashiv Natu	Nil(1)
3.	Aparna Prasad Purohit	Nil(1)

(1) *No remuneration was paid in Fiscal 2025, as they were appointed in Fiscal 2026.*

Bonus or profit-sharing plan for our Directors

None of our Directors is entitled to any bonus or profit-sharing plans of our Company.

Contingent and deferred compensation payable to our Directors

There are no contingent or deferred compensation payable to our Directors, which does not form part of their remuneration.

Shareholding of our Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification shares.

Except as disclosed in "***Capital Structure – Details of Shareholding of our Directors, Key Managerial Personnel and Senior Managerial Personnel***" on page 99, none of our Directors hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our directors have been appointed to our Board pursuant to any arrangement or understanding with major Shareholders, customers, suppliers or others.

Service contracts with Directors

Our Company has not entered into any service contracts, pursuant to which any Directors are entitled to benefits upon termination of employment. Except statutory benefits upon termination of their employment in our Company or superannuation, no Directors are entitled to any benefit upon termination of employment or superannuation.

Interest of Directors

Our Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof, as well as to the extent of other remuneration and reimbursement of expenses, if any, payable to them.

Our Directors may also be interested to the extent of Equity Shares held by them or that may be subscribed by or allotted to any companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees pursuant to the Issue and any dividend and other distributions payable in respect of such Equity Shares. For further details regarding the shareholding of our Directors, see "***Capital Structure - Details***

of Shareholding of our Directors, Key Managerial Personnel and Senior Managerial Personnel" on page 99, respectively.

Interest in land and property

Except as stated below, none of our Directors have any interest in any property acquired or proposed to be acquired or leased of our Company or by our Company:

Lessor	**Lessee**	**Relationship**	**Date of Agreement**	**Address of Property**	**Consideration* (₹ in million)**
Abhiruchi Fun and Food Village Private Limited	PNGS Reva Diamond Jewellery Limited	Our Promoter, Govind Vishwanath Gadgil, is also a shareholder in Abhiruchi Fun and Food Village Private Limited	December 28, 2024	Abhiruchi Mall, 59/1 C, Sinhgad Road, Wadgaon Budruk, Pune – 411041, Maharashtra, India	Monthly license fee of ₹0.06 and common area maintenance fee of ₹0.02#

* *The deposit paid for the leased property is ₹ 0.45 million.*

\# *The GST amount is to be paid separately and there is 15% escalation on both the fees to be implemented after every three years.*

Interest in promotion of our Company

Except Govind Vishwanath Gadgil, who is the Promoter and Director of our Company, none of our directors have any interest in the promotion or formation of our Company, as on the date of this Draft Red Herring Prospectus.

Loans to Directors

No loans have been availed by our Directors from our Company as on the date of this Draft Red Herring Prospectus:

Confirmations

None of our Directors are or have been a director on the board of any listed company whose shares have been/were suspended from being traded on any of the stock exchanges, during his/her tenure, in the five years preceding the date of this Draft Red Herring Prospectus.

None of our Directors have been or are directors on the board of any listed companies which is or has been delisted from any stock exchange(s) during his/her tenure.

No consideration in cash or shares or otherwise has been paid, or agreed to be paid to any of our Directors, or to the firms or companies in which they are interested as a member by any person either to induce such director to become, or to help such director to qualify as a Director, or otherwise for services rendered by him/her or by the firm or company in which he/she is interested, in connection with the promotion or formation of our Company.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (which are crucial for operations of our Company) and our Directors.

Except as stated in "*Our Management-Interest of Directors in land and Property",* there is no conflict of interest between the lessor of the immovable properties (which are crucial for operations of our Company) and our Directors.

Changes in our Board during the last three years

As our Company has been incorporated on December 20, 2024, the details of the changes in our Board since incorporation of our Company are as follows:

Director	**Date of change**	**Reason**
Ranjeet Sadashiv Natu	April 28, 2025	Appointment as Independent Director
Ravindra Kamalakar Lale	April 28, 2025	Appointment as Independent Director
Aparna Prasad Purohit	April 28, 2025	Appointment as Independent Director
Amit Yeshwant Modak	May 1, 2025	Appointment as Whole-time Director*

**Amit Yeshwant Modak was designated as the Non-Executive Director of the Company on December 20, 2024 and subsequently redesignated as the whole-time director w.e.f. May 1, 2025.on May 28, 2025.*
Note: This table does not include the regularization of additional Directors and changes in designation.

Borrowing Powers

Pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 and our Articles of Association, subject to applicable laws and pursuant to the resolution passed by our Board dated January 27, 2025 and the special resolution passed by our Shareholders on January 27, 2025, our Board has been authorised to borrow money, as and when required, any sums of moneys which together with moneys already borrowed by the Company, (apart from temporary loans obtained or to be obtained, if any, from the Company's bankers in the ordinary course of business), or creating a charge by way of mortgage or otherwise upon all immovable properties of the Company, including the whole of the undertaking s) of the Company where so ever situated, present and future, in favour of the Bankers, financial/ investment institutions / mutual funds, corporate or such other persons / lenders, for securing the repayment of term loans / cash credit, advances or other such fund based or non-fund based borrowings / credit facilities whether in Indian or foreign currencies, of whatsoever nature sanctioned or to be sanctioned to the Company together with interest thereon in such form and in such manner and with such rankings and on such terms and conditions as the Board, in its absolute discretion may determine may exceed the aggregate of the paid-up share capital and free reserves of our Company, provided that the total amount borrowed shall not at any time exceed the limit of ₹ 5,000.00 million.

Corporate Governance

As on the date of this Draft Red Herring Prospectus, our Board comprises six Directors, including one Whole-Time Director, two Non-Executive Directors and three Independent Directors, of which one is a woman Independent Director. Our Board functions either as a full board or through various committees constituted to oversee specific functions. Our Company is in compliance and undertakes to take all necessary steps to continue to comply with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

Committees of the Board

Our Company has constituted the following Board committees in terms of the SEBI Listing Regulations, and the Companies Act, 2013:

(i) Audit Committee;

(ii) Nomination and Remuneration Committee;

(iii) Stakeholder Relationship Committee;

Our Company has also constituted the IPO Committee for carrying out IPO related activities.

Audit Committee

The Audit Committee was last constituted by a resolution passed by our Board dated April 28, 2025. The Audit Committee is in compliance with Section 177 and other applicable provisions of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently comprises:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Ranjeet Sadashiv Natu	Independent Director	Chairman
2.	Ravindra Kamalakar Lale	Independent Director	Member
3.	Aditya Amit Modak	Non-executive Director	Member

Terms of Reference

The Audit Committee shall be responsible for, among other things, as may be required by the stock exchange(s) from time to time, the following:

1. Overseeing the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company including the internal auditor, cost auditor and statutory auditor of the Company, and fixation of the audit fee;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
   (a) matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
   (b) changes, if any, in accounting policies and practices and reasons for the same;
   (c) major accounting entries involving estimates based on the exercise of judgment by management;
   (d) significant adjustments made in the financial statements arising out of audit findings;
   (e) compliance with listing and other legal requirements relating to financial statements;
   (f) disclosure of any related party transactions; and
   (g) modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the issue document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take

up steps in this matter;

7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Formulating a policy on related party transactions, which shall include materiality of related party transactions;
9. Approval or any subsequent modification of transactions of the Company with related parties; All related party transactions shall be approved by only Independent Directors who are the members of the committee and the other members of the committee shall reuse themselves on the discussions related to related party transactions; Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.

10. Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
11. Scrutiny of inter-corporate loans and investments;
12. Valuation of undertakings or assets of the Company, wherever it is necessary; Appointment of Registered Valuer under Section 247 of the Companies Act, 2013.
13. Evaluation of internal financial controls and risk management systems;
14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
15. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
16. Discussion with internal auditors of any significant findings and follow up thereon;
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
20. To review the functioning of the whistle blower mechanism;
21. Approval of appointment of chief financial officer (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
22. Carrying out any other function as is mentioned in the terms of reference of the audit committee; and
23. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
24. To formulate, review and make recommendations to the Board to amend the Terms of Reference of Audit Committee from time to time;
25. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
26. Reviewing the utilization of loans and/or advances from/investment by the Company in the subsidiaries exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
27. the Audit Committee shall review compliance with the provisions of the SEBI Insider Trading Regulations, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively;
28. to consider the rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc. of the Company and provide comments to the Company's shareholders; and

Carrying out any other functions as provided under the provisions of the Companies Act, the SEBI Listing Regulations and other applicable laws, and carrying out any other functions as may be required / mandated and/or delegated by the Board as per the provisions of the Companies Act, 2013, SEBI Listing Regulations, uniform listing agreements and/or any other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was last constituted by a resolution passed by our Board dated April 28, 2025. The composition and terms of reference of the Nomination and Remuneration Committee are in compliance with Section 178 and other applicable provisions of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently comprises:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Ranjeet Sadashiv Natu	Independent Director	Chairman
2.	Ravindra Kamalakar Lale	Independent Director	Member
3.	Aditya Amit Modak	Non-Executive Director	Member

Terms of Reference

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

1. Formulation the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.

2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may

   a. use the services of an external agencies, if required;
   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
   c. consider the time commitments of the candidates;

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

(i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
(iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

3. Formulating criteria for evaluation of performance of independent directors and the Board;
4. Devising a policy on diversity of Board;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
6. Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. Recommending to the board, all remuneration, in whatever form, payable to senior management;
8. Analysing, monitoring and reviewing various human resource and compensation matters, including the compensation strategy;
9. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
10. Recommending the remuneration, in whatever form, payable to non-executive directors and the senior management personnel and other staff (as deemed necessary);
11. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
12. Framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:
    a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and
    b) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended;
13. Carrying out any other function as is mandated by the Board from time to time and / or enforced/mandated by any statutory notification, amendment or modification, as may be applicable;
14. Performing such other functions as may be necessary or appropriate for the performance of its duties; and
15. Perform such functions as are required to be performed by the Compensation Committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2022.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated April 28, 2025. The composition and terms of reference of the Stakeholders' Relationship Committee are in compliance with Section 178 and any other applicable law of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. The committee currently comprises:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Aditya Amit Modak	Non-Executive Director	Chairman
2.	Ranjeet Sadashiv Natu	Independent Director	Member
3.	Ravindra Kamalakar Lale	Independent Director	Member

Terms of Reference

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required under applicable law, the following:

The powers of the Stakeholders Relationship Committee shall be as follows:

1. Redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialisation and re-materialisation of shares, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc., assisting with quarterly reporting of such complaints and formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders;
2. Resolving the grievances of the security holders of the Company including complaints related to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
3. Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
4. Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of our Company and to recommend measures for overall improvement in the quality of investor services;
5. Review of measures taken for effective exercise of voting rights by shareholders;
6. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar & share transfer agent;
7. To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board of Directors from time to time;
8. To approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, rematerialisation etc. of shares, debentures and other securities;
9. To monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of the Company; and
10. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
11. Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

IPO Committee

The IPO Committee was constituted by a meeting of our Board held on May 5, 2025. The members of the IPO Committee are:

Name of the Director	Designation	Committee Designation
Ranjeet Sadashiv Natu	Independent Director	Chairman
Govind Vishwanath Gadgil	Chairman and Non-Executive Director	Member
Amit Yeshwant Modak	Whole-Time Director and Chief Executive Officer	Member

The terms of reference of the IPO Committee include the following:

a) To decide, negotiate and finalize, in consultation with the book running lead manager appointed in relation to the Issue (the "BRLM"), all matters regarding the Pre-Issue Placement, if any, out of the fresh issue of Equity Shares by the Company in the Issue, decided by the Board, including entering into discussions and execution of all relevant documents with Investors;

b) To decide on other matters in connection with or incidental to the Issue, including the pre-Issue placement, timing, pricing and terms of the Equity Shares, the Issue price, the price band, the size and all other terms and conditions of the Issue including the number of Equity Shares to be issued in the Issue, the bid / Issue opening and bid/Issue closing date, discount (if any), reservation, determining the anchor investor portion, issue price for anchor investors and allocating such number of Equity Shares to anchor investors in consultation with the BLRM and in accordance with the SEBI ICDR Regulations and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Issue including to make any amendments, modifications, variations or alterations in relation to the Issue and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;

c) To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, SEBI, the RoC and any other governmental or statutory authorities as may be required in connection with the Issue and accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the draft red herring prospectus (the “DRHP”), the red herring prospectus (the “RHP”) and the Prospectus as applicable;

d) To finalize, settle, approve, adopt and file in consultation with the BRLM where applicable, the DRHP, the RHP the Prospectus, the preliminary and final international wrap and any amendments (including dating of such documents), supplements, notices, addenda or corrigenda thereto, and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/ modifications as may be required by SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with Applicable Laws;

e) To approve the relevant restated financial statements to be issued in connection with the Issue;

f) To appoint and enter into and terminate arrangements with the BRLM, and appoint and enter into and terminate arrangements in consultation with the BRLM with underwriters to the Issue, syndicate members to the Issue, brokers to the Issue, escrow collection bankers to the Issue, refund bankers to the Issue, registrars, public issue account bankers to the Issue, sponsor bank, legal advisors, auditors, independent chartered accountants, advertising agency, registrar to the Issue, depositories, custodians, grading agency, monitoring agency, industry expert, credit rating agencies, printers, and any other agencies or persons or intermediaries whose appointment is required in relation to the Issue including any successors or replacements thereof, and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the mandate letter with the BRLM and negotiation, finalization, execution and, if required, amendment or termination of the Issue agreement with the BRLM;

g) To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any;

h) To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the DRHP, the RHP, the Prospectus, Issue agreement, syndicate agreement, underwriting agreement, share escrow agreement, cash escrow and sponsor bank agreement, ad agency agreement, agreements with the registrar to the issue and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Issue, legal advisors, auditors, stock exchange(s), BRLM and any other agencies/intermediaries in connection with the Issue with the power authorize one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Issue;

i) To authorise the maintenance of a register of holders of the Equity Shares;

j) To seek, if required, the consent and/or waiver of the lenders of the Company, customers, suppliers, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Issue or any actions connected therewith;

k) To open and operate bank accounts in terms of the escrow agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

l) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

m) To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue;

n) To accept and appropriate the proceeds of the Issue in accordance with the Applicable Laws;

o) To approve code of conduct as may be considered necessary or as required under Applicable Laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;

p) To implement any corporate governance requirements that may be considered necessary by the Board or the any other committee or as may be required under the Applicable Laws, including the SEBI Listing Regulations and listing agreements to be entered into by the Company with the relevant stock exchanges, to the extent allowed under law;

q) To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchanges, with power to authorize one or more officers of the Company or the Registrar to the Issue to sign all or any of the aforestated documents;

r) To authorize and approve notices, advertisements in relation to the Issue, in accordance with the SEBI ICDR Regulations and other Applicable Laws, in consultation with the relevant intermediaries appointed for the Issue;

s) To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, share certificates in accordance with the relevant rules, in consultation with the BRLM;

t) To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the afore-stated documents;

u) To make applications for listing of the Equity Shares in one or more stock exchanges for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchanges in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary;

v) To settle all questions, difficulties or doubts that may arise in regard to the Issue, including such issues or allotment, terms of the Issue, utilisation of the Issue proceeds and matters incidental thereto as it may deem fit;

w) To authorize any concerned person on behalf of the Company to give such declarations, affidavits, undertakings, certificates, consents and authorities as may be required from time to time in relation to the Issue or provide clarifications to the SEBI, the RoC and the relevant stock exchanges where the Equity Shares are to be listed;

x) To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the Board or any other committee thereof may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by the Board or any other committee thereof shall be conclusive evidence of their authority in so doing;

y) To approve suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;

z) To approve the list of ‘group companies’ of the Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the DRHP, RHP and Prospectus;

aa) To withdraw the DRHP or the RHP or to decide to not proceed with the Issue at any stage in accordance with Applicable Laws and in consultation with the BRLM;

bb) executing and delivering any and all documents, papers or instruments and doing or causing to be done any and all acts, deeds, matters or things as it may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Issue; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing;

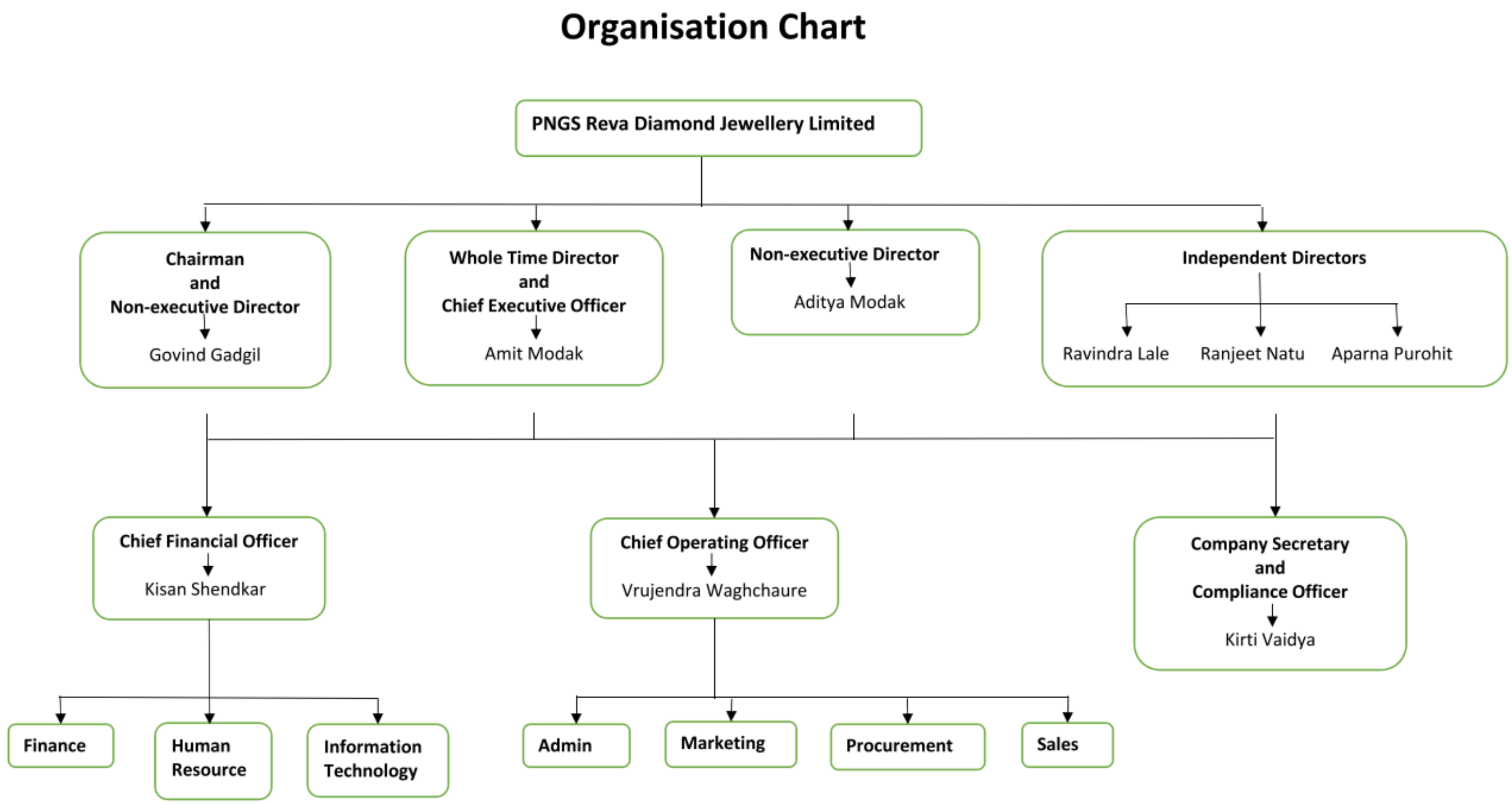
cc) To settle all questions, difficulties or doubts that may arise in regard to the Issue, including allotment, terms of the Issue, utilisation of the Issue proceeds and matters incidental thereto as it may deem fit;

dd) To take such action, give such directions, as may be necessary or desirable as regards the Issue and to do all such acts, matters, deeds and things, including but not limited to the allotment of Equity Shares against the valid applications received in the Issue, as are in the best interests of the Company; and

ee) To take all actions as may be necessary or authorized in connection with the Issue.” and

ff) To delegate any of its powers set out under (a) to (ee) hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company

Management Organisation Structure



Key Managerial Personnel and Senior Management

Key Managerial Personnel

In addition to our Whole-Time Director, Amit Yeshwant Modak whose details are provided in "- ***Brief Profiles of our Directors***" on page 294, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are set forth below.

Kisan Maruti Shendkar is the Chief Financial Officer of our Company. He has been associated with our Company since May 1, 2025. He holds a bachelor's degree in commerce from the University of Pune. He is responsible for finance and operations functions of our Company with an experience of 19 years in Finance and Accounts. He was associated with P.N. Gadgil & Co. from 2006 to 2011 as an Accounts Assistant, He was also associated with P.N. Gadgil & Sons (Partnership Firm) from 2011 to 2015 as Assistant Manager, Accounts and as Deputy Manager from 2015 to 2017 which then got converted into Public Limited Company named as P.N. Gadgil & Sons Limited in which he worked as Deputy Manager, Accounts from 2017 to 2019 and as Manager, Accounts from 2019 to 2021 and as Senior Manager, Accounts from 2021 to 2022 and as Head of Department, Finance and IT from 2022 to 2024 as head of Department, Finance, IT and HR from 2024 till April, 2025. He did not receive any remuneration in Fiscal 2025.

Kirti Suryakant Vaidya is the Company Secretary and Compliance Officer of our Company. She has been associated with our Company since January 1, 2025. She holds a bachelor's degree in commerce from University of Pune and in laws from University of Pune. She is a company secretary and a member of the Institute of Company Secretaries of India and has an experience of 9 years. She was associated with JCSS Consulting Private Limited as Consultant in Corporate Advisory Services division from May 2013 to November 2014, with Freudenberg Filtration Technologies India Private Limited from May 2015 to June 2016 as Company Secretary, with Avantis Regtech Private Limited from July 2016 to July 2019 as Assistant Manager, with Udagiri sugar and power limited from December 2020 to May 2023 as Company Secretary, with SM Exhaust Technology Private Limited from November 2023 to June 2024 as Company Secretary-Legal, and also associated with P.N. Gadgil and Sons Limited from July 2024 to December 2024. She is responsible for supervising the secretarial and compliance related work of our Company. She received a remuneration of 0.50 million in Fiscal 2025.

Senior Management

In addition to our Chief Financial Officer, Kisan Shendkar and our Company Secretary and Compliance Officer, Kirti Suryakant Vaidya, whose details are provided in "***- Key Managerial Personnel***" on page 305, the details of our other Senior Management as on the date of this Draft Red Herring Prospectus are set forth below.

Vrujendra Laxman Waghchaure is the Chief Operating Officer of our Company. He has been associated with our Company since May 1,2025. He holds a bachelor's degree in commerce from University of Pune. He is certified in the course of gemmology by the Gemmological Orientation and Development Society of Pune. He is responsible for looking at the functions of diamond procurement of our Company. He was previously associated with P. N. Gadgil & Sons Limited and has an experience of 24 years. He was previously associated with P. N. Gadgil & Co. as Sales Man for a period of 6 months from 2001 and then as a supervisor till 2005, he was also designated as Manager from 2006 to 2012. Then he was associated with P. N. Gadgil & Sons as Manager from 2012 to 2014 also as a Head of Training and Development from 2015 to 2017 which was then converted to P. N. Gadgil & Sons Limited from 2017 to 2019 and then he was a Zonal Head from 2020 to 2022 and Head of Department Training from 2023 to 2025. He received a remuneration of ₹0.50 million in Fiscal 2025.

Status of Key Managerial Personnel and Senior Management

All the Key Managerial Personnel and Senior Management are permanent employees of our Company.

Relationship among Key Managerial Personnel and Senior Management

Except as disclosed in"- ***Relationship between our Directors, Key Managerial Personnel and Senior Management"*** on page 295, none of our Key Managerial Personnel and Senior Management are related to each other or to the Directors of our Company.

Bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management

There is no bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management.

Loans to Key Managerial Personnel and Senior Management

No loans have been availed by our Key Managerial Personnel and Senior Management from our Company as on the date of this Draft Red Herring Prospectus.

Shareholding of Key Managerial Personnel and Senior Management in our Company

Except as disclosed in "***Capital Structure - Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company***" on page 99, none of our Key Managerial Personnel or Senior Management Personnel, hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Service Contracts with Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management

There was no contingent or deferred compensation payable to Key Managerial Personnel and Senior Management in Fiscal 2025, that did not form a part of their remuneration.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of the Key Managerial Personnel or Senior Management of our Company have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Interest of Key Managerial Personnel and Senior Management

Other than as disclosed in "***- Interest of Directors***" above, the Key Managerial Personnel and Senior Management of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. There is no conflict of interest between the suppliers of raw materials and third-party service providers (which are crucial for operations of our Company) and our Key Managerial Personnel or Senior Management.

Except as stated in "*Our Management-Interest of Directors in land and Property",* there is no conflict of interest between the lessor of the immovable properties (which are crucial for operations of our Company) and our Key Managerial Personnel or Senior Management.

Changes in Key Managerial Personnel or Senior Management during the last three years

As our Company has been incorporated on December 20, 2024, the details of the changes in our Key Managerial Personnel and Senior Management since incorporation are set forth below.

Name	Date of change	Reason for change
Kirti Suryakant Vaidya	January 1, 2025	Company Secretary
Kirti Suryakant Vaidya	April 28, 2025	Compliance Officer
Amit Yeshwant Modak	May 1, 2025	Appointment as a Whole-time Director and Chief Executive Officer
Kisan Maruti Shendkar	May 1, 2025	Chief Financial Officer
Vrujendra Laxman Waghchaure	May 1, 2025	Chief Operating Officer

The attrition rate of our Key Managerial Personnel and Senior Management of our Company is comparable to the industry standard.

Employee stock option and stock purchase schemes

As on the date of this Draft Red Herring Prospectus, our Company does not have any employee stock options scheme or stock appreciation rights.

Payment or Benefit to Key Managerial Personnel and Senior Management of our Company

No non-salary related amount or benefit has been paid or given to any of our Company's officers including our Directors, Key Managerial Personnel and Senior Management within the two preceding years of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

As on the date of this Draft Red Herring Prospectus, Govind Vishwanath Gadgil, Renu Govind Gadgil and P.N. Gadgil & Sons Limited are the Promoters of our Company.

As on the date of this Draft Red Herring Prospectus, our Promoters' shareholding in our Company is as follows:

Sr. No.	Name of the Promoter	No. of Equity Shares held of face value of ₹ 10 each	% of pre- Issue Equity Share capital
1.	Govind Vishwanath Gadgil	6,975,000	31.90%
2.	Renu Govind Gadgil	6,975,000	31.90%
3.	P.N. Gadgil & Sons Limited	4,207,500	19.24%
	Total	**18,157,500**	**83.04%**

For details of the build-up of the Promoters' shareholding in our Company, please refer to "***Capital Structure – Shareholding of our Promoters and members of our Promoter Group***", on page 93.

Details of our Promoter are as follows:

Govind Vishwanath Gadgil, aged 65 years, is the Chairman, Non-Executive Director and the Promoter of our Company

Date of Birth: August 8, 1959

Address: . 576, N C Kelkar Road, Shaniwar Peth, Opposite Kesari Wada, Pune-411030, Maharashtra, India

Permanent Account Number: AAYPG8523C

For complete profile of Govind Vishwanath Gadgil with details of his educational qualifications, experience in the business or employment, position/posts held in the past, directorships held, other ventures, special achievements and business and financial activities, please see "***Our Management – Board of Directors – Brief profiles of Directors***" on page 294

Renu Govind Gadgil, aged 64 years, is the Promoter of our Company

Date of Birth: May 13, 1961

Address: 576, N C Kelkar Road, Opposite Kesari Wada, Shaniwar Peth, Pune-411030, Maharashtra, India.

Permanent Account Number: AKIPG4083B

Renu Govind Gadgil is the Promoter of the Company. She has passed the Licentiate of Court of Examiners in Homeopathy. She is the Promoter of P.N. Gadgil & Sons Limited and has an experience of 13 years in the jewellery industry.

Our Company confirms that the permanent account number, bank account number, and passport number of our Individual Promoters, as applicable, will be submitted to the Stock Exchanges, at the time of filing of this Draft Red Herring Prospectus. Our Individual Promoters do not hold driving licenses.

Corporate Promoter

P.N. Gadgil & Sons Limited

History and Incorporation details

Govind Vishwanath Gadgil, Renu Govind Gadgil, Abhay Gadgil, Rohan Gadgil and Akshay Gadgil entered into a partnership under the name 'M/s P.N. Gadgil & Sons' ("Erstwhile Partnership Firm"), pursuant to a partnership deed dated February 29, 2012. The Erstwhile Partnership Firm was formed to carry on the business of dealing in and manufacturing gold, silver, platinum, diamonds, pearls and other precious stones. Pursuant to a retirement-cum-partnership deed, dated July 1, 2016, Rohan Gadgil and Akshay Gadgil retired, at will from the Erstwhile Partnership Firm. Subsequently, pursuant to a retirement-cum-partnership deed dated March 31, 2017, Abhay Gadgil also retired, at will, from the Erstwhile Partnership Firm. The Erstwhile Partnership Firm was subsequently reconstituted, pursuant to an admission-cum-partnership deed, dated July 1, 2017, and Satish Kuber, Shrikant Kuber, Prafulla Wagh, Sunil Pathak, Niranjan Deole and Amit Yeshwant Modak were admitted as the partners, with the said reconstitution being effective from April 1, 2017.

Following the conversion of the Erstwhile Partnership Firm into a public limited company, P.N. Gadgil & Sons Limited was incorporated on November 6, 2017, with the Registrar of Companies, Maharashtra at Pune, under the Companies Act, 2013 The registered office of P.N. Gadgil & Sons Limited is at Abhiruchi Mall, S.No.59 /1-C, Wadgaon (BK), Sinhgad Road, Pune, Maharashtra, India, 411041. P.N. Gadgil & Sons Limited is engaged in the business of selling jewellery and articles of gold, silver, platinum, precious and semiprecious metals, gems and diamonds.

Promoters

Govind Vishwanath Gadgil and Renu Govind Gadgil are the Promoters of P.N. Gadgil & Sons Limited.

Change in control

There has been no change in control of P.N. Gadgil & Sons Limited in the three years immediately preceding the date of this Draft Red Herring Prospectus.

The permanent account number of P.N. Gadgil & Sons Limited is AAJCP5227G.

Our Company confirms that the permanent account number and bank account number(s) of our Corporate Promoter shall be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus

Change in Control of our Company

There has been no change in control of our Company since incorporation. For more details, please see "***Capital Structure – Notes to capital structure- Equity share capital history of our Company***" and "***History and Certain Corporate Matters - Shareholders' agreement and other key agreements***" on pages 84 and 292, respectively.

Interests of Promoters

Our Promoters are interested in our Company: (i) to the extent that they have promoted our Company; (ii) to the extent of their respective direct or indirect shareholding in our Company and the shareholding of their relatives in our Company; and (iii) the dividends payable upon such shareholding and any other distributions in respect of their respective shareholding in our Company or of their relatives in our Company, if any. For further details, see "***Capital Structure – Notes to capital structure - History of the share capital held by our Promoters***" on page 84. Additionally, our Promoters may be interested in transactions entered by our Company with them, their relatives, or other entities (i) in which our Promoters hold shares, directly or indirectly or (ii) which are controlled by our Promoters. For further details, see "***History and Certain Corporate Matter***" and "***Our Business***" on page 290 and 268 respectively.

Our Promoter, namely, Govind Vishwanath Gadgil, may be deemed to be interested in the remuneration paid/ payable to him, benefits and the reimbursement of expenses payable to him as Director of our Company. For further details, see "***Our Management - Terms of appointment of Directors***" on page 295.

Our Promoters are interested to the extent of personal guarantees given, against loans availed by our Company. For further information, please see "***History and Certain Corporate Matters- Guarantees provided to third parties by our Promoters offering their Equity Shares in the Offer for Sale***" and "***Financial Indebtedness***" on pages 292 and 386, respectively.

Interest in property, land, construction of building, supply of machinery, etc.

Except as disclosed herein and as stated in Note 40 of the Restated Financial Information included in "*Restated Financial Information –Related Party Disclosures*" on page 313, our Promoters do not have any interest in any property acquired by our Company in the three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of inventory, etc. No sum has been paid or agreed to be paid to any of our Promoters or to any firm or company in which any of our Promoters are interested as a member, in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as a Director or otherwise for services rendered by them, or by such firm or company, in connection with the promotion or formation of our Company.

Pursuant to the no objection certificate dated January 11, 2025, issued by our Corporate Promoter, our Company uses the word "PNGS" and the trademarks registered in the name of our Corporate Promoter, under Class 14 and Class 35 without any consideration, for marketing purposes.

Our individual promoters, Govind Vishwanath Gadgil and Renu Govind Gadgil are spouses. For further details, see "***Our Management - Relationship between our Directors***" on page 295.

Except as stated in "*Our Management-Interest of Directors in land and Property",* there is no conflict of interest between the lessors of immovable properties (crucial for operations of our Company) and our Promoters and members of our Promoter Group.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of our Company) and our Promoters and members of our Promoter Group.

Payment or benefits to Promoter or Promoter Group

Except in ordinary course of business and as disclosed in "***Our Management - Terms of appointment of Directors***" and "***Restated Financial Information –***" on pages *293* and 313, respectively, there has been no payment or benefits given by our Company to our Promoters or any of the members of our Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or any members of our Promoter Group as on the date of this Draft Red Herring Prospectus.

Companies or firms with which our Promoter have disassociated in the last three years

Our Promoters have not disassociated themselves from any companies or firms in the three years preceding the date of this Draft Red Herring Prospectus. *Material guarantees*

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares.

Other ventures of our Promoter

Our Corporate Promoter, P.N. Gadgil & Sons Limited deals in similar business activities as that of our Company. Our Individual Promoters are also the Promoters of our Corporate Promoter as well as of PNGS Gargi Fashion Jewellery Limited which deals in similar business activities as that of our Company.

Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of our Promoter Group

The natural persons who are members of our Promoter Group, other than our Promoters, are as follows:

Name of the Promoter	Name of member of Promoter Group	Relationship with our Individual Promoters
Govind Vishwanath Gadgil	Renu Govind Gadgil	Spouse
	Rohini Kalkundrikar	Sister
	Anjali Vishwanath Gadgil	Sister
	Satyajit Govind Gadgil	Son
	Parikshit Govind Gadgil	Son
	Mandakini V Khadilkar	Mother of the Spouse
	Ravindra Vinayak Khadilkar	Brother of the Spouse
	Jyoti Paranjape	Sister of the Spouse
Renu Govind Gadgil	Govind Vishwanath Gadgil	Spouse
	Mandakini V Khadilkar	Mother
	Ravindra Vinayak Khadilkar	Brother
	Jyoti Paranjape	Sister
	Parikshit Govind Gadgil	Son
	Satyajit Govind Gadgil	Son
	Rohini Kalkundrikar	Sister of the Spouse
	Anjali Vishwanath Gadgil	Sister of the Spouse

Entities forming part of our Promoter Group

The entities forming part of our Promoter Group are as follows:

1. PNGS Gargi Fashion Jewellery Limited
2. Puneet Shares and Finance Private Limited
3. P. N. Gadgil Art & Culture Foundation
4. Govind Gadgil (HUF)
5. Shree Construction Company
6. Bhide Gadgil Associates
7. Bhide Gadgil Developers

DIVIDEND POLICY

The dividend distribution policy of our Company was approved and adopted by our Board on May 5, 2025 ("**Dividend Policy**"). In terms of the Dividend Policy, the declaration and payment of dividends including interim dividend on our Equity Shares, if any, will be decided by our Board subject to the criteria as mentioned in the Dividend Policy.

Any future determination as to the declaration and payment of dividends, if any, will be at the discretion of the Board and will depend on a number of factors, including but not limited to, (i) financial parameters and internal factors such as consolidated net operating profits after tax, accumulated reserves, working capital requirements, capital expenditure requirements, resources required to fund acquisitions and/or new businesses, cash flow required to meet contingencies, outstanding borrowings, past dividend trends (wherever applicable), earnings outlook and expected future capital/ liquidity requirements; and (ii) external factors such as prevailing legal requirements, regulatory conditions or restrictions as laid down under the applicable laws including tax laws, dividend pay-out ratios of companies in the same industry, significant changes in macro-economic environment affecting India or the geographies in which our Company operates, or the business of our Company or of its clients, political, tax and regulatory changes in the geographies in which our Company operates, any significant change in the business or technological environment resulting in our Company making significant investments to effect the necessary changes to its business model, changes in the competitive environment requiring significant investment and cost of external financing. For details in relation to risks involved in this regard, see "***Risk Factors – We cannot assure the payment of dividends on the Equity Shares in the future***" on page 61.

Our Company has not declared and paid any dividend on the Equity Shares in the last three Fiscals preceding the date of this Draft Red Herring Prospectus and the period from April 1, 2025 until the date of this Draft Red Herring Prospectus.

SECTION V – FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

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Report of Independent Auditor on the Restated Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023 and Restated Statement of Profits and Losses (including other comprehensive income), Restated Statement of Cash Flows, Restated Statement of Changes in Equity, along with the Statement of Material Accounting Policies and other explanatory information for years ended March 31, 2025, March 31, 2024 and March 31, 2023 of PNGS Reva Diamond Jewellery Limited (collectively, the "Restated Financial Information")

The Board of Directors

PNGS Reva Diamond Jewellery Limited
Abhiruchi Mall, 59/1C, Sinhgad Road,
Vadgaon Budruk, Pune, Maharashtra, India 411 041

Dear Sirs/ Madams,

1. We have examined the Restated Financial Information of **PNGS Reva Diamond Jewellery Limited** (the "Company" or the "Issuer") as at March 31, 2025, March 31, 2024, and March 31, 2023, annexed to this report for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") prepared by the Company in connection with its proposed Initial Public Offer of equity shares of face value of Rs. 10 each ("Offer"). The Restated Financial Information, which have been approved by the board of directors of the company (the "Board of Directors") at their meeting held on May 28, 2025, and have been prepared by the Company in accordance with the requirements of:

    a) the Sub-section (1) of Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

    b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"); and

    c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

2. The Company's management are responsible for the preparation of Restated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") in connection with the Offer. The Restated Financial Information have been prepared by the management of the Company in accordance with the basis of preparation stated in Note 2A(i) to Annexure V of the Restated Financial Information. The management of the Company is responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The management of the Company is also responsible for identifying and ensuring that the Company complies with the Act, the SEBI ICDR Regulations and the Guidance Note.

3. We have examined the Restated Financial Information taking into consideration:

    a) the terms of reference and our engagement agreed with you vide our engagement letter dated May 05, 2025, in connection with the Offer.

    b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements as stated in the Code of Ethics issued by the ICAI;

c) the concepts of test check and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and

d) the requirements of Section 26 of the Act and the SEBI ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to compliance with the Act, the SEBI ICDR Regulations and the Guidance Note in connection with the Offer.

4. The Restated Financial Information have been compiled by the management from the audited financial statements of the Company as at March 31, 2025 and for the period December 20, 2024 to March 31, 2025 and audited special purpose financial statement of Gadgil Metals and Commodities ("the Firm"), (the erstwhile partnership firm which is converted into Company effective from December 20, 2024) as at December 19, 2024, March 31, 2024 and March 31, 2023 and for the period April 01, 2024 to December 19, 2024, years ended March 31, 2024 and March 31, 2023 respectively, prepared in accordance with Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, and have been approved by the Board of Directors at their meeting held on May 28, 2025.

5. For the purpose of our examination, we have relied on:

a) The auditor's report issued by us dated May 05, 2025 on the financial statements of the Company as at March 31, 2025, and for the period December 20, 2024 to March 31, 2025 as referred in Para 4 above.

b) The auditor's report issued by us dated May 05, 2025 on the special purpose financial statements of the Firm as at December 19, 2024 and for the period April 01, 2024 to December 19, 2024 as referred in Para 4 above.

The audited financial statements of the Firm as at December 19, 2024 and for the period April 01, 2024 to December 19, 2024 included an Other Matter Paragraph as follows:

Other Matter Paragraphs

Our report is intended solely for the use and for the purpose as stated in Note 2A(ii) to the Special Purpose Financial Statements and should not be distributed to or used by any other parties. M S K A & Associates shall not be liable to the Firm or to any other concerned for any claims, liabilities or expenses relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

The comparative financial statement of the Firm as at and for the year ended March 31, 2024, have been audited by Independent Chartered Accountant. The report of the Independent Chartered Accountant on the special purpose financial statement as at and for the year ended March 31, 2024, expressed an unmodified audit opinion dated May 05, 2025.

Our opinion is not modified in respect of the above matters.

c) Auditor's report issued by Independent Chartered Accountant dated May 05, 2025 on the special purpose financial statements of the Firm as at and for the years ended March 31, 2024 and March 31, 2023 as referred in Para 4 above.

The audited special purpose financial statements of the Firm as at and for the years ended March 31, 2024 and March 31, 2023 included an Other Matter Paragraph as follows:

Other Matter Paragraph

Our report is intended solely for the use and for the purpose as stated in Note 2(A)(ii) to the Special Purpose Financial Statements and should not be distributed to or used by any other parties. Khandelwal Jain & Associates shall not be liable to the Firm or to any other concerned for any claims, liabilities or expenses relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

Our Opinion is not modified in respect of this matter.

d) The audit of the Firm for the years ended March 31, 2024 and March 31, 2023 were conducted by Independent Chartered Accountant and accordingly reliance is placed on the restated statement of assets and liabilities as at March 31, 2024 and March 31, 2023 and restated statement of profits and losses (including other comprehensive income), restated statement of cash flows, restated statement of changes in equity, along with the statement of material accounting policies and other explanatory information for years ended March 31, 2024 and March 31, 2023 (collectively, the 2024 and 2023 Restated Financial Information) examined by them for the said years. The examination report included for the said years is based solely on the report submitted by the Independent Chartered Accountant. They have confirmed that the 2024 and 2023 Restated Financial Information:

i. have been prepared after incorporating adjustments for the changes in accounting policies, any material errors and regroupings/reclassifications retrospectively in the financial years as at and for the years March 31, 2024 and March 31, 2023, to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at March 31, 2025 and for the period December 20, 2024 to March 31, 2025, as more fully described in Note No. 2(A)(i) to Annexure V to the 2024 and 2023 Restated Financial Information;

ii. there are no qualifications in the auditor's reports on the audited financial statements of the Firm as at and for the years ended March 31, 2024 and March 31, 2023 which require any adjustments to the Restated Financial Information. There is an Emphasis of Matter (refer paragraph 5(c) above), which do not require any adjustment to the 2024 and 2023 Restated Financial Information; and

iii. 2024 and 2023 Restated Financial Information have been prepared in accordance with the Act, the SEBI ICDR Regulations and the Guidance Note.

6. Based on the above and according to the information and explanations given to us, we report that:

i) Restated Financial Information have been prepared after incorporating adjustments for the changes in accounting policies, any material errors and regroupings/ reclassifications retrospectively in the financial years as at and for the years March 31, 2024 and March 31, 2023, to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at March 31, 2025 and for the period December 20, 2024 to March 31, 2025, as more fully described in Note 2(A)(i) to Annexure V to the Restated Financial Information;

ii) there are no qualifications in the auditor's reports on the audited financial statements of the company as at March 31, 2025 and for the period December 20, 2024 to March 31, 2025 and special purpose audited financial statements of the Firm as at and for the years ended March 31, 2024 and March 31, 2023 which require any adjustments to the Restated Financial Information. There is an Emphasis of Matter (refer paragraph 5(b) and 5(c) above), which do not require any adjustment to the Restated Financial Information; and

iii) Restated Financial Information have been prepared in accordance with the Act, the SEBI ICDR Regulations and the Guidance Note.

7. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements/special purpose financial statements mentioned in paragraph 4 above.

8. This report should not in any way be construed as a reissuance or re-dating of any of the auditor's reports issued by us or by the Independent Chartered Accountants, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

9. We have no responsibility to update our report for events and circumstances occurring after the date of this report.

10. Our report is intended solely for use of the Board of Directors and for inclusion in the DRHP to be filed with the SEBI, BSE, NSE, as applicable in connection with the proposed issue. Our report should not be used, referred to or distributed for any other purpose without prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care towards any other person relying on this examination report.

For M S K A & Associates
Chartered Accountants
Firm Registration Number: 105047W

Nitin Manohar Jumani
Partner
Membership No. 111700
UDIN: 25111700BMKSHC6145

Place: Pune
Date: May 28, 2025

Annexure I - Restated Statement of Assets and Liabilities

All amounts are in INR millions, unless otherwise stated

Sr No.	Particulars	Note	March 31, 2025	March 31, 2024	March 31, 2023
I	**ASSETS**				
	Non-current assets				
	(a) Property, plant and equipment	3	2.11	-	-
	(b) Investment property	4	-	4.85	4.95
	(c) Right-of-use assets	5	2.55	-	-
	(d) Other intangible assets	6	3.04	-	-
	(e) Financial assets				
	(i) Other financial assets	7	-	3.38	63.25
	(f) Deferred tax asset (net)	8	1.36	1.02	0.82
	(g) Other non-current assets	9	0.16	-	-
	Total non-current assets		**9.22**	**9.25**	**69.02**
	Current assets				
	(a) Inventories	10	1,794.17	1,489.59	1,149.00
	(b) Financial assets				
	(i) Investments	11	-	9.12	10.41
	(ii) Trade receivables	12	1.57	-	-
	(iii) Cash & cash equivalents	13	390.20	11.98	10.66
	(iv) Other financial assets	7	3.94	63.34	0.17
	(c) Other current assets	14	69.25	-	-
	Total current assets		**2,259.13**	**1,574.03**	**1,170.24**
	Total assets		**2,268.35**	**1,583.28**	**1,239.26**
II	**EQUITY AND LIABILITIES**				
	Equity				
	(a) Equity share capital/ Partner's capital	15	48.59	91.44	87.25
	(b) Other equity	16			
	- Retained earnings		1,524.06	935.08	514.63
	- Securities premium		887.41	-	-
	- Capital reserve		(1,461.46)	(1,311.42)	(1,122.09)
	- Other components to equity		3.31	(0.06)	0.04
	Total equity		**1,001.91**	**(284.96)**	**(520.17)**
	Liabilities				
	Non-current liabilities				
	(a) Financial liabilities				
	(i) Lease liabilities	5	2.01	-	-
	(ii) Other financial liabilities	20	-	-	1,670.96
	(b) Provisions	18	4.74	3.93	3.13
	Total non-current liabilities		**6.75**	**3.93**	**1,674.09**
	Current liabilities				
	(a) Financial liabilities				
	(i) Borrowings	17	906.50	-	-
	(ii) Lease liabilities	5	0.64	-	-
	(iii) Trade payables				
	- Total outstanding dues of micro enterprises and small enterprises	19	49.54	42.63	4.18
	- Total outstanding dues of creditors other than micro enterprises and small enterprises	19	275.28	148.89	78.54
	(iv) Other financial liabilities	20	0.44	1,672.36	2.25
	(b) Other current liabilities	21	16.77	-	-
	(c) Provisions	18	0.25	0.14	0.12
	(d) Current tax liabilities (net)	22	10.27	0.29	0.25
	Total current liabilities		**1,259.68**	**1,864.31**	**85.34**
	Total liabilities		**1,266.43**	**1,868.24**	**1,759.43**
	Total equity and liabilities		**2,268.35**	**1,583.28**	**1,239.26**

Note: The above statement should be read with Statement of Material Accounting Policies forming part of the Restated Financial Information in Annexure V and Notes to Restated Financial Information in Annexure VI.

The accompanying notes are an integral part of the Restated Financial Information.

As per our report attached of even date
For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No.: 105047W

Nitin Manohar Jumani
Partner
Membership No.: 111700
Place: Pune
Date: 28-May-2025

For and on behalf of the Board of Directors
PNGS Reva Diamond Jewellery Limited

Govind Gadgil
Director
DIN No: 00616617
Place: Pune
Date: 28-May-2025

Amit Modak
Whole Time Director & Chief Executive Officer
DIN No: 00396631
Place: Pune
Date: 28-May-2025

Kisan Shendkar
Chief Finance Officer
Place: Pune
Date: 28-May-2025

Kirti Suryakant Vaidya
Company Secretary
Membership No.: A31430
Place: Pune
Date: 28-May-2025

PNGS Reva Diamond Jewellery Limited
(Converted into company from erstwhile partnership firm named as Gadgil Metals and Commodities)
CIN: U32111PN2024PLC236494

Annexure II - Restated Statement of Profit and Loss

All amounts are in INR millions, unless otherwise stated

Sr No.	Particulars	Note	March 31, 2025	March 31, 2024	March 31, 2023
	Revenue from operations	**23**	2,581.83	1,956.34	1,988.48
	Other income	**24**	9.23	6.02	4.99
I	**Total Income**		**2,591.06**	**1,962.36**	**1,993.47**
	Expenses				
	Purchases of stock-in-trade	**25**	1,971.41	1,663.63	1,392.64
	Changes in inventories of finished goods	**26**	(304.58)	(340.59)	(158.93)
	Employee benefits expense	**27**	37.60	25.54	21.73
	Finance costs	**28**	12.91	0.55	0.42
	Depreciation and amortisation expenses	**29**	0.33	0.10	0.10
	Other expenses	**30**	81.29	46.37	45.73
II	**Total Expenses**		**1,798.96**	**1,395.60**	**1,301.69**
III	**Profit before tax (I - II)**		**792.10**	**566.76**	**691.78**
	Income tax expense				
	(a) Current tax	**37**	198.82	142.79	174.43
	(b) Deferred tax		(1.46)	(0.17)	(0.12)
IV	**Total income tax expense**		**197.36**	**142.62**	**174.31**
V	**Profit for the year (III - IV)**		**594.74**	**424.14**	**517.47**
	Other Comprehensive Income				
	Items that will not to be reclassified to profit or loss:				
	Remeasurement of post employement defined benefit plans	**38**	4.51	(0.14)	0.05
	Income tax relating to items that will not be reclassified to profit or loss		(1.14)	0.04	(0.01)
VI	**Total other comprehensive income (net of tax)**		**3.37**	**(0.10)**	**0.04**
VII	**Total comprehensive income for the year (V + VI)**		**598.11**	**424.04**	**517.51**
X	**Earning Per equity share (Face value of INR 10 each)***	**31**			
	- Basic (in INR)		35.21	-	-
	- Diluted (in INR)		35.21	-	-
	* The EPS is adjusted to Issue of Bonus Shares (Refer Note No. 31)				

Note: The above statement should be read with Statement of Material Accounting Policies forming part of the Restated Financial Information in Annexure V and Notes to Restated Financial Information in Annexure VI.

The accompanying notes are an integral part of the Restated Financial Information.

As per our report attached of even date
For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No.: 105047W

For and on behalf of the Board of Directors
PNGS Reva Diamond Jewellery Limited

Nitin Manohar Jumani
Partner
Membership No.: 111700
Place: Pune
Date: 28-May-2025

Govind Gadgil
Director
DIN No: 00616617
Place: Pune
Date: 28-May-2025

Amit Modak
Whole Time Director & Chief Executive Officer
DIN No: 00396631
Place: Pune
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Kisan Shendkar
Chief Finance Officer
Place: Pune
Date: 28-May-2025

Kirti Suryakant Vaidya
Company Secretary
Membership No.: A31430
Place: Pune
Date: 28-May-2025

PNGS Reva Diamond Jewellery Limited
(Converted into company from erstwhile partnership firm named as Gadgil Metals and Commodities)
CIN: U32111PN2024PLC236494

Annexure III - Restated Statement of Changes in Equity — **All amounts are in INR millions, unless otherwise stated**

A. Equity share capital/ Partner's capital

Particulars	Amount
Balance as at April 1, 2022	92.01
Changes in partner's capital during the year	(4.76)
Balance as at March 31, 2023	**87.25**
Balance as at April 1, 2023	87.25
Changes in partner's capital during the year	4.19
Balance as at March 31, 2024	**91.44**
Balance as at April 1, 2024	91.44
Changes in partner's capital during the period	(54.84)
Conversion of partner's capital into equity share capital w.e.f December 20, 2024	(36.60)
Balance as at December 19, 2024	-
Balance as at December 20, 2024	-
Conversion of partner's capital into equity share capital w.e.f December 20, 2024	36.60
Add: Issue of shares	11.99
Balance as at March 31, 2025	**48.59**

B. Other Equity

Particulars	Reserves and surplus			Other comprehensive income	Total
	Retained earnings	Securities premium	Capital reserve	Remeasurement of defined benefit liability	
Balance as at April 1, 2022	**-**	**-**	**(732.89)**	**-**	**(732.89)**
Add: Restated profit for the year	517.47	-	-	-	517.47
Add: Restated other comprehensive income / (loss), net of tax	-	-	-	0.04	0.04
Less: Profit apportioned to partner's capital account	(2.84)	-	-	-	(2.84)
Movement during the year	-	-	(389.20)	-	(389.20)
Balance as at March 31, 2023	**514.63**	**-**	**(1,122.09)**	**0.04**	**(607.42)**
Balance as at April 1, 2023	**514.63**	**-**	**(1,122.09)**	**0.04**	**(607.42)**
Add: Restated profit for the year	424.14	-	-	-	424.14
Add: Restated other comprehensive income / (loss), net of tax	-	-	-	(0.10)	(0.10)
Less: Profit apportioned to partner's capital account	(3.69)	-	-	-	(3.69)
Movement during the year	-	-	(189.33)	-	(189.33)
Balance as at March 31, 2024	**935.08**	**-**	**(1,311.42)**	**(0.06)**	**(376.40)**
Balance as at April 1, 2024	**935.08**	**-**	**(1,311.42)**	**(0.06)**	**(376.40)**
Add: Restated profit for the year	594.74	-	-	-	594.74
Add: Restated other comprehensive income / (loss), net of tax	-	-	-	3.37	3.37
Less: Profit apportioned to partner's capital account	(5.76)	-	-	-	(5.76)
Add: Issue of equity shares during the year	-	887.41	-	-	887.41
Movement during the year	-	-	(150.04)	-	(150.04)
Balance as at March 31, 2025	**1,524.06**	**887.41**	**(1,461.46)**	**3.31**	**953.32**

Note: The above statement should be read with Statement of Material Accounting Policies forming part of the Restated Financial Information in Annexure V and Notes to Restated Financial Information in Annexure VI.

As per our report attached of even date
For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No.: 105047W

Nitin Manohar Jumani
Partner
Membership No.: 111700
Place: Pune
Date: 28-May-2025

For and on behalf of the Board of Directors
PNGS Reva Diamond Jewellery Limited

Govind Gadgil
Director
DIN No: 00616617
Place: Pune
Date: 28-May-2025

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DIN No: 00396631
Place: Pune
Date: 28-May-2025

Kisan Shendkar
Chief Finance Officer
Place: Pune
Date: 28-May-2025

Kirti Suryakant Vaidya
Company Secretary
Membership No.: A31430
Place: Pune
Date: 28-May-2025

Annexure IV - Restated Statement of Cash Flows

All amounts are in INR millions, unless otherwise stated

Sr. No.	Particulars	March 31, 2025	March 31, 2024	March 31, 2023
1.	**Cash flows from operating activities :**			
	Profit before tax	792.10	566.76	691.78
	Adjustments for:			
	Depreciation on property, plant and equipment	0.10	-	-
	Depreciation on investment property	0.07	0.10	0.10
	Depreciation on right-of-use assets	0.15	-	-
	Amortisation of intangible assets	0.01	-	-
	Net gain on sale of investments	-	(0.93)	(0.50)
	Interest on Lease liability	0.04	-	-
	Profit on sale of investment property	(4.71)	-	-
	Dividend income	(0.37)	(0.53)	(0.44)
	Interest income	(3.25)	(4.30)	(3.93)
	Finance costs	12.87	0.55	0.42
	Operating profit/(loss) before working Capital changes	**797.01**	**561.65**	**687.43**
	Changes in operating assets and liabilities			
	Decrease/(Increase) in inventory	(304.58)	(340.59)	(158.93)
	Decrease/(Increase) in other financial assets	2.99	(3.30)	6.84
	Decrease/(Increase) in other current assets	(69.23)	-	0.17
	Decrease/(Increase) in other non-current assets	(0.16)	-	-
	Decrease/(Increase) in trade receivables	(1.57)	-	-
	Increase/(Decrease) in trade payables	133.28	108.80	36.52
	Increase/(Decrease) in other financial liabilities	(0.99)	(0.85)	(3.63)
	Increase/(Decrease) in provisions	5.44	0.68	0.53
	Increase/(Decrease) in other current liabilities	16.77	-	-
	Cash used in operations	**(218.04)**	**(235.26)**	**(118.50)**
	Income taxes paid(net of refunds)	(188.84)	(142.74)	(173.97)
	Net cash flows from operating activities	**390.13**	**183.65**	**394.96**
2.	**Cash flows from investing activities :**			
	Net Sale/(Purchase) of investment	9.11	2.23	0.14
	Payment on account of common control transaction	(1,670.96)	-	-
	Proceeds from maturity of fixed deposits	60.00	-	-
	Dividend and Interest income	3.44	4.83	4.37
	Payments for acquisition of property, plant and equipment	(2.21)	-	-
	Payments for acquisition of intangible assets	(3.05)	-	-
	Proceeds from sale of investment property	9.49	-	-
	Net cash flows used in investing activities	**(1,594.18)**	**7.06**	**4.51**
3.	**Cash flows from financing activities**			
	Principal paid on lease liabilities	(0.07)	-	-
	Proceeds from issue of equity shares	899.40	-	-
	Proceeds from borrowings	900.00	-	-
	Introduction/(withdrawal) in partner's capital account	(60.60)	0.50	(7.60)
	Finance cost	(6.41)	(0.56)	(0.44)
	Net cash flows generated from financing activities	**1,732.32**	**(0.06)**	**(8.04)**
4.	**Net increase in cash and cash equivalents**	**528.26**	**190.65**	**391.43**
	Less: Net cash and cash equivalents generated for diamond business not taken over	(150.04)	(189.33)	(389.20)
5.	**Cash and cash equivalents at the beginning of the year**	11.98	10.66	8.43
6.	**Cash and cash equivalents at the end of the year**	**390.20**	**11.98**	**10.66**
	Cash and cash equivalents include:			
	Cash on hand	5.68	0.01	0.01
	Balances with bank			
	- In current accounts	34.44	11.97	10.65
	- In deposits with original maturity of less than 3 months	350.00	-	-
	Cheques on hand	0.08	-	-
	Total Cash and cash equivalents	**390.20**	**11.98**	**10.66**

The above restated statement of cash flow has been prepared under the indirect method as set out in Ind AS 7 - "Statement of Cash Flows" notified under section 133 of the Companies Act, 2013 ('the Act') read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015 (as amended) and the relevant provisions of the Act.
Note: The above statement should be read with Statement of Material Accounting Policies forming part of the Restated Financial Information in Annexure V and Notes to Restated Financial Information in Annexure VI.
The accompanying notes are an integral part of the Restated Financial Information.

As per our report attached of even date
For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No.: 105047W

For and on behalf of the Board of Directors
PNGS Reva Diamond Jewellery Limited

Nitin Manohar Jumani
Partner
Membership No.: 111700
Place: Pune
Date: 28-May-2025

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Director
DIN No: 00616617
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Company Secretary
Membership No.: A31430
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Date: 28-May-2025

PNGS Reva Diamond Jewellery Limited
(Converted into company from erstwhile partnership firm named as Gadgil Metals and Commodities)
CIN: U32111PN2024LC236494

Annexure V - Summary of material accounting policies to Restated Financial Information

All amounts in INR millions, unless otherwise stated

1 Corporate information

PNGS Reva Diamond Jewellery Limited ("the Company") is a Company incorporated under the provisions of the Companies Act, 2013, as amended. The registered office of the Company is located at Abhiruchi, 59/1C, Wadgaon Bk. Sinhagad Road, Pune – 411041. The Company is engaged in the trading of diamond jewellery and precious stones.

The Company was formed as a Partnership firm with a name as Gadgil Metals and Commodities ("the Firm"), on July 26, 2004 which was subsequently converted to Public Limited Company w.e.f December 20, 2024.

2 Summary of Material accounting policies

These notes provides a list of the material accounting policies adopted in the preparation of this Restated Financial Information. These policies have been consistently applied to all the reporting years presented.

A. (i) Basis of preparation

(a) Statement of compliance

The Restated Financial Information of the Company has been specifically prepared for inclusion in the Draft Red Herring Prospectus ('DRHP') to be filed by the Company with the Securities and Exchange Board of India ('SEBI') in connection with the proposed Initial Public Offer ('IPO') of equity shares of the Company (referred to as the "Issue"). The Restated Financial Information of the Company comprise the Restated Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Statement of Cash Flows, the Restated Statement of Changes in Equity; and Statement of Material Accounting Policies to Restated Financial Statement and Statement of Adjustments to the Restated Financial Information (hereinafter collectively referred to as "Restated Financial Information") for the years ended March 31, 2025, March 31, 2024 and March 31, 2023.

The Restated Financial Information has been prepared for the Company as a going concern on the basis of relevant Ind AS that are effective as at March 31, 2025. The Restated Financial Information has been approved by the Board of Directors on May 28, 2025.

The Restated Financial Information has been prepared by the Management of the Company to comply with the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ('the Act');
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"); and
d) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI ("the Guidance Note")

The Restated Financial Information have been prepared by the Management of the Company and compiled from:

a) audited financial statements of the Company as at March 31, 2025 and for the period December 20, 2024 to March 31, 2025.
b) audited special purpose financial statement of the Firm, as at December 19, 2024, March 31, 2024 and March 31, 2023 and for the period April 01, 2024 to December 19, 2024, years ended March 31, 2024 and March 31, 2023 respectively.

These financial statements are prepared in accordance with Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India.

The special purpose financial statement of the Firm is prepared to conform to and are revised in the format prescribed for companies under the Companies Act, 2013 including disclosures requirements in accordance with the provision of Division II of Schedule III of the Companies Act, 2013 and are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies Act, 2013 as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting standards) Rules as amended from time to time and other related provisions of the Act in accordance with the requirements of Securities and Exchange Board of India (Issue of Capital and disclosure requirements) Regulations, 2018, as amended ("SEBI Regulation") for the purpose of preparation of Restated Financial Information for inclusion in the offer document of the Company to be filed with Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE"), the National Stock Exchange of India Limited ("NSE") and Registrar of Companies, Maharashtra at Pune. Accordingly, these special purpose financial statements of the Firm are are not suitable for any other purpose.

P.N. Gadgil & Sons Limited ("the Transferor") and PNGS Reva Diamond Jewellery Limited ("the Transferee" or "the Issuer") which are Companies under common control have entered into an agreement for Transfer of Business (""BTA"") for transfer of operations relating to diamond business of the Transferor on slump sale basis on January 31, 2025 (""the Diamond Business"").

Appling Appendix C of Ind AS 103 - Business Combinations, these financial statement includes financial information relating to diamond business, as if the business combination had occurred from April 01, 2022, irrespective of the actual date of the Business Combination.

This common control Business Combination is accounted for using pooling of interest method as follows:

- The assets and liabilities as part of the BTA relating to Diamond Business is reflected at their carrying amounts.
- No adjustments are made to reflect fair values or recognise any new assets or liabilities. Adjustments are only made to harmonise accounting policies.
- Certain income and expenses which are recorded in the books of accounts and underlying accounting records maintained by the Transferor for the Diamond Business are allocated to the diamond operations considering the nature of income/expenses and specific identification of these income/expense to the diamond operations. The allocation of such income and expenses generally move with the related assets and liabilities. Therefore, income, expenses, assets, liabilities and cash flows which are either directly attributable to or allocated to or which will transfer to the diamond operations have been included in these financial statements.
- The difference in the net assets relating to Diamond Business and the consideration payable/paid is considered as capital reserves."

The Restated Financial Information have been prepared under the historical cost convention on the accrual basis, except for certain other financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

The Restated Financial Information have been prepared by the management as a going concern and are presented in INR and all values are rounded to the nearest millions (₹ 000,000), except when otherwise indicated.

B. Material accounting policies

i) Property, plant and equipment
Property, plant and equipment ("PPE") are stated at cost, less accumulated depreciation and accumulated impairment loss, if any. The cost comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any expenditure directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the year in which they are incurred.

The useful life of assets are as follows:

1. Computer Servers - 3 years
2. Computer equipment - 3 years
3. Office Equipment - 5 years

The useful life for the above category of assets in accordance with Schedule II of the Companies Act, 2013 are as follows:

1. Computer Servers - 6 years
2. Computer equipment - 3 years
3. Office Equipment - 5 years

The company has obtained technical evaluation certificate establishing the useful life of assets where they are not in accordance with Schedule II.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising from derecognition of asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

Depreciation methods, estimated useful lives
Depreciation on property, plant and equipment is provided on a pro-rata basis on the Straight line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 or based on the technical evaluation certificate obtained by the company. The estimated useful life, residual values and the depreciation method are reviewed at the end of each reporting period, with effect of any change in estimate accounted for on a prospective basis.

ii) Intangible assets
Intangible assets acquired are reported at cost less accumulated amortisation and accumulated impairment losses, if any. The cost comprises its purchase price and directly attributable cost of preparing the asset for its intended use. Amortisation is recognised on a Straight line method basis over their estimated useful lives so as to reflect the pattern in which the assets economic benefits are consumed. The estimated useful life and the amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised. The company has obtained technical evaluation certificate establishing the useful life of intangible assets.

Useful life
Software - 10 years
Other Intangible assets - 10 years

iii) Impairment of non-financial assets
The Company assesses at each year end whether there is any objective evidence that a non financial asset or a group of non financial assets is impaired. If any such indication exists, the Company estimates the asset's recoverable amount and the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in Statement of Profit and Loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through Statement of Profit and Loss.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For the purpose of impairment testing, assets are grouped together into the smallest Company of assets that generates cash in flows from continuing use that are largely independent of the cash inflows of other assets or Group of assets (the "cash-generating unit"). The Company assesses at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use.

iv) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a year of time in exchange for consideration.

Company as a Lessee:
The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets
The Company recognises right-of-use asset at the lease commencement date (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and accumulated impairment losses and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment. Refer to the accounting policies relating to Impairment of non-financial assets.

Lease liabilities
At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments, escalation in lease payments. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets
The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of assets that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

v) Investment property
Investment properties comprises of building held for capital appreciation.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. All other repair and maintenance costs are recognised in profit or loss as incurred. Investment properties are depreciated based on their specific useful lives as specified in Schedule II of Companies Act, 2013.

Though the company measures investment properties using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying requisite valuation model. Investment properties are derecognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

Estimation of fair value - The valuations of Investment Property are based on valuations performed by accredited registered independent valuer. A valuation model in accordance with requisite valuation standards. Fair value hierarchy disclosures for investment properties have been provided in Note 4. The Company has no restriction on the realisability of its investment properties and no contractual obligations to purchase, or develop investment properties.

The fair valuation is based on current prices in the active market for similar properties. The main inputs used are quantum, area, location, demand, age of the property. The fair value is based on valuation performed by an accredited independent valuer. Fair valuation is based on comparable fair value method. The fair value measurement is categorised in level 2 fair value hierarchy.

Key assumption and inputs - The Company has adopted market approach to estimate the value of property. Market rate is estimated based on Prime data source & the rate applicable at surrounding vicinity.
1. Prime Source: Recorded sales transaction in the vicinity of property.
2. Secondary sources: Local enquiry about the rates, web advertisement about the land rates, ready reckoner/guideline rates.

vi) Financial Instruments
a. Initial Recognition
The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

b. Subsequent measurement of Financial Assets
(1) Financial Asset carried at amortized cost
A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(2) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

(3) Financial assets at fair value through profit or loss
A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss. When the business model is sell the financial asset and collect the contractual cash flow i.e. Business model is to Trade in the financial asset.

c. Subsequent Measurement of Financial liabilities
Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for

1. Contingent consideration recognized in a business combination
2. Liabilities that meet the definition of held for trading which is subsequently measured at fair value through profit and loss.

For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

d .Derecognition of Financial Instrument
The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expires it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

e. Offsetting of financial instruments
Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

vii) Revenue recognition
Revenue from contracts includes revenue with customers for sale of goods. Revenue from contracts with customers is recognized when control of the goods and services are transferred to the customer at an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods and

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The specific recognition criteria described below must also be met before revenue is recognized.

Sale of goods
The company satisfies a performance obligation at a point in time and recognizes revenue when the performance obligation is satisfied and control as per Ind AS 115 is transferred to the customer therefore Revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the company expects to receive in exchange for those goods. The control of the goods is transferred on delivery of goods to the customer.

Revenue is measured at the value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from sales is recognized when all significant risks and rewards of ownership of the commodity sold are transferred to the customer which generally coincides with delivery. Revenue in case of diamond jewellery business is derived from sale of gems and diamond jewellery items.

Other Income
Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset of that asset's net carrying amount on initial recognition.

viii) Taxes
Income tax expense for the year comprises current and deferred tax. It is recognized in the Statement of Profit and Loss except to the extent that it relates to an item recognized directly in equity or in Other Comprehensive Income.

Current Tax:
Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in
Current tax is determined as the amount of tax payable in respect of taxable income for the year. It is measured at tax rate applicable at reporting date.
An entity shall offset current tax asset and current tax liabilities if ,and only if the equity :
- has legally enforceable right to set off the recognised amounts; and
- intends either to settle on a net basis, or to realise the assets and settle the liability simultaneously

Deferred tax:
Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.
Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

At each reporting date the company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become probable that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax asset to the extent that it is no longer probable that sufficient future taxable income will be available against which deferred tax asset can be realized.

GST paid on acquisition of assets or on incurring expenses

Annexure V - Summary of material accounting policies to Restated Financial Information

All amounts in INR millions, unless otherwise stated

Expenses and Assets are recognized net of the amount of Goods and Service Tax (GST) paid except:

· When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

· When receivables and payables are stated with the amount of tax included :

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables.

ix) Current versus Non-current classification

The company presents assets and liabilities in the Balance Sheet based on Current or Non-current classification.
An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as Non-current.
A liability is treated as Current when it is:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.

x) Operating cycle

Based on the nature of products and services and their realization in cash and cash equivalent the company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

xi) Provision for expected credit losses of trade receivables

Generally, the Company does not provide credit to customers expect for certain Corporates. The Company applies simplified approach for calculation of expected credit losses on trade receivables.

xii) Functional and presentation currency

Items included in the Restated Financial Information of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Restated Financial Information are presented in the Indian currency (INR), which is the Company's functional and

xiii) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprises of cash at banks and on hand. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the company's cash management.

xiv) Provisions, Contingent Liabilities and Contingent Assets

The company creates a provision when there is present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

A disclosure for a contingent liability is made when there is a possible obligation arising from past events the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognised nor disclosed in the Restated Financial Information.

xv) Employee Benefits:

(a) Short-Term Employee Benefits:

The distinction between short-term and long-term employee benefits is based on expected timing of settlement rather than the employee's entitlement benefits. All employee benefits payable within twelve months of rendering the service are classified as short-term benefits. Such benefits include salaries, wages, bonus, short-term compensated absences, awards, ex-gratia, performance pay etc. and are recognized in the period in which the employee renders the related service. A liability is recognized for the amount expected to be paid as current employee benefit obligation in the balance sheet.

(b) Long-Term Employee Benefits:

The company's net obligation in respect of other long term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value.

(c) Post-Employment Benefits:

The company operates the following post-employment benefits:

1. Defined benefit plans - Gratuity

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds where remaining maturity of such bond correspond to expected term of defined benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

The company operates one defined benefit plans for its employees, viz. gratuity. The present value of the obligation under such defined benefit plans is determined based on the actuarial valuation using the Projected Unit Credit Method as at the date of the Balance sheet.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability, are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur.

2. Defined contribution plans - Provident fund

Retirement benefit in the form of provident fund is a defined contribution scheme. The company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the period end date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the period end date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

xvi) Earnings Per Share

(a) Basic Earnings Per Share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

(b) Diluted Earnings Per Share

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

xvii) Inventories

Inventory is valued at lower of cost and net realizable value. Inventory of the company includes stock physically present at its stores, head office and held with craftsman and excludes customer's stock in the custody of the Company. Inventory includes gold, loose diamonds, ornaments purchased from vendors including

Cost of inventories comprises of all costs of purchase and, other duties and taxes (other than those subsequently recoverable from tax authorities), costs of conversion and all other costs incurred in bringing the inventory to its present location and condition. Cost is determined on weighted average price.

xviii) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

A number of assets and liabilities included in the financial statements require measurement at, and/or disclosure of, fair value. The fair value measurement of the company's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible.

Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

Level 1: Quoted prices in active markets for identical items (unadjusted)
Level 2: Observable direct or indirect inputs other than Level 1 inputs
Level 3: Unobservable inputs (i.e. not derived from market data).
For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

xix) Cash Flow Statement

Cash flows are reported using indirect method, whereby net 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 operating, investing and financing activities of the Company are segregated.

xx) New standards and amendments issued but not effective

There are no such standards which are notified but not yet effective.

xxi) Critical accounting estimates and judgements

The company makes certain estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

a) Defined benefit plans (post-employment gratuity)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds where remaining maturity of such bond correspond to expected term of defined benefit obligation. The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

b) Leases

The Company evaluates if an arrangement qualifies to be a lease based on the requirements of Ind AS 116 Leases and identification of a lease requires management judgment. Computation of the lease liabilities and right-of-use assets requires management to estimate the lease term (including anticipated renewals) and the applicable discount rate. Management estimates the lease term based on past practices and reasonably estimated/ anticipated future events. The discount rates generally based on the incremental borrowing rate specific to the lease being evaluated.

(c) Determination of the estimated useful lives

Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II and in case of intangible assets, these are estimated by management taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes.

(d) Recognition of deferred tax assets

Deferred tax assets and liabilities are recognised for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which the deductible temporary differences and unused tax credits could be utilised.

xxii) Business Combination

Business combinations between entities under common control is accounted for at carrying value of the assets and liabilities in the Restated Financial Information. Transaction costs that is incurred in connection with a business combination are expensed as incurred.

xxiii) Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. Operating segments of the Company are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

PNGS Reva Diamond Jewellery Limited
(Converted into company from erstwhile partnership firm named as Gadgil Metals and Commodities)
CIN: U32111PN2024PLC236494

Annexure VI- Notes to Restated Financial Information

All amounts are in INR millions, unless otherwise stated

3 Property, plant and equipment

Particulars	Office equipment	Computer	Total
Gross Block			
Balance as at April 1, 2022	-	-	-
Additions	-	-	-
Disposals	-	-	-
Balance as at March 31, 2023	-	-	-
Balance as at April 1, 2023	-	-	-
Additions	-	-	-
Disposals	-	-	-
Balance as at March 31, 2024	-	-	-
Balance as at April 1, 2024	-	-	-
Additions	0.44	1.77	2.21
Disposals	-	-	-
Balance as at March 31, 2025	**0.44**	**1.77**	**2.21**
Accumulated Depreciation			
Balance as at April 1, 2022	-	-	-
Depreciation for the year	-	-	-
Disposals	-	-	-
Balance as at March 31, 2023	-	-	-
Balance as at April 1, 2023	-	-	-
Depreciation for the year	-	-	-
Disposals	-	-	-
Balance as at March 31, 2024	-	-	-
Balance as at April 1, 2024	-	-	-
Depreciation for the year	0.01	0.09	0.10
Disposals	-	-	-
Balance as at March 31, 2025	**0.01**	**0.09**	**0.10**
Net Block as on March 31, 2023	-	-	-
Net Block as on March 31, 2024	-	-	-
Net Block as on March 31, 2025	**0.43**	**1.68**	**2.11**

All amounts are in INR millions, unless otherwise stated

4 Investment property

Particulars	Amount
Gross Block	
Deemed cost as at April 1, 2022*	**5.05**
Additions	-
Disposals	-
Balance as at March 31, 2023	**5.05**
Balance as at April 1, 2023	**5.05**
Additions	-
Disposals	-
Balance as at March 31, 2024	**5.05**
Balance as at April 1, 2024	
Additions	-
Disposals	**(5.05)**
Balance as at March 31, 2025	**-**
Accumulated Depreciation	
Deemed cost as at April 1, 2022*	**-**
Depreciation for the year	0.10
Disposals	-
Balance as at March 31, 2023	**0.10**
Balance as at April 1, 2023	**0.10**
Depreciation for the year	0.10
Disposals	-
Balance as at March 31, 2024	**0.20**
Balance as at April 1, 2024	
Depreciation for the year	0.06
Disposals	(0.26)
Balance as at March 31, 2025	**-**
Net Block as on March 31, 2023	**4.95**
Net Block as on March 31, 2024	**4.85**
Net Block as on March 31, 2025	**-**

*On transition to Ind AS, the Company has elected to continue with the net carrying value of all the Investment property measured as per previous GAAP and use the carrying value as the deemed cost of Investment property.

All amounts are in INR millions, unless otherwise stated

4.1 Information regarding amount recognised in profit and loss for investment properties:

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Depreciation for the year	0.06	0.10	0.10

4.2 Estimation of fair value -

The fair values of the property as on March 31,2024 is Rs. 9.73 Mn (March 31, 2023: Rs. 8.11 Mn). The valuations are based on valuations performed by Sanghvi Associates (Registered Valuer & Chartered Engineer), an accredited independent valuer. A valuation model in accordance with Valuation Standards Committee has been applied. The Company has no restriction on the realisability of its investment properties and no contractual obligations to purchase, or develop investment properties. The fair valuation is based on current prices in the active market for similar properties. The main inputs used are quantum, area, location, demand, age of the property. The fair value is based on valuation performed by an accredited independent valuer. Fair valuation is based on comparable fair value method. The fair value measurement is categorised in level 2 fair value hierarchy.

Key assumption and inputs: The Company has adopted market approach to estimate the fair value of property. Market rate is estimated based on Prime data source & the rate applicable at surrounding vicinity.
1. Prime Source: Recorded sales transaction in the vicinity of property.
2. Secondary sources: Local enquiry about the rates, web advertisement about the land rates, ready reckoner/guideline rates.

Annexure VI- Notes to Restated Financial Information

All amounts are in INR millions, unless otherwise stated

5 Right-of-use assets and Lease liabilities

Right-of-use assets:

Particulars	Buildings
Gross carrying amount	
Balance as at April 1, 2022	**-**
Additions	-
Deletions	-
Balance as at March 31, 2023	**-**
Balance as at April 1, 2023	**-**
Additions	-
Deletions	-
Balance as at March 31, 2024	**-**
Balance as at April 1, 2024	**-**
Additions	2.70
Deletions	-
Balance as at March 31, 2025	**2.70**

Particulars	Buildings
Accumulated depreciation	
Balance as at April 1, 2022	**-**
Amortisation expense	-
Disposals	-
Balance as at March 31, 2023	**-**
Balance as at April 1, 2023	**-**
Amortisation expense	-
Disposals	-
Balance as at March 31, 2024	**-**
Balance as at April 1, 2024	**-**
Amortisation expense	(0.15)
Disposals	-
Balance as at March 31, 2025	**(0.15)**

Net carrying amount

Balance as at March 31, 2023	-
Balance as at March 31, 2024	-
Balance as at March 31, 2025	2.55

Lease liabilities:

The movement in lease liabilities is as follows :

Particulars	Amount
Balance as at April 1, 2022	**-**
Additions	-
Interest expense on lease liabilities	-
Payments	-
Balance as at March 31, 2023	**-**
Balance as at April 1, 2023	**-**
Additions	-
Interest expense on lease liabilities	-
Payments	-
Balance as at March 31, 2024	**-**
Balance as at April 1, 2024	**-**
Additions	2.68
Interest expense on lease liabilities	0.04
Payments	(0.07)
Balance as at March 31, 2025	**2.65**

Particulars	Amount
Balance as at March 31, 2023	
Current	-
Non-current	-
Total	**-**
Balance as at March 31, 2024	
Current	-
Non-current	-
Total	**-**
Balance as at March 31, 2025	
Current	0.64
Non-current	2.01
Total	**2.65**

Amounts recognised in profit and loss

Particulars	Amount
March 31, 2023	
Amortisation expense	-
Interest expense on lease liabilities	-
March 31, 2024	
Amortisation expense	-
Interest expense on lease liabilities	-
March 31, 2025	
Amortisation expense	0.15
Interest expense on lease liabilities	0.04

The aggregate amortisation expense on right-of-use assets is included under depreciation and amortisation expense in the restated statement of profit and loss.

The table below provides details regarding the undiscounted contractual maturities of lease liabilities:

Particulars	Amount
March 31, 2023	
Within 1 year	-
Between 1-5 years	-
After more than 5 years	-
March 31, 2024	
Within 1 year	-
Between 1-5 years	-
After more than 5 years	-
March 31, 2025	
Within 1 year	0.68
Between 1-5 years	2.58
After more than 5 years	-

Annexure VI- Notes to Restated Financial Information

All amounts are in INR millions, unless otherwise stated

6 Other intangible assets

Particulars	Computer software	Other intangible assets	Total
Gross Block			
Balance as at April 1, 2022	**-**	**-**	**-**
Additions	-	-	-
Disposals	-	-	-
Balance as at March 31, 2023	**-**	**-**	**-**
Balance as at April 1, 2023	**-**	**-**	**-**
Additions	-	-	-
Disposals	-	-	-
Balance as at March 31, 2024	**-**	**-**	**-**
Balance as at April 1, 2024	**-**	**-**	**-**
Additions	2.37	0.68	3.05
Disposals	-	-	-
Balance as at March 31, 2025	**2.37**	**0.68**	**3.05**
Accumulated Amortisation			
Balance as at April 1, 2022	**-**	**-**	**-**
Amortisation for the year	-	-	-
Disposals	-	-	-
Balance as at March 31, 2023	**-**	**-**	**-**
Balance as at April 1, 2023	**-**	**-**	**-**
Amortisation for the year	-	-	-
Disposals	-	-	-
Balance as at March 31, 2024	**-**	**-**	**-**
Balance as at April 1, 2024	**-**	**-**	**-**
Amortisation for the year	0.01	0.00	0.01
Disposals	-	-	-
Balance as at March 31, 2025	**0.01**	**0.00**	**0.01**
Net Block as on March 31, 2023	**-**	**-**	**-**
Net Block as on March 31, 2024	**-**	**-**	**-**
Net Block as on March 31, 2025	**2.36**	**0.68**	**3.04**

All amounts are in INR millions, unless otherwise stated

7 Other financial assets

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Non- current			
Fixed deposits with Bank*	-	3.38	63.25
Total	**-**	**3.38**	**63.25**
Current			
Security deposits	0.35	-	-
Fixed deposits with Bank**	3.38	60.00	0.15
Deposit money with broker	-	3.33	0.02
Derivative financial asset	-	0.01	-
Interest accrued but not due on deposits	0.21	-	-
Total	**3.94**	**63.34**	**0.17**

* Fixed deposits with remaining maturity of more than 12 months
** Fixed deposits with original maturity of more than 12 months but remaining maturity of less than 12 months

8 Deferred tax asset/ (liabilities) (net)

(a) Breakup of closing deferred tax asset/ (liabilities) :

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
The balance comprises temporary differences attributable to:			
Deferred tax assets			
Provision for Gratuity	1.23	1.02	0.82
Provison for Leave encashment	0.02	-	-
Provison for Bonus	0.06	-	-
Pre-incorporation expenses	0.22	-	-
Deferred tax liabilities			
Property, plant and equipment	(0.16)	-	-
Impact of lease accounting as per IND AS 116	(0.01)	-	-
Net Deferred tax asset/ (liabilities)	**1.36**	**1.02**	**0.82**

(b) Movement in Deferred tax asset/ (liabilities)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Opening balance	**1.03**	**0.82**	**0.68**
Tax income/(expense) during the year recognised in restated statement of profit and loss	1.46	0.17	0.12
Tax income/(expense) during the year recognised in restated statement of other comprehensive income	(1.14)	0.04	0.01
Closing balance	**1.35**	**1.03**	**0.82**

9 Other non-current assets

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Prepaid expenses	0.16	-	-
Total	**0.16**	**-**	**-**

All amounts are in INR millions, unless otherwise stated

10 Inventories (valued at lower of cost and net realisable value)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Finished goods	1,794.17	1,489.59	1,149.00
Total	**1,794.17**	**1,489.59**	**1,149.00**

11 Investments

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Current Investment			
Investments carried at FVTPL			
Investment in equity instuments (Quoted)			
Investments in Mutual Funds	-	9.12	8.64
Investment in Shares	-	-	1.77
March 2025: Nil (March 31, 2024: Nil, March 31, 2023: 75,000) equity shares Vodafone Idea Limited face value of INR 10 each, fully paid up			
March 2025: Nil (March 31, 2024: Nil, March 31, 2023: 61,000) equity shares IFCI Limited face value of INR 10 each, fully paid up			
Total	-	**9.12**	**10.41**

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Aggregate amount of quoted investments and market value thereof	-	9.12	10.41
Aggregate amount of unquoted investment	-	-	-
Aggregate amount of impairment in value of investment	-	-	-

All amounts are in INR millions, unless otherwise stated

12 Trade receivables

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
- Unsecured, considered good	1.57	-	-
Total	**1.57**	**-**	**-**

Refer note 34 for information on company's Risk management process.
Refer note 40 for related party transactions.
Trade receivables are non-interest bearing and the Company does not hold any collateral security.

Trade receivables ageing schedule:

Particulars	Outstanding for the following periods from due date of receipts					Total
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
As at March 31, 2025						
Undisputed trade receivables - considered good	1.57	-	-	-	-	1.57
Total Trade receivables	**1.57**	**-**	**-**	**-**	**-**	**1.57**

Particulars	Outstanding for the following periods from due date of receipts					Total
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
As at March 31, 2024						
Undisputed trade receivables - considered good	-	-	-	-	-	-
Total Trade receivables	**-**	**-**	**-**	**-**	**-**	**-**

Particulars	Outstanding for the following periods from due date of receipts					Total
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
As at March 31, 2023						
Undisputed trade receivables - considered good	-	-	-	-	-	-
Total Trade receivables	**-**	**-**	**-**	**-**	**-**	**-**

Annexure VI- Notes to Restated Financial Information

All amounts are in INR millions, unless otherwise stated

13 Cash & cash equivalents

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Cash on hand	5.68	0.01	0.01
Balances with bank			
- In current accounts	34.44	11.97	10.65
- In deposits with original maturity of less than 3 months	350.00	-	-
Cheques on hand	0.08	-	-
Total	**390.20**	**11.98**	**10.66**

Refer note 34 for information on company's Risk management process.

14 Other current assets

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Advance to creditors	5.41	-	-
Prepaid expenses	11.38	-	-
Balance receivable from statutory authorities	52.46	-	-
Total	**69.25**	**-**	**-**

Annexure VI- Notes to Restated Financial Information

All amounts are in INR millions, unless otherwise stated

15 Equity share capital/ Partner's capital

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Authorised share capital 3,00,00,000 (March 31, 2024: Nil, March 31, 2023: Nil) Equity shares of INR 10/- each	300.00	-	-
Issued, subscribed and fully paid Up 48,59,200 (March 31, 2024: Nil, March 31, 2023: Nil) Equity shares of INR 10/- each fully paid up	48.59	-	-
Partner's capital account	-	91.44	87.25
Total	**48.59**	**91.44**	**87.25**

a) Reconciliation of authorised equity shares:

Particulars	Number of shares	Amount
Balance as at April 1, 2022	**-**	**-**
Increase in authorised capital	-	-
Balance as at March 31, 2023	**-**	**-**
Balance as at April 1, 2023	**-**	**-**
Increase in authorised capital	-	-
Balance as at March 31, 2024	**-**	**-**
Balance as at April 1, 2024	**-**	**-**
Authorised capital on Conversion of partner's capital into equity share capital w.e.f December 20, 2024	1,00,00,000	100.00
Increase in authorised capital	2,00,00,000	200.00
Balance as at March 31, 2025	**3,00,00,000**	**300.00**

b) Reconciliation of the number of shares outstanding and the amount of share capital:

Particulars	Number of shares	Amount
Issued, subscribed and fully paid up		
Balance as at April 1, 2022	**-**	**-**
Issue of shares during the year	-	-
Balance as at March 31, 2023	**-**	**-**
Balance as at April 1, 2023	**-**	**-**
Issue of shares during the year	-	-
Balance as at March 31, 2024	**-**	**-**
Balance as at April 1, 2024	**-**	**-**
Conversion of partner's capital into equity share capital w.e.f December 20, 2024	36,60,000	36.60
Issue of shares during the year	11,99,200	11.99
Balance as at March 31, 2025	**48,59,200**	**48.59**

c) Terms and rights attached to equity shares:

The Company has only one class of equity shares

- Ordinary equity shares of ₹ 10 each. Each shareholder is entitled to one vote per share.

On winding up of the Company, the holders of equity shares will be entitled to receive residual assets of the Company remaining after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d) The details of shareholder holding more than 5% shares:

Name of shareholder	March 31, 2025	
	Number of shares	% holding
Equity shares		
Govind Vishwanath Gadgil	15,50,000	31.90%
Renu Vishwanath Gadgil	15,50,000	31.90%
P. N. Gadgil & Sons Limited	9,35,000	19.24%
Total	**40,35,000**	**83.04%**

Partner's % of profit sharing:

Particulars	March 31, 2024	March 31, 2023
Name of Partners	**(%) of profit sharing**	**(%) of profit sharing**
Govind Gadgil	51.00%	51.00%
Renu Gadgil	33.00%	33.00%
Sunita Modak	16.00%	16.00%
Total	**100.0%**	**100.00%**

e) Shareholding of Promoters:

Promoters Name*	As at March 31, 2025		As at December 20, 2024		% change
	No. of shares	% of Total shares	No. of shares	% of capital	
Equity Shares					
Govind Vishwanath Gadgil	15,50,000.00	31.90%	15,50,000.00	42.35%	-24.68%
Renu Govind Gadgil	15,50,000.00	31.90%	15,50,000.00	42.35%	-24.68%
P. N. Gadgil & Sons Limited	9,35,000.00	19.24%	-	0.00%	100.00%

*The promoters as mentioned above are identified as per the resolution passed by the Board of Directors at its meeting held on May 21, 2025.

f) Other Notes:

- No shares were issued during the year for consideration other than cash.
- No shares were brought back during the year or in 5 years immediately preceding the reporting date.
- No Bonus shares were issued during the period.
- No dividend has been declared during the period.

g) Partner's capital account:

Particulars	Amount
Balance as at April 1, 2022	**92.01**
Capital/(Drawings) during the year (net)	(7.60)
Profit appropriated for the year	2.84
Balance as at March 31, 2023	**87.25**
Balance as at April 1, 2023	**87.25**
Capital/(Drawings) during the year (net)	0.50
Profit appropriated for the year	3.69
Balance as at March 31, 2024	**91.44**
Balance as at April 1, 2024	**91.44**
Capital/(Drawings) during the year (net)	(60.60)
Profit appropriated for the period	5.76
Conversion of partner's capital into equity share capital w.e.f December 20, 2024	(36.60)
Balance as at December 19, 2024	**-**

All amounts are in INR millions, unless otherwise stated

16 Other equity

Particulars	Reserves and surplus			Other comprehensive income	Total
	Retained earnings	Securities premium	Capital reserve	Remeasurement of defined benefit liability	
Balance as at April 1, 2022	**-**	**-**	**(732.89)**	**-**	**(732.89)**
Add: Restated profit for the year	517.47	-	-	-	517.47
Add: Restated other comprehensive income / (loss), net of tax	-	-	-	0.04	0.04
Less: Profit apportioned to partner's capital account	(2.84)	-	-	-	(2.84)
Movement during the year	-	-	(389.20)	-	(389.20)
Balance as at March 31, 2023	**514.63**	**-**	**(1,122.09)**	**0.04**	**(607.42)**
Balance as at April 1, 2023	**514.63**	**-**	**(1,122.09)**	**0.04**	**(607.42)**
Add: Restated profit for the year	424.14	-	-	-	424.14
Add: Restated other comprehensive income / (loss), net of tax	-	-	-	(0.10)	(0.10)
Less: Profit apportioned to partner's capital account	(3.69)	-	-	-	(3.69)
Movement during the year	-	-	(189.33)	-	(189.33)
Balance as at March 31, 2024	**935.08**	**-**	**(1,311.42)**	**(0.06)**	**(376.40)**
Balance as at April 1, 2024	**935.08**	**-**	**(1,311.42)**	**(0.06)**	**(376.40)**
Add: Restated profit for the year	594.74	-	-	-	594.74
Add: Restated other comprehensive income / (loss), net of tax	-	-	-	3.37	3.37
Less: Profit apportioned to partner's capital account	(5.76)	-	-	-	(5.76)
Add: Issue of equity shares during the year	-	887.41	-	-	887.41
Movement during the year	-	-	(150.04)	-	(150.04)
Balance as at March 31, 2025	**1,524.06**	**887.41**	**(1,461.46)**	**3.31**	**953.32**

Nature and purpose of other equity

Securities Premium
Securities premium is used to record the premium on issue of shares. It can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.

Retained earnings
Retained earnings represents the cumulative undistributed profits of the Company and can be utilised in accordance with the provisions of the Act.

Capital Reserve

The deficit account pertains to the impact of accounting for common control business combinations as detailed in Note: 44. The same will be utilised for the purposes as permitted by the Companies Act, 2013

Annexure VI- Notes to Restated Financial Information

All amounts are in INR millions, unless otherwise stated

17 Borrowings

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Current			
Secured			
Working capital demand loan from bank	906.50	-	-
Total	**906.50**	**-**	**-**

17(a) Secured loan:

Name of lender	The Federal Bank Limited
Type of facility	Working capital demand loan
Facility sanctioned	900.00
Amount outstanding as at March 31, 2025	906.50 (incl. accrued interest)
Rate of interest	Monthly repo rate as declared by RBI with spread of 2.5%. Appliable rate of interest 8.75%
Repayment terms as at March 31, 2025	Repayable within 12 months from the date of facility on lumpsum basis
Security provided	1. Primary security: Exclusive charge on current assets of the company both present and future. 2. Personal guarantee: i. Mr. Govind Vishwanath Gadgil ii. Mrs. Renu Govind Gadgil
Purpose of facility	To finance working capital requirements

18 Provisions

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Non- Current			
Provision for employee benefits:			
Provision for Gratuity (Refer note: 38)	4.74	3.93	3.13
Total	**4.74**	**3.93**	**3.13**
Current			
Provision for employee benefits:			
Provision for Gratuity (Refer note: 38)	0.15	0.14	0.12
Provison for Leave encashment	0.09	-	-
Total	**0.25**	**0.14**	**0.12**

All amounts are in INR millions, unless otherwise stated

19 Trade payables

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Total outstanding dues of micro enterprises and small enterprises (Refer note: 19.1)	49.54	42.63	4.18
Total outstanding dues of creditors other than micro enterprises and small enterprises	275.28	148.89	78.54
Total	**324.82**	**191.52**	**82.72**

Trade payables are non-interest bearing and are normally settled on 45-day terms.
There are no unbilled dues for the trade payables as on the balance sheet date.
Refer note: 34 for information about the company's financial risks management process.

Trade payables ageing schedule

Particulars	Outstanding for the following periods from due date of payment				
	Less than 1 year	**1-2 Years**	**2-3 Years**	**More than 3 Years**	**Total**
As at March 31, 2025					
Undisputed - MSME	49.54	-	-	-	49.54
Undisputed - Others	275.28	-	-	-	275.28
Disputed - MSME	-	-	-	-	-
Disputed - Others	-	-	-	-	-
Total	**324.82**	**-**	**-**	**-**	**324.82**
As at March 31, 2024					
Undisputed - MSME	42.63	-	-	-	42.63
Undisputed - Others	148.81	0.09	-	-	148.89
Disputed - MSME	-	-	-	-	-
Disputed - Others	-	-	-	-	-
Total	**191.44**	**0.09**	**-**	**-**	**191.52**
As at March 31, 2023					
Undisputed - MSME	4.18	-	-	-	4.18
Undisputed - Others	78.54	-	-	-	78.54
Disputed - MSME	-	-	-	-	-
Disputed - Others	-	-	-	-	-
Total	**82.72**	**-**	**-**	**-**	**82.72**

19.1 MSMED disclosure

Disclosure relating to suppliers registered under MSMED Act based on the information available with the company:

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Dues remaining unpaid to any supplier Principal –	49.54	42.63	4.18
Interest on the above -	-	-	-
Amount of interest paid in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-	-
Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-	-
Amount of interest accrued and remaining unpaid	-	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act, 2006	-	-	-

All amounts are in INR millions, unless otherwise stated

20 Other financial liabilities

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Non-current			
Financial liabilities measured at amortised cost			
Payable on account of common control transaction*	-	-	1,670.96
(Refer note: 44 for Common control business combination)			
Total	**-**	**-**	**1,670.96**
Current			
Financial liabilities measured at amortised cost			
Salary and wages payable	0.30	0.47	0.39
Derivative financial liability	-	0.06	0.15
Security deposits	0.10	-	-
Payable on account of common control transaction*	-	1,670.96	-
(Refer note: 44 for Common control business combination)			
Other payables	0.04	0.87	1.71
Total	**0.44**	**1,672.36**	**2.25**

* Payable on account of common control transaction consist of following	
- Purchase consideration as per business transfer agreement	1,623.01
- Applicable taxes on above - GST	47.95
Total	1,670.96

21 Other current liabilities

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Statutory dues payable	2.07	-	-
Contract liabilities	14.70	-	-
Total	**16.77**	**-**	**-**

22 Current tax liabilities (net)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Provision for income tax (net of TDS receivable and advance tax)	10.27	0.29	0.25
Total	**10.27**	**0.29**	**0.25**

All amounts are in INR millions, unless otherwise stated

23 Revenue from operations

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Revenue from sale of ornaments (net of discount)	2,581.83	1,956.34	1,988.48
Total	**2,581.83**	**1,956.34**	**1,988.48**

Disaggregation of revenue by nature of goods:

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Sales of:			
Diamond studded jewellery including precious stones	2,581.83	1,956.34	1,988.48
Total	**2,581.83**	**1,956.34**	**1,988.48**

Disaggregation of revenue by geography:

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
India	2,581.83	1,956.34	1,988.48
Rest of the world	-	-	-
Total	**2,581.83**	**1,956.34**	**1,988.48**

23.1 Timing of revenue recognition:

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Point in time (delivery to customer)	2,581.83	1,956.34	1,988.48

23.2 Reconciliation of revenue recognised with contract price

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Revenue as per contract price	2,581.83	1,956.34	1,988.48

23.3 Contract balances

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Trade receivables	1.57	-	-
Contract liabilities (refer note: 21)	14.70	-	-

24 Other income

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Interest income on fixed deposits	3.26	3.97	3.93
Interest income on treasury bills	-	0.33	-
Dividend income	0.37	0.53	0.44
Net gain on sale of investments	-	0.93	0.50
Profit on sale of investment property	4.71	-	-
Other Income	0.89	0.26	0.12
Total	**9.23**	**6.02**	**4.99**

All amounts are in INR millions, unless otherwise stated

25 Purchases of stock-in-trade

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Purchases of stock-in-trade	1,971.41	1,663.63	1,392.64
Total	**1,971.41**	**1,663.63**	**1,392.64**

26 Changes in inventories of finished goods

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Inventories at the beginning	1,489.59	1,149.00	990.07
Less : Inventories at the end	1,794.17	1,489.59	1,149.00
Total	**(304.58)**	**(340.59)**	**(158.93)**

27 Employee benefits expense

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Salaries, wages and bonus	28.35	22.09	18.80
Contribution to provident fund and other funds	1.39	1.25	1.12
Gratuity expense (Refer note:38)	5.26	0.67	0.59
Leave encashment	0.09	-	-
Staff welfare expenses	2.51	1.53	1.22
Total	**37.60**	**25.54**	**21.73**

28 Finance costs

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Interest on			
- Working capital demand loan	9.63	-	-
- Bank overdarft	-	0.17	0.03
Bank Charges	0.34	0.38	0.39
Interest on Lease liability	0.04	-	-
Loan processing fees	2.90	-	-
Total	**12.91**	**0.55**	**0.42**

All amounts are in INR millions, unless otherwise stated

29 Depreciation and amortisation expenses

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Depreciation on property, plant and equipment	0.10	-	-
Depreciation on investment property	0.07	0.10	0.10
Depreciation on right-of-use assets	0.15	-	-
Amortisation of intangible assets	0.01	-	-
Total	**0.33**	**0.10**	**0.10**

30 Other expenses

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Commission expenses	30.33	-	-
Advertisement expenses	13.02	13.01	13.39
Utility charges	7.67	7.85	7.26
Electricity expenses	3.56	3.49	3.31
Repairs and maintenance	6.93	7.52	7.59
Legal and professional fees	4.17	1.82	1.66
Credit card commission	5.77	4.17	4.50
Security services	1.96	2.02	1.83
Sales promotion	1.19	1.31	1.30
Travelling and conveyance	0.74	0.82	0.83
Freight charges	0.66	1.07	1.00
Insurance	0.64	0.57	0.60
Payment to auditors (refer note below)	0.55	0.25	0.25
Pre-incorporation expenses	1.09	-	-
Miscellaneous expenses	3.01	2.47	2.21
Total	**81.29**	**46.37**	**45.73**

Note:

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Payment to auditors (exclusive of taxes)			
Audit fees	0.30	0.25	0.25
Tax audit fees	0.20	-	-
Others	0.05	-	-
Total	**0.55**	**0.25**	**0.25**

All amounts are in INR millions, unless otherwise stated

31 Basic and diluted Earnings per share [EPS] computed in accordance with Ind AS 33 “Earnings per share”:

Particulars	March 31, 2025 (Not- Adjusted for Issue of Bonus Shares)	March 31, 2025 (Adjusted for Issue of Bonus Shares - Refer Note below)
I) Basic earnings per share		
a) Earnings available for equity shareholders (in INR Millions)	594.74	594.74
b) Number of equity shares	48,59,200.00	2,18,66,400.00
c) Weighted average number of equity shares	37,54,054.90	1,68,93,247.06
d) Basic EPS (a/c)	158.43	35.21
II) Diluted earnings per share		
a) Adjusted profit for the year for calculation of diluted EPS	594.74	594.74
b) Weighted average number of shares outstanding for diluted EPS	37,54,054.90	1,68,93,247.06
c) Diluted EPS (a/c)	158.43	35.21

No basic & diluted earnings per share is presented for the year ended March 31, 2024 and for the year ended March 31, 2023 as the Company was formed by way of conversion of erstwhile partnership firm on December 20, 2024.

The basic & diluted earnings per share for the year ended March 31, 2025 has been computed considering the 36,60,000 number of equity shares of INR 10 each, which has been issued to the partners of the erstwhile partnership firm on conversion of company on December 20, 2024 and further issue of 11,99,200 equity shares of INR 10 each by the company on March 24, 2025.

The weighted average number of shares are computed on day proportionate basis from the date of incorporation of the company and applied to the profit for the year ended March 31, 2025.

EPS Adjusted for Issue of Bonus Shares in accordance with IND AS 33
The Company at its Board Meeting held on April 28, 2025 has approved the issue of bonus shares in the proportion of 350 new bonus equity shares of face value of ₹ 10 for every 100 existing fully paid-up equity shares of face value of ₹ 10 each. The record date for the purposes of determining the entitlement for the bonus issue is May 16, 2025. This bonus issues is approved by the shareholders in the extra-ordinary general meeting held on May 21, 2025. Accordingly, the EPS for the year ended March 31, 2025 adjusted for Bonus Issue in the table above**.**

All amounts are in INR millions, unless otherwise stated

32 Financial Instruments by category

The carrying value of Financial Instruments by categories as at March 31, 2025 are as follows:

Particulars	Amortized cost	Fair value through profit or loss	Fair value through other comprehensive income	Total carrying value
Financial assets				
Investments	-	-	-	-
Cash & cash equivalents	390.20	-	-	390.20
Trade receivables	1.57	-	-	1.57
Other financial assets	3.94	-	-	3.94
Total	**395.71**	**-**	**-**	**395.71**
Financial liabilities				
Borrowings	906.50	-	-	906.50
Trade payables	324.82	-	-	324.82
Lease liabilties	2.65	-	-	2.65
Other financial liabilities	0.44	-	-	0.44
Total	**1,234.41**	**-**	**-**	**1,234.41**

The carrying value of Financial Instruments by categories as at March 31, 2024 are as follows:

Particulars	Amortized cost	Fair value through profit or loss	Fair value through other comprehensive income	Total carrying value
Financial assets				
Investments	-	9.12	-	9.12
Cash & cash equivalents	11.98	-	-	11.98
Trade receivables	-	-	-	-
Other financial assets	66.71	0.01	-	66.72
Total	**78.69**	**9.13**	**-**	**87.82**
Financial liabilities				
Borrowings	-	-	-	-
Trade payables	191.52	-	-	191.52
Lease liabilties	-	-	-	-
Other financial liabilities	1.34	0.06	-	1.40
Payable on account of common control transaction (including applicable taxes on above - GST)	1,670.96	-	-	1,670.96
Total	**1,863.82**	**0.06**	**-**	**1,863.88**

The carrying value of Financial Instruments by categories as at March 31, 2023 are as follows:

Annexure VI- Notes to Restated Financial Information

All amounts are in INR millions, unless otherwise stated

Particulars	Amortized Cost	Fair Value through Profit or loss	Fair Value through other comprehensive income	Total Carrying Value
Financial assets				
Investments	-	10.41	-	10.41
Cash & cash equivalents	10.66	-	-	10.66
Trade receivables	-	-	-	-
Other financial assets	63.42	-	-	63.42
Total	**74.08**	**10.41**	**-**	**84.49**
Financial liabilities				
Borrowings	-	-	-	-
Trade payables	82.72	-	-	82.72
Lease liabilties	-	-	-	-
Other financial liabilities	2.10	0.15	-	2.25
Payable on account of common control transaction (including applicable taxes on above - GST)	1,670.96	-	-	1,670.96
Total	**1,755.78**	**0.15**	**-**	**1,755.93**

The management assessed that the fair value of cash and cash equivalents, trade receivables, trade payables and other financial assets and other financial liabilities, except as disclosed below, approximate their carrying amounts, largely due to the short term nature of these balances.

The fair value of the financial assets and liabilities is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.
The management assessed that the carrying amounts of its financial instruments are reasonable approximations of fair values.

All amounts are in INR millions, unless otherwise stated

33 Fair value hierarchy

Fair value hirerchy for assets and liabilities which are measured at FVTPL for which fair values are disclosed:

Particulars	Level 1	Level 2	Level 3
As at March 31, 2025			
Financial assets	-	-	-
Total	**-**	**-**	**-**
Financial liabiltiies	-	-	-
Total	**-**	**-**	**-**
As at March 31, 2024			
Financial assets			
Investments	9.12	-	-
Other financial assets	0.01	-	-
Total	**9.13**	**-**	**-**
Financial liabiltiies			
Other financial liabilities	0.06	-	-
Total	**0.06**	**-**	**-**
As at March 31, 2023			
Financial assets			
Investment	10.41	-	-
Total	**10.41**	**-**	**-**
Financial liabiltiies			
Other financial liabilities	0.15	-	-
Total	**0.15**	**-**	**-**

All amounts are in INR millions, unless otherwise stated

Level 1- Quoted prices unadjusted in active markets for identical assets or liabilties

Level 2- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

There have been no transfers between Level 1, Level 2 and Level 3 during the current and previous years.

34 Financial risk management

The Company's activities expose it to a variety of financial risks. The Company's primary focus is to foresee the unpredictability of such risks and seek to minimise potential adverse effects on its financial performance.
The Company has a robust risk management process and framework in place. This process is coordinated by the Board, which meets regularly to review risks as well as the progress against the planned actions. The Board seeks to identify, evaluate business risks and challenges across the company through such framework. These risks include market risks, credit risk and liquidity risk.

The risk management process aims to:
- improve financial risk awareness and risk transparency
- identify, control and monitor key risks
- identify risk accumulations
- provide management with reliable information on the firm's risk situation
- improve finanical returns

a) Market risk
Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in interest rates, credit, liquidity and other market changes. The Company's exposure to market risk is primarily on account of interest rate risk.

i) Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's policy is to minimise interest rate cash flow risk exposures on long-term and short term financing. At the balance sheet date, the Company is exposed to changes in market interest rates through bank borrowings.

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Working capital demand loan from bank	906.50	-	-

Interest rate sensitivity analysis:

The sensitivity analysis below have been determined based on the exposure to interest rates for non-derivative instruments at the reporting date. For floating rate borrowings, the analysis is prepared assuming the amount of liability outstanding at the reporting date The impact on the Company's profit if interest rates had been 50 basis points higher/lower and all other variables were held constant:

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Increase in borrowing rates by 50 basis points			
Impact on profits – Increase/(decrease)	(4.53)	-	-
Impact on equity (net of tax) – Increase/(decrease)	(3.39)	-	-
Decrease in borrowing rates by 50 basis points			
Impact on profits – Increase/(decrease)	4.53	-	-
Impact on equity (net of tax) – Increase/(decrease)	3.39	-	-

All amounts are in INR millions, unless otherwise stated

ii) Price Risk

The company is exposed to fluctuation in gold, diamond and platinum price arising from purchase and sale. The companies objectives include safeguarding its earnings against the adverse price fluctuations.

(b) Credit Risk

i) Trade receivables

The Company does not generally give credit to the customers except in few cases where they are with the corporate customers. Accordingly, the Company's customer credit risk is low.

ii) Financial assets and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company’s treasury department in accordance with the Company’s policy. Investments of surplus funds are made in accordance with the limits set by the management for various investment avenues. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty’s potential failure to make

The Company’s maximum exposure to credit risk for the components of the balance sheet at March 31, 2025, March 31, 2024 and March 31, 2023 is the carrying amounts of each class of financial assets.

The cash and cash equivalent and other bank balances are held with banks and financial institutions with good credit rating.

c) Liquidity risk

Liquidity risk is the risk that the company may encounter difficulty in meeting its present and future obligations associated with financial liabilities that are required to be settled by delivering cash or another financial asset. The company's objective is to, at all times, maintain optimum levels of liquidity to meet its cash and collateral obligations. The company requires funds both for short term operational needs as well as for long term investment programs mainly in growth projects. The company closely monitors its liquidity position and deploys a robust cash management system. It aims to minimise these risks by generating sufficient cash flows from its current operations, which in addition to the available cash and cash equivalents, liquid investments and sufficient committed fund facilities which will provide liquidity.

The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The other payables are with short term durations. The carrying amounts are assumed to be reasonable approximation of fair value.
The table below summarises the maturity profile of the company's financial liabilities based on contractual undiscounted payments:

Particulars	On demand	Within 1 year	1-5 years	Total
As at March 31, 2025				
Lease liabilities	-	0.68	2.58	3.26
Borrowings	-	906.50	-	906.50
Trade payables	-	324.82	-	324.82
Other financial liabilities	-	0.44	-	0.44
Total	**-**	**1,232.43**	**2.58**	**1,235.01**
As at March 31, 2024				
Lease liabilities	-	-	-	-
Borrowings	-	-	-	-
Trade payables	-	191.52	-	191.52
Other financial liabilities	-	1.40	-	1.40
Payable on account of common control transaction (including applicable taxes on above - GST)	-	1,670.96	-	1,670.96
Total	**-**	**1,863.88**	**-**	**1,863.88**
As at March 31, 2023				
Lease liabilities	-	-	-	-
Borrowings	-	-	-	-
Trade payables	-	82.72	-	82.72
Other financial liabilities	-	2.25	-	2.25
Payable on account of common control transaction (including applicable taxes on above - GST)	-	-	1,670.96	1,670.96
Total	**-**	**84.97**	**1,670.96**	**1,755.93**

All amounts are in INR millions, unless otherwise stated

35 Segment Information

An operating segment is a component of the company that engages in business activities from which it may earn revenues and incur expenses that relate to transactions with any of the company's other components. All operating segments' operating results are reviewed regularly by the company's Board of Directors (BOD), which has been identified as being the Chief Operating Decision Maker (CODM), to make decisions about resources to be allocated to the segments and assess their performance.

The company is engaged in the business of trading diamond jewellery, platinum jewellery and other precious stones. The CODM evaluates the company's performance and allocates resources based on the analysis of the various performance indicator of the company as a single unit. Therefore, there is no reportable segment for the company as per the requirements of Ind AS 108 "Operating Segments".

Information about geographical areas

The company has operations only in India; hence there are no separately reportable geographical segments for the company as per the requirements of Ind AS 108 – "Operating Segments".

Information about major customers

There is no single customer or customer group who accounts for more than 10% of the total revenue of the company.

36 The company does not have any contingent liabilities or capital commitments as at the year end.

All amounts are in INR millions, unless otherwise stated

37 Income tax expense

(a) Income tax expense

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
In restated statement of profit and loss :			
Income tax expense:			
In respect of current year	198.82	142.79	174.43
Deferred tax:			
On account of timing difference in			
(i) Depreciation and amortisation expense	0.16	-	-
(ii) Employee benefits payable	(1.42)	(0.17)	(0.12)
(iii) Treatment of leases as per Ind As 116	0.01	-	-
(v) Pre-incorporation expenses	(0.22)	-	-
Income tax expense reported in the restated statement of profit and loss	**197.35**	**142.62**	**174.31**
In Other comprehensive income (OCI) :			
Deferred tax related to items recognised in OCI during the year:			
Income tax relating to items that will not be reclassified to profit or loss	(1.14)	0.04	(0.01)
Income tax charged to OCI	**(1.14)**	**0.04**	**(0.01)**

(b) The reconciliation of effective tax rate:

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Accounting profit before tax	**792.10**	**566.76**	**691.78**
Statutory tax rate (%)	25.17%	25.17%	25.17%
Estimated tax expense on profit	**199.35**	**142.64**	**174.11**
Capital gain on sale of Investment property taxed at lower rate	(0.76)	-	-
Others	(1.24)	(0.02)	0.20
Total income tax expense	**197.35**	**142.62**	**174.31**

(c) Uncertain tax position

No material uncertain tax positions exist as at year end.

38 Defined Benefit Plans :

Gratuity:

The Company has an unfunded defined benefit gratuity plan. The Company provides for gratuity for its employees as per Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years or more are eligible for gratuity. The amount of gratuity is payable on retirement/termination of the employee’s last drawn basic salary per month computed proportionately for 15 days salary multiplied for the completed number of years of service. The Company makes provision of such gratuity liability in the books of accounts on the basis of actuarial valuation as per the Projected Unit Credit method.

Risk analysis

A. Actuarial risk
It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:
i. Adverse salary growth experience:
Salary hikes that are higher than the assumed salary escalation will result into an increase in obligation at a rate that is higher than expected.
ii. Variability in mortality rates:
If actual mortality rates are higher than assumed mortality rate assumption then the gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.
iii. Variability in withdrawal rates:
If actual withdrawal rates are higher than assumed withdrawal rate assumption then the gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

B. Liquidity Risk
Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the Company there can be strain on the cash flows.

C. Market Risk
Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined benefit obligation of the plan benefits and vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

D. Legislative Risk
Legislative risk is the risk of increase in the plan liabilities due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined benefit obligation and the same will have to be recognised immediately in the year when any such amendment is effective.

All amounts are in INR millions, unless otherwise stated

38 Defined Benefit Plans :

Gratuity:

Details of employee benefits as required by the Indian Accounting Standard (Ind AS) 19 Employee Benefits are as under:

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Assumption:			
Discount rate	6.79% p.a	7.20% p.a	7.50% p.a
Salary escalation	8.00% p.a	8.00% p.a	8.00% p.a
Withdrawal rates	5.00% p.a at younger ages reducing to 2.00% p.a % at older ages	5.00% p.a at younger ages reducing to 2.00% p.a% at older ages	5.00% p.a at younger ages reducing to 2.00% p.a% at older ages
Retirement age	55 & 60 years	55 & 60 years	55 & 60 years
Weighted average duration of defined benefit obligation	11.92 Years	11.64 years	11.94 years
Reconciliation of opening and closing balances of the present value of the defined obligation:			
Defined benefit obligation at the beginning of year	**4.06**	**3.25**	**2.72**
Net current service cost	5.05	0.43	0.39
Interest cost	0.22	0.24	0.19
Past service cost	-	-	-
Transfer (out)/in	0.08	-	-
Benefit paid	-	-	-
Remeasurements - actuarial (gain)/loss on obligations	(4.52)	0.14	(0.05)
Closing defined benefit obligation at the end of the year	**4.89**	**4.06**	**3.25**
Expense recognized in restated statement of profit and loss:			
Current service cost	5.05	0.43	0.39
Net interest on the net defined benefit	0.22	0.24	0.19
Past service cost	-	-	-
Expenses recognised in the restated statement of profit & loss	**5.27**	**0.67**	**0.58**
Amounts recognised in OCI at the beginning of the year			
Remeasurements due to :			
Effect of change in financial assumptions	0.10	0.13	(0.09)
Effect of change in demographic assumptions	-	-	-
Effect of experience adjustments	(4.62)	0.01	0.04
(Gain)/loss on curtailments/settlements	-	-	-
Total remeasurement recognized in OCI	-	**-**	**-**
Amounts recognised in OCI at the end of the year	**(4.52)**	**0.14**	**(0.05)**
Reconciliation of amount recognised in Balance sheet			
Balance sheet liability at the beginning of the year	**4.06**	**3.25**	**2.72**
Total charge recognised in profit and loss	5.27	0.67	0.58
Transfer (out)/in	0.08	-	-
Total remeasurement recognised in OCI(Income)/Loss	(4.52)	0.14	(0.05)
Benefits paid	-	-	-
Balance sheet liability at the end of the year	**4.89**	**4.06**	**3.25**
Current liability	0.15	0.14	0.12
Non-current liability	4.74	3.93	3.13
Total amount of provision	**4.89**	**4.07**	**3.25**

All amounts are in INR millions, unless otherwise stated

38 Defined Benefit Plans :

Gratuity:

Notes:

1) Assumptions regarding future mortality rates are set in accordance with Indian Assured Lives Mortality Table (IALM) 2012-2014, as issued by Institute of Actuaries of India

2) The assumed discount rate is determined by reference to market yields at the balance sheet date on Government bonds. The tenure has been considered taking into account the past long term trend of employee's average remaining service life which reflects the average estimated term of the post- employment benefit obligations.

3) The average rate of increase in compensation levels is determined by the Company, considering factors such as, the Company's past compensation revision trends and management's estimate of future salary increases.

Sensitivity analysis

The key actuarial assumptions to which the defined benefit plans are particularly sensitive to are discount rate and full salary escalation rate. The sensitivity analysis below, have been determined based on reasonably possible changes of the assumptions occurring at end of the reporting year, while holding all other assumptions constant. The result of sensitivity analysis is given below:

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Discount rate			
Increase by 50 basis points	4.62	3.85	3.07
Decrease by 50 basis points	5.19	4.30	3.44
Salary escalation			
Increase by 50 basis points	5.14	4.28	3.42
Decrease by 50 basis points	4.67	3.86	3.08

Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by one percentage, keeping all other actuarial assumptions constant. The sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is not probable, and changes in some of the assumptions may be correlated.

Maturity profile of defined benefit obligation :

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Within 1 year	0.16	0.14	0.12
1-2 year	0.17	0.15	0.12
2-3 year	0.25	0.16	0.13
3-4 year	0.19	0.23	0.14
4-5 year	0.33	0.18	0.20
5-10 years	1.31	1.97	1.76

All amounts are in INR millions, unless otherwise stated

39 Capital Management

The company's capital management objectives are:

• to ensure the company's ability to continue as a going concern

• to create value for shareholders by facilitating the meeting of long term and short term goals of the company

The company determines the amount of capital required on the basis of annual business plan coupled with long term and short term strategic expansion plans. The funding needs are met through equity, cash generated from operations, long term and short term bank borrowings.

The company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the firm.

The company manages its capital and makes adjustments to it in light of the changes in economic and market conditions.

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Gross debt*	906.50	-	-
Cash and marketable securities**	393.58	71.98	10.80
Net debt (A)	**512.92**	**(71.98)**	**(10.80)**
Equity share capital/ Partner's capital	48.59	91.44	87.25
Other equity	953.32	(376.40)	(607.42)
Total equity (B)	**1,001.91**	**(284.96)**	**(520.17)**
Net gearing (A/B)	**0.51**	**0.25**	**0.02**

* Gross debt includes short term and long term borrowings

** Cash and cash marketable securities includes the cash in hand, balances with bank- in current accounts, fixed Deposits with original maturity of less than 3 months, cheques on hand and fixed deposits with remaining maturity of less than 12 months but original maturity more than 12 months

All amounts are in INR millions, unless otherwise stated

40 Related party disclosure

A Name of related parties and description of relationship

Nature of relationship	Name of related parties
Key managerial personnel	Kirti Suryakant Vaidya
Directors	Govind Vishwanath Gadgil Amit Yeshwant Modak Aditya Amit Modak
Person having significant influence	Renu Govind Gadgil
Relative of person having significant influence	Ravindra Vinayak Khadilkar Jyoti Ravindra Paranjape Rohini Uday Kalkundrikar Anjali Vishwanath Gadgil
Enterprise over which KMP(s) or their relatives have control/significant influence	P. N. Gadgil & Sons Limited PNGS Gargi Fashion Jewellery Ltd P.N. Gadgil Art & Culture Foundation Bhide Gadgil Associates Puneet Shares & Finance Private Limited Shree Construction firm Bhide Gadgil Developers Govind Vishwanath Gadgil (HUF) Abhiruchi Fun & Food Village Pvt. Ltd.

Nature of relationship	Name of related parties
Partners of partnership firm	Govind Vishwanath Gadgil Renu Govind Gadgil Sunita Amit Modak Anjali Vishwanath Gadgil Rohini Kalkundrikar Amit Yeshwant Modak Aditya Amit Modak
Relative of partner	Mugdha Aditya Modak

All amounts are in INR millions, unless otherwise stated

40 Related party disclosure

B Transactions with related parties

Name of the related party	Description of relationship	Nature of transactions	March 31, 2025	March 31, 2024	March 31, 2023
Govind Vishwanath Gadgil	Partners of partnership firm	Share of profit in partnership firm	2.92	1.88	1.45
		Net Drawings	25.65	-	1.10
		Payment to partners	-	0.52	-
		Sale of goods	0.07	-	-
		Sale of Investment property	9.50	-	-
Renu Govind Gadgil	Partners of partnership firm	Share of profit in partnership firm	1.90	1.22	0.94
		Net Drawings	36.00	-	7.00
		Sale of goods	-	2.26	-
Sunita Amit Modak	Partners of partnership firm	Share of profit in partnership firm	0.92	0.59	0.45
		Net Drawings	2.93	-	-
		Partner's remuneration	-	0.50	0.50
		Capital introduced	-	0.50	0.50
		Payment to partners	-	0.32	-
		Sale of goods	-	0.30	-
Mugdha Aditya Modak	Relative of partners of partnership firm	Sale of Goods	-	0.22	-
Aditya Amit Modak	Partners of partnership firm	Sale of Goods	0.16	0.05	0.10
		Share of profit in partnership firm	0.01	-	-
		Capital introduced	1.00	-	-
Rohini Kalkundrikar	Partners of partnership firm	Share of profit in partnership firm	0.01	-	-
		Capital introduced	1.00	-	-
Anjali Vishwanath Gadgil	Partners of partnership firm	Share of profit in partnership firm	0.01	-	-
		Capital introduced	1.00	-	-
P. N. Gadgil & Sons LimitedPNGS Gargi Fasl	Enterprise over which KMP(s) or their relatives have control/significant influence	Sale of Goods	95.91	-	-
		Payable on account of common control transaction (including applicable taxes on above - GST)	1,670.96	-	-
		Commission expenses	30.01	-	-
Amit Yeshwant Modak	Partners of partnership firm	Share of profit in partnership firm	0.01	-	-
		Capital introduced	1.00	-	-
Amit Yeshwant Modak	Key managerial personnel	Sale of Goods	0.41	-	-
		Director remuneration*	0.20	0.20	0.20
Kirti Suryakant Vaidya	Key managerial personnel	Employee benefits expense	0.50	-	-
Ravindra Vinayak Khadilkar	Relative of person having significant influence	Sale of Goods	1.44	-	-
Jyoti Ravindra Paranjape	Relative of person having significant influence	Sale of Goods	0.07	-	-

* Proportinate share of remuneration allocated relating to Diamond business.

All amounts are in INR millions, unless otherwise stated

C Amount outstanding as on Balance sheet date

Name of the related party	Description of relationship	Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Govind Vishwanath Gadgil	Partners of partnership firm	Other payables	-	-	0.52
Sunita Amit Modak	Partners of partnership firm	Other payables	-	-	0.32
Govind Vishwanath Gadgil	Partners of partnership firm	Capital balance	-	38.24	36.36
Renu Govind Gadgil	Partners of partnership firm	Capital balance	-	49.60	48.38
Sunita Amit Modak	Partners of partnership firm	Capital balance	-	3.60	2.51
P. N. Gadgil & Sons LimitedPNGS Gargi Fashion Je	Enterprise over which KMP(s) or their relatives have control/significant influence	Trade payables	4.44	-	-
		Trade receivables	1.43	-	-
P. N. Gadgil & Sons LimitedPNGS Gargi Fashion Je	Enterprise over which KMP(s) or their relatives have control/significant influence	Payable on account of common control transaction (including applicable taxes on above - GST) (refer note 44)	-	1,670.96	1,670.96

Transactions with Key Management Personnel

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Employee benefits*	0.70	0.20	0.20
Total	**0.70**	**0.20**	**0.20**

* does not include post-employment benefit based on actuarial valuation as this is done for the Company as a whole.

Notes:

Personal guarantees were provided by Mr. Govind Vishwanath Gadgil and Mrs. Renu Govind Gadgil towards working capital demand loan availed by the Company, where applicable. (Refer note: 17)

All related party contracts / arrangements have been entered on arms' length basis.

Review of outstanding balances is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates. These balances are unsecured.

All amounts are in INR millions, unless otherwise stated

41 Ratios

Sr. No.	Ratios	Numerator	Denominator	March 31, 2025	March 31, 2024	March 31, 2023	% of Variance (FY'25)	% of Variance (FY'24)	Remarks for variance for more than 25% for March 31, 2025	Remarks for variance for more than 25% for March 31, 2024
1	Current Ratio	Current Asset	Current Liabilities	1.79	0.84	13.71	112.41%	(93.84%)	Movement is due to Purchase consideration on business acquisition paid during March 2025.	Movement is due to Purchase consideration on business acquisition reclassed to current liabilities in March 2024
2	Debt Equity Ratio	Total Debt	Shareholder's Equity excluding capital reserve	0.37	-	-	100.00%	-	Movement is due to borrowings obtained in current year.	
3	Debt Service Coverage Ratio	Net Profit after Tax+Non Operating expenses like Depreciation,amortization+ Interest	Interest + lease payments + Installments	44.75	773.89	1,223.98	(94.22%)	(36.77%)	Movement is due to additional interest on borrowings obtained in current year increase in profit for March 2025	Movement is due to decrease in profit for March 2024.
4	Return on Equity Ratio	Net Profit/(Loss) after Tax	Average Shareholder's Equity excluding capital reserve	34.08%	52.09%	149.14%	(34.57%)	(65.07%)	Movement is on account increase in profit and increase in share capital and borrowings	Movement is on account decrease in profit and increase in capital employed
5	Inventory Turnover Ratio	Cost of Goods sold	Average Inventory	1.02	1.00	1.15	1.23%	(13.06%)		
6	Trade Receivables Turnover Ratio	Sales	Average Account Receivables	1,646.44	-	-	100.00%	0.00%	There are no trade receivable outstanding in March 2024.	
7	Trade Payables Turnover Ratio	Purchases	Average Account Payables	7.64	12.13	21.60	(37.06%)	(43.84%)	Movement is on account of increase in trade payables and increase in purchases	Movement is on account of increase in trade payables and increase in purchases
8	Net Capital Turnover Ratio	Net Sales	Working Capital	2.58	-6.74	1.83	(138.33%)	(467.70%)	Movement is due to Purchase consideration on business acquisition paid during March 2025.	Movement is due to Purchase consideration on business acquisition reclassed to current liabilities in March 2024
9	Net Profit Ratio	Net Profit/(Loss) after Tax	Net Sales	23.04%	21.68%	26.02%	6.25%	(16.69%)		
10	Return on Capital Employed	Earnings before Interest and Tax	Capital Employed (Tangible Net Worth + Total Debt - Deferred Tax Assets -Capital Reserve)	23.92%	55.32%	115.16%	(56.76%)	(51.96%)	Movement is on account increase in profit and increase in share capital and borrowings	Movement is on account decrease in profit and increase in capital employed
11	Return on Investment	Income generated from Invetments in Fixed Deposit and Mutual Funds, Shares and Treasury Bills	Average Investment in Fixed Deposits and Mutual Funds , Shares and Treasury Bills	1.71%	7.87%	6.62%	-78.33%	18.94%	Movement is due to the fact that the investment in fixed deposit is only for part of the year	

42 Other statutory information :

a. No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 and the rules made thereunder.

b. The Company has borrowings secured against current assets and statements of current assets filed by the Company with banks are in agreement with the books of accounts.

c. The company has not been declared as a wilful defaulter by any bank or financial institution or other lender.

d. The company does not have any relationship with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

e. The Company has complied with the number of layers prescribed under section 2(87) of the Companies Act, 2013 read with Companies (Restriction on Number of Layers) Rules, 2017.

f. There company does not have any transactions which are not recorded in the books of accounts that have been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during the current year and previous year.

g. The company has not traded or invested in crypto currency or virtual currency during the current or previous year.

h. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

i. The Company has not received any funds from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

j. The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

k. During the periods/years, the borrowed funds were utilised for the purpose which they were obtained and as per the terms specified in the sanction letter.

43 The Code on Social Security, 2020:

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

All amounts are in INR millions, unless otherwise stated

44 Common control business combination during the year ended March 31, 2025

Acquisition of Diamond business of P. N. Gadgil and Sons Limited

On January 31, 2025, PNGS Reva Diamond Jewellery Limited (formerly known as Gadgil metals and commodities, a partnership firm) (Transferee) and P.N. Gadgil and Sons Limited (Transferor) entered into a Business Transfer Agreement (''BTA'') under which the Transferor agreed to transfer the operations relating to diamond business on slump sale basis to the Transferee.

The acquisition was executed through a BTA for a consideration of INR 1,623.01 million plus applicable taxes amounting to INR. 47.95 million. The purchase consideration is fully discharged along with applicable taxes as on March 31, 2025. The expenses on business transfer including stamp duty and registration charges are borne and paid by the Transferor and Tranferee in equal proportion. The expenses on business transfer is charged to profit and loss account during the year ended March 31, 2025 relating to its share in the books of Transferee.

PNGS Reva Diamond Jewellery Limited (formerly known as Gadgil metals and commodities, a partnership firm) and P.N. Gadgil and Sons Limited were under common control considering the contractual arrangement between the common shareholders of the Transferor and Transferee who collectively have power to govern the financial and operating policies so as to obtain benefits from the activities for these entities and the ultimate collective power is not transitory.

Appling Appendix C of Ind AS 103 - Business Combinations, these financial statement includes financial information relating to diamond business, as if the business combination had occurred from April 01, 2022, irrespective of the actual date of the Business Combination.

This common control Business Combination is accounted for using pooling of interest method and the difference in the net assets relating to Diamond Business for the earliest periods and the consideration payable/paid is considered as capital reserves.

Following is the summary of net assets aquired as part of the BTA and capital reserve

Particulars	As at January 31, 2025	March 31, 2024	March 31, 2023
Purchase consideration	**1,623.01**	**1,623.01**	**1,623.01**
Add: Applicable Taxes	**47.95**	**47.95**	**47.95**
Total	**1,670.96**	**1,670.96**	**1,670.96**
Net assets of Diamond business:			
- Inventory	1,627.67	1,489.59	1,149.00
- Employee related liabilities (including defined benefit obligations)	(4.67)	(4.07)	(3.25)
- Goods and service taxes	47.95	-	-
- Deferred tax asset	1.16	1.02	0.82
- Trade Payable	-	(191.51)	(82.66)
- Other Financial Liablities	-	(0.47)	(0.39)
Net assets	**1,672.11**	**1,294.56**	**1,063.52**
Accumulated profit earned from diamond business	1,462.61	935.02	514.67
Capital Reserve	**1,461.46**	**1,311.42**	**1,122.11**

45 Previous year figures have been regrouped/ reclassified to confirm presentation as per Ind AS and as required by Schedule III of the Act.

PNGS Reva Diamond Jewellery Limited
(Converted into company from erstwhile partnership firm named as Gadgil Metals and Commodities)
CIN: U32111PN2024PLC236494

Annexure VII - Statement of Adjustments to the Restated Financial Information

All amounts are in INR millions, unless otherwise stated

Part A: Statement of Restatement Adjustments to Audited Financial Statements

Reconciliation of total equity as per the audited financial statements for the year ended March 31, 2025 and the audited special purpose financial statements for the years ended March 31, 2024 and March 31, 2023 with the total equity as per the Restated Financial Information

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Total equity (as per the audited financial statements/ audited special purpose financial statements)	1,001.91	(284.96)	(520.17)
Adjustments	-	-	-
Total equity as per the restated statement of assets and liabilities	**1,001.91**	**(284.96)**	**(520.17)**

Reconciliation of profit for the year after tax as per the audited financial statements for the year ended 31 March 2024 and the audited special purpose carveout financial statements for the year ended 31 March 2024 and March 31, 2023 with the restated profit after tax as per the Restated Financial Information

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Profit for the year (as per the audited financial statements/ audited special purpose financial statements)	594.74	424.14	517.47
Adjustments	-	-	-
Restated profit for the year as per the restated statement of profit and loss	**594.74**	**424.14**	**517.47**

Part B: Material regroupings and audit qualifications
There are no regroupings required to be made to the Restated Statement of Assets and Liabilities as at March 31, 2024 and March 31, 2023, the Restated Statement of Profit and Loss and the Restated Statements of Cash Flows for the years ended March 31, 2024 and March 31, 2023 wherever required, by reclassification of the corresponding items of assets, liabilities, income, expenses and cash flows, in order to bring them in line with the accounting policies and classification as per the Restated Financial Information for the year ended March 31, 2025 prepared in accordance with Schedule III of the Companies Act, 2013, requirements of Ind AS 1 - 'Presentation of financial statements' and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

Further, there are no qualifications in the audit reports on the financial statements of the Company as at March 31, 2025 and for the period December 20, 2024 to March 31, 2025 and audit report on the special purpose financial statements of the Firm as at December 19, 2024, March 31, 2024 and March 31, 2023 and for the period April 01, 2024 to December 19, 2024, for the years ended March 31, 2024 and March 31, 2023, respectively which requires any adjustments to the Restated Financial Information.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No.: 105047W

Nitin Manohar Jumani
Partner
Membership No.: 111700
Place: Pune
Date: 28-May-2025

For and on behalf of the Board of Directors
PNGS Reva Diamond Jewellery Limited

Govind Gadgil
Director
DIN No: 00616617
Place: Pune
Date: 28-May-2025

Amit Modak
Whole Time Director & Chief Executive Officer
DIN No: 00396631
Place: Pune
Date: 28-May-2025

Kisan Shendkar
Chief Finance Officer
Place: Pune
Date: 28-May-2025

Kirti Suryakant Vaidya
Company Secretary
Membership No.: A31430
Place: Pune
Date: 28-May-2025

OTHER FINANCIAL INFORMATION

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company for Fiscals 2025, 2024 and 2023 together with all the annexures, schedules and notes thereto ("**Audited Financial Statements**") are available on our website at www.revabypng.com. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company or any entity in which it or its shareholders may have significant influence and should not be relied upon or used as a basis for any investment decision. Neither the Company or any of its advisors, nor the Book Running Lead Manager, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The details of accounting ratios derived from the Restated Financial Information and other non-GAAP information required to be disclosed under the SEBI ICDR Regulations are set forth below:

(in ₹ million other than share data)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Restated earnings per Equity Shares – Basic(1) (in ₹)	35.21	NA	NA
Restated earnings per Equity Share – Diluted(2) (in ₹)	35.21	NA	NA
Return on net worth(3) (%)	59.36%	(148.84%)	(99.48%)
Net asset value per Equity Share(4) (in ₹)	45.82	NA	NA
Adjusted EBITDA(5)	796.11	561.39	687.31

***Notes**:*

(1) *Basic earnings per share (₹) is calculated by dividing the net restated profit for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the period/ year. No basic & diluted earnings per share is presented for the year ended March 31, 2024 and for the year ended March 31, 2023 as the Company was formed by way of conversion of erstwhile partnership firm on December 20, 2024. The basic & diluted earnings per share for the year ended March 31, 2025 has been computed considering the 36,60,000 number of equity shares of INR 10 each, which has been issued to the partners of the erstwhile partnership firm on conversion of company on December 20, 2024 and preferential issue of 11,99,200 equity shares of INR 10 each by the company on March 24, 2025. The weighted average number of shares are computed on day proportionate basis from the date of incorporation of the company and applied to the profit for the year ended March 31, 2025. The Company at its Board Meeting held on April 28, 2025 has approved the issue of bonus shares in the proportion of 350 new bonus equity shares of face value of ₹ 10 for every 100 existing fully paid-up equity shares of face value of ₹ 10 each. The record date for the purpose of determining the entitlement for the bonus issue is May 16, 2025. This bonus issue is approved by the shareholders in the Extra ordinary general meeting held on May 21, 2025. Accordingly, the EPS for the year ended March 31, 2025 adjusted for Bonus Issue in the table above.*

(2) *Diluted earnings per share (₹) is calculated by dividing the net restated profit for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential Equity Shares outstanding during the period/ year.*

(3) *Return on net worth is calculated as profit for the year divided by Net Worth (including partners' capital and capital reserve).*

(4) *Net asset value per Equity Share (₹) is computed as the total equity derived from the Restated Financial Information divided by number of equity shares outstanding post bonus Issue as at the end of the period. Equity Shares on fully diluted basis is considered for the purpose of calculating of NAV. The Company at its Board Meeting held on April 28, 2025 has approved the issue of bonus shares in the proportion of 350 new bonus equity shares of face value of ₹ 10 for every 100 existing fully paid-up equity shares of face value of ₹ 10 each. The record date for the purpose of determining the entitlement for the bonus issue is May 16, 2025. This bonus issue is approved by the shareholders in the Extra ordinary general meeting held on May 21, 2025. Accordingly, the Net asset value per Equity Share for the year ended March 31, 2025 adjusted for Bonus Issue in the table above.*

(5) *Adjusted EBITDA is calculated as the sum of (i) restated profit after tax for the year, (ii) tax expenses, (iii) depreciation and amortization expenses, and (iv) finance costs, adjusted by other income.*

The Non-GAAP Measures presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with Ind AS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the year/period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not a standardized term, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us because they are widely used measures to evaluate a company's operating performance.

See "***Risk Factors – In this Draft Red Herring Prospectus, we have included certain non-GAAP ("Generally Accepted Accounting Principles") financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology applicable across the Indian retailing industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.***" on page 61.

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

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Financial Information on page 313.

Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular fiscal year, are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for the Fiscals 2025, 2024, and 2023, included herein is based on or derived from our Restated Financial Information included in this Draft Red Herring Prospectus. For details, please see "Restated Financial Information" beginning on page 313. The Restated Financial Information is based on our audited financial statements and is restated in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations. Our audited financial statements are prepared in accordance with Indian Accounting Standards, which differs in certain material respects with IFRS and U.S. GAAP. For details, see "Risk Factors - Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as US GAAP and IFRS, which may affect investors' assessments of our Company's financial condition" on page 64.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Industry Research Report on Gems & Jewellery Industry in India" dated June 10, 2025 (the "**CARE Report**"), prepared and issued by CARE Analytics and Advisory Private Limited ("**CareEdge Research**"), which was exclusively commissioned and paid for by our Company for the Issue, and was prepared and released by CareEdge Research, who were appointed by us pursuant to the engagement letter dated April 23, 2025. CareEdge Research is not, and has not in the past, been engaged or interested in the formation, or promotion, or management, of our Company. Further, it is an independent agency and neither our Company, nor our Directors, Promoters, KMPs, SMPs, nor the BRLM are a related party to CareEdge Research as per the definition of "related party" under the Companies Act, 2013. The data included herein includes excerpts from the Industry Report which may have been re-ordered by us for the purposes of presentation. Further, the CARE Report was prepared on the basis of information as of specific dates and opinions in the CARE Report may be based on estimates, projections, forecasts and assumptions that may be as of such dates. CareEdge Research has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. A copy of the Industry Report will be available on the website of our Company www.revabypng.com/initial-public-offer. Further, the CARE Report is not a recommendation to invest or disinvest in any company covered in the CARE Report. Prospective investors are advised not to unduly rely on the CARE Report. For more information and risks in relation to commissioned reports, please see "Risk Factors - Certain sections of this Draft Red Herring Prospectus contain information from the CARE Report which we commissioned and purchased, and any reliance on such information for making an investment decision in the Issue is subject to inherent risks" on page 61. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 18.*

This Draft Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For details, see "Forward-Looking Statements" on page 21. For details relating to the defined terms in the section, please see "Definitions and Abbreviations" beginning on page 3.

*On January 31, 2025, PNGS Reva Diamond Jewellery Limited ("**Transferee**") and P.N. Gadgil & Sons Limited ("**Transferor**") entered into a Business Transfer Agreement (**"BTA"**) under which the Transferor agreed to transfer the operations relating to diamond business on slump sale basis to the Transferee. Since, PNGS Reva Diamond Jewellery Limited and P.N. Gadgil & Sons Limited were under common control considering the contractual arrangement between the common shareholders of the Transferor and Transferee who collectively have power to govern the financial and operating policies so as to obtain benefits from the activities for these entities and the ultimate collective power is not transitory. Accordingly, applying Appendix C of Ind AS 103 - Business Combinations, this financial statement includes financial information relating to diamond business, as if the business combination had occurred from April 01, 2022, irrespective of the actual date of the business combination.*

Overview

We are a retail focused jewellery brand involved in the business of sale of a wide range of jewellery made using diamond and precious and semi-precious stones which are studded into precious metals such as gold and platinum.

We also retail plain platinum jewellery including rings, bracelets and chains. Our products are sold under our flagship brand, "Reva". The Reva brand aims to blend traditional elegance with modern aesthetics, offering customizable diamond jewellery that appeals to a broad customer base *(Source: CARE Report).*

Our Corporate Promoter, P.N. Gadgil & Sons Limited was originally involved in the business of gold jewellery, silver jewellery, idols and other silverware, diamonds and diamond jewellery and other gemstones jewellery and related gift items. Pursuant to a business transfer agreement dated January 31, 2025, our Corporate Promoter, P.N. Gadgil & Sons Limited undertook a strategic move with a disinvestment via a slump sale of their diamond business in favour of our Company ("**Business Transfer Agreement**"). This restructuring led to the establishment of our Company as an independent business entity, allowing us to carve out our distinct identity in the market while continuing to operate in the diamond jewellery industry. Pursuant to the Business Transfer Agreement, our Company stands as a separate player in the diamond jewellery segment, committed to offering high-quality jewellery pieces made using diamond and precious and semi-precious stones which are studded in precious metals such as gold and platinum. Our flagship brand "Reva" continues to uphold the legacy of more than190 years of our Corporate Promoter, P.N Gadgil & Sons Limited *(Source: CARE Report)*. For further details on the Business Transfer Agreement, see "*History and Certain Corporate Matters*" on page 290.

With the diamond jewellery sector in India seeing a robust growth in recent years, particularly among consumers looking for luxury and exclusivity, diamonds are a popular choice for special occasions, particularly weddings, and are often seen as a symbol of sophistication. This segment is supported by a strong retail presence and branding efforts from both domestic and international jewellers. Innovations in diamond cutting and bespoke design options have further driven interest, making diamond jewellery a staple in modern Indian collections. *(Source: CARE Report).*

The operations of our Company are carried on pursuant to the Franchisee Agreement dated February 1, 2025, which lays out a commercial arrangement for our Company to use the selling infrastructure and overall logistics set up by our Corporate Promoter, P.N. Gadgil & Sons Limited. Pursuant to the Franchisee Agreement, the retail space, logistics, electricity, furniture, security and billing software used by our Company for its business operations has been provided by our Corporate Promoter, P.N. Gadgil & Sons Limited. For further details on the Franchisee Agreement, see "*History and Certain Corporate Matters*" on page 290.

For details in relation to our business overview, competitive strengths, business strategies and business operations, please see "*Our Business*" beginning on page 268.

Significant Factors Affecting Our Results of Operations and Financial Condition

Our business, prospects, results of operations and financial conditions are affected by a number of factors, and uncertainties, including the following:

The results of our operations and our financial conditions are affected by numerous factors and uncertainties, many of which may be beyond our control, including as discussed in "*Our Business*" and "*Risk Factors*", beginning on pages 268 and 39. Set forth below is a discussion of certain factors that we believe may be expected to have a significant effect on our financial condition and results of operations:

Consumer spending and general economic and market conditions

While we are engaged in the business of selling modern every day and lifestyle diamond, gold, platinum, gemstone jewellery, our success partially depends to a significant extent on customer confidence and spending, which is influenced by general economic condition and discretionary income levels. Many factors affect the level of customer confidence and spending in the retail sector, including recession, inflation, political uncertainty, availability of consumer credit, taxation and unemployment. Our performance may decline during recessionary periods or in other periods where one or more macro-economic factors, or potential macro-economic factors, negatively affect the level of customer confidence and spending.

The global gold jewellery market is likely to grow due to increasing consumer disposable income and the appeal of gold as a long-term investment. Gold is considered a haven, and most investors turn to gold during market turmoil for safe investment. Between CY20 to CY24, the global gems and jewellery market rebounded, achieving a Compound Annual Growth Rate (CAGR) of 6%. In CY24, around 3,700 tons of gold is mined globally, around 1400 tons of gold is recycled, and around 5,000 tons of gold is consumed for various purposes like jewellery fabrication, technology, investments, etc. Around 58% of the total gold demand comes from China and India.

China is the largest country producing gold in the world, accounting for around 10% of total CY23 gold production. Africa, which includes various other countries, produces around 28%, whereas Asia produces 18% of the total newly mined gold. Central and South America produce around 15%, North America produces around 13%, and Australia and Russia produce around 8% of the total newly mined gold. In CY24, the global gems and jewellery industry was valued at around USD 243 billion, and there was a stagnant CAGR of 1.3% during CY19 to CY24. This is due to economic uncertainties, pandemic-related disruptions, and shifting consumer preferences toward essential spending. There has been a slight slowdown in CY23 compared to CY22 due to the economic slowdown caused by geopolitical tensions and regional conflicts. However, the gems and jewellery market is expected to reach USD 308 billion by CY29, driven by economic recovery, rising disposable incomes in emerging economies, and increased demand for innovative and ethically sourced jewellery options. In CY24, the total demand for gold by global consumers was 4,606 tonnes, compared to 4,508 tonnes in CY23. For Q1CY25, the gold demand reduced from 3,454 tonnes to 4,464 tonnes. The majority share of global gold demand consists of gold jewellery, which is 44% for CY24 and around 49% for Q1CY25, followed by bars and coins, which account for 26% of total gold demand for CY24 and 27% in Q1CY25. The global gold jewellery demand remained more or less stable for CY24; however, for Q1CY25, it showed a 22% y-o[1]y decline as compared to Q1CY24. One of the main reasons was the rally in gold prices, which curtailed the overall demand. The gold prices reached an all-time high of USD 3,208 per troy ounce in April 2025. *(Source: CARE Report)*

Expansion of our showroom network

Our ability to continue our growth across geographies depends upon the strength of our brand, product offerings and unit economics. Our ability to effectively execute our expansion strategy further depends on our ability to open new showrooms successfully. As of March 31, 2025, we operated 33 Stores under the 'PNGS Reva' brand located across 25 cities with an aggregate area of approximately 599.15 running feet.

We may require significant financial resources in connection with the leasing of property for our new Company store.

Additionally, as the success of any retail business is significantly dependent upon identifying the best possible locations for showrooms at a competitive cost, we have a team that is responsible for finding locations to lease for the purposes of opening new showroom. We must compete with other retailers to lock in locations for new showrooms. We cannot assure you that we will be able to expand and grow at the rate at which we plan to, as we may not be able to find suitable properties for new stores at prices that are viable for our business. If we are unable to lease the locations at the time, place and cost that we desire, the same may have a material adverse impact on our growth prospects.

We are currently present in most parts of Maharashtra and intend to deepen our penetration in in tier-1 and tier-2 cities in Maharashtra as well as selective metro cities across India, where there could be potential for further expansion due to the demand of jewellery in the region. We intend to leverage the experience of our operations and expertise in developing the branded jewellery market in Maharashtra to grow our network in existing and newer geographies. Accordingly, we intend to focus our expansion effects in markets where we determine there is an increasing demand for our products, and where we can leverage our existing presence to expand our market share. More generally, our growth and profitability depend on the level of consumer confidence and spending in regions where we operate.

Availability and cost of gold and other raw materials

Timely procurement of materials such as gold bullion, diamonds, precious and semi-precious stones and metals as well as the quality and the price at which they are procured play an important role in the successful operation of our business.

Competition

We operate in a highly competitive and fragmented market, and face competition from both organised and unorganised companies in the Indian jewellery industry. Our main competitors are other organised jewellery retailers including Bluestone Jewellery and Lifestyle Private Limited, Caratlane Trading Private Limited, Orra Fine Jewellery Private Limited, Senco Gold Limited, and Thangamayil Jewellery Limited as well as local jewellers and craftsmen, most of whom are from the unorganised sector. *(Source: CARE Report).*

Seasonality

Seasonality in jewellery buying is a key factor that influences demand heterogeneity in India. Weddings, festivals, and harvests in rural regions are the main drivers of the category, and the seasonal nature of each of these drivers assures that demand for jewellery is tied to the different months and seasons. Our sales have historically exhibited certain seasonal fluctuations, reflecting higher sales volumes and profit margins during festivals and other occasions such as Akshay Tritaya, Dhanteras, Diwali. Historically, sales in the third quarter and fourth quarter have typically been higher than the first quarter and second quarter of the fiscal year. We stock certain inventory to account for this seasonality, while our fixed costs such as lease rentals, employee salaries, showroom operating costs and logistics-related expenses, which form a significant portion of operating costs, are relatively constant throughout the year.

Consequently, lower than expected net sales during any third or fourth quarters or more pronounced seasonal variations in sales in the future could have a disproportionate impact on our operating results for the year or could strain our resources and impair cash flows. Any slowdown in demand for our jewellery during peak season or failure by us to accurately foresee and prepare for such seasonal fluctuations could have a material adverse effect on our business, financial condition and results of operations. The effect of seasonality is expected to further decrease with greater geographical diversification.

Statement of Significant Accounting Policies

For details in relation to Significant Accounting Policies, see *"– Annexure V – Material Accounting Policies – Restated Financial Information*" on page 313.

Principal Component of Statement of Profit and Loss

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ million)	% of total income (in %)	Amount (₹ million)	% of total income	Amount (₹ million)	% of total income
Revenue from Operations	2,581.83	99.64%	1,956.34	99.69%	1,988.48	99.75%
Other Income	9.23	0.36%	6.02	0.31%	4.99	0.25%
Total Income	2,591.06	100%	1,962.36	100.00%	1,993.47	100%
Total expenses	1,798.96	69.43%	1,395.60	71.12%	1,301.69	65.30%
Profit/(loss) before tax	792.10	30.57 %	566.76	28.88%	691.78	34.70%

Income

Our Income comprises (i) revenue from operations and (ii) other income.

Revenue from Operations

Our revenue from operations revenue from sale of ornaments which includes diamond studded jewellery including precious stones.

Other Income

Our other income primarily consists of interest income on fixed deposits, interest income on treasury bills, dividend income, net gain on sale of investments, profit on sale of investment property and other income.

Expenses

Our expenses consist of (i) purchases of stock in trade, (ii) changes in inventories of finished goods, (iii) employee benefits expense, (iv) finance costs, (v) depreciation and amortization expenses, and (vi) other expenses.

Employee benefits expenses

Our employee benefits expenses consist of salaries, wages, bonus, contribution to the provident fund and other funds, gratuity expenses, leave encashments, and staff welfare expenses.

Finance Costs:

Our finance costs consist of interest on working capital demand loan and bank overdraft, bank charges, interest on lease liability, and loan processing fees.

Depreciation and Amortization Expenses

Our depreciation and amortization expenses include depreciation on property, plant and equipment, depreciation on investment property, depreciation on right-of-use assets, and amortization of intangible assets.

Summary Results of Operations

The following table sets forth financial data from our statement of profit and loss for the Fiscal 2023, 2024 and 2025, the components of which are also expressed as a percentage of total revenue for such periods:

(₹ in millions, unless otherwise stated)

Particulars	**Fiscal 2025**		**Fiscal 2024**		**Fiscal 2023**	
	Amount (₹ million)	**% of total income (in %)**	**Amount (₹ million)**	**% of total income**	**Amount (₹ million)**	**% of total income**
Income:						
Revenue from Operations	2,581.83	99.64%	1,956.34	99.69%	1,988.48	99.75%
Other Income	9.23	0.36%	6.02	0.31%	4.99	0.25%
Total Income	2,591.06	100%	1,962.36	100.00%	1,993.47	100%
Expenses:						
Purchases of stock-in-trade	1,971.41	76.09%	1,663.63	84.78%	1,392.64	69.86%
Changes in inventories of finished goods	(304.58)	(11.76)%	(340.59)	(17.36)%	(158.93)	(7.97)%
Employee benefits expense	37.60	1.45%	25.54	1.30%	21.73	1.09%
Finance costs	12.91	0.50%	0.55	0.03%	0.42	0.02%
Depreciation and amortisation expenses	0.33	0.01%	0.10	0.00%	0.10	0.00%
Other expenses	81.29	3.14%	46.37	2.36%	45.73	2.29%
Total expenses	1,798.96	69.43%	1,395.60	71.12%	1,301.69	65.30%
Profit/(loss) before tax	792.10	30.57 %	566.76	28.88%	691.78	34.70%
Income Tax Expense						
Current Tax	198.82	7.67%	142.79	7.28%	174.43	8.75%
Deferred Tax	(1.46)	(0.06) %	(0.17)	(0.01)%	(0.12)	(0.01)%
Total income tax expense	197.36	7.62%	142.62	7.27%	174.31	8.74%
Profit for the year	594.74	22.95%	424.14	21.61%	517.47	25.96%
Other Comprehensive Income						
Items that will not be Reclassified to Profit or Loss:						
Remeasurements of post-employment defined benefits plan	4.51	0.17%	(0.14)	(0.01)%	0.05	0.00%
Income Tax Relating to items that will not be reclassified as profit or loss	(1.14)	(0.04) %	0.04	0.00%	(0.01)	0.00%
Total other Comprehensive Income for the year, (net of tax)	3.37	0.13%	(0.10)	(0.01)%	0.04	0.00%
Total Comprehensive Income for the year	598.11	23.08%	424.04	21.61%	517.51	25.96%
Earning per equity						

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ million)	% of total income (in %)	Amount (₹ million)	% of total income	Amount (₹ million)	% of total income
share (Face value of INR 10 each)						
Basic (In INR)	35.21	-	-	-	-	-
Diluted (In INR)	35.21	-	-	-	-	-

Fiscal 2025 compared to Fiscal 2024

(₹ in million, except percentages)

Particulars	Fiscal 2025	Fiscal 2024	Change (%)
Income:			
Revenue from Operations	2,581.83	1,956.34	31.97%
Other Income	9.23	6.02	53.29%
Total Income	2,591.06	1,962.36	32.04%
Expenses:			
Purchases of stock-in-trade	1,971.41	1,663.63	18.50%
Changes in inventories of finished goods	(304.58)	(340.59)	(10.57)%
Employee benefits expense	37.60	25.54	47.25%
Finance costs	12.91	0.55	2252.10%
Depreciation and amortisation expenses	0.33	0.10	244.76%
Other expenses	81.29	46.37	75.29%
Total expenses	1,798.96	1,395.60	28.90%
Profit/(loss) before tax	792.10	566.76	39.76%
Income Tax Expense:			
Current Tax	198.82	142.79	39.24%
Deferred Tax	(1.46)	(0.17)	767.76%
Total income tax expense	197.36	142.62	38.38%
Profit for the year	594.74	424.14	40.22%
Other Comprehensive Income			
Items that will not be Reclassified to Profit or Loss:			
Remeasurements of post employment defined benefits plan	4.51	(0.14)	(3,296.95) %
Income Tax Relating to items that will not be reclassified as profit or loss	(1.14)	0.04	(3,296.95) %
Total other Comprehensive Income for the year, (net of tax)	3.37	(0.10)	(3,450.87)%
Total Comprehensive Income for the year	598.11	424.04	41.05%
Earning per equity share (Face value of INR 10 each)			
Basic (In INR)	35.21	-	-
Diluted (In INR)	35.21	-	-

Total Income

Our total income increased by 32.04% from 1,962.36 million for Fiscal 2024 to ₹2,591.06 million for Fiscal 2025 primarily due to a 31.97% increase in revenue from other operations and a 53.29% increase from other income.

Revenue from Operations

Our revenue from operations increased by 31.97% to ₹2,581.83 million for Fiscal 2025 from ₹1,956.34 million for Fiscal 2024. This increase can be primarily attributed to an increase in the sale of the diamond studded jewellery which includes precious stones, domestically. There has been no export of sale of products in Fiscal 2024.

Other income

Our other income increased to ₹9.23 million for Fiscal 2025 from ₹6.02 million for Fiscal 2024, primarily due to (i) increase in other income by 240.07% to ₹0.89 million in Fiscal 2025 from ₹0.26 million other income in Fiscal 2024 and the profit of ₹4.71 million received on the sale of investments in Fiscal 2025. This increase was partially offset by the decrease in (i) interest income on fixed deposits by 17.85% from ₹ 3.26 million in Fiscal 2025 to ₹ 3.97 million in Fiscal 2024, (ii) dividend income by 29.92% to ₹ 0.37 million in Fiscal 2025 from ₹0.53 million in Fiscal 2024.

Expenses

Purchases of Stock-in-trade: Our purchases of stock-in-trade saw an increase by 18.50% from ₹1,663.63 million in Fiscal 2024 to ₹ 1971.41 million in Fiscal 2025 due to Increase in SIS stores from 30 to 33 locations and increase in demand resulting in increased revenue from operations.

Changes in inventories of finished goods. Our inventories of finished goods increased by 20.45% to ₹1,794.17 million for Fiscal 2025 from ₹ 1,489.59 million for Fiscal 2024. The increase in changes in inventories of finished goods, was due to the increase in our existing Stores from 30 to 33 locations and increase in demand resulting in increased revenue from operations.

Employee benefit expense. Employee benefit expense increased by 47.25% to ₹37.60 million for Fiscal 2025 from ₹25.54 million for Fiscal 2024, which was primarily due to increase in number of employees in line with business growth and increase in incentive payments which are based on Turnover. Our salaries, wages and bonus increased by 28.39% to ₹28.35 million for Fiscal 2025 from ₹22.09 million for Fiscal 2024, contribution to provident funds and other funds, increased by 11.56% from ₹ 1.25 million in Fiscal 2024 to ₹ 1.39 million in Fiscal 2025, gratuity expense increased by 685.08% from ₹0.67 million in Fiscal 2024 to ₹ 5.26 million in Fiscal 2025, increase in leave encashment to ₹ 0.09 million in Fiscal 2025 and staff welfare expenses increased by 63.93% to ₹2.51 million for Fiscal 2025 from ₹1.53 million for Fiscal 2024. We had 59 and 53 employees on the roll as of March 31, 2025, and March 31, 2024, respectively. Accordingly, as our revenue from sales of services increases, our employee benefit expense increases concurrently. As a percentage of total income, our employee benefit expenses increased marginally to 1.45% for Fiscal 2025 from 1.30% in Fiscal 2024.

Finance costs. Our finance costs increased by 2,252.10% to ₹12.91 million for Fiscal 2025 from ₹0.55 million for Fiscal 2024, primarily due to increase in interest on working capital demand loan by ₹9.63 million, increase in lease liability by ₹0.04 million and loan processing fees by ₹2.90 million. This increase was partially offset by the decrease in interest on Bank Overdraft by ₹0.17 million and bank charges by ₹0.04 million.

Depreciation and amortisation expense. Our depreciation and amortisation expense increased by 244.76% to ₹0.33 million for Fiscal 2025 from ₹0.10 million for Fiscal 2024, due the depreciation on property, plant and equipment of ₹0.10 million, depreciation on right-of-use assets of ₹0.15 million and amortization of intangible assets of ₹0.01 million in Fiscal 2025. This increase was partially offset by decrease in depreciation on investment property by 28.22% from ₹0.10 million in Fiscal 2024 to ₹0.07 million in Fiscal 2025. See "*Restated Financial Information – Notes to Restated Financial Information – Note 3 – Property, Plant and Equipment*" on page 313.

Other expenses. Our other expenses increased by 75.29% to ₹81.29 million for Fiscal 2025 from ₹46.37 million for Fiscal 2024, primarily due to (i) a 0.07% increase in advertisement expenses to ₹13.02 million for Fiscal 2025 from ₹13.01 million for Fiscal 2024, (ii) a 129.16% increase in legal and professional fees to ₹4.17 million for Fiscal 2025 from ₹1.82 million for Fiscal 2024, mainly on account of an Company's share of stamp duty paid for Business Transfer Agreement and other related legal fees, (iii) a 38.25% increase in credit card commission expenses to ₹5.77 million for Fiscal 2025 from ₹4.17 million for Fiscal 2024 due to increase in sales volume and usage of credit cards / digital channels for payments by customers, and (iv) a 120.00% increase in payment to the auditors to ₹0.55 million for Fiscal 2025 from ₹0.25 million for Fiscal 2024 on account of applicability of Tax audit and other allied charges, and (v) a increase in 21.72% in miscellaneous expenses to ₹ 3.01 million in Fiscal 2025 from ₹ 2.47 million in Fiscal 2024. This increase in expenses was partially off-set by decrease in (i) utility charges by 2.28% to ₹7.67 million in Fiscal 2025 from ₹ 7.85 million in Fiscal 2024, (ii) repairs and maintenance charges by 7.85% from 7.52 million in Fiscal 2024 to ₹6.93 million in Fiscal 2025, (iii) sales promotion by 9.40% to ₹ 1.19 million in Fiscal 2025 from 1.31 million in Fiscal 2024, (iv) travelling and conveyance by 9.80% to ₹ 0.74 million in Fiscal 2025 from ₹ 0.82 million in Fiscal 2024, (v) freight charges by 38.20% to ₹ 0.66 million in Fiscal 2025 from ₹1.07 million in Fiscal 2024.

Profit before tax. As a result of the foregoing, our profit before tax increased by 39.76 % to ₹ 792.10 million for Fiscal 2025 from ₹566.76 million for Fiscal 2024.

Tax expense. Our current tax saw an increase of 39.24% to ₹198.82 million in Fiscal 2025 from ₹ 142.79 million in Fiscal 2024, primarily due to increase in turnover which resulted in higher profits and consequential higher tax and the deferred tax expenses saw an increase of 767.76% from ₹(0.17) million in Fiscal 2024 to ₹ (1.46) million in Fiscal 2025 primarily due to increase in temporary differences in depreciation and provisions.

Profit for the year. As a result of the foregoing, our profit for the year increased by 40.22% to ₹594.74 million for Fiscal 2025 from ₹424.14 million for Fiscal 2024.

Other comprehensive income for the year. We had other comprehensive income due to remeasurements of post-employment defined benefits plan of ₹4.51 million in Fiscal 2025 from ₹ (0.14) million in Fiscal 2024 and income tax relating to the foregoing of ₹ (1.14) million in Fiscal 2025 from ₹0.04 million in Fiscal 2024.

Total comprehensive income for the year. As a result of the foregoing, our total comprehensive income for the year increased by 41.05 % to ₹598.11 million for Fiscal 2025 from ₹424.04 million for Fiscal 2024.

Fiscal 2024 compared to Fiscal 2023

(₹ in million, except percentages)

Particulars	Fiscal 2024	Fiscal 2023	Change (%)
Income:			
Revenue from Operations	1,956.34	1,988.48	(1.62)%
Other Income	6.02	4.99	20.57%
Total Income	1,962.36	1,993.47	(1.56)%
Expenses:			
Purchases of stock-in-trade	1,663.63	1,392.64	19.46%
Changes in inventories of finished goods	(340.59)	(158.93)	114.30%
Employee benefits expense	25.54	21.72	17.53%
Finance costs	0.55	0.42	29.70%
Depreciation and amortisation expenses	0.10	0.10	0.00%
Other expenses	46.37	45.73	1.41%
Total expenses	1,395.59	1,301.69	7.21%
Profit/(loss) before tax	566.76	691.78	(18.07)%
Income Tax Expense:			
Current Tax	142.79	174.43	(18.14)%
Deferred Tax	(0.17)	(0.12)	39.77%
Total income tax expense	142.62	174.31	(18.18)%
Profit for the year	424.14	517.47	(18.04)%
Other Comprehensive Income			
Items that will not be Reclassified to Profit or Loss:			
Remeasurements of post employment defined benefits plan	(0.14)	0.05	(366.23)%
Income Tax Relating to items that will not be reclassified as profit or loss	0.04	(0.01)	(366.23)%
Total other Comprehensive Income for the year, (net of tax)	(0.10)	0.04	(353.62)%
Total Comprehensive Income for the year	424.04	517.51	(18.06)%
Earning per equity share (Face value of INR 10 each)			
Basic (In INR)	-	-	
Diluted (In INR)	-	-	

Total Income

Our total income decreased by 1.56% to ₹1,962.36 million for Fiscal 2024 from ₹1,993.47 million for Fiscal 2023, primarily due to a 1.62% decrease in revenue from operations.

Revenue from Operations

Our revenue from operations decreased by 1.62% to ₹1,956.34 million for Fiscal 2024 from ₹1,988.48 million for Fiscal 2023. This decrease can be primarily attributed to the decrease in sale of diamond studded jewellery including precious stones.

Other income

Our other income increased to ₹6.02 million for Fiscal 2024 from ₹ 4.99 million for Fiscal 2023, primarily due to (i) increase in interest income on fixed deposits by a 0.92% from ₹3.93 million in Fiscal 2023 to ₹ 3.97 million in Fiscal 2024, (ii) increase in net gain on sale of investments by 85.09% from ₹ 0.50 million in Fiscal 2023 to ₹0.93

million in Fiscal 2024, (iii) increase in other income by 109.91% from ₹0.12 million in Fiscal 2023 to ₹0.26 million in Fiscal 2024.

Expenses

Purchases of stock-in-trade. Our purchases of stock-in-trade increased by 19.46% to ₹1,663.63 million in Fiscal 2024 from ₹1,392.64 million in Fiscal 2023 due to increased customer demand, inventory requirements and increase in price of inventory.

Changes in inventories of finished goods. Our inventories of finished goods increased to ₹1,489.59 million for Fiscal 2024 from ₹1,149 million for Fiscal 2023. The increase in changes in inventories of finished goods, was due to the increase in our customer demand, inventory requirements and price of inventory.

Employee benefit expense. Employee benefit expense increased by 17.53% to ₹25.54 million for Fiscal 2024 from ₹21.73 million for Fiscal 2023, which was primarily due to:

- Our salaries, wages and bonus increased by 17.50% to ₹ 22.09 million for Fiscal 2024 from ₹18.80 million for Fiscal 2023;
- contribution to provident funds and other funds increased by 11.71% to ₹ 1.25 million in Fiscal 2024 from ₹ 1.12 million in Fiscal 2023;
- gratuity increased by 14.47% to ₹ 0.67 million in Fiscal 2024 from ₹ 0.59 million in Fiscal 2023; and
- and staff welfare expenses increased by 24.91% to ₹1.53 million for Fiscal 2024 from ₹1.22 million for Fiscal 2023;

We had 53 and 45 employees on the roll as at March 31, 2024, and March 31, 2023, respectively. As a percentage of total income, our employee benefit expenses increased to 1.30% for Fiscal 2024 from 1.09 % in Fiscal 2023.

Finance costs. Our finance costs increased by 29.70% to ₹0.55 million for Fiscal 2024 from ₹0.42 million for Fiscal 2023, primarily due to increase in interest from Bank Overdraft by ₹0.14 million in Fiscal 2024.

Depreciation and amortisation expense. There was no change in our depreciation and amortisation expense, remaining constant at ₹0.10 million in Fiscal 2024 and Fiscal 2023.

Other expenses. Our other expenses marginally increased by 1.41% to ₹46.37 million for Fiscal 2024 from ₹45.73 million for Fiscal 2023, primarily due to (i) a 2.81% decrease in advertisement expenses to ₹13.01 million for Fiscal 2024 from ₹13.39 million for Fiscal 2023, (ii) a 5.42% increase in electricity expenses to ₹3.49 million for Fiscal 2024 from ₹3.31 million for Fiscal 2023, mainly on account of an increase in facility usage and higher electricity unit consumption, (iii) a 9.44% increase in legal and professional fees to ₹1.82 million for Fiscal 2024 from ₹1.66 million for Fiscal 2023 due to increased professional service engagements, and (iv) a 10.80% increase in security services to ₹2.02 million for Fiscal 2024 from ₹1.83 million for Fiscal 2023 on account of increase in service cost, and (v) an increase in 6.61% in freight charges to ₹1.07 million in Fiscal 2024 from ₹ 1.00 million in Fiscal 2023 which was primarily due to increase in purchase of stock in trade.

Profit before tax. As a result of the foregoing, our profit before tax decreased by 18.07 % to ₹ 566.76 million for Fiscal 2024 from ₹691.78 million for Fiscal 2023.

Tax expense. Our current tax expenses saw a decrease of 18.14% from 174.43 million in Fiscal 2023 to ₹ 142.79 million in Fiscal 2024 and an increase in deferred tax charge from ₹(0.12) million to ₹(0.17) million. The decrease in our tax expense for Fiscal 2024 was primarily due to lower turnover resulting to lower profits.

Profit for the year. As a result of the foregoing, our profit for the year from the continuing operations decreased by 18.04% to ₹424.14 million for Fiscal 2024 from ₹517.47 million for Fiscal 2023.

Other comprehensive income/(loss) for the year. We had other comprehensive income/(loss) due to remeasurements of post-employment defined benefits plan of ₹(0.14) million in Fiscal 2024 and tax relating to the foregoing of ₹ 0.04 million in Fiscal 2024. In Fiscal 2023, we had other comprehensive income due to remeasurements of post-employment benefit obligations of ₹0.05 million and tax relating to the foregoing of ₹(0.01) million

Total comprehensive income for the year. As a result of the foregoing, our total comprehensive income for the year decreased by 18.06 % to ₹424.04 million for Fiscal 2024 from ₹517.51 million for Fiscal 2023.

Cash Flows

The following table summarizes our cash flows for Fiscal 2025, Fiscal 2024, and Fiscal 2023, as per the Restated Financial Information:

(₹ in million)

Particulars	For the fiscal year ended March 31		
	Fiscal 2025	Fiscal 2024	Fiscal 2023
Net cash inflows from operating activities	390.13	183.65	394.96
Net cash generated outflow from investing activities	(1,594.18)	7.06	4.51
Net cash generated inflow/ (outflow) from financing activities	1,732.32	(0.06)	(8.04)
Net increase / (decrease) in cash and cash equivalents	528.26	190.65	391.43
Less: Net cash and cash equivalents generated for diamond business not taken over	(150.04)	(189.33)	(389.20)
Cash and cash equivalents at the beginning of the year	11.98	10.66	8.43
Cash and cash equivalents at the end of the year	390.20	11.98	10.66

Cash flows from operating activities

Net cash inflow from operating activities was ₹390.13 million in Fiscal 2025. While our profit before tax for the year was ₹ 792.10 million, we had operating profit before working capital changes of ₹797.01 million, which was primarily due to non-cash adjustments for depreciation on property, plant and equipment of ₹0.10 million, depreciation on investment property of ₹0.07 million, depreciation on right-of-use assets of ₹ 0.15 million, amortisation of intangible assets of ₹0.01 million, interest on lease liability of ₹0.04 million, profit on sale of investment property of ₹(4.71) million, dividend income of ₹(0.37) million, interest income of ₹(3.25) million, and finance cost at ₹ 12.87 million. Our working capital changes for the Fiscal 2025, primarily consisted of increase in other current assets of ₹(69.23) million, increase in inventory to ₹(304.58) million, decrease in other financial assets of ₹ 2.99 million, increase in other non-current assets at ₹ (0.16) million, increase in trade receivables of ₹ (1.57) million, increase in trade payables of ₹133.28 million, decrease in other financial liabilities of ₹(0.99) million, increase in provisions of ₹ 5.44 million, increase in other current liabilities of ₹16.77 million, and income tax paid of ₹188.84 million.

Net cash inflow from operating activities was ₹183.65 million in Fiscal 2024. While our profit before tax for the year was ₹ 566.76 million, we had operating profit before working capital changes of ₹561.65 million, which was primarily due to non-cash adjustments for depreciation on investment property of ₹ 0.10 million, net gain on sale of investments of ₹(0.93) million, dividend income of ₹(0.53) million, interest income of ₹(4.30) million and finance cost of ₹0.55 million. Our working capital changes for the Fiscal 2024, primarily consisted of increase in inventory to ₹340.59 million, increase in other financial assets of ₹ 3.30 million, increase in trade payables of ₹108.80 million, increase in other provisions of ₹0.68 million decrease in other financial liabilities of ₹0.85 million and income tax paid of ₹142.74 million.

Net cash inflow from operating activities was ₹394.96 million in Fiscal 2023. While our profit before tax for the year was ₹ 691.78 million, we had operating profit before working capital changes of ₹687.43 million, which was primarily due to non-cash adjustments for depreciation on investment property of ₹ 0.10 million, net gain on sale of investments of ₹(0.50) million, dividend income of ₹(0.44) million, interest income of ₹(3.93) million and finance cost of ₹0.42 million. Our working capital changes for the Fiscal 2024, primarily consisted of increase in inventory to ₹158.93 million, decrease in other financial assets of ₹ 6.84 million, decrease in other current assets of ₹ 0.17 million, increase in trade payables of ₹ 36.52 million, decrease in other financial liabilities of ₹ (3.63) million, increase in other provisions of ₹0.53 million and income tax paid of ₹173.97 million.

Cash flows from investing activities

Net cash outflow from investing activities was ₹(1,594.18) million for the Fiscal 2025, primarily due to sale of investment of ₹9.11 million, payment on account of common control transaction of ₹ (1,670.96) million, proceeds from maturity of fixed deposits of ₹60.00 million, dividend and interest income of ₹3.44 million, payment for acquisition of property, plant and equipment of ₹ (2.21) million, payment for acquisition of intangible assets of ₹ (3.05) million, proceeds from sale of investment property of ₹ 9.49 million.

Net cash inflow from investing activities was ₹7.06 million for the Fiscal 2024, primarily due to net sale of investment of ₹ 2.23 million, and dividend and interest income of ₹ 4.83 million.

Net cash inflow from investing activities was ₹4.51 million for the Fiscal 2023, primarily due to net sale of investment of ₹ 0.14 million, and dividend and interest income of ₹ 4.37 million.

Cash flows from financing activities

Net cash inflow from financing activities was ₹1,732.32 million for Fiscal 2025, due to the principal paid on lease liabilities of ₹(0.07) million, proceeds from issue of equity shares of ₹ 899.40 million, proceeds from borrowing of ₹900.00 million, withdrawal in partner's capital account of ₹(60.60) million, and finance cost of ₹(6.41) million.

Net cash outflow from financing activities was ₹(0.06) million for Fiscal 2024, due to the introduction in partner's capital account of ₹0.50 million, and finance cost of ₹(0.56) million.

Net cash outflow from financing activities was ₹(8.04) million for Fiscal 2023, due to the withdrawal from partner's capital account of ₹(7.60) million, and finance cost of ₹(0.44) million.

Certain Items in the Restated Statement of Assets and Liabilities

Non-current assets. Our total non-current assets decreased by 0.36% to ₹9.22 million as at March 31, 2025, from ₹9.25 million as at March 31, 2024, primarily due to (i) investment property at ₹ 4.85 million in Fiscal 2024 reduced to Nil in Fiscal 2025, (ii) right-of-use of assets increased from nil in Fiscal 2024 to ₹ 2.55 million in Fiscal 2025, (iii) other intangible assets which increased from Nil in Fiscal 2024 to ₹ 3.04 million in Fiscal 2025, and (iv) deferred tax asset which increased by 33.01% from ₹1.02 million in Fiscal 2024 to ₹ 1.36 million in Fiscal 2025.

Our total non-current assets decreased by 86.59% as March 31, 2023 from ₹69.02 million for Fiscal 2023 to ₹9.25 million in Fiscal 2024, primarily due to (i) a 2.03% decrease in investment property to ₹4.85 million in Fiscal 2024 from ₹4.95 million in Fiscal 2023, (ii) a 94.65% decrease in other financial assets from ₹63.25 million in Fiscal 2023 to ₹3.38 million in Fiscal 2024 and (iii) increase of 25.13% in deferred tax asset from ₹0.82 million in Fiscal 2023 to ₹1.02 million in Fiscal 2024.

Current assets. Our total current assets increased by 43.53% from ₹1,574.03 million in Fiscal 2024 to ₹2,259.13 million in Fiscal 2025, primarily due to (i) inventories increased by 20.45% from ₹1,489.59 million in Fiscal 2024 to ₹1,794.17 million in Fiscal 2025, (ii) investments reduced to Nil in Fiscal 2025 from ₹9.12 million in Fiscal 2024, (iii) increased cash and cash equivalents by 3158.03% from ₹11.98 million in Fiscal 2024 to ₹390.20 million in Fiscal 2025, (iv) a 93.78% decrease in other financial assets from ₹63.34 million in Fiscal 2024 to ₹3.94 million in Fiscal 2025, (v) trade receivables has increased to ₹1.57 million in Fiscal 2025 from Nil in Fiscal 2024. Our other current assets also increased from Nil to ₹69.25 million as on Fiscal 2025 on account of balance receivable from statutory authorities.

Our total current assets increased by 34.51% from ₹1,170.24 million in Fiscal 2023 to ₹1,574.03 million in Fiscal 2024, primarily due to (i) increase of 29.64% in inventories from ₹1,149.00 million in Fiscal 2023 to ₹1,489.59 million in Fiscal 2024, (ii) decrease of investments of 12.48% from ₹10.41 million in Fiscal 2023 to ₹9.12 million in Fiscal 2024, (iii) increase of 12.38% in cash and cash equivalents from ₹10.66 million in Fiscal 2023 to ₹ 11.98 million in Fiscal 2024, (iv) an increase in other financial assets from ₹0.17 million in Fiscal 2023 to ₹ 63.34 million in Fiscal 2024 due to classification of fixed deposit from non-current financial assets to current financial assets in Fiscal 2024.

Equity. Equity primarily consists of equity share capital/partner's capital and other equity.

Equity Share Capital/Partner's capital

Our equity share capital/partner's capital decreased by (46.86)% from ₹91.44 million in Fiscal 2024 to ₹ 48.59 million in Fiscal 2025 due to drawings by Partners in partnership firm (i.e. Gadgil Metals & Commodities).

Our equity share capital/partner's capital increased from ₹87.25 million in Fiscal 2023 to ₹91.44 million in Fiscal 2024 due to Profit appropriation for fiscal 2024.

Our other equity increased to ₹953.31 million as at March 31, 2025, from ₹(376.40) million as at March 31, 2024, as a result of Appropriation of profit for Fiscal 2025 and increased in securities premium on account of preferential allotment.

Our other equity increased to ₹(376.40) million as at March 31, 2024, from ₹(607.42) million as at March 31, 2023, as a result of Restatement adjustments.

Non-current liabilities. Our total non-current liabilities increased by 71.86% to ₹6.75 million as at March 31, 2025, from ₹3.93 million as at March 31, 2024, primarily as a result of (i) a 20.68% increase in provisions, (ii) an increase in lease liabilities to ₹ 2.01 million as at March 31, 2025, from Nil as at March 31, 2024.

Our total non-current liabilities decreased by 99.77% to ₹3.93 million as of March 31, 2024, from ₹1,674.09 million as at March 31, 2023, primarily as a result of (i) a decrease in our other financial liabilities from ₹ 1,670.96 million in Fiscal 2023 to nil in Fiscal 2024 and (ii) an increase of 25.41% in provisions from ₹ 3.13 million in Fiscal 2023 to ₹ 3.93 million in Fiscal 2024.

Current liabilities. Our total current liabilities decreased by 32.43% to ₹1,259.68 million as at March 31, 2025, from ₹1,864.31 million as at March 31, 2024, primarily as a result of (i) increase in borrowings to ₹ 906. 50 million from nil in Fiscal 2024, (ii) increase in trade payables outstanding dues for micro, enterprises and small enterprises, by 16.19% from ₹42.63 million in Fiscal 2024 to ₹ 49.54 million in Fiscal 2025, (iii) a 84.88% increase in total outstanding dues of creditors other than micro enterprises and small enterprises from ₹148.89 million in Fiscal 2024 to ₹275.28 million in Fiscal 2025, (iv) a 99.97% decrease in other financial liabilities from ₹ 1,672.36 million to ₹ 0.44 million in Fiscal 2025, (v) a 3484.99% increase in current tax liabilities from ₹0.29 million in Fiscal 2024 to ₹ 10.27 million in Fiscal 2025, (vi) a lease liabilities increased to ₹0.64 million in Fiscal 2025 from nil in Fiscal 2024, and (vii) a provision is increased by 80.81% from ₹0.14 million in Fiscal 2024 to ₹0.25 million in Fiscal 2025.

Our total current liabilities increased by 2084.56% from ₹85.34 million in Fiscal 2023 to ₹1,864.31 million in Fiscal 2024 primarily as a result of (i) increase in trade payables outstanding dues for micro, enterprises and small enterprises, by 919.03% from ₹4.18 million in Fiscal 2023 to ₹42.63 million in Fiscal 2024, (ii) a 89.56% increase in total outstanding dues of creditors other than micro enterprises and small enterprises from ₹78.54 million in Fiscal 2023 to ₹148.89 million in Fiscal 2024, (iii) a 74127.06% increase in other financial liabilities from ₹2.25 million in Fiscal 2023 to ₹1,672.36 million in Fiscal 2024, (iv) a 17.69% increase from ₹0.12 million in Fiscal 2023 to ₹0.14 million in Fiscal 2024, (v) a 16.54% increase in current tax liabilities from ₹0.25 million in Fiscal 2023 to ₹0.29 million in Fiscal 2024.

NON-GAAP MEASURES

Certain measures included in this Draft Red Herring Prospectus, for instance, Gross Profit, Gross Margin, EBIT, EBITDA, EBITDA Margin, PAT Margin, Return on Equity, Capital Employed, Return on Capital Employed, Net Debt, Net Debt to EBITDA, Net Debt to Equity, Net Fixed Assets Turnover Ratio and Net Asset Value per share (Non-GAAP Measures) presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, IFRS or US GAAP, Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year / period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, IFRS or US GAAP. In addition, Non-GAAP Measures are not standardised terms, hence a direct comparison of Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measure differently from us, limiting its usefulness as a comparative measure. Although Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance. See "*Risk Factors – In this Draft Red Herring Prospectus, we have included certain non-GAAP ("Generally Accepted Accounting Principles") financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology applicable across the Indian retailing industry and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies*." on page 61.

Total Indebtedness. As at March 31, 2025, we had total borrowings of ₹906.50 million and details of the same are as follows:

(₹ in million)

Indebtedness	As at March 31, 2025*
Current	

Indebtedness	As at March 31, 2025*
Secured Borrowings, comprising of:	
- Working capital loans from banks	906.50
Total current borrowings	**906.50**
Total Borrowings	**906.50**

Note: As certified by Joshi & Sahney, Chartered Accountants through their certificate dated June 16, 2025.
** including current maturities and interest accrued and not due on borrowings.*

See "*Financial Indebtedness*" for a description of broad terms of our indebtedness on page 386.

Lease Liabilities

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a year of time in exchange for consideration. The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

The Company recognises right-of-use asset at the lease commencement date (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and accumulated impairment losses and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment. Refer to the accounting policies relating to Impairment of non-financial assets.

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments, escalation in lease payments. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of assets that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

The following table sets forth a summary of our lease liabilities- maturity analysis as at March 31, 2025, March 31, 2024, and March 31, 2023, as per the Restated Financial Information, broken down by period:

(₹ in million)

Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Current	0.64	-	-
Non-Current	2.01	-	-
Total	2.65	-	-

Quantitative and Qualitative Analysis of Market Risks

We are exposed to market risks that are related to the normal course of our operations such as:

- **Market Risk –** Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in interest rates, credit, liquidity and other market changes. The Company's exposure to market risk is primarily on account of interest rate risk.

- **Interest rate risk –** Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's policy is to minimise interest rate cash flow risk exposures on long-term and short-term financing. At the balance sheet date, the Company is exposed to changes in market interest rates through bank borrowings.
- **Commodity Price Risk –** The company is exposed to fluctuation in gold, diamond and platinum price arising from purchase and sale. The company's objectives include safeguarding its earnings against the adverse price fluctuations.
- **Credit Risk –**
  - **Trade receivables**
    The Company does not generally give credit to the customers except in few cases where they are with the corporate customers. Accordingly, the Company's customer credit risk is low.
  - **Financial assets and cash deposits**
    Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made in accordance with the limits set by the management for various investment avenues. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments. The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2025, March 31, 2024, and March 31, 2023, is the carrying amounts of each class of financial assets. The cash and cash equivalent and other bank balances are held with banks and financial institutions with good credit rating.
- **Liquidity risk –** Liquidity risk is the risk that the company may encounter difficulty in meeting its present and future obligations associated with financial liabilities that are required to be settled by delivering cash or another financial asset. The company's objective is to, at all times, maintain optimum levels of liquidity to meet its cash and collateral obligations. The company requires funds both for short term operational needs as well as for long term investment programs mainly in growth projects. The company closely monitors its liquidity position and deploys a robust cash management system. It aims to minimise these risks by generating sufficient cash flows from its current operations, which in addition to the available cash and cash equivalents, liquid investments and sufficient committed fund facilities which will provide liquidity. The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The other payables are with short term durations. The carrying amounts are assumed to be reasonable approximation of fair value.

Our Board has overall responsibility for the establishment and oversight of our risk management framework. Our risk management policies are established to identify and analyse the risk we face, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and our activities. Our Board oversees how management monitors compliance with our risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks we face. The Board is assisted in its oversight role by internal audit team. Internal audit team undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Board.

Financial Risk

Our Company's activities expose it to a variety of financial risks. Our Company's primary focus is to foresee the unpredictability of such risks and seek to minimise potential adverse effects on its financial performance. Our Company has a robust risk management process and framework in place. This process is coordinated by the Board, which meets regularly to review risks as well as the progress against the planned actions. The Board seeks to identify, evaluate business risks and challenges across the company through such framework. These risks include market risks, credit risk and liquidity risk.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in interest rates, credit, liquidity and other market changes. The Company's exposure to market risk is primarily on account of interest rate risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company’s policy is to minimise interest rate cash flow risk exposures on long-term and short term financing. At the balance sheet date, the Company is exposed to changes in market interest rates through bank borrowings.

(₹ in millions)

Particular	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Working capital demand loan from bank	906.50	-	-

Credit Risk

i) Trade receivables

The Company does not generally give credit to the customers except in few cases where they are with the corporate customers. Accordingly, the Company's customer credit risk is low.

ii) Financial assets and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company’s treasury department in accordance with the Company’s policy. Investments of surplus funds are made in accordance with the limits set by the management for various investment avenues. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty’s potential failure to make payments.

The Company’s maximum exposure to credit risk for the components of the balance sheet at March 31, 2025, March 31, 2024 and March 31, 2023 is the carrying amounts of each class of financial assets.

The cash and cash equivalent and other bank balances are held with banks and financial institutions with good credit rating.

Liquidity Risk

Liquidity risk is the risk that the company may encounter difficulty in meeting its present and future obligations associated with financial liabilities that are required to be settled by delivering cash or another financial asset. The company's objective is to, at all times, maintain optimum levels of liquidity to meet its cash and collateral obligations. The company requires funds both for short term operational needs as well as for long term investment programs mainly in growth projects. The company closely monitors its liquidity position and deploys a robust cash management system. It aims to minimise these risks by generating sufficient cash flows from its current operations, which in addition to the available cash and cash equivalents, liquid investments and sufficient committed fund facilities which will provide liquidity.

The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The other payables are with short term durations. The carrying amounts are assumed to be reasonable approximation of fair value.

The table below summarises the maturity profile of the company's financial liabilities based on contractual undiscounted payments:

(₹ in millions)

Particulars	On demand	Within 1 year	1-5 years	Total
As at March 31, 2025				
Lease liabilities	-	0.64	2.01	2.65
Borrowings	-	906.50	-	906.50
Trade payables	-	324.82	-	324.82
Other financial liabilities	-	0.44	-	0.44

Total	**-**	**1,232.40**	**2.01**	**1,234.41**
As at March 31, 2024				
Lease liabilities	-	-	-	-
Borrowings	-	-	-	-
Trade payables	-	191.52	-	191.52
Other financial liabilities	-	1.40	-	1.40
Purchase consideration payable on account of common control transaction	-	1,670.96	-	1,670.96
Total	**-**	**1,863.88**	**-**	**1,863.88**
As at March 31, 2023				
Lease liabilities	-	-	-	-
Borrowings	-	-	-	-
Trade payables	-	82.72	-	82.72
Other financial liabilities	-	2.25	-	2.25
Purchase consideration payable on account of common control transaction	-	-	1,670.96	1,670.96
Total	**-**	**84.97**	**1,670.96**	**1,755.93**

Contingent liabilities and off-balance sheet arrangements

As of March 31, 2025, March 31, 2024, and March 31, 2023, we do not have any contingent liabilities or off-balance sheet arrangements in our Company.

Related Party Transactions

We have engaged in the past, and may engage in the future, in transactions with related parties. For details of our related party transactions, see "*Restated Financial Statements-Related Party Transactions-Note 40*" on page 313.

Reservations, Qualifications and Adverse Remarks Included in Financial Statements

There are no qualifications by the Statutory Auditors which have not been given effect to in the Restated Financial Information.

Capital and other commitments

There are no future payments due under known contractual commitments or obligations as of March 31, 2025, March 31, 2024, and March 31, 2023,

Unusual or Infrequent Events or Transactions

Except as described in this Draft Red Herring Prospectus, there have been no other events or transactions, including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc., that, to our knowledge, may be described as "unusual" or "infrequent".

Known Trends or Uncertainties

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "*Principal Factors Affecting our Results of Operations*" above and the uncertainties described in "*Risk Factors*" on page 369 and 39, respectively. To our knowledge, except as disclosed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have had, or are expected to have, a material impact on our business or results of operations.

Future Relationship between Cost and Revenue

Other than as described in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 39, 268 and 368, respectively, to the knowledge of our management, there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

New Products or Business Segments

Other than as disclosed in this section and in "*Our Business*" on page 268, as on the date of the Draft Red Herring

Prospectus, there are no new products or business segments that have had or are expected to have a material impact on our business prospects, results of operations or financial condition.

Significant Dependence on Single or Few Customers

We do not depend on a limited number of customers for our revenue and operations.

See "*– Significant Factors Affecting our Results of Operations and Financial Condition – Consumer spending and general economic and market conditions*" in this section on page 369.

Seasonality of Business

Our business is affected by seasonal variations and adverse weather conditions. For further details, see "*Risk Factors – Our operations are sensitive to seasonal changes.*" on page 44 of this Draft Red Herring Prospectus.

Changes in the accounting policies, if any, in the Fiscals 2025, 2024, and 2023, and their effect on our profits and reserves

There are no changes in the accounting policies in the Fiscals 2025, 2024, and 2023.

Competitive Conditions

We operate in a competitive environment and expect competition in our industry from existing and potential competitors to intensify. Please refer to "*Our Business*", "*Industry Overview*", "*Risk Factors*" and "*– Principal Factors Affecting our Results of Operations*" above on pages 268, 137, 39 and 369, respectively, for further information on our industry and competition.

Significant developments subsequent to March 31, 2025

Except as set out in this Draft Red Herring Prospectus, to our knowledge, no circumstances have arisen since the date of the last financial statements as disclosed in this Draft Red Herring Prospectus which materially or adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at March 31, 2025, as derived from our Restated Financial information. This table should be read in conjunction with the sections titled "***Risk Factors***", "***Other Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 39, 366 and 368, respectively.

(₹ in million, except ratios)

Particulars	Pre-Issue as at March 31, 2025[3]	As adjusted for the proposed Issue[1]
Total Borrowings		
Non-current borrowings (including current maturities and interest accrued and not due on borrowings)[2] (A)	NIL	-
Current borrowings (including current maturities of long term borrowing)[(2)] (B)	906.50	-
Total Borrowings (C) = (A+B)	**906.50**	**-**
Total Equity		
Equity share capital[(2)]	48.59	-
Other equity excluding capital reserve[(2)]	2414.78	-
Total equity excluding capital reserve (D)	**2463.37**	**-**
Non-current borrowings/Total equity excluding capital reserve (A/D)	**NIL**	**-**
Total borrowings/Total equity excluding capital reserve (C/D)	**0.37**	**-**

Notes:

(1) The corresponding post Issue capitalization data is not determinable at this stage pending the completion of the Book Building Process and hence has not been furnished. To be updated upon finalization of the Issue Price.

(2) These terms shall carry the meaning as per Schedule III of the Companies Act, 2013 (as amended).

(3) As certified by Joshi & Sahney, Chartered Accountants through their certificate dated June 16, 2025.

The amounts disclosed above are derived from the Restated Financial Information and are not adjusted to effect events mentioned below:

Pursuant to a Board resolution dated April 28, 2025 and Shareholders resolution dated May 21, 2025 bonus Equity Shares have been issued in the ratio of 350 Equity Shares for every 100 Equity Shares.

FINANCIAL INDEBTEDNESS

Our Company has availed loans in the ordinary course of business for purposes such as, *inter alia*, meeting our working capital requirements or business requirements. For details of the borrowing powers of our Board, see "***Our Management – Borrowing powers***" on page 297.

Set forth below is a summary of our aggregate outstanding borrowings amounting to ₹ 900.00 million, as on May 31, 2025:

(in ₹ million)

Particulars	Sanctioned amount	Amount outstanding as on May 31, 2025*
Secured loan		
Federal Bank Limited	900.00	900.00
HDFC Bank Limited	500.00#	Nil
Total secured borrowings	**1400.00**	**900.00**
Total borrowings	**1400.00**	**900.00**

*As certified by Joshi & Sahney, Chartered Accountants by way of their certificate dated June 16, 2025.
#Loan amount has been sanctioned however the disbursal is awaited.

Key terms of our borrowings are disclosed below:

- ***Tenor***: The tenor of the secured facilities availed by our Company typically of 180 days.

- ***Interest rate***: The rate of interest for our secured facilities ranges from 8.50% to 8.75% per annum or as mutually decided by the parties.

- ***Security***: In terms of our borrowings where security needs to be created, such security typically includes exclusive charges on the current assets of the Company both present and future, personal guarantee of provided by the Individual Promoters, and fixed deposit of 5% of the credit facility amount.

- ***Repayment***: Most of our facilities are typically repayable in accordance with the repayment schedules in the facility documents.

- ***Prepayment:*** . Certain loans availed by us have prepayment provisions in accordance to the norms of the lender and the terms and conditions of the relevant loan documentation.

- ***Penal interest:*** We are typically bound to pay additional interest to our lenders for defaults in the payment of interest or other monies due and payable. This additional interest is charged as per the terms of our loan agreements and typically ranges from 2.00% to 4.00% per annum, over and above the applicable interest rate.

- ***Restrictive covenants:*** As per the terms of our borrowings, certain corporate actions for which our Company requires prior written consent of the lenders include any material change in the capital structure, shareholding pattern or management, effect any merger, amalgamation or reconstruction with its creditors or shareholders, undertaking capital expenditure except being funded by Company's resources.

- ***Events of Default:*** As per the terms of our borrowings, the following, amongst others, constitute events of default for the relevant loan agreement: non-compliance with the sanction letter for the loan documentation, delay in servicing interest or principal, breach of credit covenants, non-creation of security,

- ***Consequences of occurrence of events of default:*** In terms of our borrowings, the following, *inter alia*, are the consequences of occurrence of events of default, whereby our lenders may: cure period of 15 days to be offered, except in case of payment default (where cure period will be 7 days) and after the expiry of the cure period the lender will have the right to demand prepayment facility.

This is an indicative list of the terms and conditions of the outstanding facilities and there may be additional terms including those that may require the consent of the relevant lender, the breach of which may amount to an event of default under various borrowing arrangements entered into by us, and the same may lead to consequences other than those stated above. We have obtained the necessary consent required under the relevant loan documentation for undertaking activities in relation to the Issue, including, *inter alia*, effecting a change in our shareholding pattern, effecting a change in the composition of our Board.

64. For risks in relation to the financial and other covenants required to be complied with in relation to our borrowings, see "***Risk Factors – We have incurred indebtedness, and an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business and financial condition.***" on page 56.

Set forth below is a tabulation of our aggregate outstanding borrowings as on the last three Fiscals:

(₹ in million)

				Fiscal 2025				Fiscal 2024				Fiscal 2023			
Name of Borrower	**Name of lender**	**Date of sanction of loan**	**Type of loan**	**Opening balance as of April 1, 2024**	**Closing balance as at March 31, 2025**	**Amount repaid during Fiscal 2025**	**New loans sanctioned during Fiscal 2025**	**Opening balance as at April 1, 2023**	**Closing balance as at March 31, 2024**	**Amount repaid during Fiscal 2024**	**New loans sanctioned during Fiscal 2024**	**Opening balance as at April 1, 2022**	**Closing balance as at March 31, 2023**	**Amount repaid during Fiscal 2023**	**New loans sanctioned during Fiscal 2023**
PNGS Reva Diamond Jewellery Limited	The Federal Bank Limited	February 11, 2025	Working demand capital loan	Nil	906.50	Nil	900.00	NA	NA	NA	NA	NA	NA	NA	NA

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings (including first information reports ("**FIRs**"); (ii) actions taken by regulatory or statutory authorities; (iii) claims related to direct and indirect tax matters (disclosed in a consolidated manner); and (iv) other pending litigation as determined to be material by our Board pursuant to its resolution dated May 5, 2025 ("**Materiality Policy**") each case involving our Company, Promoters and Directors ("**Relevant Parties**"). Further, there are no disciplinary actions including penalties imposed by the SEBI or the Stock Exchanges against our Promoters in the last five Financial Years including any outstanding action. Additionally, all criminal litigation involving our Key Managerial Personnel and member of Senior Management of the Company, and actions by regulatory authorities and statutory authorities against such Key Managerial Personnel and members of Senior Management have been disclosed. Further, there are no disciplinary actions including penalties imposed by SEBI or stock exchanges against our Promoters in the last five Financial Years, including any outstanding action.*

For the purpose of identification of material litigation or arbitration under (iv) above, our Board has considered and adopted the Materiality Policy with regard to outstanding litigation to be disclosed by our Company involving the Relevant Parties, in this Draft Red Herring Prospectus. In terms of the Materiality Policy, the following shall be considered 'material' for the purposes of disclosure in this Draft Red Herring Prospectus:

(i) *Monetary threshold: Pursuant to the Materiality Policy adopted by our Board of Directors on May 5, 2025, any pending litigation involving the Relevant Parties, has been considered 'material' and accordingly disclosed in this Draft Red Herring Prospectus if the monetary amount is lower of the following:(a) two percent of turnover, for the most recent financial year as per the Restated Consolidated Financial Information, being ₹ 51.64 million; or(b) two percent of net worth, as at the end of the most recent financial year as per the Restated Financial Information, except in case the arithmetic value of the net worth is negative, being ₹ 49.27 million; or(c) five percent of the average of absolute value of profit or loss after tax, for the last three financial years as per the Restated Financial Information, being ₹ 25.61 million. Accordingly, the materiality threshold for disclosures under this section, being the lowest out of the thresholds mentioned in points (a), (b) and (c) above, is ₹ 25.61 million;*

(ii) *Subjective threshold: Such pending matters which are not quantifiable or do not exceed the monetary threshold, involving the Relevant Parties, whose outcome, in the opinion of the Board, would materially and adversely affect our Company's business, prospects, performance, operations, financial position, reputation or cash flows or where a decision in one case is likely to affect the decision in similar cases even though the amount involved in the individual cases may not exceed the monetary threshold; or*

(iii) *Tax matters: In the event any tax matters involve an amount exceeding the monetary threshold proposed in (i) above, in relation to the Relevant Parties, individual disclosures of such tax matters will be included.*

It is clarified that for the purpose of the litigation approach, pre-litigation notices received by the Relevant Parties from third parties (excluding those notices and show cause notices issued by governmental, statutory, regulatory, judicial, quasi-judicial or taxation authorities or notices threatening criminal action or first information reports) shall, in any event, not be considered as litigation until such time that Relevant Parties are impleaded as defendants or respondents in litigation proceedings before any judicial/arbitral forum or governmental authority.

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has adopted the Materiality Policy for the purpose of disclosure of material creditors in this Draft Red Herring Prospectus. For identification of material creditors, a creditor of the Company shall be considered to be material for the purpose of disclosure in the Issue Documents, if the amounts due to such creditor exceeds 10% of the Restated total trade payables of the Company as of the end of the latest financial period covered in the Restated Financial Information. Accordingly, for the Fiscal 2025, any outstanding dues exceeding or equivalent to ₹32.48 million have been considered as material outstanding dues for the purpose of disclosure in this section. For outstanding dues to micro, small or medium enterprise ("**MSME**") and other creditors, the disclosure will be based on information available with the Company regarding the status of the creditors as MSME as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

All terms defined in a particular litigation disclosure pertain to that litigation only. Unless stated otherwise, the information provided below is as on the date of this Draft Red Herring Prospectus.

Litigation involving our Company

Outstanding litigation against our Company

Criminal proceedings

As on date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Company.

Actions by regulatory/ statutory authorities

As on date of the Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against our Company.

Other material pending proceedings

As on date of the Draft Red Herring Prospectus, there are no outstanding other material proceedings initiated against our Company.

Material tax proceedings

As on date of the Draft Red Herring Prospectus, there are no outstanding material tax proceedings initiated against our Company.

Outstanding litigation by our Company

Criminal proceedings

As on date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Company.

Other material pending proceedings

As on date of this Draft Red Herring Prospectus, there are no outstanding material proceedings initiated by our Company.

Litigation involving our Promoters

Outstanding litigations against our Promoters

Criminal proceedings

As on date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Promoters.

Disciplinary actions including penalties imposed by the Stock Exchanges in the last five Financial Years

As on date of this Draft Red Herring Prospectus, there are no outstanding penalties or actions initiated against our Promoters by the Stock Exchanges.

Actions by regulatory/ statutory authorities

As on date of the Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against our Promoters.

Other material pending proceedings

As on date of the Draft Red Herring Prospectus, there are no outstanding other material proceedings initiated against our Promoters.

Outstanding litigations by our Promoters

Criminal proceedings

As on date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Promoters.

Other material pending proceedings

As on date of the Draft Red Herring Prospectus, there are no outstanding other material proceedings initiated by our Promoters.

Litigation involving our Directors

Outstanding litigations against our Directors

Criminal proceedings

As on date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Promoters.

Actions by regulatory/ statutory authorities

As on date of the Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against our Directors.

Other material pending proceedings

As on date of the Draft Red Herring Prospectus, there are no outstanding other material proceedings initiated against our Directors.

Outstanding litigations by our Directors

Criminal proceedings

As on date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Promoters.

Other material pending proceedings

As on date of the Draft Red Herring Prospectus, there are no outstanding other material proceedings initiated by our Promoters.

Litigation involving our KMPs and Senior Management

Outstanding litigations against our KMPs and Senior Management

Criminal proceedings

As on date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our KMPs and Senior Management.

Actions by regulatory/ statutory authorities

As on date of the Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against our KMPs and Senior Management.

Outstanding litigations initiated by our KMPs and Senior Management

Criminal proceedings

As on date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our KMPs and Senior Management.

Tax proceedings

There are no outstanding tax proceedings involving our Company, Promoters or Directors except the ones mentioned below.

Nature of case	Number of cases(1)	Aggregate amount involved to the extent ascertainable(1) (₹ in million)
Company		
Direct tax	NIL	NIL
Indirect tax	NIL	NIL
Promoters		
Direct tax	9	228.79
Indirect tax	4	46.40
Directors		
Direct tax	2(2)	3.74(2)
Indirect tax	NIL	NIL

(1) *As certified by Joshi & Sahney, Chartered Accountants by way of their certificate dated June 16, 2025.*
(2) *Against the Promoter Govind Vishwanath Gadgil in the capacity of Director.*

Outstanding dues to creditors

In terms of the Materiality Policy, such creditors are considered 'material' to whom the amount due exceeds 10% of the Restated Financial Information trade payables of our Company, on a consolidated basis, as at March 31, 2025. Our Company owed a total sum of ₹324.82 million to a total number of 53 creditors as at March 31, 2025.

The details of outstanding dues owed to MSME creditors, material creditors and other creditors, as at March 31, 2025 are set out below:

Type of creditors	Number of creditors[1]	Amount involved[1] (₹ in million)
Micro, small and medium enterprises	15	54.94
Material creditors	4	199.05
Other creditors	34	70.83
Total	**53**	**324.82**

(1) *As certified by Joshi & Sahney, Chartered Accountants by way of their certificate dated June 16, 2025.*

The details pertaining to outstanding dues to the material creditors along with names and amounts involved for each such material creditor are available on the website of our Company at www.revabypng.com.

Confirmation

Except as disclosed in this Draft Red Herring Prospectus, there are no findings or observations of any of the inspections by SEBI or any other regulatory authority in India, which are material and which needs to be disclosed, or non-disclosure of which may have a bearing on the investment decision of prospective investors in the Issue.

Material Developments

Except as stated in the section "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on page 368, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months from the date of the filing of this Draft Red Herring Prospectus.

GOVERNMENT AND OTHER APPROVALS

*We have set out below a list of approvals, consents, registrations, licenses and permissions required to be obtained by our Company from various governmental and statutory authorities, which are considered material and necessary for us to undertake our business activities and operations (the "**Material Approvals**"). Some of the Material Approvals may have lapsed or expired or may lapse or expire in the ordinary course of business, from time to time and our Company has either already made an application to the appropriate authorities for renewal of such Material Approvals or are in the process of making such renewal applications, in accordance with applicable requirements and procedures.*

Except as mentioned below, no further Material Approvals are required by us to undertake the Issue or to carry on our business and operations. Additionally, unless otherwise stated herein, these Material Approvals are valid as on the date of this Draft Red Herring Prospectus. Certain of such Material Approvals may expire periodically in the ordinary course and applications for renewal of such Material Approvals are submitted in accordance with applicable requirements and procedures. For details of risk associated with not obtaining or delay in obtaining requisite approvals, see "Risk Factors – Internal Risks" on page 40.

Approvals in relation to the incorporation of our Company

1. Certificate of incorporation dated December 20, 2024, issued by the Registrar of Companies, Central Registration Centre to our Company, under the name '*PNGS Reva Diamond Jewellery Limited'*.
2. The corporate identification number of our Company is U32111PN2024PLC236494.
3. The registration number of our Company is 236494.

Material Approvals in relation to the Issue

For the approvals and authorizations obtained by our Company in relation to the Issue, see "*Other Regulatory and Statutory Disclosures – Authority for the Issue*", beginning on page 397.

Material approvals in relation to our Company

Our Company has received the following material approvals, licenses, consents, registrations, and permits pertaining to our business:

Tax related approvals

1. The permanent account number of our Company is AAPCP2937H issued by the Income Tax Department, Government of India.
2. The tax deduction account number of our Company is PNEP39072F issued by the Income Tax Department, Government of India.
3. The goods and services tax ("**GST**") identification number for our Company is 27AAPCP2937H1Z0 issued under the Maharashtra Goods and Service Tax Act, 2017.
4. The goods and services tax ("**GST**") identification number for our Company is 24AAPCP2937H1Z6 issued under the Gujarat Goods and Service Tax Act, 2017.
5. The goods and services tax ("**GST**") identification number for our Company is 29AAPCP2937H1ZW issued under the Karnataka Goods and Service Tax Act, 2017.
6. Certificate of Registration as an employer under the Maharashtra State Tax on Professions, Trade, Callings and Employment Act, 1976.
7. Certificate of Registration as an employer under the Gujarat State Tax on Professions, Trade, Callings and Employment Act, 1976.
8. Certificate of Registration as an employer under the Karnataka State Tax on Professions, Trade, Callings and Employment Act, 1976.

9. The legal entity identifier ("**LEI**") code number 3358003RGFJCSKYCLV29 was issued to our Company and is valid till January 17, 2026 by the Legal Entity Identity India Limited.

Material approvals in relation to our business and operations

As on the date of this Draft Red Herring Prospectus, there are 33 Stores of which 32 Stores are under the FOCO model and 1 Store is under the FOFO model. We require certain material approvals, licenses, and registrations under several central or state level acts, rules and regulations to undertake our operations, including, registrations under the respective shops and commercial establishment acts of those states, trade licenses from the respective municipal authorities of areas where such stores are located, registrations under legal metrology laws, certifications from the Bureau of Indian Standards, as may be applicable or in force. Certain of these material approvals, licenses and registrations differ based on the location as well as the nature of operations carried out at such locations.

Labour and commercial related approvals obtained by our Company

We are required to obtain and have obtained registrations and authorisations under the following laws:

1. *Registrations under the Employees' State Insurance Act, 1948* ("***ESIC Act***"): All our employees staffed in establishments covered by the ESIC Act are required to be insured and we are required to register our establishments under the ESIC Act and maintain prescribed records and registers in addition to filing of forms with the concerned authorities.

2. *Registrations under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952* ("***EPF Act***"): The EPF Act is applicable to our Company and thus our Company is required to mandatorily get registered under the EPF Act with the relevant regional provident fund commissioner with jurisdiction, where applicable.

3. Certificates of registration under the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017, the Gujarat Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2019, and the Karnataka Shops and Commercial Establishments Act, 1961.

4. Certificate of Registration for Selling Articles with Hallmark issued by the Bureau of Indian Standards.

Material approvals or renewals applied for but not received

As on the date of this Draft Red Herring Prospectus, there are no Material Approvals or renewals that have been applied for by our Company but have not been received.

Material Approvals which have expired and applications for renewal have been made:

As on the date of this Draft Red Herring Prospectus, there are no Material Approvals which have expired and applications for renewal have been made.

Material Approvals which have expired and renewal is to be applied for:

As on the date of this Draft Red Herring Prospectus, there are no material approvals that have expired and renewal is to be applied.

Material Approvals required but not obtained or applied for

As on the date of this Draft Red Herring Prospectus, there are no material approvals that have not been obtained or applied.

Intellectual Property related approvals

As on the date of this Draft Red Herring Prospectus, our Company has made applications for registration of 4 trademarks before the Trade Marks Registry, for our logo which appears on the cover page of this Draft Red

Herring Prospectus, which are pending at various stages in India. For details of our intellectual property, see "*Our Business – Intellectual Property*" on page 281.

The following table provides the details of the applications of such trademarks:

Sr No.	Particulars	Class	Issuing Authority	Application number	Date of application	Application status
1.	REVA DIAMONDS	14	Trademarks Registry, Office of the Controller General of Patents, Designs & Trade Marks	6817174	January 22, 2025	Formality Check Pass
2.	REVA DIAMONDS	35	Trademarks Registry, Office of the Controller General of Patents, Designs & Trade Marks	6817176	January 22, 2025	Formality Check Pass
3.	REVA DIAMONDS	14	Trademarks Registry, Office of the Controller General of Patents, Designs & Trade Marks	6817177	January 22, 2025	Formality Check Pass
4.	REVA DIAMONDS	35	Trademarks Registry, Office of the Controller General of Patents, Designs & Trade Marks	6817179	January 22, 2025	Formality Check Pass

Except as disclosed in "*Promoter and Promoter Group- Interest in property, land, construction of building, supply of machinery etc.*" on page 308, our Company does not use any other trademarks.

We do not own and have not filed for any applications for patents and copyright.

OUR GROUP COMPANIES

In accordance with the SEBI ICDR Regulations and for the purpose of disclosure in this Draft Red Herring Prospectus, the term "Group Companies" shall include (i) the companies (other than our Corporate Promoter) with which there were related party transactions during the period for which the Restated Financial Information is disclosed in this Draft Red Herring Prospectus, as covered under Ind AS 24, and (ii) such other companies as considered 'material' by our Board in accordance with the Materiality Policy. Pursuant to the Materiality Policy, for the purposes of (ii) above, all such companies (other than our Corporate Promoter and companies categorised under (i) above) that are a part of the Promoter Group, and with which our Company has had one or more transactions in the most recent financial year or the stub period, as applicable, as disclosed in the Restated Financial Information included in this Draft Red Herring Prospectus, which individually or in the aggregate, exceed 5% of the total restated revenue from operations of our Company for such financial year or stub period, as the case may be, shall be classified as group companies.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, our Company does not have any group company.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Corporate approvals

- Our Board has authorised the Issue pursuant to a resolution dated April 10, 2025.
- Our Shareholders have authorised the Issue, pursuant to a special resolution passed at their general meeting held on May 5, 2025.
- This Draft Red Herring Prospectus was approved pursuant to resolutions passed by our Board and IPO Committee on June 16, 2025 and June 17, 2025, respectively.

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of our Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI, RBI or governmental authorities

Our Company, Promoters, members of our Promoter Group, our Directors, and persons in control of our Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority or court.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Each of our Company, our Promoters, and members of our Promoter Group, severally and not jointly, are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

Directors associated with the securities market

As of the date of the Draft Red Herring Document, none of our Directors are associated with the securities market in any manner. Further, no outstanding action has been initiated by SEBI against any of our Directors in the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Issue

Our Company is eligible to undertake the Issue in accordance with Regulation 6(2) of the SEBI ICDR Regulations, in which states the following:

"An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy-five per cent. of the offer to qualified institutional buyers and to refund the full subscription money if it fails to do so."

Our Company was incorporated on December 20, 2024, and accordingly, does not fulfil the criteria specified under Regulation 6(1) of the SEBI ICDR Regulations for issue of equity shares to the public.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Issue shall be not less than 1,000, failing which, the entire application money will be unblocked/ refunded forthwith.

Further, our Company confirms that it is eligible to make the Issue in terms of Regulation 5 and 7(1) of the SEBI ICDR Regulations, to the extent applicable. Our Company is in compliance with the following conditions specified in Regulations 5 and 7(1) of the SEBI ICDR Regulations:

(a) neither our Company, nor our Promoters, the members of our Promoter Group, or our Directors are debarred from accessing the capital markets by SEBI;

(b) none of our Promoters or our Directors are promoters or directors of any other company which is debarred from accessing capital markets by SEBI;

(c) neither our Company, nor our Promoters or Directors is a Wilful Defaulter or a Fraudulent Borrower;

(d) none of our Promoters and our Directors are declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018;

(e) as on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares;

(f) the Equity Shares of our Company held by the Promoters are in the dematerialised form;

(g) all the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares, as on the date of filing of this Draft Red Herring Prospectus; and

(h) There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and existing identifiable accruals.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI")

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, BEING SMART HORIZON CAPITAL ADVISORS PRIVATE LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, BEING SMART HORIZON CAPITAL ADVISORS PRIVATE LIMITED, HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JUNE 17, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, AS AMENDED OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

Disclaimer from our Company, our Directors, our Promoters, and the Book Running Lead Manager

Our Company, our Directors, our Promoters, and the BRLM accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website at www.revabypng.com or any affiliate of our Company, would be doing so at his or her own risk.

The BRLM accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement.

All information shall be made available by our Company and the BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Bidders who Bid in the Issue will be required to confirm and would be deemed to have represented to our Company, Underwriters and their respective directors, partners, designated partners, trustees, officers, employees, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Underwriters and their respective directors, partners, designated partners, trustees, officers, employees, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLM and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company and their respective directors and officers, group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company and their respective affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of jurisdiction

The Issue is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, Hindu Undivided Families ("**HUFs**"), companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, domestic Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from RBI), systemically important Non-Banking Financial Companies ("**NBFCs**") or trusts under applicable trust law and who are authorised under their respective constitutions to hold and invest in equity shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority of India ("**IRDAI**"), permitted provident funds with a minimum corpus of ₹250.00 million (subject to applicable law) and permitted pension funds with a minimum corpus of ₹250.00 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, Government of India ("**GoI**") and permitted Non-Residents including Foreign Portfolio Investors ("**FPIs**") and Eligible NRIs, Alternate Investment Funds ("**AIFs**"), and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to or purchase the Equity Shares in the Issue in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of the Issue will be subject to the jurisdiction of appropriate court(s) in Pune, India only.

Eligibility and transfer restrictions

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act, or any other applicable law of the United States (or any state or jurisdiction therein) and unless so registered, shall 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 in accordance with any applicable U.S. state securities laws.

Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer clause of the BSE Limited

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by the BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Disclaimer clause of the National Stock Exchange of India Limited

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by the NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Listing

The Equity Shares proposed to be Allotted pursuant to the Red Herring Prospectus and the Prospectus are proposed to be listed on the BSE and the NSE. Applications will be made to the Stock Exchanges for obtaining permission for the listing and trading of the Equity Shares being issued and sold in the Issue and [●] will be the Designated Stock Exchange, with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days of the Bid/Issue Closing Date or such other period as may be prescribed by the SEBI.

If our Company does not allot Equity Shares pursuant to the Issue within three Working Days from the Bid/Issue Closing Date or within such timeline as prescribed by the SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate as may be prescribed by the SEBI.

Consents

Consents in writing of: (a) each of our Directors, our Company Secretary and Compliance Officer, our Statutory Auditor, the legal counsel to the Issue, the bankers to our Company, lenders to our Company (wherever applicable), industry report provider, independent architect, independent chartered accountant, practicing company secretary, the BRLM and Registrar to the Issue have been obtained; and (b) the Syndicate Members, Escrow Collection Bank, Public Issue Account Bank, Sponsor Bank, Refund Bank and Monitoring Agency to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, 2013. Further, such consents obtained under (a) have not been withdrawn up to the date of this Draft Red Herring Prospectus.

Experts to the Issue

Our Company has received written consent dated June 16, 2025 from M S K A & Associates, Chartered Accountants, our Statutory Auditor to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report dated May 28, 2025 relating to the Restated Financial Information and (ii) the statement of special tax benefits dated June 16, 2025 included in this Draft Red Herring Prospectus and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated June 12, 2025 from M/s Joshi & Sahney Chartered Accountants , holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the various certifications issued by them in their capacity as an independent chartered accountant to our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated May 26, 2025, from Satish Joshi Partner of Archicon design independent architect to include their name in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, to the extent that and in their capacity as an architect, in relation to their certificate dated May 26, 2025. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated June 16, 2025, from Ruchi Bhave practicing company secretary to include her name in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, to the extent that and in her capacity as practicing company secretary, in relation to her certificate dated June 16, 2025. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Commission or brokerage on previous issues in the last five years

Since this is the initial public offering of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares during the five years preceding the date of this Draft Red Herring Prospectus.

Capital issues in the preceding three years by our Company, our listed group companies, subsidiaries and associates of our Company

Except as disclosed in "***Capital Structure – Notes to capital structure***" on page 84, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus. As on the date of this Draft Red Herring Prospectus, our Company does not have any group companies. Further, as on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiary or associate company.

Performance vis-à-vis objects – public/rights issues of our Company

Our Company has not made any public issues or rights issues to the public during the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects - public/rights issue of any listed subsidiary/listed Promoters of our Company

As on the date of this Draft Red Herring Prospectus, we do not have any subsidiary or listed promoter.

Price information of past issues handled by the Book Running Lead Manager, Smart Horizon Capital Advisors Private Limited

1. *Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Smart Horizon Capital Advisors Private Limited*

Sr. No.	Issue Name	Issue Size (₹ in million)	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
Mainboard IPO Issues								
	-	-	-	-	-	-	-	-
SME IPO Issues								
1.	Rikhav Securities Limited	88.82	86.00	January 22, 2025	163.40	+2.97% [-1.19%]	-14.53% [+3.73%]	-
2.	Maxvolt Energy Industries Limited	54.00	180.00	February 19, 2025	180.00	-5.92% [+1.12%]	+8.28% [+8.78%]	-
3.	Beezaasan Explotech Limited	59.93	175.00	March 3, 2025	146.00	0.00% [+4.67%]	+21.49% [+12.00%]	-
4.	Desco Infratech Limited	30.75	150.00	April 1, 2025	160.00	62.47% [+5.08%]	-	-
5.	Virtual Galaxy Infotech Limited	93.29	142.00	May 19, 2025	180.00	-	-	-
6.	Blue Water Logistics Limited	40.50	135.00	June 3, 2025	141.00	-	-	-

Source: www.nseindia.com; www.bseindia.com

Notes:
1. *The BSE SENSEX and CNX NIFTY are considered as the Benchmark Index.*
2. *Price on BSE/NSE are considered for all the above calculations.*
3. *In case 30th, 90th and 180th day is not a trading day, closing price of the previous trading day has been considered.*
4. *In case 30th, 90th and 180th day, scripts are not traded then the last trading price has been considered.*
5. *Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.*

2. *Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Smart Horizon Capital Advisors Private Limited*

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-2026[1]	3[2]	164.54	-	-	-	1	-	-	-	-	-	-	-	-
2024-2025[3]	3[4]	202.75	-	-	1	-	-	2	-	-	-	-	-	-
2023-2024	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Notes:

1. *The script of Desco Infratech Limited, Virtual Galaxy Infotech Limited and Blue Water Logistics Limited have not completed 180 days from the date of listing.*
2. *The script of Desco Infratech Limited, Virtual Galaxy Infotech Limited and Blue Water Logistics Limited were listed on April 01, 2025, May 19,2025 and June 03, 2025.*
3. *The script of Rikhav Securities Limited, Maxvolt Energy Industries Limited and Beezaasan Explotech Limited has not completed 180 days from the date of listing.*
4. *The script of Rikhav Securities Limited, Maxvolt Energy Industries Limited and Beezaasan Explotech Limited was listed on January 22, 2025, February 19, 2025, and March 03, 2025.*

Track record of past issues handled by the BRLM

For details regarding the track record of the Book Running Lead Manager, as specified in circular number CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website of the Book Running Lead Manager at www.shcapl.com.

Stock market data of the Equity Shares

This being the initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Issue for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges or any such period as prescribed under the applicable laws, to enable the investors to approach the Registrar to the Issue for redressal of their grievances. The Registrar to the Issue shall obtain the required information from the Self Certified Syndicate Banks ("**SCSBs**") for addressing any clarifications or grievances of ASBA Bidders.

Bidders can contact the Company Secretary and Compliance Officer and/or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Issue related queries and for redressal of complaints, Bidders may also write to the BRLM or Registrar to the Issue, in the manner provided below.

All Issue related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary, with whom the Bid cum Application Form was submitted giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, Unified Payments Interface Identity ("**UPI ID**"), Permanent Account Number ("**PAN**"), address of Bidder, number of the Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked (for Bidders other than UPI Bidders) or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. For Issue-related grievances, investors may contact the BRLM, details of which are given in "***General Information – Book Running Lead Manager***" on page 78.

All Issue-related grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or first bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid / Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

The SEBI ICDR Master Circular streamlines the process to handle investor issues arising out of the UPI Mechanism *inter alia* in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures.

In terms of SEBI ICDR Master Circular issued by the SEBI, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15%

per annum for any delay beyond this period of 15 days. Further, in terms of SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Separately, in accordance with the SEBI ICDR Master Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issue, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled/withdrawn/deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation/withdrawal/deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original Bid Amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non–Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLM shall be liable to compensate the investor by ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Issue.

Disposal of investor grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSBs in case of ASBA bidders for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company shall obtain authentication on the SCORES platform and shall comply with the SEBI circulars in relation to redressal of investor grievances through SCORES.

Our Company has appointed Kirti Suryakant Vaidya, as the Company Secretary and Compliance Officer. For further details, see "***General Information – Company Secretary and Compliance Officer***" on page 77.

Our Company has also constituted Stakeholders' Relationship Committee to resolve the grievances of the security holders of our Company. For further details, see "***Our Management – Stakeholders' Relationship Committee***" on page 300.

Our Company has not received any investor grievances during the three years preceding the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus.

Exemption from complying with any provisions of securities laws, if any, granted by the Securities and Exchange Board of India

Our Company has not sought any exemption from complying with any provisions of securities laws as on the date of this Draft Red Herring Prospectus.

Other confirmations

Any person connected with the Issue shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Issue.

SECTION VII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being offered and Allotted pursuant to this Issue are and shall be subject to the provisions of the Companies Act, 2013, the SEBI ICDR Regulations, the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), the Securities Contracts (Regulation) Rules, 1957 ("**SCRR**"), our Memorandum of Association, our Articles of Association, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, the Bid cum Application Form, the Revision Form, the Abridged Prospectus and other terms and conditions as may be incorporated in the Confirmation of Allotment Note ("**CAN**"), Allotment Advice and other documents and certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital, transfer of securities and listing and trading of securities, offered from time to time, by SEBI, Government of India ("**GoI**"), the Stock Exchange, the Registrar of Companies, Maharashtra at Pune, the Reserve Bank of India, and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as maybe prescribed by SEBI, GoI, the Stock Exchange, the RoC, the RBI, and/or other authorities while granting its approval for the Issue.

Ranking of Equity Shares

The Equity Shares being offered/Allotted and transferred pursuant to the Issue will be subject to the provisions of the Companies Act, 2013, the SEBI ICDR Regulations, the SCRA, SCRR, our Memorandum of Association and our Articles of Association and will rank *pari passu* in all respects with the existing Equity Shares of our Company, including in respect of rights to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment as per the applicable law. For further details, see "***Terms of the Articles of Association***" beginning on page 440.

Mode of payment of dividend

Our Company will pay dividends, if declared, to the Shareholders, as per the provisions of the Companies Act, 2013, the SEBI Listing Regulations, our Memorandum of Association and our Articles of Association, and any guidelines or directives that may be issued by the Government of India in this respect or any other applicable law. Any dividends declared, after the date of Allotment in the Issue, will be payable to the Allottees who have been Allotted Equity Shares in the Issue, for the entire year, in accordance with applicable laws. For further details, see "***Dividend Policy***" and "***Terms of the Articles of Association***" beginning on pages 312 and 440, respectively.

Face Value, Issue Price, Floor Price and Price Band

The face value of each Equity Share is ₹[●] each and the Issue Price is ₹[●] per Equity Share. The Floor Price is ₹[●] per Equity Share and the Cap of the Price Band is ₹[●] per Equity Share. The Anchor Investor Issue Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot will be decided by our Company, in accordance with applicable laws and, in consultation with the BRLM, and shall be published by our Company in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located), at least two Working Days prior to the Bid/Issue Opening Date, and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the respective websites of the Stock Exchanges. The Issue Price shall be determined by our Company, in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for Equity Shares offered by way of the Book Building Process.

At any given point in time there will be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, the Equity Shareholders will have the following rights:

1. right to receive dividends, if declared;

2. right to attend general meetings and exercise voting powers, unless prohibited by law;

3. right to vote on a poll either in person or by proxy and e-voting in accordance with the provisions of the Companies Act, 2013;

4. right to receive offers for rights shares and be allotted bonus shares, if announced;

5. right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;

6. right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law; and

7. such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association.

For a detailed description of the terms of our Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, see "***Terms of the Articles of Association***" beginning on page 440.

Allotment of Equity Shares only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. Hence, the Equity Shares offered through the Red Herring Prospectus can be applied for in dematerialised form only. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form.

In this context, two agreements have been entered into between our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite agreement dated March 12, 2025 among NSDL, our Company and the Registrar to the Issue.

- Tripartite agreement dated March 18, 2025 among CDSL, our Company and Registrar to the Issue.

Market Lot and Trading Lot

Since trading of the Equity Shares will be in dematerialised form, the tradable lot is one Equity Share. Allotment in the Issue will be only in electronic form in multiples of [●] Equity Shares of face value of ₹[●] each, subject to a minimum Allotment of [●] Equity Shares of face value of ₹[●] each for QIBs and RIIs. For NIIs, allotment shall not be less than the Minimum Non-Institutional Application Size. For the method of Basis of Allotment, see "***Issue Procedure***" beginning on page 419.

Jurisdiction

Exclusive jurisdiction for the purpose of the Issue is with the competent courts/authorities in Pune, Maharashtra, India.

Joint Holders

Subject to the provisions of our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Period of subscription list of the Issue

For details, see *"- **Bid/ Issue Period**"* on page 410.

Nomination Facility

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the sole Bidder, or the first bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered and Corporate Office or to the Registrar and Share Transfer Agents of our Company.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, will, on the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as holder of Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividend, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialised form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participants.

Bid/Issue Period

BID/ISSUE OPENS ON*	[●]
BID/ISSUE CLOSES ON#**	[●]

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

** *Our Company, in consultation with the BRLM, may consider closing the Bid/Issue Period for Qualified Institutional Buyers ("**QIB**") one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*

\# *Unified Payments Interface ("**UPI**") mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.*

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Bid/ Issue Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds for Anchor Investors/ unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

* *In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Issue Closing Date for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated by the intermediary responsible for causing such delay in unblocking at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher, in accordance with applicable law. For (i) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual*

*unblock,; (ii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iii) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two Working Days from the Bid/Issue Closing Date by the SCSB for such delay in unblocking, in accordance with applicable law. The Bidders shall be compensated by the manner specified in the SEBI ICDR Master Circular, in case of delays in resolving investor grievances in relation to blocking/ unblocking of funds, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the Self Certified Syndicate Bank(s)("**SCSB**"), to the extent applicable.*

The above timetable is indicative and does not constitute any obligation on our Company or the BRLM. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days of Bid/ Issue Closing Date or such time as may be prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Issue Period by our Company, in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges or delay in receipt of final certificates from SCSBs, etc. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

In terms of the UPI Circulars, in relation to the Issue, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working days of Bid/ Issue Closing Date or such time prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the issue procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Issue Period (except the Bid/Issue Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/Issue Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIIs, other than QIBs, Non-Institutional Investors and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications of QIBs and NIIs where Bid Amount is more than ₹0.50 million)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Investors categories#	Only between 10.00 a.m. on the Bid/ Issue Opening Date and up to 4.00 p.m. IST on Bid/ Issue Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIIs and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. on the Bid/ Issue Opening Date and up to 5.00 p.m. IST on Bid/ Issue Closing Date

* *UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.*

\# *QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/ withdraw their Bids.*

On the Bid/Issue Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Investors; and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion.

On Bid/Issue Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and as reported by the BRLM to the Stock Exchanges.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on a daily basis within 60 minutes of the bid closure time from the Bid/Issue Opening Date till the Bid/Issue Closing Date by obtaining such information from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the Registrar to the Issue on a daily basis.

It is clarified that Bids shall be processed only after the application monies are blocked in the application supported by blocked amount ("**ASBA**") Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs, or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

To avoid duplication, the facility of re-initiation provided to members of the Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date and, in any case, no later than 12.00 p.m. (Indian Standard Time) on the Bid/ Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Issue Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted on the Stock Exchange platform only during Working Days, during the Bid/ Issue Period and shall not be accepted on Saturdays and holidays as declared by the Stock Exchanges. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period till 5.00 pm on the Bid/Issue Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing. Further, as per letter no. list/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public/bank holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

Our Company, in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/Issue Period in accordance with the SEBI ICDR Regulations provided that the Cap Price will be less than or equal to 120% of the Floor Price provided that the Cap Price shall be at least 105% of the Floor Price and the Floor Price will not be less than the face value of the Equity Shares. Subject to compliance with the foregoing, the revision in the Price Band shall not exceed 20% on either side, i.e., the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of one Working Day, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Banks, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

If our Company does not receive the minimum subscription in the Issue as specified under Rule 19(2)(b) of the SCRR or the minimum subscription of 90% of the Issue on the Bid/ Issue Closing Date; or subscription level falls below aforesaid minimum subscription after the Bid/ Issue Closing Date due to withdrawal of Bids or technical rejections or any other reason; or in case of devolvement of Underwriting, aforesaid minimum subscription is not received within 60 days from the date of Bid/ Issue Closing Date or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares in the Issue, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI ICDR Master Circular. If there is a delay beyond two Working Days after our Company becomes liable to pay the amount, our Company, and every Director of our Company, who are officers in default, shall pay interest at the rate of 15% per annum.

Undersubscription, if any, in any category except the QIB Category, would be met with spill-over from the other categories at the discretion of our Company, in consultation with the BRLM, and the Designated Stock Exchange.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangements for disposal of odd Lots

Since the Equity Shares will be treated in dematerialised form only, and the market lot for the Equity Shares will be one Equity Share, there are no arrangements for disposal of odd lots.

New financial instruments

Our Company is not issuing any new financial instruments through the Issue.

Restrictions, if any on transfer and transmission of Equity Shares

Except for lock-in of pre-Issue equity shareholding of our Company, minimum Promoter's contribution and Anchor Investor lock-in in the Issue, as detailed in "***Capital Structure – History of the share capital held by our Promoters/ Build-up of Promoters' shareholding in our Company***" on page 93 and except as provided in our Articles as detailed in "***Terms of the Articles of Association***" beginning on page 440, there are no restrictions on transfers and transmission of shares/debentures and on their consolidation/splitting.

Option to receive Equity Shares in dematerialized form

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.

Withdrawal of the Issue

The Issue shall be withdrawn in the event that 90% of the Issue is not subscribed.

Our Company, in consultation with the BRLM, reserves the right not to proceed with the Issue, in whole or in part thereof, after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLM, through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Banks, in case of UPI Bidders, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Issue to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchanges will also be informed promptly.

If our Company, in consultation with the BRLM withdraw the Issue after the Bid/Issue Closing Date and thereafter determines that it will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within three Working Days of the Bid/ Issue Closing Date or such other time period as prescribed under applicable law. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

ISSUE STRUCTURE

The Issue is of up to [●] Equity Shares of face value of ₹10 each, for cash at a price of ₹[●] per Equity Share aggregating up to ₹4,500 million.

The Issue comprises of a Net Issue of up to [●] Equity Shares of face value of ₹[●] each aggregating up to ₹[●] million and Employee Reservation Portion of up to [●] Equity Shares of face value of ₹[●] each aggregating up to ₹[●] million. The Employee Reservation Portion shall not exceed 5% of our post-Issue paid-up Equity Share capital. The Issue and the Net Issue shall constitute [●]% and [●]%, respectively, of the post-Issue paid-up Equity Share capital of our Company.

In terms of Rule 19(2)(b) of the SCRR, the Issue is being made through the Book Building Process, in compliance with Regulation 31 of the SEBI ICDR Regulations.

Particulars	Eligible Employees#	Qualified Institutional Buyers ("QIB")(1)	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for Allotment or allocation*(2)	Up to [●] Equity Shares of face value of ₹[●] each	Not more than [●] Equity Shares of face value of ₹[●] each aggregating up to ₹[●] million	Not less than [●] Equity Shares of face value of ₹[●] each aggregating up to ₹[●] million available for allocation or Issue less allocation to QIB Bidders and RIIs	Not less than [●] Equity Shares of face value of ₹[●] each available for allocation or Issue less allocation to QIB Bidders and Non-Institutional Investors
Percentage of Issue Size available for Allotment or allocation	The Employee Reservation Portion shall constitute up to [●]% of the post-Issue paid-up Equity Share capital of our Company.	Not less than 75% of the Net Issue shall be available for allocation to QIB Bidders. However, 5% of the Net QIB Category will be available for Allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Category. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Category	Not more than 15% of the Net Issue or the Issue less allocation to QIB Bidders and Retail Individual Investors shall be available for allocation. One-third of the Non-Institutional Category will be available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Category will be available for allocation to Bidders with a Bid size of more than ₹1,000,000.	Not more than 10% of the Net Issue or the Issue less allocation to QIB Bidders and Non-Institutional Investors will be available for allocation
Basis of Allotment if respective category is oversubscribed*	Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹200,000, subject to total Allotment to an	Proportionate as follows (excluding the Anchor Investor Portion): a) [●] Equity Shares of face value of ₹[●] each shall be available for allocation on a proportionate basis to Mutual Funds only; and b) [●] Equity Shares of face value of ₹[●] each shall be available for allocation on a	The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Category shall be subject to the following: (a) One-third of the Non-Institutional Category will be available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000; and (b) Two-thirds of the Non-Institutional	The allotment to each RII shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Category and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis. For further details, see "***Issue Procedure***" beginning on page 419

Particulars	Eligible Employees#	Qualified Institutional Buyers ("QIB")(1)	Non-Institutional Investors	Retail Individual Investors
	Eligible Employee not exceeding ₹500,000.	proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above Up to 60% of the QIB Category (of up to [●] Equity Shares of face value of ₹[●] each) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	Category will be available for allocation to Bidders with a Bid size of more than ₹1,000,000. The unsubscribed portion in either of the aforementioned subcategories may be allocated to applicants in the other sub-category of Non-Institutional Investors. The Allotment of Equity Shares to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability in the Non-Institutional Category, and the remainder, if any, shall be allotted in accordance with the conditions specified in Schedule XIII to the SEBI ICDR Regulations	
Mode of Bid^	ASBA Process only (including the UPI Mechanism)	ASBA process only (excluding UPI Mechanism) (except in case of Anchor Investors)	ASBA Process only (including the UPI Mechanism), to the extent of Bids up to ₹500,000	ASBA Process only (including the UPI Mechanism)
Minimum Bid	[●] Equity Shares of face value of ₹[●] each and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹[●] such that the Bid Amount exceeds ₹200,000	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹[●] each such that the Bid Amount exceeds ₹200,000	[●] Equity Shares of face value of ₹[●] each and in multiples of [●] Equity Shares of face value of ₹[●] each thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹[●] each, so that the maximum Bid Amount by each Eligible Employee in Eligible Employee Portion does not exceed ₹500,000.	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹[●] each not exceeding the size of the Net Issue (excluding the Anchor Portion), subject to applicable limits to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹[●] each not exceeding the size of the Net Issue (excluding the QIB Category), subject to limits applicable to Bidder	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹[●] each so that the Bid Amount does not exceed ₹200,000
Mode of Allotment	Compulsorily in dematerialised form			
Bid Lot	[●] Equity Shares of face value of ₹[●] each and in multiples of [●] Equity Shares of face value of ₹[●] each thereafter			
Allotment Lot	[●] Equity Shares of face value of ₹[●] each and in multiples of one Equity Share thereafter	[●] Equity Shares of face value of ₹[●] each and in multiples of one Equity Share thereafter	For NIIs allotment shall not be less than the minimum non-	[●] Equity Shares of face value of ₹[●] each and in multiples of one Equity Share thereafter

Particulars	Eligible Employees#	Qualified Institutional Buyers (“QIB”)(1)	Non-Institutional Investors	Retail Individual Investors
			institutional application size.	
Trading Lot	One Equity Share			
Who can apply(3)(4)(5)	Eligible Employees	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013 (“**Companies Act**”), scheduled commercial banks, Mutual Funds, Foreign Portfolio Investors (“**FPIs**”) (other than individuals, corporate bodies and family offices), Venture Capital Funds (“**VCFs**”), Alternate Investment Funds (“**AIFs**”), Foreign Venture Capital Investors (“**FVCIs**”) registered with Securities and Exchange Board of India (“**SEBI**”), multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with Insurance Regulatory and Development Authority of India (“**IRDAI**”), provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under subsection (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the Government of India (“**GoI**”) through resolution F. No.2/3/2005-DD-II dated November 23, 2005, the insurance funds set up and managed by army,	Resident Indian individuals, Eligible Non-Resident Individuals (“**NRIs**”), Hindu Undivided Families (“**HUFs**”) (in the name of the karta), companies, corporate bodies, scientific institutions, societies, trusts, family offices and FPIs who are individuals, corporate bodies and family offices which are re-categorised as category II FPIs (as defined in the SEBI FPI Regulations) and registered with SEBI.	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)

Particulars	Eligible Employees#	Qualified Institutional Buyers ("QIB")(1)	Non-Institutional Investors	Retail Individual Investors
		navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Companies ("**NBFCs**") in accordance with applicable laws.		
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids(4) **In case of all other Bidders:** Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder, or by the Sponsor Bank(s) through the UPI Mechanism (other than Anchor Investors), that is specified in the ASBA Form at the time of submission of the ASBA Form			

Assuming full subscription in the Issue.

Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000. In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits. The undersubscribed portion, if any, in the Employee Reservation Portion shall be added back to the Net Issue. In case of undersubscription in the Net Issue, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.

^ *The SEBI ICDR Master Circular has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the Bidders.*

(1) *Our Company may, in consultation with the BRLM, allocate up to 60% of the QIB Category to Anchor Investors at the Anchor Investor Issue Price, on a discretionary basis in accordance with the SEBI ICDR Regulations, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹500 million per Anchor Investor, and (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million or part thereof will be permitted, subject to minimum allotment of ₹50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors, which price shall be determined by our Company, in consultation with the BRLM. In the event of under-subscription in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Category. For further details, see "**Issue Procedure**" beginning on page 419.*

(2) *Subject to valid Bids being received at or above the Issue Price. This Issue is being made in accordance with Rule 19(2)(b) of the SCRR and Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Net Issue shall be available for allocation on a proportionate basis to QIBs. Such number of Equity Shares representing 5% of the Net QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Category shall be available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Category, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Category for proportionate allocation to all QIBs. Further, not more than 15% of the Net Issue shall be available for allocation to Non-Institutional Investors, of which (a) one-third portion shall be reserved for applicants with a Bid size of more than ₹200,000 and up to ₹1,000,000; and (b) two-thirds portion shall be reserved for applicants with a Bid size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional*

Investors, subject to valid Bids being received at or above the Issue Price and not more than 10% of the Net Issue shall be available for allocation to RIIs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price.

(3) *In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.*

(4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor pay-in date as indicated in the Confirmation of Allotment Note ("**CAN**").*

(5) *Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.*

Bids by FPIs with certain structures as described under "***Issue Procedure - Bids by Foreign Portfolio Investors***" on page 425 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, at the time of making a Bid.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category except the QIB Category, would be met with spill-over from the other categories or a combination of categories at the discretion of our Company, in consultation with the BRLM, and the Designated Stock Exchange, on proportionate basis as per the SEBI ICDR Regulations.

ISSUE PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**"), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Bidders/Applicants; (v)issuance of CAN and allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) submission of Bid cum Application Form; (viii) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) interest in case of delay in allotment or refund; and (xiii) disposal of applications.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with Applicable Laws and did not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus. Further, our Company and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.

Pursuant to NSDL circular number NSDL/CIR/II/28/2023 dated August 8, 2023 and CDSL circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023, our Company may request the Depositories to suspend/ freeze the ISIN in depository system till listing/ trading effective date. Pursuant to the aforementioned circulars, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of the Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Issue shares may request our Company and/ or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/ or the Registrar. Our Company and/ or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid/ Issue Opening Date.

Book Building Procedure

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Category to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLM, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Category (other than the Anchor Investor Portion). Further, 5% of the Net QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only, subject to valid Bids being received at or above the Issue Price, and the remainder of the Net QIB Category shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including

Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Category, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Category for proportionate allocation to QIBs. Further, not more than 15% of the Net Issue shall be available for allocation to Non-Institutional Investors, in accordance with the SEBI ICDR Regulations, of which one-third of the Non-Institutional Category shall be available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Category shall be available for allocation to Bidders with a Bid size of more than ₹1,000,000 and under-subscription in either of these two sub-categories of the Non-Institutional Category may be allocated to Bidders in the other sub-category of the Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Further, not more than 10% of the Net Issue shall be available for allocation to Retail Individual Portion, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. Further, up to [●] Equity Shares of face value of ₹[●] each, aggregating up to ₹[●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Issue Price, if any.

Undersubscription, if any, in any category, except in the Net QIB Category, would be allowed to be met with spill-over from any other category or categories, as applicable, at the discretion of our Company and in consultation with the BRLM and the Designated Stock Exchange, subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the Net QIB Category, will not be allowed to be met with spill-over from any other category or a combination of categories. In the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000.

Investors must ensure that their Permanent Account Number ("**PAN**") is linked with Aadhaar and are in compliance with the notification issued by Central Board of Direct Taxes on February 13, 2020, and press release dated June 25, 2021 and September 17, 2021, CBDT circular number 7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023, read with subsequent circulars issued in relation thereto.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including depository participant's identity number ("**DP ID**"), client identification number ("**Client ID**"), PAN and unified payments interface identity number ("**UPI ID**"), as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.

All SCSBs offering the facility of making application in public issues shall also provide facility to make application using UPI. Our Company has appointed the Sponsor Banks to act as a conduit between the Stock Exchanges and National Payments Corporation of India ("**NPCI**") in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

NPCI through its circular number NPCI/UPI/OC No. 127/ 2021-22 dated December 9, 2021, *inter alia*, has enhanced the per transaction limit from ₹200,000 to ₹500,000 for applications using UPI in initial public offerings.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send short message service ("**SMS**") alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post-Issue BRLM will be required to compensate the concerned investor.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM.

Further, in accordance with the SEBI ICDR Master Circular, all UPI Bidders shall provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

(i) a syndicate member;

(ii) a stockbroker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);

(iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity); or

(iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity).

Electronic registration of Bids

(i) The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Issue.

(ii) On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

(iii) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

(iv) QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the BSE Limited ("**BSE**") (www.bseindia.com) and the National Stock Exchange of India Limited ("**NSE**") (www.nseindia.com) at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the office of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. UPI Bidders shall Bid in the Issue through the UPI Mechanism. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Issue through the ASBA process. UPI Bidders bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. In accordance with the SEBI ICDR Master Circular, the ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the Bidders. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. This circular shall be applicable for all categories of investors viz. RII, QIB, NII and other reserved categories and also for all modes through which the applications are processed.

The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient credit balance such that an amount equivalent to full Bid Amount can be blocked therein, at the time of submitting the Bid. as the application made by a ASBA Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the investor's bank accounts, pursuant to the SEBI ICDR Master Circular.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis^	[●]
Non-Residents including Foreign Portfolio Investors ("**FPIs**"), Eligible Non-Resident Investors ("**NRIs**") applying on a repatriation basis, foreign Venture Capital Investors ("**FVCIs**") and registered bilateral and multilateral institutions	[●]
Anchor Investors^^	[●]
Eligible Employees Bidding in the Employee Reservation Portion#	[●]

* *Excluding the electronic Bid cum Application Form.*

^ *Electronic Bid cum Application Form will be made available for download on the website of the BSE (*www.bseindia.com*) and NSE (www.nseindia.com).*

^^ *Bid cum Application Forms for Anchor Investors will be made available at the office of the BRLM.*

\# *Bid cum Application Forms for Eligible Employees will be available only at our branches and offices in India.*

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges and the Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. For RIIs using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis to enable the Sponsor Banks to initiate UPI Mandate Request to UPI Bidders for blocking of funds.

In case of ASBA Forms, the relevant Designated Intermediaries shall capture and upload the relevant bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges.

The Sponsor Banks will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Banks will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Banks and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with UPI switch data, Core Banking System ("**CBS**") data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

Pursuant to NSE circular number 23/2022 dated July 22, 2022 and BSE circular number 20220722-30 dated July 22, 2022, has mandated that trading members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹500,000 and NIB and QIB bids above ₹200,000, through SCSBs only.

For all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 p.m. on the Bid/Issue Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation on compliance with the UPI Circulars.

For ASBA Forms (other than UPI Bidders using UPI Mechanism), Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s).

The Sponsor Banks shall host a web portal for intermediaries (closed user group) from the date of Bid/Issue Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Issue Bidding process.

Participation by the Promoters and Promoter Group of our Company, BRLM, the Syndicate Members and their associates and affiliates and the persons related thereto

The BRLM and the Syndicate Members shall not be allowed to purchase Equity Shares in the Issue in any manner, except towards fulfilling their respective underwriting obligations. However, the respective associates and affiliates of the BRLM and the Syndicate Members may Bid for Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLM and Syndicate Members, shall be treated equally for the purpose of allocation.

Except as stated below, neither the BRLM nor any persons related to the BRLM can apply in the Issue under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the BRLM;

(ii) insurance companies promoted by entities which are associate of the BRLM;

(iii) Alternate Investment Funds ("**AIFs**") sponsored by the entities which are associate of the BRLM;

(iv) Foreign Portfolio Investors ("**FPIs**") other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the BRLM; or

(v) pension funds sponsored by entities which are associate of the BRLM;

The Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Issue. Further, persons related to our Promoters and Promoter Group shall not apply in the Issue under the Anchor Investor Portion.

For the purposes of the above, a QIB who has the following rights shall be deemed to be a person related to our Promoters or Promoter Group:

(i) rights under a shareholders' agreement or voting agreement entered into with our Promoters or Promoter Group;

(ii) veto rights; or

(iii) right to appoint any nominee director on the Board.

Further, an Anchor Investor shall be deemed to be an "associate of the BRLM" if:

(i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or

(ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or

(iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLM.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable laws.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value ("**NAV**") in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible Non-resident Indians ("NRIs")

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident forms should authorise their SCSB to block their Non-Resident External ("**NRE**") accounts (including UPI ID, if activated), or foreign currency non-resident accounts ("**FCNR Accounts**"), and eligible NRI Bidders bidding on a non-repatriation basis by using resident forms should authorise their SCSB to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

Participation of Eligible NRIs in the Issue shall be subject to the Foreign Exchange Management Act ("**FEMA**") Non-debt Instrument Rules. Only bids accompanied by payment in Indian rupees or fully convertible foreign exchange will be considered for allotment.

In accordance with the FEMA Non-Debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up Equity Share capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and Overseas Citizen of India ("**OCI**") put together shall not exceed 10% of the total paid-up Equity Share capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

For details of restrictions on investment by NRIs, see "***Restrictions on Foreign Ownership of Indian Securities***" beginning on page 439.

Bids by Hindu Undivided Families ("HUFs")

Bids by Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids by HUFs may be considered at par with Bids from individuals.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares of face value of ₹[●] each and in multiples of [●] Equity Shares of face value of ₹[●] each thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹500,000 on a net basis. However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000. Allotment in the Employee Reservation Portion will be as detailed in the section "***Issue Structure***" beginning on page 414.

However, Allotments to Eligible Employees in excess of ₹200,000 shall be considered on a proportionate basis, in the event of under-subscription in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000. Subsequent under-subscription, if any, in the Employee Reservation Portion shall be added back to the Net Issue. Eligible Employees Bidding in the Employee Reservation Portion may bid at the Cut-off Price.

Bids under the Employee Reservation Portion by Eligible Employees shall be:

- Made only in the prescribed Bid cum Application Form or Revision Form.

- Only Eligible Employees (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines) would be eligible to apply in this Issue under the Employee Reservation Portion.

- In case of joint bids, the sole/ first Bidder shall be the Eligible Employee.

- Bids by Eligible Employees may be made at Cut-off Price.

- Only those Bids, which are received at or above the Issue Price would be considered for allocation under this portion.

- The Bids must be for a minimum of [●] Equity Shares of face value of ₹[●] each and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee subject to a maximum Bid Amount of ₹500,000 on a net basis.

- Eligible Employees bidding in the Employee Reservation Portion can Bid through the UPI mechanism

- If the aggregate demand in this portion is less than or equal to [●] Equity Shares at or above the Issue Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

- Bids by Eligible Employees in the Employee Reservation Portion and in the Net Issue portion shall not be treated as multiple Bids.

- Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form or Revision Form.

In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000.

Bids by Foreign Portfolio Investors ("FPIs")

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Non-Debt Instruments Rules, the total holding by each FPI, of an investor group, shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be the sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Non-Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilise the multi-investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason, subject to applicable laws.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA Non-Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Issue to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

(a) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

The FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for non-residents.

Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with SEBI master circular number SEBI/HO/AFD-2/CIR/P/2022/175 dated December 19, 2022, provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the multiple investment managers ("**MIM**") Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Further, in the following cases, Bids by FPIs shall not be treated as multiple Bids:

- FPIs which utilise the MIM structure, indicating the name of their respective investment managers in such confirmation;
- Offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager;
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the Applicant FPIs (with same PAN). In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in this Draft Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "*exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus.*"

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "**FPI Group**") shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Issue Equity Share capital shall be liable to be rejected.

Bids by Securities and Exchange Board of India ("SEBI") registered Venture Capital Funds ("VCFs"), Alternate Investment Funds ("AIFs") and Foreign Capital Investors ("FVCIs")

SEBI VCF Regulations as amended, inter alia prescribe the investment restrictions on VCFs, registered with SEBI. SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the SEBI VCF Regulations, the venture capital funds which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. SEBI FVCI Regulations prescribe the investment restrictions on FVCIs.

Accordingly, the holding in any company by any individual VCF or FVCIs registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A Category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking whose shares are proposed to be listed. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of AIFs, VCFs and FVCIs shall also be subject to the FEMA Non-Debt Instruments Rules.

There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with the RBI, certified copies of (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate equity investments in subsidiaries and other entities engaged in financial and non-financial services, including overseas investments, cannot exceed 20% of the bank's paid-up share capital and reserves. However, a banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans/investments made to a company.

Bids by Self-Certified Syndicate Banks ("SCSBs")

SCSBs participating in the Issue are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012, and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, read with the Investments – Master Circular dated October 27, 2022, each as amended, are broadly set forth below:

(a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer or health insurer;

(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000 million or more but less than ₹2,500,000 million.*

Insurance companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹250.00 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, systematically important non-banking finance company ("**NBFC-SI**"), insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, in consultation with the BRLM, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, in consultation with the BRLM, may deem fit.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below:

(a) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the office of the BRLM.

(b) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Category. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.

(c) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors will open one Working Day before the Bid/Issue Opening Date and will be completed on the same day.

(e) Our Company may finalise allocation to the Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLM, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:

    (i) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million;

    (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and

    (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional

10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.

(f) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLM before the Bid/Issue Opening Date, through intimation to the Stock Exchanges.

(g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Issue Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Issue Price, Allotment to successful Anchor Investors will be at the higher price.

(i) 50% of the Equity Shares Allotted to the Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

(j) Neither the BRLM nor any associate of the BRLM (except Mutual Funds sponsored by entities which are associates of the BRLM or insurance companies promoted by entities which are associate of BRLM or AIFs sponsored by the entities which are associate of the BRLM or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLM) shall apply in the Issue under the Anchor Investor Portion. See ***"Participation by the Promoters and Promoter Group of our Company, BRLM, the Syndicate Members and their associates and affiliates and the persons related thereto*"** above.

(k) Bids made by QIBs under both the Anchor Investor Portion and the QIB Category will not be considered multiple Bids.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the NBFC-SI, are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. NBFC-SI participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI shall be as prescribed by RBI from time to time.

For more information, please read the General Information Document.

The above information is given for the benefit of the Bidders. Bidders are advised to make their independent investigations and ensure that any single Bid from it does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by it under applicable law or regulation or as specified in the Red Herring Prospectus and the Prospectus.

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he/she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid. In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIIs can revise their Bid(s) during the Bid/Issue Period and withdraw or lower the size of their Bid(s) until Bid/Issue Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Check if you are eligible to apply as per the terms of this Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

3. Ensure that you have Bid within the Price Band;

4. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

5. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e., bank account number or UPI ID, as applicable) and PAN in the Bid cum Application Form and if you are a UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time;

7. UPI Bidders Bidding using the UPI Mechanism in the Issue shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;

8. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

9. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 5:00 pm on the Bid/Issue Closing Date;

10. Ensure that the signature of the first bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;

11. Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the first bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

12. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular number MRD/DoP/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the securities market, and (iii) persons/entities exempt from holding a PAN under

applicable law, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

15. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

17. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

18. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;

19. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

20. Since the Allotment will be in dematerialised form only, ensure that the depository account is active, the correct DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI mechanism) and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI mechanism) and the PAN entered into the online initial public offerings ("**IPO**") system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI mechanism) and PAN available in the Depository database;

21. In case of QIBs and NIIs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in);

22. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form or have otherwise provided an authorisation to the SCSB or the Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid. In case of UPI Bidder Bidding through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

23. Ensure that the Demographic Details are updated, true and correct in all respects;

24. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Issue, which is UPI 2.0 certified by NPCI;

25. The ASBA Bidders shall ensure that bids above ₹500,000, are uploaded only by the SCSBs;

26. Bidders (except UPI Bidders Bidding through the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of UPI Bidders, once the Sponsor Banks issues the Mandate Request, the UPI Bidders would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request to authorise the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

27. Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, a UPI Bidder Bidding through UPI Mechanism shall be deemed to have verified the attachment containing the application details of the UPI Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Banks issue a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;

28. UPI Bidders bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the first bidder (in case of joint account) in the Bid cum Application Form;

29. UPI Bidders using the UPI Mechanism who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.

30. Bids by Eligible NRIs HUFs and any individuals, corporate bodies and family offices which are recategorized as category II FPI and registered with SEBI for a Bid Amount of less than ₹200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the Non-Institutional Category for allocation in the Issue; and

31. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLM.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned on the list available on the website of SEBI and updated from time to time and at such other websites as may be prescribed by SEBI from time to time is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid Lot;

2. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

3. Do not Bid for a Bid Amount exceeding ₹200,000 for Bids by Retail Individual Investors and ₹500,000 for Bids by Eligible Employees Bidding in the Employee Reservation Portion;

4. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

5. Do not Bid/revise the Bid amount to less than the floor price or higher than the cap price;

6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);

9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

10. Do not submit the Bid for an amount more than funds available in your ASBA Account;

11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

12. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

13. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

14. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Draft Red Herring Prospectus;

15. Do not Bid for Equity Shares more than specified by the respective Stock Exchanges for each category;

16. In case of ASBA Bidders (other than UPI Bidders using UPI mechanism), do not submit more than one Bid cum Application Form per ASBA Account;

17. If you are UPI Bidder and are using UPI mechanism, do not submit more than one Bid cum Application Form for each UPI ID;

18. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;

19. Anchor Investors should not bid through the ASBA process;

20. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;

21. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

22. Do not submit the GIR number instead of the PAN;

23. Anchor Investors should submit Anchor Investor Application Form only to the BRLM;

24. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;

25. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/Issue Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Issue Closing Date (for Physical Applications);

26. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Retail Individual Investors can revise or withdraw their Bids on or before the Bid/Issue Closing Date;

27. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

28. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a UPI Bidder Bidding through the UPI Mechanism. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Issue;

29. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account;

30. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

31. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;

32. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders Bidding using the UPI Mechanism;

33. Do not Bid if you are an OCB; and

34. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Member shall ensure that they do not upload any bids above ₹500,000.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

For helpline details of the BRLM in accordance with the SEBI ICDR Master Circular, see "***General Information – Book Running Lead Manager***" on page 78.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see "***General Information – Company Secretary and Compliance Officer***" on page 77.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

The BRLM shall be the nodal entity for any issues arising out of public issuance process. In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and the BRLM shall continue to coordinate with intermediaries involved in the said process.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchanges, along with the BRLM and the Registrar to the Issue, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in the SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Issue except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the Net Issue to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the RIIs, NIIs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

The Allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Net Issue shall be available for allocation to Non-Institutional Investors. The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Category, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for applicants with a Bid size of more than ₹200,000 and up to ₹1,000,000, and (ii) two-third of the portion available to Non-Institutional Investors shall be reserved for applicants with a Bid size of more than ₹1,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors. The allotment to each Non-Institutional Investor shall not be less than the minimum NII application size, subject to the availability of Equity Shares in the Non-Institutional Category, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

The allotment of Equity Shares to each RII shall not be less than the minimum bid lot, subject to the availability of shares in Retail category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Anchor Investor Escrow Account

Our Company, in consultation with the BRLM, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Issue through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, real time gross settlement ("**RTGS**"), national automated clearing house ("**NACH**") or national electronic fund transfer ("**NEFT**") to the Escrow Account(s). For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) In case of Non-Resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections of Bid amounts from Anchor Investors.

Pre-Issue and Price Band Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located).

In the pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

The information set out above is given for the benefit of the Bidders/applicants. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

In accordance with RBI regulations, Overseas Corporate Body ("**OCB**") cannot participate in the Issue.

Allotment Advertisement

The Allotment Advertisement shall be uploaded on the websites of our Company, the BRLM and the Registrar to the Issue, before 9:00 p.m. IST, on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from all the Stock Exchanges is received post 9:00 p.m. IST on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the equity shares of the Issuer are proposed to be listed, then the Allotment Advertisement shall be uploaded on the websites of our Company, the BRLM, and the Registrar to the Issue, following the receipt of final listing and trading approval from all the Stock Exchanges.

Our Company, the BRLM, and the Registrar to the Issue shall publish an allotment advertisement not later than one Working Day after the commencement of trading, disclosing the date of commencement of trading in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of [●] (Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located).

Signing of the Underwriting Agreement and Filing with the RoC

a) Our Company and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Issue Price but prior to the filing of the Prospectus.

b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which would then be termed as the Prospectus. The Prospectus will contain details of the Issue Price, the Anchor Investor Issue Price, the Issue size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 2013, for fraud involving an amount of at least ₹1 million or 1% of the turnover of our Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1 million or one per cent of the turnover of our Company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 million or with both.

Undertakings by our Company

Our Company undertakes the following:

- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;

- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within such other time period as may be prescribed by the SEBI or applicable law will be taken;

- the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;

- if Allotment is not made within the prescribed timelines under applicable laws, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws for the delayed period;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Applicant within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- where release of block on the applicable amount for unsuccessful Bidders or part of the application amount in case of proportionate Allotment, a suitable communication shall be sent to the applicants;

- adequate arrangements shall be made to collect ASBA applications;

- that if our Company do not proceed with the Issue after the Bid/Issue Closing Date but prior to Allotment, the reason thereof shall be given by our Company as a public notice within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The Stock Exchanges shall be informed promptly;

- that if our Company withdraw the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh offer document with SEBI, in the event our Company subsequently decide to proceed with the Issue;

- that no further issue of securities shall be made till the securities offered through the Issue Document are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with applicable law; and

- adequate arrangements shall be made to collect all Bid cum Application Forms from Bidders.

Utilisation of proceeds from the Issue

Our Board certifies that:

(i) all monies received out of the Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-Section (3) of Section 40 of the Companies Act, 2013;

(ii) details of all monies utilised out of the Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

(iii) details of all unutilised monies out of the Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The DPIIT (formerly Department of Industrial Policy and Promotion) issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the "**Consolidated FDI Policy**"), which consolidates and supersedes all previous press note, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. Under the current Consolidated FDI Policy, 100% foreign investment is permitted in 'Manufacturing' sector under automatic route.

In terms of Press Note 3 of 2020, dated April 17, 2020 ("**Press Note**"), issued by the DPIIT, the Consolidated FDI Policy and the FEMA Non-Debt Instruments Rules has been amended to state that all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Issue Period.

Transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "***Issue Procedure – Bids by Eligible Non-resident Indians***" and "***Issue Procedure – Bids by Foreign Portfolio Investors***" on page 424 and 425, respectively.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares offered in the Issue have not been and will not be registered under 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 U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside of the United States in offshore transactions as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where such offers and sales are made.

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.

For further details, see "***Issue Procedure***" beginning on page 419.

The above information is given for the benefit of the Bidders. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII – TERMS OF THE ARTICLES OF ASSOCIATION

(COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION

OF

PNGS REVA DIAMOND JEWELLERY LIMITED

(Incorporated under the Companies Act, 2013)

***This set of Articles of Association has been approved pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a special resolution passed at the Extraordinary General Meeting of PNGS Reva Diamond Jewellery Limited of (the "Company") held on 12th March 2025. These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof*.**

No regulation contained in Table "F" in the First Schedule to Companies Act, 2013 shall apply to this Company unless expressly made applicable in these Articles or by the said Act but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.

1. (1)	The regulations contained in table "F" of schedule I to the Companies Act, 2013 shall apply only in so far as the same are not provided for or are not inconsistent with these Articles.	**Table 'F' shall apply**
(2)	The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.	**Company to be governed by these Articles**
Definitions and Interpretation		
2.	In these Articles —	
	(a) "Act" means the Companies Act, 2013 (including the relevant rules framed thereunder) or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.	**"Act"**
	(b) "Applicable Laws" means all applicable statutes, laws, ordinances, rules and regulations, judgments, notifications circulars, orders, decrees, byelaws, guidelines, or any decision, or determination, or any interpretation, policy or administration, having the force of law, including but not limited to, any authorization by any authority, in each case as in effect from time to time	**"Applicable Laws"**
	(c) "Articles" or " means these articles of association of the Company or as altered from time to time.	**"Articles"**

	(d) "Board of Directors" or "Board", means the collective body of the Directors of the Company nominated and appointed from time to time in accordance with Articles 84 to 90, herein, as may be applicable.	**"Board of Directors" or "Board"**
	(e) "Company" means PNGS Reva Diamond Jewellery Limited, a public company incorporated with limited liability under the Applicable Laws.	**"Company"**
	(f) "Lien" means any mortgage, pledge, charge, assignment, hypothecation, security interest, title retention, preferential right, option (including call commitment), trust arrangement, any voting rights, right of set-off, counterclaim or banker's lien, privilege or priority of any kind having the effect of security, any designation of loss payees or beneficiaries or any similar arrangement under or with respect to any insurance policy;	**"Lien"**
	(g) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.	**"Rules"**
	(h) "Memorandum" means the memorandum of association of the Company or as altered from time to time.	**"Memorandum"**
Construction		
	In these Articles (unless the context requires otherwise): (i) References to a party shall, where the context permits, include such party's respective successors, legal heirs and permitted assigns. (ii) The descriptive headings of Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles. (iii) References to articles and sub-articles are references to Articles and sub-articles of and to these Articles unless otherwise stated and references to these Articles include references to the articles and sub-articles herein. (iv) Words importing the singular include the plural and vice versa, pronouns importing a gender include each of the masculine, feminine and neuter genders, and where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase shall have the corresponding meanings. (v) Wherever the words "include," "includes," or "including" is used in these Articles, such words shall be deemed to be followed by the words "without limitation". (vi) The terms "hereof", "herein", "hereto", "hereunder" or similar expressions used in these Articles mean and refer to these Articles and not to any Article of these Articles, unless expressly stated otherwise. (vii) Unless otherwise specified, time periods within or following which any payment is to be made or act is to be done shall be calculated by excluding the day on which the period commences and including the day on which the period ends and by extending the period to the next Business Day following if the last day of such period is not a Business Day; and whenever any payment is to be made or action to be taken under these Articles is required to be made or taken on a day other than a Business Day, such payment shall be made or action taken on the next Business Day following. (viii) A reference to a party being liable to another party, or to liability, includes, but is not limited to, any liability in equity, contract or tort (including negligence). (ix) Reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions. (x) References made to any provision of the Act shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the MCA. The applicable provisions of the Companies Act, 1956 shall cease to have effect from the date on which the corresponding provisions under the Companies Act, 2013 have been notified. (xi) In the event any of the provisions of the Articles are contrary to the provisions of the Act and the Rules, the provisions of the Act and Rules will prevail.	

Share capital and variation of rights		
3.	The authorized share capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in Clause V of Memorandum, divided into such number, classes and descriptions of Shares and into such denominations, as stated therein, with power to reclassify, subdivide, consolidate and increase and with power from time to time, to issue any shares of the original capital or any new capital and upon the sub-division of shares to apportion the right to participate in profits, in any manner as between the shares resulting from sub-division.	**Authorized share capital**
4.	Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may by sending a letter of offer, issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par (subject to the compliance with the provision of section 53 and 54 of the Act) and at such time as they may from time to time think fit provided that the option or right to call for shares shall not be given to any person or persons without the sanction of the Company in the general meeting. The Board shall cause to be filed the returns as to allotment as may be prescribed from time to time. Any application signed by or on behalf of an applicant for subscription for Shares in the Company, followed by an allotment of any Shares therein, shall be an acceptance of Shares within the meaning of these Articles, and every person, who, thus or otherwise, accepts any Shares and whose name is entered on the Registered shall, for the purpose of these Articles, be a member. The Board shall observe the restrictions as regards allotment of Shares to the public contained in the Act and other applicable Law, and as regards return on allotments, the Board shall comply with applicable provisions of the Act and other applicable Law. The money, if any, which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any Shares allotted by them, shall immediately on the insertion of the name of the allottee in the Register of Members as the name of the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly, in the manner prescribed by the Board. Every member or his heirs, executors or administrators, shall pay to the Company the portion of the capital represented by his Share or Shares which may, for the time being, remain unpaid thereon, in such amounts, at such time or times, and in such manner as the Board shall, from time to time, in accordance with the Regulations of the Company, require or fix for the payment thereof.	**Shares under control of Board**
5.	Subject to the provisions of the Act, these Articles and with the sanction of the Company in the general meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Board think fit, the Board may issue, allot or otherwise dispose shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be,	**Board may allot shares otherwise than for cash**

	provided that the option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the general meeting.	
5A.	The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other Applicable Laws: (a) Equity Share capital: (i) with voting rights; and / or (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and (b) Preference share capital, non-convertible into Equity Shares, as permitted and in accordance with Applicable Laws, from time to time.	**Kinds of share capital**
6. (1)	The Company shall keep or cause to be kept a Register and Index of Members, in accordance with the applicable Sections of the Act. The Company shall be entitled to keep, in any State or Country outside India, a Branch Register of Members, in respect of those residents in that State or Country. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission, sub-division, consolidation or renewal of shares or within such other period as the conditions of issue shall provide – (a) one or more certificates in marketable lots for all his shares of each class or denomination registered in his name without payment of any charges; or (b) several certificates, each for one or more of his shares, upon payment of Rupees Twenty for each certificate or such charges as may be fixed by the Board for each certificate after the first.	**Issue of certificate**
(2)	In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to the person first named on the register of members shall be sufficient delivery to all such holders.	**Issue of share certificate in case of joint holding**
(3)	Every certificate shall specify the shares to which it relates, distinctive numbers of shares in respect of which it is issued and the amount paid-up thereon and shall be in such form as the Board may prescribe and approve.	**Option to receive share certificate or hold shares with depository**
7.	A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialized state with a depository, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time, or any statutory modification thereto or re-enactment thereof. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share. The Company shall also maintain a register and index of beneficial owners in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in dematerialized form in	**Option to receive share certificate or hold shares with depository**

	any medium as may be permitted by law including in any form of electronic medium.	
8.	If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees not less than Rupees twenty and not more than Rupees fifty for each certificate as may be fixed by the Board. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above, the Board shall comply with such rules or regulations or requirements of any stock exchange or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act,1956 or any other act, or rules applicable thereof in this behalf.	**Issue of new certificate in place of one defaced, lost or destroyed**
8A.	Except as required by Applicable Laws, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles or by Applicable Laws) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.	**Company not compelled to recognize any equitable, contingent interest**
8B.	Subject to the applicable provisions of the Act and other Applicable Laws, any debentures, debenture-stock or other securities may be issued at a premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares and attending (but not voting) at a general meeting, appointment of nominee directors, etc. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in a general meeting by special resolution.	**Terms of issue of debentures**
9.	The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.	**Provisions as to issue of certificates to apply mutatis mutandis to debentures, etc.**
10. (1)	The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.	**Power to pay commission in connection with securities issued**
(2)	The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.	**Rate of commission in accordance with Rules**
(3)	The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.	**Mode of payment of commission**

11. (1)	If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.	**Variation of members' rights**
(2)	To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply.	**Provisions as to general meetings to apply mutatis mutandis to each Meeting**
12.	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.	**Issue of further shares not to affect rights of existing members**
13.	Subject to section 55 and other provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act. On the issue of Redeemable Preference Shares under the provisions of the preceding Article, the following provisions shall take effect:- (i) No such Shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of Shares made for the purpose of the redemption. (ii) No such Shares shall be redeemed unless they are fully paid. The period of redemption in case of preference shares shall not exceed the maximum period for redemption provided under Section 55 of the Act; (iii) The premium, if any, payable on redemption, must have been provided for, out of the profits of the Company or the Share Premium Account of the Company before, the Shares are redeemed; and (iv) Where any such Shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred to a reserve fund to be called "Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed and the provisions of the Act, relating to the reduction of the Share Capital of the Company, shall, except as provided in Section 80 of the Act, apply as if "Capital Redemption Reserve Account" were paid up Share capital of the Company. Whenever the capital, by reason of the issue of Preference Shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the applicable provisions of the Act, be modified, commuted, affected or abrogated, or dealt with by an agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is ratified, in writing, by holders of at least	**Power to issue redeemable preference shares**

	three-fourths in nominal value of the issued Shares of the class or is confirmed by a special resolution passed at a separate general meeting of the holders of Shares of that class and all the provisions hereinafter contained as to general meetings, shall, mutatis mutandis, apply to every such meeting.	
14. (1)	Where at any time, the Company proposes to increase its subscribed capital by issue of further shares, either out of the unissued capital or the increased share capital, such shares shall be offered: to persons who, at the date of offer, are holders of Equity Shares of the Company, in proportion as near as circumstances admit, to the share capital paid up on those shares by sending a letter of offer on the following conditions : - the aforesaid offer shall be made by a notice specifying the number of shares offered and limiting a time prescribed under the Act from the date of the offer within which the offer, if not accepted, will be deemed to have been declined the aforementioned offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice mentioned in sub-Article (i), above shall contain a statement of this right; and after the expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the Company; or to employees under any scheme of employees' stock option, subject to a special resolution passed by the Company and subject to the conditions as specified under the Act and Rules thereunder; or to any persons, if it is authorized by a special resolution passed by the Company in a General Meeting, whether or not those persons include the persons referred to in clause (a) or clause (b) above, either for cash or for consideration other than cash, subject to applicable provisions of the Act and Rules thereunder. The notice referred to in sub-clause (i) of sub-Article (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing Members at least 3 (three) days before the opening of the issue. The provisions contained in this Article shall be subject to the provisions of the section 42 and section 62 of the Act, the rules thereunder and other applicable provisions of the Act. Notwithstanding anything contained in sub-clause (i) thereof, the further Shares aforesaid may be offered to any persons, if it is authorised by a special	**Further issue of share capital**

	resolution, (whether or not those persons include the persons referred to in clause (a) of sub-clause (i) hereof) in any manner either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the compliance with the applicable provisions of Chapter III and any other conditions as may be prescribed in the Act and the rules made thereunder. The notice referred to in above sub-clause hereof shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least 3 (three) days before the opening of the issue. Nothing in sub-clause above hereof shall be deemed: (a) To extend the time within the offer should be accepted; or (b) To authorise any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the remuneration was first made has declined to take the Shares comprised in the renunciation.	
(2)	Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debenture or loans into shares in the Company. Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debenture or the raising of loan by a special resolution passed by the Company in general meeting.	
(3)	A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules. The provisions contained in this Article shall be subject to the provisions of the section 42 and section 62 of the Act and other applicable provisions of the Act and rules framed thereunder.	**Mode of further issue of shares**
	Subject to the provisions of the Act, the Company shall have the power to make compromise or make arrangements with creditors and members, consolidate, demerge, amalgamate or merge with other company or companies in accordance with the provisions of the Act and any other applicable laws.	**Power to make compromise or arrangement**
15. (1)	The Company shall have a first and paramount Lien – (a) on every share (not being a fully paid share) and upon the proceeds of sale thereof for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and (b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company:	**Company's lien on shares**

	Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article. Provided further that Company's lien, if any, on such partly paid shares, shall be restricted to money called or payable at a fixed price in respect of such shares.	
(2)	The Company's Lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company. However, a member shall exercise any voting rights in respect of the shares in regard to which the Company has exercised the right of Lien.	**Lien to extend to dividends, etc.**
(3)	Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's Lien.	**Waiver of Lien in case of registration**
16.	The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a Lien: Provided that no sale shall be made— (a) unless a sum in respect of which the Lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the Lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.	**As to enforcing Lien by sale**
17. (1)	To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof	**Validity of sale**
(2)	The purchaser shall be registered as the holder of the shares comprised in any such transfer.	**Purchaser to be registered holder**
(3)	The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.	**Validity of Company's receipt**
(4)	The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale	**Purchaser not affected**
18. (1)	The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the Lien exists as is presently payable.	**Application of proceeds of sale**
(2)	The residue, if any, shall, subject to a like Lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.	**Payment of residual money**

19.	The provisions of these Articles relating to Lien shall mutatis mutandis apply to any other securities including debentures of the Company.	**Provisions as to Lien to apply mutatis mutandis to debentures, etc.**
Calls on shares		
20. (1)	The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.	**Board may make Calls**
(2)	Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.	**Notice of call**
(3)	A call may be revoked or postponed at the discretion of the Board	**Revocation or postponement of call**
21.	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.	**Call to take effect from date of resolution**
22.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	**Liability of joint holders of shares**
23. (1)	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board.	**When interest on call or instalment payable**
(2)	The Board shall be at liberty to waive payment of any such interest wholly or in part.	**Board may waive interest**
24. (1)	Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.	**Sums deemed to be calls**
(2)	In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.	**Effect of nonpayment of sums**
(3)	On the trial or hearing of any action or suit brought by the Company against any member or his representative for the recovery of any money claimed to be due to the Company in respect of his Shares, it shall be sufficient to prove that the name of the member, in respect of whose Shares the money is sought to be recovered, appears or is entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered, is alleged to have become due on the Shares in respect of which money is sought to be recovered, and that the resolution making the call is duly recorded in the minute book, and that notice, of which call, was duly given to the member or his representatives and used in pursuance of these Articles, and it shall not be necessary to prove the appointment of the Directors who made such call, and not that a quorum of Directors was present at the meeting of the Board at which any call was made, and nor that the meeting, at which any call was made, has	**Suit by company for recovery of money against any member**

	duly been convened or constituted nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive of the debt.	
(4)	Neither the receipt by the Company of a portion of any money which shall, from time to time, be due from any member to the Company in respect of his Shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such Shares as hereinafter provided.	**Enforcing forfeiture of shares by Company**
25.	The Board – (a) may, if it thinks fit, subject to the provisions of the Act, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him. The Directors may at any time repay the amount so advanced.	**Payment in anticipation of calls may carry interest**
26.	If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.	**Installments on shares to be duly paid**
27.	All calls shall be made on a uniform basis on all shares falling under the same class. Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.	**Calls on shares of same class to be on uniform basis**
28.	The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.	**Provisions as to calls to apply mutatis mutandis to debentures, etc.**
29.	Dematerialization	

	Notwithstanding anything contained in the Articles, the Company shall be entitled to dematerialise its shares, debentures and other securities and offer such shares, debentures and other securities in a dematerialised form pursuant to the Depositories Act 1996. Notwithstanding anything contained in the Articles, and subject to the provisions of the law for the time being in force, the Company shall on a request made by a beneficial owner, re-materialise the shares, which are in dematerialised form. Every Person subscribing to the shares offered by the Company shall have the option to receive share certificates or to hold the shares with a Depository. Where Person opts to hold any share with the Depository, the Company shall intimate such Depository of details of allotment of the shares to enable the Depository to enter in its records the name of such Person as the beneficial owner of such shares. Such a Person who is the beneficial owner of the shares can at any time opt out of a Depository, if permitted by the law, in respect of any shares in the manner provided by the Depositories Act 1996 and the Company shall in the manner and within the time prescribed, issue to the beneficial owner the required certificate of shares. In the case of transfer of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act 1996 shall apply. If a Person opts to hold his shares with a Depository, the Company shall intimate such Depository the details of allotment of the shares, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the shares. The register and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a register and index of members for the purposes of the Act. All shares held by a Depository shall be dematerialised and shall be in a fungible form. (a) Notwithstanding anything to the contrary contained in the Act or the Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting any transfer of ownership of shares on behalf of the beneficial owner. (b) Save as otherwise provided in (a) above, the Depository as the registered owner of the shares shall not have any voting rights or any other rights in respect of shares held by it. Every person holding shares of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be the owner of such shares and shall also be deemed to be a shareholder of the Company. The beneficial owner of the shares shall be entitled to all the liabilities in respect of his shares which are held by a Depository. The Company shall be further entitled to maintain a register of members with the details of members holding shares both in material and dematerialised form in any medium as permitted by law including any form of electronic medium. Notwithstanding anything in the Act or the Articles to the contrary, where shares are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by	**Dematerialization Of Securities**

	delivery of disks, drives or any other mode as prescribed by law from time to time. Nothing contained in the Act or the Articles regarding the necessity to have distinctive numbers for securities issued by the Company shall apply to securities held with a Depository.	
Transfer of shares		
30. (1)	A common form of transfer shall be used and the instrument of transfer of any share in the Company shall be in writing which shall be duly executed by or on behalf of both the transferor and transferee and shall be duly stamped and delivered to the Company within the prescribed period and all provisions of section 56 of the Act and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. Every instrument of transfer shall be in writing and all provisions of the Act, the rules and applicable laws shall be duly complied with. The instrument shall also be duly stamped, under the relevant provisions of the Law, for the time being, in force, and shall be signed by or on behalf of the transferor and the transferee, and in the case of Share held by two or more holders or to be transferred to the joint names of two or more transferees by all such joint holders or by all such joint transferees, as the case may be.	**Instrument of transfer to be executed by transferor and transferee**
(2)	The Company shall keep the "Register of Transfers" and therein shall fairly and distinctly enter particulars of every transfer or transmission of any Share. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.	**Register of transfer**
31.	The Board may, subject to the right of appeal conferred by the section 58 of the Act decline to register – (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the Company has a Lien. The registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.	**Board may refuse to register transfer**
32.	The Board may decline to recognize any instrument of transfer unless-	**Board may decline to recognize instrument of transfer**

	(a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under sub-section (1) of section 56 of the Act; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares. The registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.	
33.	On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty five days in the aggregate in any year.	**Transfer of shares when suspended**
33A	Subject to the provisions of sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Applicable Laws for the time being in force, the Board with sufficient cause, may refuse whether in pursuance of any power of the Company under these Articles or any other Applicable Laws to register the transfer of, or the transmission by operation of Applicable Laws of the right to, any shares or interest of a member in or debentures of the Company. The Company shall within one (1) month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, or such other period as may be prescribed, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that, subject to provisions of Article 32, the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever. Transfer of shares/debentures in whatever lot shall not be refused.	**Notice of refusal to register transfer**
34.	The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	**Provisions as to transfer of shares to apply mutatis mutandis to debentures, etc.**
35.	An application for the registration of a transfer of Shares in the Company may be made either by the transferor or the transferee. Where such application is made by a transferor and relates to partly paid Shares, the Company shall give notice of the application to the transferee. The transferee may, within two weeks from the date of the receipt of the notice and not later, object to the proposed transfer. The notice to the transferee shall be deemed to have been duly given, if dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been delivered at the time when it would have been delivered in the ordinary course of post.	**Application for registration of transfer of shares**

Transmission of shares		
36. (1)	On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.	**Title to shares on death of a member**
(2)	Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.	**Estate of deceased member liable**
(3)	Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either – (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made.	**Transmission Clause**
(4)	The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.	**Board's right unaffected**
37. (1)	If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.	**Right to election of holder of share**
(2)	If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.	**Manner of testifying election**
(3)	All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.	**Limitations applicable to notice**
38.	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.	**Claimant to be entitled to same advantage**
39.	The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company	**Provisions as to transmission to apply mutatis mutandis to debentures, etc.**

39A	No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document	**No fee for transfer or transmission**
Nomination by security holder		
	(i) Every holder of Securities in the Company may, at any time, nominate, in the prescribed manner, a person to whom his Securities in the Company, shall vest in the event of his death. (ii) Where the Securities in the Company are held by more than one person jointly, the joint-holders may together nominate, in the prescribed manner, a person to whom all the rights in the Securities in the Company shall vest in the event of death of all joint holders. (iii) Notwithstanding anything contained in these Articles or any other law, for the time being, in force, or in any disposition, whether testamentary or otherwise, in respect of such Securities in the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the Securities in the Company, the nominee shall, on the death of the Shareholders of the Company or, as the case may be, on the death of the joint holders, become entitled to all the rights in the Securities of the Company or, as the case may be, all the joint holders, in relation to such securities in the Company, to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. (iv) In the case of fully paid up Securities in the Company, where the nominee is a minor, it shall be lawful for the holder of the Securities, to make the nomination to appoint in the prescribed manner any person, being a guardian, to become entitled to Securities in the Company, in the event of his death, during the minority. (i) Any person who becomes a nominee by virtue of the provisions of the preceding Article, upon the production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either – (a) to be registered himself as holder of the Share(s); or (b) to make such transfer of the Share(s) as the deceased Shareholder could have made. (ii) If the person being a nominee, so becoming entitled, elects to be registered as holder of the Share(s), himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects, and such notice shall be accompanied with the death certificate of the deceased shareholder. (iii) All the limitations, restrictions and provisions of the Act relating to the right to transfer and the registration of transfers of Securities shall be applicable to any such notice or transfer as aforesaid as if the death of the member had not occurred and the notice or transfer has been signed by that Shareholder.	**Manner of nomination by security holder**

	(iv) A person, being a nominee, becoming entitled to a Share by reason of the death of the holder, shall be entitled to the same dividends and other advantages which he would be entitled if he were the registered holder of the Share except that he shall not, before being registered a member in respect of his Share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the Share(s) and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Share(s) or until the requirements of the notice have been complied with.	
Forfeiture of shares		
40.	If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.	**If call or instalment not paid notice must be given**
41.	The notice aforesaid shall: (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.	**Form of Notice**
42.	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Subject to the provisions of the Act, such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited Shares and not actually paid before the forfeiture.	**In default of payment of shares to be forfeited**
43.	When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members. But no forfeiture shall be, in any manner, invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.	**Entry of forfeiture in register of members**

44.	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.	**Effect of forfeiture**
45. (1)	A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.	**Forfeited shares may be sold, etc.**
(2)	At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.	**Cancellation of forfeiture**
46. (1)	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.	**Members still liable to pay money owing at the time of forfeiture**
(2)	The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.	**Cesser of liability**
47. (1)	A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;	**Certificate of forfeiture**
(2)	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of	**Title of purchaser and transferee of forfeited shares**
(3)	The transferee shall thereupon be registered as the holder of the share; and	**Transferee to be registered as holder**
(4)	The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share	**Transferee not affected**
48.	Upon any sale after forfeiture or for enforcing a Lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.	**Validity of sales**
49.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.	**Cancellation of share certificate in respect of forfeited shares**
50.	The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.	**Surrender of share certificates**
51.	The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.	**Sums deemed to be calls**

52.	The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	**Provisions as to forfeiture of shares to apply mutatis mutandis to debentures, etc.**
Alteration of capital		
53.	Subject to the provisions of the Act, the Company may, by ordinary resolution - (a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient; (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares: Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act; (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum; (e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.	**Power to alter share capital**
54.	Where shares are converted into stock: (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose; (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends, voting and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage; (c) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder”/ “member” shall include “stock” and “stock-holder” respectively.	**Right of stockholders**

	The Company, by resolution in general meeting, may convert any paid-up Shares into stock, or may, at any time, reconvert any stock into paid up Shares of any denomination. The notice of such conversion of Shares into stock or reconversion of stock into Shares shall be filed with the Registrar of Companies as provided in the Act.	
54 A	Share warrants- The Company may issue Share warrants in the manner provided by the said Act and accordingly the Directors may, in their discretion, with respect to any fully paid up Share or stock, on application, in writing, signed by the person or all persons registered as holder or holders of the Share or stock, and authenticated by such evidence, if any, as the Directors may, from time to time, require as to the identity of the person or persons signing the application, and on receiving the certificate, if any, of the Share or stock and the amount of the stamp duty on the warrant and such fee as the Directors may, from time to time, prescribe, issue, under the Seal of the Company, a warrant, duly stamped, stating that the bearer of the warrant is entitled to the Shares or stock therein specified, and may provide by coupons or otherwise for the payment of future dividends, or other moneys, on the Shares or stock included in the warrant. On the issue of a Share warrant the names of the persons then entered in the Register of Members as the holder of the Shares or stock specified in the warrant shall be struck off the Register of Members and the following particulars shall be entered therein. (i) fact of the issue of the warrant. (ii) a statement of the Shares or stock included in the warrant distinguishing each Share by its number, and (iii) the date of the issue of the warrant. A Share warrant shall entitle the bearer to the Shares or stock included in it, and, notwithstanding anything contained in these articles, the Shares or stock shall be transferred by the delivery of the Share-warrant, and the provisions of the regulations of the Company with respect to transfer and transmission of Shares shall not apply thereto. The bearer of a Share-warrant shall, on surrender of the warrant to the Company for cancellation, and on payment of such fees, as the Directors may, from time to time, prescribe, be entitled, subject to the discretion of the Directors, to have his name entered as a member in the Register of Members in respect of the Shares or stock included in the warrant. The bearer of a Share-warrant shall not be considered to be a member of the Company and accordingly save as herein otherwise expressly provided, no person shall, as the bearer of Share-warrant, sign a requisition for calling a meeting of the Company, or attend or vote or exercise any other privileges of a member at a meeting of the Company, or be entitled to receive any notice from the Company of meetings or otherwise, or qualified in respect of the	**Issue of share warrants and rights of holder of share warrants**

	Shares or stock specified in the warrant for being a director of the Company, or have or exercise any other rights of a member of the Company. The Directors may, from time to time, make rules as to the terms on which, if they shall think fit, a new Share warrant or coupon may be issued by way of renewal in case of defacement, loss, or destruction.	
55.	The Company may, by special resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, — (a) its share capital; and/or (b) any capital redemption reserve account; and/or (c) any securities premium account; and/or (d) any other reserve in the nature of share capital.	**Reduction of capital**
56.	Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:	**Joint holders**
	(a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.	**Liability of Joint holders**
	(b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Board may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.	**Death of one or more joint-holders**
	(c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.	**Receipt of one Sufficient**
	(d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.	**Delivery of certificate and giving of notice to first named holder**
	(e) (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.	**Vote of joint holders**
	(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.	**Executors or administrators as joint holders**
	(f) The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.	**Provisions as to joint holders as to shares to apply mutatis mutandis to debentures, etc.**
Capitalization of profits		

57. (1)	The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve — (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.	**Capitalization**
(2)	The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards: (A) paying up any amounts for the time being unpaid on any shares held by such members respectively; (B) paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B).	**Sum how applied**
(3)	Subject to the provisions of the act, securities premium account , a capital redemption reserve account or free reserves , for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;	**Source of issue of bonus issue**
(4)	The Board shall give effect to the resolution passed by the Company in pursuance of these Article.	**Articles to be considered at the time of passing of Resolution**
58. (1)	Whenever such a resolution as aforesaid shall have been passed, the Board shall – (a) make all appropriations and applications of the amounts resolved to be capitalized thereby, and all allotments and issues of fully paid shares or other securities, if any; and (b) generally do all acts and things required to give effect thereto.	**Powers of the Board for capitalization**
(2)	The Board shall have power— (a) to make such provisions, by the issue of fractional certificates/coupons and may fix the value for distribution of any specific assets, and may determine that such cash payments shall be made to any members upon the footing of the value so fixed or that fraction of value less than Rs.10/-	**Board's power to issue fractional certificate/ coupon etc.**

	(Rupees Ten Only) may be disregarded in order to adjust the rights of all parties, and may vest any such cash or specific assets in trustees upon such trusts for the person entitled to the dividend or capitalised funds, as may seem expedient to the Board. Where requisite, a proper contract shall be delivered to the Registrar for registration in accordance with Section 75 of the Act and the Board may appoint any person to sign such contract, on behalf of the persons entitled to the dividend or capitalised fund, and such appointment shall be effective. or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and (b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalization, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares.	
(3)	Any agreement made under such authority shall be effective and binding on such members.	**Agreement binding on members**
(4)	A general meeting may resolve that any surplus moneys arising from the realisation of any capital assets of the Company, or any investments representing the same, or any other undistributed profits of the Company, not subject to charge for income tax, be distributed among the members on the footing that they receive the same as capital.	**Surplus money to be distributed to the members**
Buy-back of shares		
59.	Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other Applicable Laws for the time being in force, the Company may purchase its own shares or other specified securities. The Company may purchase its own Shares or other specified securities out of free reserves, the securities premium account or the proceeds of issue of any Share or specified securities. Subject to the provisions contained in sections 68 to 70 and all applicable provisions of the Act and subject to such approvals, permissions, consents and sanctions from the concerned authorities and departments, including the SEBI, Registrar and the Reserve Bank of India, if any, the Company may, by passing a special resolution at a general meeting, purchase its own Shares or other specified securities from its existing Shareholders on a proportionate basis and/or from the open market and/or from the lots smaller than market lots of the securities (odd lots), and/or the securities issued to the employees of the Company pursuant to a scheme of stock options or sweat Equity, from out of its free reserves or out of the securities premium account of the Company or out of the proceeds of any issue made by the Company specifically for the purpose, on such terms, conditions and in such manner as may be prescribed by law from time to time; provided that the aggregate of the securities so bought back shall not exceed such number as may be prescribed under the Act or Rules made from time to time.	**Buy-back of shares**
General meetings		

60.	All general meetings other than annual general meeting shall be called extraordinary general meeting.	**Extraordinary general meeting**
61.	The Board may, whenever it thinks fit, call an extraordinary general meeting.	**Powers of Board to call extraordinary general meeting**
61A	The Board may, whenever it thinks fit, call an Extra-ordinary General Meeting and it shall do so upon a requisition, in writing, by any member or members holding, in aggregate not less than one-tenth or such other proportion or value, as may be prescribed, from time to time, under the Act, of such of the paid-up capital as at that date carries the right of voting in regard to the matter, in respect of which the requisition has been made. Any valid requisition so made by the members must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the office, provided that such requisition may consist of several documents, in like form, each of which has been signed by one or more requisitionists. Upon receipt of any such requisition, the Board shall forthwith call an Extra-ordinary General Meeting and if they do not proceed within 21 (Twenty-one) days or such other lessor period, as may be prescribed, from time to time, under the Act, from the date of the requisition, being deposited at the office, to cause a meeting to be called on a day not later than 45 (Forty-five) days or such other lessor period, as may be prescribed, from time to time, under the Act, from the date of deposit of the requisition, the requisitionists, or such of their number as represent either a majority in value of the paid up Share capital held by all of them or not less than one-tenth of such of the paid up Share Capital of the Company as is referred to in Section 100(4) of the Act, whichever is less, may themselves call the meeting, but, in either case, any meeting so called shall be held within 3 (Three) months or such other period, as may be prescribed, from time to time, under the Act, from the date of the delivery of the requisition as aforesaid. Any meeting called under the foregoing Articles by the requisitionists shall be called in the same manner, as nearly as possible as that in which such meetings are to be called by the Board.	**Calling of Extra-ordinary General Meeting**
Proceedings at general meetings		
62.	No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.	**Presence of Quorum**
63.	No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.	**Business confined to election of Chairperson whilst chair vacant**
63 (A)	Not more than 15 (Fifteen) months or such other period, as may be prescribed, from time to time, under the Act, shall lapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of the Act to extend time within which any Annual General Meeting may be held.	**Gap between two Annual General Meetings**

63 (B)	Every Annual General Meeting shall be called for a time during business hours i.e., between 9 a.m. and 6 p.m., on a day that is not a National Holiday, and shall be held at the Office of the Company or at some other place within the city, in which the Office of the Company is situated, as the Board may think fit and determine and the notices calling the Meeting shall specify it as the Annual General Meeting.	**Time for Annual General Meeting**
	At least 21 (Twenty-one) days' notice, of every general meeting, Annual or Extra-ordinary, and by whomsoever called, specifying the day, date, place and hour of meeting, and the general nature of the business to be transacted there at, shall be given in the manner hereinafter provided, to such persons as are under these Articles entitled to receive notice from the Company, provided that in the case of an General Meeting, with the consent of members holding not less than 95 per cent of such part of the paid up Share Capital of the Company as gives a right to vote at the meeting, a meeting may be convened by a shorter notice. In the case of an Annual General Meeting of the Shareholders of the Company, if any business other than (i) the consideration of the Accounts, Balance Sheet and Reports of the Board and the Auditors thereon (ii) the declaration of dividend, (iii) appointment of directors in place of those retiring, (iv) the appointment of, and fixing the remuneration of, the Auditors, is to be transacted, and in the case of any other meeting, in respect of any item of business, a statement setting out all material facts concerning each such item of business, including, in particular, the nature and extent of the interest, if any, therein of every director and manager, if any, where any such item of special business relates to, or affects any other company, the extent of shareholding interest in that other company or every director and manager, if any, of the Company shall also be set out in the statement if the extent of such Share-holding interest is not less than such percent, as may be prescribed, from time to time, under the Act, of the paid-up Share Capital of that other Company. Where any item of business consists of the according of approval of the members to any document at the meeting, the time and place, where such document can be inspected, shall be specified in the statement aforesaid. The accidental omission to give any such notice as aforesaid to any of the members, or the non-receipt thereof shall not invalidate any resolution passed at any such meeting. No general meeting, whether Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices upon which it was convened.	**Dispatch of documents before Annual General Meeting**
64.	The quorum for a general meeting shall be as provided in the Act.	**Quorum for general meeting**

65.	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, by poll or electronically, choose one of their members to be Chairperson of the meeting.	**Members to elect a Chairperson**
66.	On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.	**Casting vote of Chairperson at general meeting**
67. (1)	The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.	**Minutes of proceedings of meetings and resolutions passed by postal ballot**
(2)	There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting – (a) is, or could reasonably be regarded, as defamatory of any person; or (b) is irrelevant or immaterial to the proceedings; or (c) is detrimental to the interests of the Company.	**Certain matters not to be included in Minutes**
(3)	The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.	**Discretion of Chairperson in relation to Minutes**
(4)	The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.	**Minutes to be Evidence**
68. (1)	The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall: (a) be kept at the registered office of the Company; and (b) be open to inspection of any member without charge, during business hours on all working days.	**Inspection of minute books of general meeting**
(2)	A body corporate, being a member, shall be deemed to be personally present, if it is represented in accordance with and in the manner as may be prescribed by, the applicable provisions of the Act.	**When body corporate is member of the company**
(3)	Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above.	**Members may obtain copy of minutes**
Adjournment of meeting		
69. (1)	The Chairman, with the consent of the meeting, may adjourn any meeting, from time to time, and from place to place, in the city or town, in which the office of the Company is situated	**Chairperson may adjourn the meeting**

(2)	No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.	**Business at adjourned meeting**
(3)	If, at the expiration of half an hour from the time appointed for holding a meeting of the Company, a quorum shall not be present, then the meeting, if convened by or upon the requisition of members, shall stand dissolved, but in any other case, it shall stand adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called adjourned to such time on the following day or such other day and to such place, as the Board may determine, and, if no such time and place be determined, to the same day in the next week, at the same time and place in the city or town in which the office of the Company is, for the time being, situate, as the Board may determine, and, if at such	**Adjournment in case quorum is not present**
(4)	When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.	**Notice of adjourned meeting**
(5)	Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	**Notice of adjourned meeting not required**
Voting rights		
70.	Subject to any rights or restrictions for the time being attached to any class or classes of shares - (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up Equity Share capital of the company. (c) every member, not disqualified by these articles shall be entitled to be present, speak and vote at such meeting, and, on a show of hands, every member, present in person (d) Provided, however, if any preference Shareholder be present at any meeting of the Company, subject to the provision of section 47, he shall have a right to vote only on resolutions, placed before the meeting, which directly affect the rights attached to his Preference Shares.	**Entitlement to vote on show of hands and on poll**
71.	A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once. (The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, the SEBI Listing Regulations or any other Law, if applicable to the Company	**Voting through electronic means**
72. (1)	In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. The proxy so appointed shall not have any right to speak at the meeting. Several executors or administrators of a deceased member in whose name Shares stand shall, for the purpose of these Articles, be deemed joint holders thereof.	**Vote of joint holders, proxy**

(2)	For this purpose, seniority shall be determined by the order in which the names stand in the register of members. Such person shall alone be entitled to speak and to vote in respect of such Shares, but the other of the joint holders shall be entitled to be present at the meeting.	**Seniority of names**
73.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.	**How members non compos mentis and minor may vote**
74.	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded, before or on the declaration of the result of the show of hands, by any member or members present in person or by proxy and holding Shares in the Company, which confer a power to vote on the resolution not being less than one-tenth or such other proportion as may statutorily be prescribed, from time to time, under the Act, of the total voting power, in respect of the resolution or on which an aggregate sum of not less than Rs. 500,000/- or such other sum as may statutorily be prescribed, from time to time, under the Act, has been paid up, and unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously or by a particular majority, or has been lost and an entry to that effect in the minutes book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution. If a poll is demanded as aforesaid, the same shall subject to the clause herein with respect to the election of chairman and question of adjournment of meeting hereunder, be taken at such place as may be decided by the Board, at such time not later than 48 (Forty-eight) hours from the time when the demand was made and place in the city or town in which the office of the Company is, for the time being, situated, and, either by open voting or by ballot, as the Chairman shall direct, and either at once or after an interval or adjournment, or otherwise, and the result of the poll shall be deemed to be resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time by the persons, who made the demand. Where a poll is to be taken, the Chairman of the meeting shall appoint one or, at his discretion, two scrutinisers, who may or may not be members of the Company to scrutinise the votes given on the poll and to report thereon to him, subject to that one of the scrutinisers so appointed shall always be a member, not being an officer or employee of the Company, present at the meeting, provided that such a member is available and willing to be appointed. The Chairman shall have power, at any time, before the result of the poll is declared, to remove a scrutiniser from office and fill the vacancy so caused in the office of a scrutiniser arising from such removal or from any other cause. Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment of the meeting shall be taken forthwith at the same meeting.	**Voting by poll**

	The demand for a poll, except on questions of the election of the Chairman and of an adjournment thereof, shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. On a poll taken at a meeting of the Company, a member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes, he uses No objections shall be made to the validity of any vote, except at any meeting or poll at which such vote shall be tendered, and every vote, whether given personally or by proxy, or not disallowed at such meeting or on a poll, shall be deemed as valid for all purposes of such meeting or a poll whatsoever.	
75.	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of Lien.	**Restriction on voting rights**
76.	A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.	**Restriction on exercise of voting rights in other cases to be void**
77.	Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.	**Equal rights of members**
Proxy		
78. (1)	Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting. A member, present by proxy, shall be entitled to vote only on a poll.	**Member may vote in person or otherwise**
(2)	The instrument appointing a proxy and the power-of attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be a valid after the expiration of 12 (Twelve) months or such other period as may be prescribed under the Laws, for the time being, in force, or if there shall be no law, then as may be decided by the Directors, from the date of its execution.	**Proxies when to be deposited**
79.	An instrument of Proxy may state the appointment of a proxy either for the purpose of a particular meeting specified in the instrument and any adjournment thereof or it may appoint for the purpose of every meeting of the Company or of every meeting to be held before a date specified in the instrument and every adjournment of any such meeting. An instrument appointing a proxy shall be in the form as prescribed in the Rules. Every Instrument of proxy, whether for a specified meeting or otherwise, shall, as nearly as circumstances thereto will admit, be in any of the forms as may be prescribed from time to time	**Form of proxy**

80.	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.	**Proxy to be valid notwithstanding death of the principal**
80 (A)	Every proxy, whether a member or not, shall be appointed, in writing, under the hand of the appointer or his attorney, or if such appointer is a body corporate under the common seal of such corporate, or be signed by an officer or officers or any attorney duly authorised by it or them, and, for a member of unsound mind or in respect of whom an order has been made by a court having jurisdiction in lunacy, any committee or guardian may appoint such proxy.	**Manner of appointment of proxy**
Board of Directors		
81.	Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than fifteen (fifteen), provided that the Company may appoint more than fifteen directors after passing a special resolution. The Company shall have at the minimum such number of independent Directors on the Board of the Company, as may be required in terms of the provisions of applicable law. In addition, not less than two-thirds of the total number of Directors shall be persons whose period of office is liable to determination by retirement of Directors by rotation. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI Listing Regulations. The Company shall have such number of Independent Directors on the Board or Committees of the Bonard of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI Listing Regulations or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under the SEBI Listing Regulations.	**Board of Directors**
81A	The Directors shall not be required to hold any qualification shares in the Company.	**Qualification shares**
82. (1)	The Board of Directors shall appoint the Chairperson of the Company. The same individual may, at the same time, be appointed as the Chairperson as well as the Managing Director of the Company.	**Chairperson and Managing Director**
(2)	At every Annual General Meeting of the Company, one-third of such of the Directors, for the time being, as are liable to retire by rotation or if their number is not three or a multiple of three, the number nearest to one-third shall retire from Office. The Independent, Nominee, Special and Debenture Directors Managing Directors, if any, shall not be subject to retirement under this clause and shall not be taken into account in determining the rotation of retirement or the number of directors to retire, subject to Section 152 and other applicable provisions, if any, of the Act. If the Managing Director ceases to hold the office of director, he shall ipso-facto and forthwith ceases to hold the office of Managing Director.	**Directors liable to retire by rotation**

	Subject to Section 152 of the Act, the directors, liable to retire by rotation, at every annual general meeting, shall be those, who have been longest in Office since their last appointment, but as between the persons, who became Directors on the same day, and those who are liable to retire by rotation, shall, in default of and subject to any agreement among themselves, be determined by lot. A retiring director shall be eligible for re-election and shall act as a director throughout the meeting at which he retires. Subject to Section 152 of the Act, the Company, at the general meeting at which a director retires in manner aforesaid, may fill up the vacated Office by electing a person thereto. If the place of retiring director is not so filled up and further the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place or if that day is a public holiday, till the next succeeding day, which is not a public holiday, at the same time and place. If at the adjourned meeting also, the place of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been re-appointed at the adjourned meetings, unless:- (a) at that meeting or at the previous meeting, resolution for the re-appointment of such director has been put to the meeting and lost; (b) the retiring director has, by a notice, in writing, addressed to the Company or its Board, expressed his unwillingness to be so re-appointed; (c) he is not qualified, or is disqualified, for appointment. (d) a resolution, whether special or ordinary, is required for the appointment or reappointment by virtue of any provisions of the Act; or (e) Section 162 of the Act is applicable to the case.	
83. (1)	The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.	**Remuneration of Directors**
(2)	The remuneration payable to the directors, including manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.	**Remuneration to require members' consent**
(3)	In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them— (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or	**Travelling and other expenses**

	(b) in connection with the business of the Company. (c) and if any director be called upon to go or reside out of the ordinary place of his residence for the Company's business, he shall be entitled to be repaid and reimbursed of any travelling or other expenses incurred in connection with business of the Company. The Board may also permit the use of the Company's car or other vehicle, telephone(s) or any such other facility, by the director, only for the business of the Company.	
(4)	Subject to the provisions of these Articles and the provisions of the Act, the Board may, decide to pay a Director out of funds of the Company by way of sitting fees, within the ceiling prescribed under the Act, a sum to be determined by the Board for each meeting of the Board or any committee or sub-committee thereof attended by him in addition to his traveling, boarding and lodging and other expenses incurred	**Sitting Fees**
Appointment and Remuneration of Directors		
84.	Subject to the provisions of section 196, 197 and read with schedule V of the Companies Act, 2013 and other provisions of the Act, the Rules, Law including the provisions of the SEBI Listing Regulations, and these Articles, the Board of Directors, may from time to time, appoint one or more of the Directors to be Managing Director or Managing Directors or other whole-time Director(s) of the Company, for a term not exceeding five years at a time and may, from time to time, (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places and the remuneration of Managing or Whole-Time Director(s) by way of salary and commission or paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, or in any other manner, as may be, from time to time, permitted under the Act or as may be thought fit and proper by the Board or, if prescribed under the Act, by the Company in general meeting. The Board shall have the power to pay remuneration to such director for his services rendered. Subject to the superintendence, directions and control of the Board, the Managing Director or Managing Directors shall exercise the powers, except to the extent mentioned in the matters, in respect of which resolutions are required to be passed only at the meeting of the Board, under Section 179 of the Act and the rules made thereunder	**Appointment**
85.	Subject to the provisions of the Act, the Board shall appoint Independent Directors, who shall have appropriate experience and qualifications to hold a position of this nature on the Board.	**Independent Director**
86. (1)	Subject to the provisions of section 196, 197 and 188 read with Schedule V to the Act, the Directors shall be paid such further remuneration, whether in the form of monthly payment or by a percentage of profit or otherwise, as the Company in General meeting may, from time to time, determine and such further remuneration shall be divided among the Directors in such proportion and in such manner as the Board may, from time to time, determine and in default of such determination shall be divided among the Directors equally or if so determined paid on a monthly basis.	**Remuneration**
(2)	Subject to the provisions of these Articles, and the provisions of the Act, if any Director, being willing, shall be called upon to perform extra service or to make any special exertions in going or residing away from the place of his normal residence for any of the purposes of the Company or has given any special attendance for any business of the Company, the Company may remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Director	**Payment for Extra Service**

87.	All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.	**Execution of negotiable instruments**
88. (1)	Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.	**Appointment of additional directors**
(2)	Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.	**Duration of office of additional director**
89. (1)	The Board may appoint an alternate director to act for a director (hereinafter in this Article called “the Original Director”) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.	**Appointment of alternate director**
(2)	An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India	**Duration of office of alternate director**
(3)	If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.	**Re-appointment provisions applicable to Original Director**
90. (1)	If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.	**Appointment of director to fill a casual vacancy**
(2)	The director so appointed shall hold office only up to the date upto which the director in whose place he is appointed would have held office if it had not been vacated.	**Duration of office of Director appointed to fill casual vacancy**
(3)	The office of director shall be vacated, pursuant to the provisions of section 164 and section 167 of the Companies Act, 2013. Further, the Director may resign his office by giving notice to the Company pursuant to section 168 of the Companies Act, 2013 Subject to the provisions of Section 149 of the Act, the Company may, by special resolution, from time to time, increase or reduce the number of directors, and may alter their qualifications and the Company may, subject to the provisions of Section 169 of the Act, remove any director before the expiration of his period of Office and appoint another qualified person in his stead. The person so appointed shall hold Office during such time as the director, in whose place he is appointed, would have held, had he not been removed.	**Manner of vacation of office of director**
(4)	If it is provided by the Trust Deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any person or persons shall have power to nominate a director of the Company, then in the case of any and every such issue of Debentures, the person or persons having such power may exercise such power, from time to time, and appoint a director accordingly. Any director so appointed is hereinafter referred to as “the Debenture Director”. A Debenture Director may be removed from Office, at any time, by the person or persons in whom, for the time being, is vested the power, under which he was appointed, and another director may be appointed in his place.	**Debenture Director**

	A Debenture Director shall not be required to hold any qualification Share(s) in the Company.	
(5)	(i) No person, not being a retiring director, shall be eligible for appointment to the office of director at any general meeting unless he or some member, intending to propose him, has, not less than 14 (Fourteen) days or such other period, as may be prescribed, from time to time, under the Act, before the meeting, left at the Office of the Company, a notice, in writing, under his hand, signifying his candidature for the Office of director or an intention of such member to propose him as a candidate for that office, along with a deposit of Rupees One lakh or such other amount as may be prescribed, from time to time, under the Act, which shall be refunded to such person or, as the case may be, to such member, if the person succeeds in getting elected as a director or gets more than twenty-five per cent of total valid votes cast either on show of hands or on poll on such resolution. (ii) Every person, other than a director retiring by rotation or otherwise or a person who has left at the Office of the Company a notice under Section 160 of the Act signifying his candidature for the Office of a director, proposed as a candidate for the Office of a director shall sign and file with the Company, the consent, in writing, to act as a director, if appointed. (iii) A person, other than a director re-appointed after retirement by rotation immediately on the expiry of his term of Office, or an Additional or Alternate Director, or a person filling a casual vacancy in the Office of a director under Section 161 of the Act, appointed as a director or reappointed as a director immediately on the expiry of his term of Office, shall not act as a director of the Company, unless he has, within thirty days of his appointment, signed and filed with the Registrar his consent, in writing, to act as such director.	**Right of Persons Other than retiring Directors to Stand for Directorship**
(6)	The Company shall keep at its Office a Register containing the particulars of its directors and key managerial personnel and their shareholding as mentioned in Section 170 of the Act, and shall otherwise comply with the provisions of the said Section in all respects. Every director and Key Managerial Personnel within a period of thirty days of his appointment, or relinquishment of his office, as the case may be, disclose to the company the particulars specified in sub-section (1) of section 184 relating to his concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association which are required to be included in the register under that section 189 of the Companies Act, 2013.	**Register of Directors and key Managerial Personnel and their Shareholding**
(7)	(iii) Subject to the provisions of the Act, a director, who is neither in the Whole-time employment nor a Managing Director, may be paid remuneration either; (a) by way of monthly, quarterly or annual payment with the approval of the Central Government; or (b) by way of commission, if the Company, by a special resolution, authorises such payment. (iv) The fee payable to a director, excluding a Managing or Whole time Director, if any, for attending a meeting of the Board or Committee thereof shall be such sum, as the Board may, from time to time, determine, but within	**Remuneration of director who is neither in the Whole-time employment nor a Managing Director**

	and subject to the limit prescribed by the Central Government pursuant to the provisions, for the time being, under the Act.	
Powers of Board		
91. (1)	The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the Memorandum or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other Applicable Laws and of the Memorandum and these Articles and to any regulations, not being inconsistent with the Memorandum and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.	**General powers of the Company vested in Board**
(2)	Without prejudice to the general powers as well as those under the Act, and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles or otherwise, it is hereby declared that the Directors shall have, inter alia, the following powers, that is to say, power - (i) to pay the costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Company; (ii) to pay and charge, to the account of the Company, any commission or interest lawfully payable thereon under the provision of the Act; (iii) subject to the provisions of the Act, to purchase or otherwise acquire for the Company any property, rights or privileges, which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and being in the interests of the Company, and in any such purchase or other acquisition to accept such title or to obtain such right as the directors may believe or may be advised to be reasonably satisfactory; (iv) at their discretion and subject to the provisions of the Act, to pay for any property, right or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in Shares, Bonds, Debentures, mortgages, or other securities of the Company, and any such Shares may be issued either as fully paid up, with such amount credited as paid up thereon, as may be agreed upon, and any such bonds, Debentures, mortgages or other securities may either be specifically charged upon all or any part of the properties of the Company and its uncalled capital or not so charged; (v) to secure the fulfilment of any contracts or engagement entered into by the Company or, in the interests or for the purposes of this Company, by, with or against any other Company, firm or person, by mortgage or charge of all or any of the properties of the Company and its uncalled capital, for the time being, or in such manner and to such extent as they may think fit; (vi) to accept from any member, as far as may be permissible by law, a surrender of his Shares or any part thereof, whether under buy-back or otherwise, on such terms and conditions as shall be agreed mutually, and as	**Powers of the Board**

	may be permitted, from time to time, under the Act or any other Law or the Regulations, for the time being, in force, (vii) to appoint any person to accept and hold in trust, for the Company, any property belonging to the Company, in which it is interested, or for any other purposes, and execute and do all such deeds and things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees; (viii) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts, due and of any differences to arbitration and observe and perform any awards made thereon; (ix) to act on behalf of the Company in all matters relating to bankruptcy and insolvents; (x) to make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company; (xi) subject to the applicable provisions of the Act, to invest and deal with any moneys of the Company not immediately required for the purposes thereof upon such security, not being Shares of this Company, or without security and in such manner, as they may think fit, and from time to time, to vary or realise such investments, save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name; (xii) to execute, in the name and on behalf of the Company, in favour of any director or other person, who may incur or be about to incur any personal liability whether as principal or surety, for the benefit or purposes of the Company, such mortgages of the Company's property, present and future, as they may think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon; (xiii) to determine from time to time, who shall be entitled to sign, on behalf of the Company, bills, invoices, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and or any other document or documents and to give the necessary authority for such purpose, and further to operate the banking or any other kinds of accounts, maintained in the name of and for the business of the Company; (xiv) to distribute, by way of bonus, incentive or otherwise, amongst the employees of the Company, a Share or Shares in the profits of the Company, and to give to any staff, officer or others employed by the Company a commission on the profits of any particular business or transaction, and to charge any such bonus, incentive or commission paid by the Company as a part of the operational expenditure of the Company;	

(xv) to provide for the welfare of directors or ex-directors, Shareholders, for the time being, or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses or dwellings, or grants of moneys, whether as a gift or otherwise, pension, gratuities, allowances, bonus, loyalty bonuses or other payments, also whether by way of monetary payments or otherwise, or by creating and from time to time, subscribing or contributing to provident and other association, institutions, funds or trusts and by providing or subscribing or contributing towards places of worship, instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance, as the Board shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects, which shall have any moral or other claim to support or aid by the Company, either by reason of locality or place of operations, or of public and general utility or otherwise;

(xvi) before recommending any dividend, to set aside out of the profits of the Company such sums, as the Board may think proper, for depreciation or to a Depreciation Fund, or to an Insurance Fund, a Reserve Fund, Capital Redemption Fund, Dividend Equalisation Fund, Sinking Fund or any Special Fund to meet contingencies or to repay debentures or debenture-stock, or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes, including the purposes referred to in the preceding clause, as the Board may, in their absolute discretion, think conducive to the interests of the Company and, subject to the provisions of the Act, to invest the several sums so set aside or so much thereof, as required to be invested, upon such investments, other than shares of the Company, as they may think fit, and from time to time, to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes, as the Board, in their absolute discretion, think conducive to the interests of the Company, notwithstanding, that the matter, to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital moneys of the Company might rightly be applied or expended, and to divide the Reserve Fund into such special funds, as the Board may think fit, with full power to transfer the whole or any portion of a Reserve Fund or divisions of a Reserve Fund and with full powers to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in the purchase of or repayment of debentures or debenture stock and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper, subject to the provisions of the applicable laws, for the time being, in force.

(xvii) to appoint and at their discretion, remove or suspend such general managers, secretaries, assistants, supervisors, clerks, agents and servants or other employees, in or for permanent, temporary or special services, as they may, from time to time, think fit, and to determine their powers and duties and to fix their salaries, emoluments or remuneration of such amount, as they may think fit.

(xviii) to comply with the requirements of any local laws, Rules or Regulations, which, in their opinion, it shall, in the interests of the Company, be necessary or expedient to comply with.

(xix) at any time, and from time to time, by power of attorney, under the Seal of the Company, to appoint any person or persons to be the attorney or

	attorneys of the Company, for such purposes and with such powers, authorities and discretions, not exceeding those vested in or exercisable by the Board under these presents and excluding the powers to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys, and for such period and subject to such conditions as the Board may, from time to time, think fit, and any such appointment may, if the Board thinks fit, be made in favour of the members or in favour of any Company, or the Share-holders, directors, nominees, or managers of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such Power of Attorney may contain such powers for the protection of convenience of person dealing with such Attorneys, as the Board may think fit, and may contain powers enabling any such delegates all or any of the powers, authorities and discretions, for the time being, vested in them; (xx) Subject to the provisions of the Act, for or in relation to any of the matters, aforesaid or otherwise, for the purposes of the Company, to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company, as they may consider expedient; (xxi) from time to time, make, vary and repeal bylaws for the regulation of the business of the Company, its Officers and Servants.	
Proceedings of the Board		
92. (1)	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. Provided, that the Board of Directors shall hold meetings at least once in every three months and at least four times every calendar year in such a manner that not more than one hundred and twenty days (120) days shall intervene between two consecutive meetings of the Board.	**When meeting to be convened**
(2)	The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.	**Who may summon Board meeting**
(3)	The quorum for a Board meeting shall be as provided in the Act. Provided that where, at any time, the number of interested directors exceeds or is equal to two-thirds of the total strength the number of the remaining directors, that is to say, the number of directors who are not interested, present at the meeting, being not less than two, shall be the quorum, during such time. If a meeting of the Board could not be held for want of quorum, then the meeting shall automatically stand adjourned for 30 minutes in the same day and at same place. A meeting of the Board, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions, which, by or under the Act or the Articles of the Company, are, for the time being, vested in or exercisable by the Board generally.	**Quorum for Board meetings**

(4)	The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, which are capable of recording and recognising the participation of the directors and of recording and storing the proceedings of such meetings along with date and time subject to the rules as may be prescribed.	**Participation at Board meetings**
(5)	At least 7 (seven) Days' written notice shall be given in writing to every Director by hand delivery or by speed-post or by registered post or by facsimile or by email or by any other electronic means, either (i) in writing, or (ii) by fax, e-mail or other approved electronic communication, receipt of which shall be confirmed in writing as soon as is reasonably practicable, to each Director, setting out the agenda for the meeting in reasonable detail and attaching the relevant papers to be discussed at the meeting and all available data and information relating to matters to be discussed at the meeting except as otherwise agreed in writing by all the Directors. Subject to the provisions of section 173(3) meeting may be called at shorter notice.	**Notice of Board meetings**
93. (1)	Subject to the restrictive provisions of any agreement or understanding as entered into by the Company with any other person(s) such as the collaborators, financial institutions, etc. and save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.	**Questions at Board meeting how decided**
(2)	In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.	**Casting vote of Chairperson at Board meeting**
94.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.	**Directors not to act when number falls below minimum**
95. (1)	The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.	**Who to preside at meetings of the Board**
(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting	**Directors to elect a Chairperson**
96. (1)	The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.	**Delegation of powers**
(2)	Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board. All acts done by any such committee of the Board, in conformity with such regulations, and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if were done by the Board.	**Committee to conform to Board regulations**
(3)	The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under Applicable Laws.	**Participation at Committee meetings**
97. (1)	A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.	**Chairperson of Committee**
(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting,	**Who to preside at meetings of Committee**

	the members present may choose one of their members to be Chairperson of the meeting.	
98. (1)	A Committee may meet and adjourn as it thinks fit.	**Committee to meet**
(2)	Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.	**Questions at Committee meeting how decided**
(3)	In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.	**Casting vote of Chairperson at Committee meeting**
99.	The meetings and proceedings of any meeting of such Committee of the Board, consisting of two or more members, shall be governed by the provisions contained herein for regulating the meetings and proceedings of the meetings of the directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under these Articles All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.	**Acts of Board or Committee valid notwithstanding defect of appointment**
100.	Save as otherwise expressly provided in the Act, a resolution in writing, signed and has been circulated in draft, together with the necessary papers, if any, to all the directors or to all the members of the Committee, then in India, not being less in number than the quorum fixed for a meeting of the Board or Committee, as the case may be, and to all the directors or to all the members of the Committee, at their usual addresses in India and has been approved, in writing, by such of the directors or members of the Committee as are then in India, or by a majority of such of them, as are entitled to vote on the resolution. whether manually or by secure electronic mode, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.	**Passing of resolution by** **Circulation**
101. (1)	Subject to the provisions of the Act, - A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.	**Chief Executive Officer, etc.**
(2)	A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.	**Director may be chief executive officer, etc.**
(3)	The Company shall not appoint or employ, at the same time, more than one of the following categories of managerial personnel, namely (i) Managing Director, and (ii) Manager	
(4)	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary, chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary, chief financial officer.	**Authorisation of act done in respect of any director, chief executive officer, manager, company secretary,**

		chief financial officer
Registers		
102.	The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during business hours on all working days, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.	**Statutory registers**
103. (1)	The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.	**Foreign register**
(2)	The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.	
Dividends and Reserve		
104.	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.	**Company in general meeting may declare** **dividends**
105.	Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit and as in their judgement, the position of the Company justifies.	**Interim dividends**
106. (1)	The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit. Subject to the applicable provisions of the Act, no dividend shall be declared or paid otherwise than out of profits of the financial year arrived at after providing for depreciation in accordance with the provisions of the Act or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with these provisions and remaining undistributed or out of both provided that :- (i) if the Company has not provided for any previous financial year or years it shall, before declaring or paying a dividend for any financial year, provide for such depreciation out of the profits of the financial year or out of the profits of any other previous financial year or years;	**Dividends only to be paid out of profits**

	(ii) if the Company has incurred any loss in any previous financial year or years the amount of loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the dividend is proposed to be declared or paid as against the profits of the Company for any financial year or years arrived at in both cases after providing for depreciation in accordance with the provisions of schedule II of the Act.	
(2)	The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	**Carry forward of Profits**
107. (1)	Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.	**Division of profits**
(2)	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.	**Payments in advance**
(3)	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.	**Dividends to be apportioned**
108. (1)	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company, either alone or jointly with any other person or persons, on account of calls or otherwise in relation to the shares of the Company.	**No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom**
(2)	The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member or where any person under these articles is entitled to transfer until such person shall become a member in respect of such Shares, or shall duly transfer the same and until such transfer of Shares has been registered by the Company..	**Retention of dividends**
109. (1)	Any dividend, interest, bonus or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct but the joint holders of a Share shall be severally as well as jointly liable for the payment of all instalments of calls due in respect of such Share and for all incidents otherwise.	**Dividend how remitted**
(2)	Every such cheque or warrant or pay- slip sent through the post to the registered address of the member or person entitled, or, in the case of joint holders, to that one of them first named in the Register in respect of the joint holdings. It shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant or pay-slip lost in transmission or for any dividend lost to the member or person entitled thereto due to or by the forged endorsement of any cheque or warrant or the fraudulent recovery of the dividend by any other means.	**Instrument of Payment**
(3)	Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having	**Discharge to Company**

	made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.	
110.	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.	**Receipt of one holder sufficient**
111.	No dividend shall bear interest against the Company.	**No interest on dividends**
112.	The waiver in whole or in part of any dividend on any share by any document shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.	**Waiver of dividends**
113.	Any general meeting declaring a dividend may, on the recommendation of the Directors, make a call on the members of such amount as the meeting decides, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and the members, be set off against the calls.	**Setting off dividend against calls**
114.	Subject to the applicable provisions, if any, of the Act, a transfer of Shares shall not pass the right to any dividend declared thereon and made effective from the date prior to the registration of the transfer.	**When transfer of share shall not pass dividend right**
Unpaid or unclaimed dividend		
115. (1)	Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall, within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed, to a special account to be opened by the Company in that behalf in any scheduled bank to be called "the Unpaid Dividend Account of PNGS Reva Diamond Jewellery Limited" subject to the applicable provisions of the Act and the Rules made thereunder. The Company shall within a period of ninety days of making any transfer of an amount to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the Company and also on any other website approved by the Central Government, for this purpose. No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.	**Transfer of unclaimed dividend**
(2)	Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund established under section 125 of the Act. Any person claiming to be entitled to an amount may apply to the authority constituted by the Central Government for the payment of the money claimed.	**Transfer to IEPF Account**
(3)	No unclaimed or unpaid dividend shall be forfeited by the Board until the claim becomes barred by Applicable Laws.	**Forfeiture of unclaimed dividend**
Accounts		
116. (1)	The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules with respect to :- (i) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place;	**Inspection by Directors**

	(ii) all sales and purchases of goods by the Company; (iii) the assets and liabilities of the Company; (iv) such particulars, if applicable to this Company, relating to utilisation of material and/or labour or to other items of cost, as may be prescribed by the Central Government. Where the Board decides to keep all or any of the books of account at any place, other than the Office of the Company, the Company shall, within 7 (Seven) days, or such other period, as may be fixed, from time to time, by the Act, of the decision, file with the Registrar, a notice, in writing, giving the full address of that other place. The Company shall preserve, in good order, the books of account, relating to the period of not less than 8 (Eight) years or such other period, as may be prescribed, from time to time, under the Act, preceding the current year, together with the vouchers relevant to any entry in such books. Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article, if proper books of account, relating to the transaction effected at the branch office, are kept at the branch office, and the proper summarised returns, made up to day at intervals of not more than 3 (Three) months or such other period, as may be prescribed, from time to time, by the Act, are sent by the branch office to the Company at its Office or other place in India, at which the books of account of the Company are kept as aforesaid. The books of account shall give a true and fair view of the state of affairs of the Company or branch office, as the case may be, and explain the transactions represented by it. The books of account and other books and papers shall be open to inspection by any director, during business hours, on a working day, after a prior notice, in writing, is given to the Accounts or Finance department of the Company.	
(2)	No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by Applicable Laws or authorized by the Board.	**Restriction on inspection by members**
(3)	The Directors shall, from time to time, in accordance with sections 129 and 134 of the Act, cause to be prepared and to be laid before the Company in Annual General Meeting of the Shareholders of the Company, such Balance Sheets, Profit and Loss Accounts, if any, and the Reports as are required by those Sections of the Act. A copy of every such Profit & Loss Accounts and Balance Sheets, including the Directors' Report, the Auditors' Report and every other document(s) required by law to be annexed or attached to the Balance Sheet, shall at least 21 (Twenty-one) days, before the meeting, at which the same are to be laid before the members, be sent to the members of the Company, to every trustee for the holders of any Debentures issued by the Company, whether such member or trustee is or is not entitled to have notices of general meetings of the Company sent to him, and to all persons other than such member or trustees being persons so entitled. The Auditors, whether statutory, branch or internal, shall be appointed and their rights and duties shall be regulated in accordance with the provisions of the Act and the Rules made thereunder.	**Annual Reports, Financial Statements to be laid in Annual General Meeting and sent to members, trustees.** **Appointment of various auditors**

Borrowing Powers		
117.	Subject to the provisions of the Act, the Board may from time to time, at their discretion raise or borrow or secure the payment of any sum or sums of money for and on behalf of the Company. Any such money may be raised or the payment or repayment thereof may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit by promissory notes or by opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable debentures of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, machinery, plant, goods or other property and securities of the Company or by other means as the Board deems expedient. The Board of Directors shall not except with the consent of the Company by way of a special resolution, borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid up capital of the Company and its free reserves and securities premium of the Company. Subject to the Act and the provisions of these Articles, any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Board, who may issue them upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company.	**Power of the Board to borrow monies**
Winding up		
118.	Subject to the applicable provisions of the Act and the Rules made thereunder and the Insolvency and Bankruptcy Code, 2016 (to the extent applicable).–	**Winding up of Company**
(a)	If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.	
(b)	For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.	
(c)	The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.	
Indemnity and Insurance		
119. (a)	Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company from and against all suits, proceedings, cost, charges, losses, damage and expenses which they or any of them shall or may incur or sustain by reason of any act done or committed in or about the execution of their duty in their respective office except such suits, proceedings, cost, charges, losses, damage and expenses, if any that they shall incur or sustain, by or through their own wilful neglect or default respectively. And it shall include the payment of all costs, losses and expenses (including travelling expense) which such director,	**Directors and officers right to indemnity**

	manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.	
(b)	Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.	**Director, Managing director, Manager, Company Secretary or other officer of the Company shall be indemnified**
(c)	The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.	**Insurance**
Secrecy		
120.	(i) Every director, manager, auditor, treasurer, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with the individuals and in matters relating thereto, and shall, by such declaration, pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by Law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions contained in these Articles or the Memorandum of Association of the Company and the provisions of the Act. (ii) Subject to the provisions of the Act, no member shall be entitled to visit or inspect any works of the Company, without the permission of the Directors, or to require inspection of any books of accounts or documents of the Company or discovery of or any information respecting any details of the Company's trading or business or any matter which is or may be in the nature of a trade secret, mystery of trade, secret or patented process or any other matter, which may relate to the conduct of the business of the Company and, which in the opinion of the Directors, it would be inexpedient in the interests of the Company to disclose.	**Directors, manager, auditor, members, etc to maintain secrecy**
General Power		
121.	Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided. At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the SEBI Listing Regulations, the provisions of the SEBI Listing Regulations shall prevail over the Articles to	**General power**

	such extent and the Company shall discharge all its obligations as prescribed under the SEBI Listing Regulations, from time to time.	

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company and includes contracts entered into until the date of this Draft Red Herring Prospectus) which are, or may be deemed material will be attached to the copy of the Red Herring Prospectus and filed with the RoC (except for such contracts and documents executed after the filing of the Red Herring Prospectus). Copies of the contracts and documents for inspection referred to hereunder, may be inspected at our Registered and Corporate Office, from 10.00 am to 5.00 pm on all Working Days and will also be available on the website of our Company at www.revabypng.com from the date of the Red Herring Prospectus until the Bid/Issue Closing Date, except for such contracts and documents that will be entered into or executed subsequent to the completion of the Bid/Issue Closing Date.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

Material Contracts to the Issue

1. Issue Agreement dated June 16, 2025 entered into among our Company and the BRLM.
2. Registrar Agreement dated May 30, 2025 entered into among our Company and the Registrar to the Issue.
3. Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.
4. Cash Escrow and Sponsor Bank Agreement dated [●] entered into among our Company, the BRLM, the Syndicate Members, Banker(s) to the Issue and the Registrar to the Issue.
5. Syndicate Agreement dated [●] entered into among the Members of the Syndicate, our Company, and the Registrar to the Issue.
6. Underwriting Agreement dated [●] entered into among our Company and the Underwriters.

Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association, as amended from time to time.
2. Certificate of incorporation dated December 20, 2024 issued by the Registrar of Companies, Central Registration Center.
3. Resolution of our Board dated April 10, 2025 approving the Issue and other related matters.
4. Shareholders' resolution dated May 5, 2025 approving the Issue and other related matters.
5. Resolution of our Board dated June 16, 2025 approving this Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.
6. Resolution of our IPO Committee dated June 17, 2025 approving this Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.
7. The examination report dated May 28, 2025, of the Statutory Auditor on our Restated Financial Information.
8. The report dated June 16, 2025 on the statement of special tax benefits available to the Company, its shareholders from M S K A & Associates, Chartered Accountants, our Statutory Auditor.
9. Consent dated June 16, 2025 from M S K A & Associates, Chartered Accountants, our Statutory Auditor, holding a valid peer review certificate from ICAI, to include their name as required under section 26 (5)

of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report, dated May 28, 2025 on our Restated Financial Information; (ii) their report dated June 16, 2025 on the statement of special tax benefits included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

10. Consent dated June 12, 2025, from the independent chartered accountant, namely, Joshi & Sahney, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the various certifications issued by them in their capacity as an independent chartered accountant to our Company.

11. Consent dated May 26, 2025 from Satish Joshi, Archicon Design, independent architect, to include his name in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, to the extent that and in her capacity as an architect, in relation to his certificates dated May 26, 2025.

12. Consent dated June 16, 2025 from Ruchi Bhave, Practising Company Secretary, to include her name in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, to the extent that and in her capacity as practising company secretary, in relation to their certificate dated June 16, 2025.

13. Resolution of our Board dated May 5, 2025 appointing Govind Vishwanath Gadgil as the Chairman of our Board.

14. Business Transfer Agreement dated January 31, 2025, amongst our Company and P N Gadgil & Sons Limited.

15. Franchise Agreement dated February 1, 2025, amongst our Company and our Corporate Promoter, P.N. Gadgil & Sons Limited.

16. Resolution of our Board dated May 5, 2025, and shareholders' resolution dated May 28, 2025, appointing Amit Yeshwant Modak as the Whole-time Director and Chief Executive Officer of our Board.

17. Certificate dated June 16, 2025, from independent chartered accountant, namely, Joshi & Sahney, Chartered Accountants, certifying the KPIs of our Company.

18. Consents of our Directors, our Promoters, members of the Promoter Group, our Compliance Officer and Company Secretary, our Statutory Auditor, the Independent Chartered Accountant, the Independent Architect, the legal counsel to the Issue, the bankers to our Company, lenders to our Company (wherever applicable), industry report provider, the BRLM and Registrar to the Issue.

19. Consent letter dated June 10, 2025 from CARE Analytics and Advisory Private Limited to rely on and reproduce part or whole of the CARE Report and include their name in this Draft Red Herring Prospectus.

20. Industry report titled "*Gems and Jewellery Industry in India*" dated June 10, 2025 prepared and issued by CARE Analytics and Advisory Private Limited, commissioned and paid for by our Company and engagement letter dated April 23, 2025.

21. In-principle listing approvals dated [●] and [●] from the BSE and the NSE, respectively.

22. Tripartite Agreement dated March 12, 2025 among our Company, NSDL and the Registrar to the Issue.

23. Tripartite Agreement dated March 18, 2025 among our Company, CDSL and the Registrar to the Issue.

24. Due diligence certificate to SEBI from the BRLM, dated June 17, 2025.

25. SEBI final observation letter number [●] dated [●].

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI 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 statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

____

Govind Vishwanath Gadgil
Designation: Chairman and Non-Executive Director

Date: [●]

Place: [●]

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI 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 statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

____

Amit Yeshwant Modak

Designation: Whole-time Director and Chief Executive Officer

Date: [●]

Place: [●]

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI 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 statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Aditya Amit Modak

Designation: Non-executive Director

Date: [●]

Place: [●]

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI 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 statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Ravindra Kamalakar Lale

Designation: Independent Director

Date: [●]

Place: [●]

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI 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 statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Ranjeet Sadashiv Natu

Designation: Independent Director

Date: [●]

Place: [●]

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI 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 statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Aparna Prasad Purohit

Designation: Independent Director

Date: [●]

Place: [●]

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI 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 statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

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Kisan Maruti Shendkar

Designation: Chief Financial Officer

Date: [●]

Place: [●]