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# REVA

DIAMONDS

## 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,<br>Pune – 411041, Maharashtra, India | Kirti Suryakant Vaidya<br>Company Secretary and<br>Compliance Officer | E-mail: investor@revabypng.com<br>Tel: +91 20 29980704 | www.revabypng.com |

OUR PROMOTERS: P. N. GADGIL &amp; 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 ₹3,800 million | Not applicable      | Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹3,800 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 366. For details in relation to share reservation amongst QIBs, NIIs, RIIs (defined hereinafter) and Eligible Employees, see “Issue Structure” on page 385 |

### 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 144 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 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 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 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 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 this 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 BSE.

### BOOK RUNNING LEAD MANAGER

| NAME AND LOGO OF THE BOOK RUNNING LEAD MANAGER  | CONTACT PERSON | TELEPHONE AND EMAIL                                |
|---|----------------|--|
| <br>Smart Horizon Capital Advisors<br>Private Limited<br><i>(formerly known as Shreni Capital Advisors Private Limited)</i> | Parth Shah     | Tel: +91 22 28706822<br>E-mail: pngreva@shcapl.com |

### REGISTRAR TO THE ISSUE

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

### BID/ ISSUE PERIOD

|                                |                 |  |                                |                                       |                           |              |  |
|--------------------------------|-----------------|--|--------------------------------|---------------------------------------|---------------------------|--------------|--|
| <b>ANCHOR<br/>BIDDING DATE</b> | <b>INVESTOR</b> | <b>Monday,<br/>February 23,<br/>2026<sup>(1)</sup></b> | <b>BID/ ISSUE OPENS<br/>ON</b> | <b>Tuesday, February 24,<br/>2026</b> | <b>BID/<br/>CLOSES ON</b> | <b>ISSUE</b> | <b>Thursday,<br/>February 26,<br/>2026<sup>(2)</sup></b> |
|--------------------------------|-----------------|--|--------------------------------|---------------------------------------|---------------------------|--------------|--|

<sup>(1)</sup> 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.

<sup>(2)</sup> UPI mandate end time and date shall be at 5:00 pm on the Bid/ Issue Closing Date.

# R E V A

D I A M O N D S

## 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 242.

**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 20 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 ₹3,800 MILLION (THE “ISSUE”).**

**THE ISSUE INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE ₹[●] EACH, AGGREGATING UP TO ₹3.86 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 HERINAFTER 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 FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF JANSATTA (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER), AND PUNE EDITION OF LOKSATTA (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 Bank, 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 33.33% shall be reserved for domestic Mutual Funds and 6.67% shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the price at which Equity Shares will be allocated to the Anchor Investors (“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 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, 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 391.

### 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 144 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 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 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 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 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 this 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 each dated August 8, 2025. For the purposes of the Issue, BSE shall be the Designated Stock Exchange. A signed copy of this 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 this Red Herring Prospectus until the Bid/ Issue Closing Date, see “Material Contracts and Documents for Inspection” on page 464.

### BOOK RUNNING LEAD MANAGER

### REGISTRAR TO THE ISSUE



**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: +91 22 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: Babu Rapheal C.  
Website: www.bigshareonline.com  
SEBI registration number: INR000001385

### BID/ISSUE PERIOD

| ANCHOR INVESTOR BIDDING DATE | Monday,<br>February 23,<br>2026 <sup>(1)</sup> | BID/ISSUE OPENS ON | Tuesday, February 24, 2026 | BID/ISSUE CLOSES ON | Thursday, February 26, 2026 <sup>(2)</sup> |
|------------------------------|--|--------------------|----------------------------|---------------------|--|
|------------------------------|--|--------------------|----------------------------|---------------------|--|

<sup>(1)</sup> 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.

<sup>(2)</sup> 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 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 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 156, 162, 235, 269, 356 and 419, 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 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 “ <b>Our Management - Committees of the Board – Audit Committee</b> ” on page 252  |
| Board or Board of Directors                | The board of directors of our Company (including any duly constituted committee thereof). For details, see “ <b>Our Management</b> ” on page 247   |
| 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 “ <b>History and Certain Corporate Matters</b> ” on page 242 |
| CARE Report                                | The industry report titled “ <b>Gems and Jewellery Industry in India</b> ” dated January 13, 2026, prepared and issued by CARE Analytics and Advisory Private Limited  |
| Chairperson                                | The chairperson of our Board, namely Govind Vishwanath Gadgil. For details, see “ <b>Our Management</b> ” on page 247  |

| 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, “ <b><i>Our Management - Key Managerial Personnel and Senior Management</i></b> ” on page 260   |
| Chief Financial Officer                  | The chief financial officer of our Company, namely Kisan Maruti Shendkar. For details, see “ <b><i>Our Management - Key Managerial Personnel and Senior Management</i></b> ” on page 260  |
| Chief Operating Officer                  | The chief operating officer on our Company, namely, Vrujendra Laxman Waghchaure. For details see “ <b><i>Our Management – Senior Management</i></b> ” on page 260   |
| Company Secretary and Compliance Officer | The company secretary and compliance officer of our Company, namely Kirti Suryakant Vaidya. For details, see “ <b><i>Our Management - Key Managerial Personnel and Senior Management</i></b> ” on page 260  |
| Corporate Promoter                       | P. N. Gadgil & Sons Limited   |
| Director(s)                              | The director(s) on our Board, as appointed from time to time. For details, see “ <b><i>Our Management</i></b> ” on page 247   |
| 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 “ <b><i>Our Management</i></b> ” on page 247   |
| Franchise Agreement                      | The franchise agreement dated February 1, 2025, as amended pursuant to the amendment agreement dated June 26, 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 “ <b><i>History and Certain Corporate Matters</i></b> ” on page 242. |
| 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 “ <b><i>Our Management</i></b> ” on page 247.   |
| 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 “ <b><i>Our Management – Committees of the Board – IPO Committee</i></b> ” on page 260.  |
| 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 “ <b><i>Our Management – Key Managerial Personnel and Senior Management – Key Managerial Personnel</i></b> ” on page 260   |
| 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 Management 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 “ <b><i>Our Management – Committees of the Board – Nomination and Remuneration Committee</i></b> ” on page 254  |

| 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 “ <b><i>Our Management – Board of Directors</i></b> ” on page 247  |
| 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 “ <b><i>Our Promoters and Promoter Group - Promoter Group</i></b> ” on page 266  |
| 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 six-months period ended September 30, 2025 and the financial years ended 2025, 2024 and 2023, comprising the restated statement of assets and liabilities as of September 30, 2025, 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 six-months period ended September 30, 2025, 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 “ <b><i>Our Management – Key Managerial Personnel and Senior Management – Senior Management</i></b> ” on page 260   |
| Shareholders  | The shareholders of our Company from time to time   |
| Space Facility Agreement                            | The Space Facility Agreement dated June 26, 2025 between our Company and our Corporate Promoter, P. N. Gadgil & Sons Limited, through which certain infrastructural facilities have been provided for usage in our registered and corporate office for a fixed monthly fee. For further details see “ <b><i>History and Certain Corporate Matters</i></b> ” on page 242   |
| Stakeholders’ Relationship Committee                | The stakeholders’ relationship committee of our Board, as described in “ <b><i>Our Management – Committees of the Board – Stakeholders’ Relationship Committee</i></b> ” on page 255  |
| Stores  | The retail network of our Company comprising of one brand-exclusive store owned and operated by our Company and thirty-three 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 LLP ( <i>formerly known as M S K A &amp; Associates</i> ), Chartered Accountants.   |
| Whole-time Director                                 | The whole-time director on our Board, namely Amit Yeshwant Modak as described in “ <b><i>Our Management</i></b> ” on page 247.  |
| Valuation Report                                    | The valuation report dated March 7, 2025, issued by CA Shubham Sunil Jaju, a registered valuer under the Insolvency and Bankruptcy Board of India (registration number IBBI/RV/06/2021/14500) to determine the valuation of equity shares (equity valuation and per share value) of the Company.  |

## Issue Related Terms

| <b>Term</b>                                     | <b>Description</b>  |
|---|---|
| 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 Price                | The price at which Equity Shares will be allocated to Anchor Investors according to the terms of this 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 this 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 this 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<br><br>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 Portion which may be allocated by our Company, in consultation with the BRLMs, to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLM, in accordance with the SEBI ICDR Regulations.<br><br>33.33% of the Anchor Investor Portion shall be reserved for domestic Mutual Funds and 6.67% of the Anchor Investor Portion shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations |
| Anchor Investor(s)                              | A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the SEBI ICDR Regulations and this 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 this 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  |

| <b>Term</b>              | <b>Description</b>   |
|--------------------------|--|
| 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 “ <b>Issue Procedure</b> ” on page 391   |
| Bid Amount               | <p>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</p> <p>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</p> <p>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</p> |
| 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 this Red Herring Prospectus and the Bid cum Application Form. The term ‘Bidding’ shall be construed accordingly   |
| Bid/ Issue Closing Date  | <p>Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries shall not accept any Bid, being February 26, 2026, which shall be published in Financial Express (a widely circulated English national daily newspaper), Jansatta (a widely circulated Hindi national daily newspaper) and Pune edition of Loksatta (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 Bank</p> <p>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</p>  |
| 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 Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper), and Pune edition of Loksatta (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra where our Registered Office is located)   |

| <b>Term</b>                              | <b>Description</b>   |
|--|--|
| Bid/ Issue Period                        | <p>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 this Red Herring Prospectus</p> <p>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</p> |
| Bidder                                   | Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor   |
| Bidding Centres                          | Centres at which the Designated Intermediaries shall accept the ASBA Forms, <i>i.e.</i> , 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 ( <i>formerly known as Shreni Capital Advisors Private Limited</i> )  |
| 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 <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a>                               |
| 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 dated February 10, 2026 entered into between our Company, the Registrar to the Issue, the BRLM, Syndicate Member, the Escrow Collection Bank, the Public Issue Account Bank, the Sponsor Bank, and the Refund Bank for, among other things, collection of the Bid Amounts from the Anchor Investors and where applicable, transfer of funds to the Public Issue Account 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                            | <p>Issue Price, which shall be any price within the Price Band, finalised by our Company, in consultation with the BRLM</p> <p>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</p>   |
| 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   |

| <b>Term</b>                          | <b>Description</b>   |
|--------------------------------------|--|
| 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 ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> , 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 this 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  |
| 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<br><br>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 ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> , 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 <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> , updated from time to time, or at such other website as may be prescribed by SEBI from time to time  |
| Designated Stock Exchange            | BSE Limited  |
| Draft Red Herring Prospectus or DRHP | The 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  |
| Eligible Employees                   | <p>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 this 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</p> <p>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</p> <p>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</p> |

| Term                            | Description   |
|---------------------------------|---|
|                                 | The directors, key managerial personnel, senior management and other employees of our Company, Corporate Promoter, involved in the Issue Price fixation process cannot participate in this Issue and will not constitute Eligible Employee(s) for the purposes of this Issue.   |
| 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 this 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 ₹3.86 million not exceeding 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 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 ICICI Bank Limited   |
| 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 ₹3,800 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 this 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 this 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 “ <i>Objects of the Issue</i> ” on page 114   |
| 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               | CARE Ratings Limited  |
| Monitoring Agency Agreement     | The agreement to be entered into between our Company and the Monitoring Agency prior to filing of this 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   |

| Term                                   | Description   |
|--|---|
|  | 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 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 Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper), and Pune edition of Loksatta (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<br><br>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, <i>inter alia</i> , 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 ICICI Bank Limited   |
| 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  |

| <b>Term</b>                                 | <b>Description</b>  |
|---|---|
| Red Herring Prospectus or RHP               | This Red Herring Prospectus dated February 10, 2026, issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which does not have complete particulars of the price at which the Equity Shares has been Allotted and the size of the Issue, including any addenda or corrigenda thereto. This Red Herring Prospectus will become the Prospectus upon filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto   |
| Refund Account                              | The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, 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 ICICI Bank Limited   |
| 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 Registrar         | Bigshare Services Private Limited   |
| Retail Portion                              | 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 ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> ), and the UPI Circulars  |
| Self-Certified Bank(s) or SCSB(s)           | <p>Syndicate</p> <p>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 <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> 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 <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time</p> <p>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</p> |

| Term                                  | Description   |
|---------------------------------------|---|
|                                       | 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                          | Bank 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 ICICI Bank Limited   |
| Sub-syndicate members                 | The sub-syndicate members, if any, appointed by the BRLM and the Syndicate Member, to collect ASBA Forms and Revision Forms   |
| Syndicate Agreement                   | The agreement dated February 10, 2026 entered into between our Company, the Registrar to the Issue the BRLM and the Syndicate Member in relation to the procurement of Bid cum Application Forms by the Syndicate   |
| Syndicate Member                      | Syndicate member as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations   |
| Syndicate or Members of the Syndicate | Together, the BRLM and the Syndicate Member   |
| Underwriters                          | [●]   |
| 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 Member, 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 circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 (to the extent this circular is not rescinded by the SEBI RTA 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   |

| <b>Term</b>         | <b>Description</b>  |
|---------------------|---|
| 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

| <b>Term</b>                  | <b>Description</b>  |
|------------------------------|---|
| 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 ( <i>formerly Department of Industrial Policy and Promotion</i> ), GoI       |
| EBIT                         | Earnings before interest and tax  |
| EBITDA                       | EBITDA is calculated as the sum of (i) restated profit after tax for the period/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   |

| Term  | Description   |
|---|---|
|   | 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)(III) 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  |
| 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  |

| Term                              | Description  |
|-----------------------------------|--|
| 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, as amended  |
| 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/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025  |
| 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, 2026   |
| 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. Securities Act               | The United States Securities Act of 1933, as amended   |
| 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)(III) 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    |

| <b>Term</b> | <b>Description</b>                       |
|-------------|--|
| 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 Red Herring Prospectus**

| <b>Term</b>  | <b>Description</b>  |
|--|---|
| 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 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.  |
| 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 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 Red Herring Prospectus is in Indian Standard Time and all references to page numbers in this Red Herring Prospectus are to page numbers of this Red Herring Prospectus.

### Financial and Other Data

Unless stated or the context requires otherwise, the financial information and financial ratios in this 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 six-months period ended September 30, 2025 and the years ended March 31, 2025, March 31, 2024 and March 31, 2023, comprising the restated statement of assets and liabilities as of six-months period ended September 30, 2025 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 six-months period ended September 30, 2025 and 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 269.

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 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 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 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 Red Herring Prospectus**" on page 71.

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 Red Herring Prospectus are to a calendar year.

In this 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 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, 216 and 329, respectively, and elsewhere in this 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 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 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 67.

## **Industry and Market Data**

Unless stated otherwise, the industry and market data used in this Red Herring Prospectus has been derived from industry publications, in particular, the report titled “*Gems and Jewellery Industry in India*” dated January 13, 2026 (“**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 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 69. CareEdge Research vide letter dated January 13, 2026, 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](http://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 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 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 69.

In accordance with the SEBI ICDR Regulations, the section “*Basis for Issue Price*” on page 144, 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 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 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 Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

### Exchange Rates

This 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:

| Currency | Exchange rate as on |                |                |                |
|----------|---------------------|----------------|----------------|----------------|
|          | September 30, 2025  | March 31, 2025 | March 31, 2024 | March 31, 2023 |
| USD      | 88.79               | 85.58          | 83.37          | 82.22          |

(in ₹)

Source: [www.fbil.org](http://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 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 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 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.

For a discussion on important factors that could cause our actual results to differ materially from our expectations, see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 39, 216 and 329, respectively.

Forward-looking statements reflect our views as of the date of this 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 this Red Herring Prospectus until the date of allotment.

## SUMMARY OF THE ISSUE DOCUMENT

*This section is a general summary of certain disclosures included in this Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this 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 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, 76, 92, 114, 162, 216, 269, 356, 391 and 419, respectively, of this 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 one brand-exclusive store owned and operated by our Company and thirty-three shops-in-shop 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”), allowing us to leverage their established infrastructure and customer footfall while maintaining our brand identity. As on the date of this Red Herring Prospectus, we have 34 Stores across 25 cities in the states of Maharashtra, Gujarat and Karnataka aggregating to an area of 647.15 Running Feet. These 34 stores are divided into three categories, namely, (1) franchise owned and company operated (“FOCO”), (2) franchise owned and franchise operated (“FOFO”) and (3) company owned and company operated (“COCO”). 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 216.

### 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 – “Overview of Indian Gems & Jewellery Industry” on page 178)

For further information, see “**Industry Overview**” on page 162.

### 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 263.

### Issue Size

The following table summarizes the details of the Issue. For further details, see “**The Issue**” and “**Issue Structure**” on pages 76 and 385, respectively.

|   |  |
|---|--|
| Issue <sup>(1)</sup>                        | Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹3,800 million |
| which includes                              |  |
| Employee Reservation Portion <sup>(2)</sup> | Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹3.86 million  |
| Net Issue                                   | Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million   |

<sup>(1)</sup> 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.

<sup>(2)</sup> 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 366.

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 76.

### 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 | 354.00                               |
| 3.    | General corporate purposes <sup>(1)</sup>   | [●]                                  |
|       | Net Proceeds <sup>(1)</sup>   | [●]                                  |

<sup>(1)</sup> 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 114.

### 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 Red Herring Prospectus is set forth below:

| Name   | Pre-Issue   |  | Post-Issue <sup>(1)</sup>                         |   |
|--|---|--|---|---|
|  | 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 (%) |
| <b>Promoters</b>                             |   |  |   |   |
| 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  | [●]   | [●]   |
| <b>Total (A)</b>                             | <b>18,157,500</b>                                 | <b>83.04</b>                                     | [●]   | [●]   |
| <b>Promoter Group (other than Promoters)</b> |   |  |   |   |
| Anjali Vishwanath Gadgil                     | 508,500   | 2.33   | [●]   | [●]   |
| Rohini Udaya Kalkundrikar                    | 450,000   | 2.06   | [●]   | [●]   |
| Jyoti Ravindra Paranjape                     | 5,400   | 0.02   | [●]   | [●]   |
| <b>Sub-Total (B)</b>                         | <b>963,900</b>                                    | <b>4.41</b>                                      | [●]   | [●]   |
| <b>Total (A+B)</b>                           | <b>19,121,400</b>                                 | <b>87.45</b>                                     | [●]   | [●]   |

<sup>(1)</sup> Subject to completion of the Issue and finalization of the Allotment.

For further details, see “*Capital Structure*” beginning on page 92.

### 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 Red Herring Prospectus is set forth below:

| S. No                                 | Name of the shareholder     | Pre- Issue shareholding as at the date of Advertisement <sup>(1)</sup> |   | Post- Issue shareholding as at the date of Allotment <sup>(2)</sup> |                     |   |                     |
|---------------------------------------|-----------------------------|--|---|---|---------------------|---|---------------------|
|                                       |                             | 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 %) |
| <b>Promoter</b>                       |                             |  |   |   |                     |   |                     |
| 1.                                    | P. N. Gadgil & Sons Limited | [●]  | [●]   | [●]   | [●]                 | [●]                                       | [●]                 |
| 2.                                    | Govind Vishwanath Gadgil    | [●]  | [●]   | [●]   | [●]                 | [●]                                       | [●]                 |
| 3.                                    | Renu Govind Gadgil          | [●]  | [●]   | [●]   | [●]                 | [●]                                       | [●]                 |
|                                       | <b>Sub-Total (A)</b>        | [●]  | [●]   | [●]   | [●]                 | [●]                                       | [●]                 |
| <b>Promoter Group</b>                 |                             |  |   |   |                     |   |                     |
| 1.                                    | Anjali Vishwanath Gadgil    | [●]  | [●]   | [●]   | [●]                 | [●]                                       | [●]                 |
| 2.                                    | Rohini Udaya Kalkundrikar   | [●]  | [●]   | [●]   | [●]                 | [●]                                       | [●]                 |
| 3.                                    | Jyoti Ravindra Paranjape    | [●]  | [●]   | [●]   | [●]                 | [●]                                       | [●]                 |
|                                       | <b>Sub-Total (B)</b>        | [●]  | [●]   | [●]   | [●]                 | [●]                                       | [●]                 |
| <b>Additional top 10 shareholders</b> |                             |  |   |   |                     |   |                     |
| 1.                                    | [●]                         | [●]  | [●]   | [●]   | [●]                 | [●]                                       | [●]                 |
| 2.                                    | [●]                         | [●]  | [●]   | [●]   | [●]                 | [●]                                       | [●]                 |
| 3.                                    | [●]                         | [●]  | [●]   | [●]   | [●]                 | [●]                                       | [●]                 |
| 4.                                    | [●]                         | [●]  | [●]   | [●]   | [●]                 | [●]                                       | [●]                 |
| 5.                                    | [●]                         | [●]  | [●]   | [●]   | [●]                 | [●]                                       | [●]                 |
| 6.                                    | [●]                         | [●]  | [●]   | [●]   | [●]                 | [●]                                       | [●]                 |
| 7.                                    | [●]                         | [●]  | [●]   | [●]   | [●]                 | [●]                                       | [●]                 |
| 8.                                    | [●]                         | [●]  | [●]   | [●]   | [●]                 | [●]                                       | [●]                 |
| 9.                                    | [●]                         | [●]  | [●]   | [●]   | [●]                 | [●]                                       | [●]                 |

| S. No        | Name of the shareholder | Pre- Issue shareholding as at the date of Advertisement <sup>(1)</sup> |   | Post- Issue shareholding as at the date of Allotment <sup>(2)</sup> |                     |   |                     |
|--------------|-------------------------|--|---|---|---------------------|---|---------------------|
|              |                         | 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 %) |
| 10.          | [●]                     | [●]  | [●]   | [●]   | [●]                 | [●]                                       | [●]                 |
| <b>Total</b> |                         | [●]  | [●]   | [●]   | [●]                 | [●]                                       | [●]                 |

<sup>(1)</sup> Basis the shareholding as at the date of Advertisement.

<sup>(2)</sup> 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   | Six-months period ended September 30, 2025 | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|---|--|-------------|-------------|-------------|
| Equity Share capital/Partners capital               | 218.66                                     | 48.59       | 91.44       | 87.25       |
| Net worth <sup>(1)</sup>                            | 2,664.54                                   | 2463.37     | 1026.46     | 601.92      |
| Revenue from operations                             | 1,567.18                                   | 2,581.83    | 1,956.34    | 1,988.48    |
| Profit/(loss) after tax                             | 201.33                                     | 594.74      | 424.14      | 517.47      |
| Basic EPS (₹) <sup>(2)</sup>                        | 9.21                                       | 35.21       | -           | -           |
| Diluted EPS (₹) <sup>(3)</sup>                      | 9.21                                       | 35.21       | -           | -           |
| Net asset value per equity share (₹) <sup>(4)</sup> | 55.02                                      | 45.82       | -           | -           |
| Total borrowings <sup>(5)</sup>                     | 1,302.49                                   | 906.50      | -           | -           |

#### Notes:

<sup>(1)</sup> 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.

<sup>(2)</sup> Basic earnings per share (₹) is calculated by dividing the net restated profit for the period/year attributed 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 six-months period ended September 30, 2025 and 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 six-months period ended September 30, 2025 and 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 six-months period ended September 30, 2025 and the year ended March 31, 2025 adjusted for Bonus Issue in the table above.

<sup>(3)</sup> 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.

<sup>(4)</sup> 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.

<sup>(5)</sup> Total borrowings represent sum of current borrowings and non-current borrowings.

For further details, see “**Restated Financial Information**” on page 269.

### 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 require any effect to be given 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 Management as disclosed in this 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* (in ₹ million) |
|--------------------------------------|----------------------|-----------------|---------------------------------|--|---|----------------------------------|
| <b>Company</b>                       |                      |                 |                                 |  |   |                                  |
| By our Company                       | Nil                  | Nil             | Nil                             | Nil  | Nil   | Nil                              |
| Against our Company                  | Nil                  | Nil             | Nil                             | Nil  | Nil   | Nil                              |
| <b>Directors</b>                     |                      |                 |                                 |  |   |                                  |
| By our Directors                     | Nil                  | Nil             | Nil                             | Nil  | Nil   | Nil                              |
| Against our Directors                | Nil                  | 2 <sup>#</sup>  | Nil                             | Nil  | Nil   | 3.74 <sup>#</sup>                |
| <b>Promoters</b>                     |                      |                 |                                 |  |   |                                  |
| By the Promoters                     | Nil                  | Nil             | Nil                             | Nil  | Nil   | Nil                              |
| Against our Promoters                | Nil                  | 12              | Nil                             | Nil  | Nil   | 273.90                           |
| <b>Key Managerial Personnel</b>      |                      |                 |                                 |  |   |                                  |
| 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                   |
| <b>Senior Management</b>             |                      |                 |                                 |  |   |                                  |
| By the Senior Management             | Nil                  | Not Applicable  | Not Applicable                  | Not Applicable   | Not Applicable  | Not Applicable                   |
| Against the Senior Management        | Nil                  | Not Applicable  | Nil                             | Not Applicable   | Not Applicable  | Not Applicable                   |

\* To the extent quantifiable.

<sup>#</sup> Against the Promoter Govind Vishwanath Gadgil in the capacity of Director.

As on the date of this 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 356.

### 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.      | A significant portion of our revenue comes from our Stores in Maharashtra, where our operations are heavily focused. In six-months period ended September 30, 2025 and Fiscal 2025, 2024, 2023, we have derived ₹1,528.70 million, ₹2,503.83 million, ₹1,892.61 million and ₹1,923.42 million contributing to 97.54%, 96.97%, 96.75% and 96.73% of our revenue from operations from our Stores in Maharashtra. If this region or these key locations face any negative developments, it could harm our business performance, growth potential, financial health, and overall profitability. |
| 2.      | The success of our business is closely tied to the strength and reputation of our flagship brand,   |

| Sr. No. | Particulars  |
|---------|--|
|         | “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.   |
| 3.      | 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   |
| 4.      | 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.   |
| 5.      | 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.  |
| 6.      | 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.  |
| 7.      | 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.   |
| 8.      | Our inability to maintain an optimal level of inventory in our Stores may impact our operations adversely. Also, we are dependent on our top 3 third-party suppliers from whom we have purchased materials worth ₹657.47 million, ₹594.19 million, ₹511.47 million, and ₹427.61 million in six-months period ended September 30, 2025, Fiscals 2025, 2024, and 2023 respectively contributing to 26.45%, 30.14%, 30.74% and 30.70% of our total of purchases of stock in trade. Any delay on their part may adversely impact our inventory levels. |
| 9.      | 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.  |
| 10.     | 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.   |

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 September 30, 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 269, 329 and 356, respectively.

#### **Summary of Related Party Transactions**

The following is the summary of transactions with related parties for the six-months period ended September 30, 2025 and 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                   | Six-months period ended September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---------------------------|---|--|--|----------------|----------------|----------------|
| Govind Vishwanath Gadgil  | Partners of Gadgil Metals and Commodities             | 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           | -              | -              |
|                           |   |  |  |                |                |                |
| Govind Vishwanath Gadgil  | Key Managerial Personnel                              | Unsecured loan received                  | 250.00                                     | -              | -              | -              |
|                           |   | Unsecured loan repaid                    | 250.00                                     | -              | -              | -              |
|                           |   | Interest paid on unsecured loan received | 0.49                                       | -              | -              | -              |
|                           |   |  |  |                |                |                |
| Renu Govind Gadgil        | Partners of Gadgil Metals and Commodities             | 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 Gadgil Metals and Commodities             | 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           | -              |
|                           |   |  |  |                |                |                |
| Sunita Amit Modak         | Relative of person having significant influence       | Sale of goods                            | 0.06                                       | -              | -              | -              |
|                           |   |  |  |                |                |                |
| Mugdha Aditya Modak       | Relative of partners of Gadgil Metals and Commodities | Sale of Goods                            | -  | -              | 0.22           | -              |
|                           |   |  |  |                |                |                |
| Aditya Amit Modak         | Partners of Gadgil Metals and Commodities             | Sale of Goods                            | -  | 0.16           | 0.05           | 0.10           |
|                           |   | Share of profit in partnership firm      | -  | 0.01           | -              | -              |
|                           |   | Capital introduced                       | -  | 1.00           | -              | -              |
|                           |   |  |  |                |                |                |

| Name of the related party            | Description of relationship  | Nature of transactions   | Six-months period ended September 30, 2025 | March 31, 2025        | March 31, 2024 | March 31, 2023 |
|--------------------------------------|--|--|--|-----------------------|----------------|----------------|
| Aditya Amit Modak                    | Key Managerial Personnel   | Sale of Goods  | 0.01                                       | -                     | -              | -              |
|                                      |  |  |  |                       |                |                |
| Rohini Kalkundrikar                  | Partners of Gadgil Metals and Commodities  | Share of profit in partnership firm  | -  | 0.01                  | -              | -              |
|                                      |  | Capital introduced   | -  | 1.00                  | -              | -              |
|                                      |  |  |  |                       |                |                |
| Anjali Vishwanath Gadgil             | Partners of Gadgil Metals and Commodities  | 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  | 134.40 <sup>#</sup>                        | 95.91                 | -              | -              |
|                                      |  | Payment on account of common control transaction (including applicable taxes on above - GST) | -  | 1,670.96 <sup>^</sup> | -              | -              |
|                                      |  | Commission expenses  | 62.13 <sup>#</sup>                         | 30.01                 | -              | -              |
|                                      |  | Gratuity expense   | 2.46                                       | -                     | -              | -              |
|                                      |  | Purchase of goods  | 84.50                                      | -                     | -              | -              |
|                                      |  | Facility charges   | 1.35                                       | -                     | -              | -              |
|                                      |  |  |  |                       |                |                |
| PNGS Gargi Fashion Jewellery Limited | Enterprise over which KMP(s) or their relatives have control/significant influence | Purchase of goods  | 11.20                                      | -                     | -              | -              |
|                                      |  |  |  |                       |                |                |
| Amit Yeshwant Modak                  | Partners of Gadgil Metals and Commodities  | 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     | Six-months period ended September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|----------------------------|---|----------------------------|--|----------------|----------------|----------------|
|                            |   | Employee benefits expense  | 8.53                                       | -              | -              | -              |
| Kirti Suryakant Vaidya     | Key managerial personnel                        | Employee benefits expenses | 0.39                                       | 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              | 0.02                                       | 0.07           | -              | -              |
| Kisan Maruti Shendkar      | Key Managerial Personnel                        | Employee benefits expense  | 1.13                                       | -              | -              | -              |
| Ravindra Kamalakar Lale    | Key Managerial Personnel                        | Director sitting fee       | 0.06                                       | -              | -              | -              |
| Ranjeet Sadashiv Natu      | Key Managerial Personnel                        | Director sitting fee       | 0.05                                       | -              | -              | -              |
| Aparna Prasad Purohit      | Key Managerial Personnel                        | Director sitting fee       | 0.05                                       | -              | -              | -              |

Notes:

\*Proportionate share of remuneration allocated relating to diamond business

^ Settled in cash during the year and funded through a mix of fresh preferential equity and new bank borrowings

# The related party transactions between our Corporate Promoter, P. N. Gadgil & Sons Limited, for six-months period ended September 30, 2025, has exceeded the criteria of 10% of the total turnover of the Company as per the restated audited balance sheet of the company for the preceding Fiscal year 2025. The same has been ratified by the Audit Committee of our Board through its resolution dated August 25, 2025 and has been further ratified by the board and shareholders of our Company through the resolutions dated August 25, 2025 and September 18, 2025, respectively.

The Company, in certain instances, receives funds from customers on behalf of related parties or in certain instances where related parties receive funds from customers on behalf of the Company or where company pays to related party instead of customer. All such transactions are settled on a back-to-back basis without impacting the profit or loss of either party, and no margin or mark-up is retained. These arrangements are in the nature of agency transactions, wherein the Company or the related parties merely act as intermediaries. Such transactions have not been disclosed in the above table as they do not affect the financial position or performance of the Company.

As certified by Joshi & Sahney, Chartered Accountants, pursuant to their certificate dated February 10, 2026

The aggregate value of related party transactions was ₹806.83 million, ₹1883.56 million, ₹8.56 million and ₹12.24 million for the six-months period ended September 30, 2025, Fiscal 2025, Fiscal 2024 and Fiscal 2023, respectively, which constituted 51.48%, 72.96%, 0.44% and 0.62% of our total revenue from operations for the respective periods.

For details of the related party transactions in accordance with Ind AS 24, see “Annexure VI – Notes to Restated Financial Information – Note 40” on page 321.

## 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 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 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 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 ₹) <sup>(1)</sup> |
|--------------------------------|-----------------------|-------------------------|-------------------|---------------------|----------------------------------|--|
| <b>Promoters</b>               |                       |                         |                   |                     |                                  |  |
| 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  |
| <b>Promoter Group</b>          |                       |                         |                   |                     |                                  |  |
| 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  |
| Jyoti Ravindra Paranjape       | Bonus Issue           | NA                      | 10                | May 21, 2025        | 395,500                          | NIL  |
|                                | 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.

<sup>(1)</sup> As certified by Joshi & Sahney, Chartered Accountants, pursuant to the certificate dated February 10, 2026.

**Weighted average price at which the equity shares were acquired by our Promoters in the one year preceding the date of this 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 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 ₹) <sup>(1)</sup> |
|-----------------------------|--|---|
| P. N. Gadgil & Sons Limited | 42,07,500  | 166.67  |
| Govind Vishwanath Gadgil    | 54,25,000  | NIL   |
| Renu Govind Gadgil          | 54,25,000  | NIL   |

<sup>(1)</sup> As certified by Joshi & Sahney, Chartered Accountants, pursuant to the certificate dated February 10, 2026.

Pursuant to the bonus issue of equity shares on May 21, 2025, in the ratio of 3.5:1, the Weighted Average Price for the shareholding of Govind Gadgil and Renu Gadgil is NIL.

P. N. Gadgil & Sons Limited acquired 9,35,000 equity shares of our Company at a price of ₹750 per share (including securities premium) through preferential allotment dated March 24, 2025. Subsequently, our Company issued 32,72,500 equity shares as bonus issue on May 21, 2025. Considering these acquisitions and adjustments, the Weighted Average Price for P. N. Gadgil & Sons Limited is ₹166.67.

### 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 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 ₹) <sup>(1)</sup> |
|---------|-----------------------------|--|---|
| 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  |

<sup>(1)</sup> As certified by Joshi & Sahney, Chartered Accountants, pursuant to the certificate dated February 10, 2026.

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

| Period           | Weighted average cost of acquisition (in ₹) <sup>(1)</sup> | Cap Price is 'x' times the weighted average cost of acquisition <sup>(2)</sup> | Range of acquisition price: lowest price – highest price (in ₹) <sup>(1)</sup> |
|------------------|--|--|--|
| Last one year    | 49.40  | [●]  | Nil – 750  |
| Last 18 months   | 42.81  | [●]  | Nil – 750  |
| Last three years | 42.81  | [●]  | Nil – 750  |

<sup>(1)</sup> As certified by Joshi & Sahney, Chartered Accountants, pursuant to the certificate dated February 10, 2026.

<sup>(2)</sup> 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 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 Red Herring Prospectus:

| 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 |
|-------------------|---|---------------------|---|---------------------------|----------------------------------|---------------------------------|----------------------------------|-------------------------|
|                   |   | S. No.              | No. of Equity shares of face value of ₹ 10 allotted | Name of allottees         |                                  |                                 |                                  |                         |
| May 21, 2025      | Bonus issue in the ratio of 350 Equity Shares for every 100 Equity Shares | 1.                  | 5,425,000   | Govind Vishwanath Gadgil  | 17,007,200                       | 10                              | NA                               | NA                      |
|                   |   | 2.                  | 5,425,000   | Renu Govind Gadgil        |                                  |                                 |                                  |                         |
|                   |   | 3.                  | 560,000   | Sunita Amit Modak         |                                  |                                 |                                  |                         |
|                   |   | 4.                  | 350,000   | Rohini Udaya Kalkundrikar |                                  |                                 |                                  |                         |
|                   |   | 5.                  | 350,000   | Aditya Amit Modak         |                                  |                                 |                                  |                         |
|                   |   | 6.                  | 500,500   | Amit Yeshwant Modak       |                                  |                                 |                                  |                         |

| 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.                  | 395,500 | Anjali Vishwanath Gadgil                                  |                                  |                                 |                                  |                         |
|                   |                     | 8.                  | 2,450   | Nitish Vivek Patankar                                     |                                  |                                 |                                  |                         |
|                   |                     | 9.                  | 7,000   | Madhavi Ghanshyam Date                                    |                                  |                                 |                                  |                         |
|                   |                     | 10.                 | 14,000  | Sadashiv Shankar Pandit                                   |                                  |                                 |                                  |                         |
|                   |                     | 11.                 | 3,500   | Anushree Amol Prabhu                                      |                                  |                                 |                                  |                         |
|                   |                     | 12.                 | 5,250   | Mugdha Aditya Modak                                       |                                  |                                 |                                  |                         |
|                   |                     | 13.                 | 7,000   | Shripad Rajaram Kulkarni                                  |                                  |                                 |                                  |                         |
|                   |                     | 14.                 | 1,750   | Geeta Vijay Chitnis                                       |                                  |                                 |                                  |                         |
|                   |                     | 15.                 | 15,750  | Manoj Kantilal Jain                                       |                                  |                                 |                                  |                         |
|                   |                     | 16.                 | 5,250   | Nikhil Prakash Patke                                      |                                  |                                 |                                  |                         |
|                   |                     | 17.                 | 4,550   | Ashish Gaurav   |                                  |                                 |                                  |                         |
|                   |                     | 18.                 | 5,250   | Tapish Kukde  |                                  |                                 |                                  |                         |
|                   |                     | 19.                 | 3,500   | Ramesh Motiram Chaudhari                                  |                                  |                                 |                                  |                         |
|                   |                     | 20.                 | 3,500   | Kinjal Sharda   |                                  |                                 |                                  |                         |
|                   |                     | 21.                 | 10,500  | Rushabh Shailesh Shah                                     |                                  |                                 |                                  |                         |
|                   |                     | 22.                 | 10,500  | Rakesh Lalitkumar Jain                                    |                                  |                                 |                                  |                         |
|                   |                     | 23.                 | 3,500   | Lalchand Fulchand Karnavat                                |                                  |                                 |                                  |                         |
|                   |                     | 24.                 | 5,250   | Sujata Shankar Walke                                      |                                  |                                 |                                  |                         |
|                   |                     | 25.                 | 7,000   | Viraj Kulkarni  |                                  |                                 |                                  |                         |
|                   |                     | 26.                 | 3,150   | Girish Javherilal Joshi                                   |                                  |                                 |                                  |                         |
|                   |                     | 27.                 | 7,000   | Aditya Hemant Bhat  |                                  |                                 |                                  |                         |
|                   |                     | 28.                 | 7,000   | Anuradha Sadashiv Natu jointly with Ranjeet Sadashiv Natu |                                  |                                 |                                  |                         |
|                   |                     | 29.                 | 3,500   | Deepti Manvendra 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 |
|-------------------|---------------------|---------------------|--------|--|----------------------------------|---------------------------------|----------------------------------|-------------------------|
|                   |                     | 30.                 | 10,500 | Gauri Sanjay Antarkar                                    |                                  |                                 |                                  |                         |
|                   |                     | 31.                 | 5,250  | Sachin Vishwanath Hapse                                  |                                  |                                 |                                  |                         |
|                   |                     | 32.                 | 7,000  | Manasi Nikhil Kulkarni                                   |                                  |                                 |                                  |                         |
|                   |                     | 33.                 | 3,500  | Samruddhi Sushil Bapat                                   |                                  |                                 |                                  |                         |
|                   |                     | 34.                 | 6,300  | Kailas Shridhar Bhat                                     |                                  |                                 |                                  |                         |
|                   |                     | 35.                 | 1,050  | Pranav Uday Patkar                                       |                                  |                                 |                                  |                         |
|                   |                     | 36.                 | 7,000  | Smita Vishwas Bokil                                      |                                  |                                 |                                  |                         |
|                   |                     | 37.                 | 3,500  | Anuja Sudarshan Wagh                                     |                                  |                                 |                                  |                         |
|                   |                     | 38.                 | 5,250  | Sunil Umakant Pathak jointly with Simantini Sunil Pathak |                                  |                                 |                                  |                         |
|                   |                     | 39.                 | 4,900  | Archana Mahesh Saygaonkar                                |                                  |                                 |                                  |                         |
|                   |                     | 40.                 | 7,000  | Archana Gorhe  |                                  |                                 |                                  |                         |
|                   |                     | 41.                 | 17,500 | Vrajesh Shah, Karta - Vrajesh Shah HUF                   |                                  |                                 |                                  |                         |
|                   |                     | 42.                 | 2,450  | Sayali Sanjiv Chandsarkar                                |                                  |                                 |                                  |                         |
|                   |                     | 43.                 | 7,000  | Virendra Vikas Nadgir                                    |                                  |                                 |                                  |                         |
|                   |                     | 44.                 | 10,500 | Kunal Gandhi, Karta - Kunal Gandhi HUF                   |                                  |                                 |                                  |                         |
|                   |                     | 45.                 | 2,450  | Susheel Bhandari   |                                  |                                 |                                  |                         |
|                   |                     | 46.                 | 9,100  | Honrao Swati Vishwas                                     |                                  |                                 |                                  |                         |
|                   |                     | 47.                 | 3,500  | Satish Narayan Joshi                                     |                                  |                                 |                                  |                         |
|                   |                     | 48.                 | 7,000  | Gauri Kalkundrikar                                       |                                  |                                 |                                  |                         |
|                   |                     | 49.                 | 7,000  | Devashree Kalkundrikar                                   |                                  |                                 |                                  |                         |
|                   |                     | 50.                 | 4,200  | Poorva Ravindra Khadilkar                                |                                  |                                 |                                  |                         |
|                   |                     | 51.                 | 1,050  | Bhargavi 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 |
|-------------------|---------------------|---------------------|--------|-----------------------------------|----------------------------------|---------------------------------|----------------------------------|-------------------------|
|                   |                     | 52.                 | 4,200  | Jyoti Ravindra Paranjape          |                                  |                                 |                                  |                         |
|                   |                     | 53.                 | 7,000  | Arundhati Gadgil                  |                                  |                                 |                                  |                         |
|                   |                     | 54.                 | 1,050  | Abhay Deole                       |                                  |                                 |                                  |                         |
|                   |                     | 55.                 | 3,150  | Amit Prakash Tillu                |                                  |                                 |                                  |                         |
|                   |                     | 56.                 | 17,500 | Shrikant Digambar Kuber           |                                  |                                 |                                  |                         |
|                   |                     | 57.                 | 28,000 | Satish Digambar Kuber             |                                  |                                 |                                  |                         |
|                   |                     | 58.                 | 5,250  | Sharankumar Ratkalkar             |                                  |                                 |                                  |                         |
|                   |                     | 59.                 | 7,000  | Samir Prabhakar Gadgil            |                                  |                                 |                                  |                         |
|                   |                     | 60.                 | 7,000  | Ganesh Hari Gadgil                |                                  |                                 |                                  |                         |
|                   |                     | 61.                 | 4,200  | Asha Karmani                      |                                  |                                 |                                  |                         |
|                   |                     | 62.                 | 7,000  | Omnanarayan Chainsukhji Bhangdiya |                                  |                                 |                                  |                         |
|                   |                     | 63.                 | 3,500  | Yogeshkumar Shankar Sutar         |                                  |                                 |                                  |                         |
|                   |                     | 64.                 | 7,000  | Archit Gupta                      |                                  |                                 |                                  |                         |
|                   |                     | 65.                 | 7,000  | Tanu Gogia                        |                                  |                                 |                                  |                         |
|                   |                     | 66.                 | 42,000 | Rujuta Ravindra Lale              |                                  |                                 |                                  |                         |
|                   |                     | 67.                 | 3,150  | Swati Madhav Godbole              |                                  |                                 |                                  |                         |
|                   |                     | 68.                 | 1,050  | Narayan Gyanchand Merani          |                                  |                                 |                                  |                         |
|                   |                     | 69.                 | 7,000  | Yashodhan Sunil Bhide             |                                  |                                 |                                  |                         |
|                   |                     | 70.                 | 5,250  | Sanjay Narayan Patankar           |                                  |                                 |                                  |                         |
|                   |                     | 71.                 | 7,000  | Rajesh Kumar Singla               |                                  |                                 |                                  |                         |
|                   |                     | 72.                 | 7,000  | Rajesh Pandey                     |                                  |                                 |                                  |                         |
|                   |                     | 73.                 | 7,000  | Rahul Kumar Paliwal               |                                  |                                 |                                  |                         |
|                   |                     | 74.                 | 17,500 | Somesh Zalani                     |                                  |                                 |                                  |                         |
|                   |                     | 75.                 | 1,050  | Kirtika Sharma                    |                                  |                                 |                                  |                         |
|                   |                     | 76.                 | 4,200  | Prabhakar Bajirao Walgude         |                                  |                                 |                                  |                         |
|                   |                     | 77.                 | 17,500 | Himmat Oswal                      |                                  |                                 |                                  |                         |

| 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 |
|-------------------|---------------------|---------------------|--------|-------------------------------|----------------------------------|---------------------------------|----------------------------------|-------------------------|
|                   |                     | 78.                 | 2,100  | Jaideep Nilkanth Barve        |                                  |                                 |                                  |                         |
|                   |                     | 79.                 | 1,050  | Dilip Joshi                   |                                  |                                 |                                  |                         |
|                   |                     | 80.                 | 2,100  | Naresh Shah                   |                                  |                                 |                                  |                         |
|                   |                     | 81.                 | 3,500  | Nileema Sunil Pathak          |                                  |                                 |                                  |                         |
|                   |                     | 82.                 | 5,250  | Himgauri Vasudeo Gadgil       |                                  |                                 |                                  |                         |
|                   |                     | 83.                 | 7,000  | Mangal Kisan Shendkar         |                                  |                                 |                                  |                         |
|                   |                     | 84.                 | 10,500 | Vishnukumar Mahadeo Kulkarni  |                                  |                                 |                                  |                         |
|                   |                     | 85.                 | 7,000  | Satwik Jain                   |                                  |                                 |                                  |                         |
|                   |                     | 86.                 | 1,050  | Pundlik Bhagvan Jadhav        |                                  |                                 |                                  |                         |
|                   |                     | 87.                 | 1,050  | Ganesh Gulab Shinde           |                                  |                                 |                                  |                         |
|                   |                     | 88.                 | 1,050  | Uddhav Mukund Kate            |                                  |                                 |                                  |                         |
|                   |                     | 89.                 | 1,050  | Nitin Chandrakant Mandhare    |                                  |                                 |                                  |                         |
|                   |                     | 90.                 | 1,050  | Pramod Parbati Jadhav         |                                  |                                 |                                  |                         |
|                   |                     | 91.                 | 3,500  | Pushpalata Ramdas Naik        |                                  |                                 |                                  |                         |
|                   |                     | 92.                 | 1,050  | Shrees hail Shivaraya Devkate |                                  |                                 |                                  |                         |
|                   |                     | 93.                 | 7,000  | Kirti Suryakant Vaidya        |                                  |                                 |                                  |                         |
|                   |                     | 94.                 | 4,200  | Smita Pushkaraj Ghatpande     |                                  |                                 |                                  |                         |
|                   |                     | 95.                 | 2,100  | Sabiha Saleem Yalagi          |                                  |                                 |                                  |                         |
|                   |                     | 96.                 | 2,100  | Priyanka Rahul Sonawane       |                                  |                                 |                                  |                         |
|                   |                     | 97.                 | 6,300  | Yogesh Ramesh Doshi           |                                  |                                 |                                  |                         |
|                   |                     | 98.                 | 2,100  | Ashwin Vinayak Kulkarni       |                                  |                                 |                                  |                         |
|                   |                     | 99.                 | 7,000  | Salil Sunit Nitsure           |                                  |                                 |                                  |                         |
|                   |                     | 100.                | 1,750  | Mahesh Vasanttrao Mahadik     |                                  |                                 |                                  |                         |
|                   |                     | 101.                | 3,150  | Kalpak Lalitkumar Binaykiya   |                                  |                                 |                                  |                         |

| 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 |
|-------------------|---------------------|---------------------|--------|-----------------------------|----------------------------------|---------------------------------|----------------------------------|-------------------------|
|                   |                     | 102.                | 7,000  | Bapusaheb Pralhad Karwar    |                                  |                                 |                                  |                         |
|                   |                     | 103.                | 1,050  | Mukund Suresh Kulthe        |                                  |                                 |                                  |                         |
|                   |                     | 104.                | 3,500  | Shivraj Lalaso Kanase       |                                  |                                 |                                  |                         |
|                   |                     | 105.                | 3,500  | Smita Vijay Mudhol          |                                  |                                 |                                  |                         |
|                   |                     | 106.                | 1,400  | Sachin Shankar Goriwale     |                                  |                                 |                                  |                         |
|                   |                     | 107.                | 3,500  | Sandeep Digambar Potdar     |                                  |                                 |                                  |                         |
|                   |                     | 108.                | 1,750  | Santosh Sakharam Godse      |                                  |                                 |                                  |                         |
|                   |                     | 109.                | 3,500  | Kishor Pandurang Thorat     |                                  |                                 |                                  |                         |
|                   |                     | 110.                | 1,750  | Swati Kiran Jadhav          |                                  |                                 |                                  |                         |
|                   |                     | 111.                | 2,100  | Pravina Yogesh Dusane       |                                  |                                 |                                  |                         |
|                   |                     | 112.                | 2,100  | Mahesh Ramesh Varma         |                                  |                                 |                                  |                         |
|                   |                     | 113.                | 2,100  | Triveni Vinay Chalke        |                                  |                                 |                                  |                         |
|                   |                     | 114.                | 7,000  | Pradeep Pramod Wadekar      |                                  |                                 |                                  |                         |
|                   |                     | 115.                | 7,000  | Rahul Shashikant Shevkari   |                                  |                                 |                                  |                         |
|                   |                     | 116.                | 5,250  | Vrujendra Laxman Waghchaure |                                  |                                 |                                  |                         |
|                   |                     | 117.                | 1,050  | Vishal Sitaram Minde        |                                  |                                 |                                  |                         |
|                   |                     | 118.                | 1,750  | Sarang Hemant Wadekar       |                                  |                                 |                                  |                         |
|                   |                     | 119.                | 7,000  | Neha Dhirendra Boid         |                                  |                                 |                                  |                         |
|                   |                     | 120.                | 28,000 | Prafulla Dharmarajb Wagh    |                                  |                                 |                                  |                         |
|                   |                     | 121.                | 7,000  | Kisan Maruti Shendkar       |                                  |                                 |                                  |                         |
|                   |                     | 122.                | 7,000  | Jitendra Prakash Joshi      |                                  |                                 |                                  |                         |
|                   |                     | 123.                | 1,050  | Vivek Vasant Joshi          |                                  |                                 |                                  |                         |

| 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 |
|-------------------|---------------------|---------------------|-----------|-----------------------------|----------------------------------|---------------------------------|----------------------------------|-------------------------|
|                   |                     | 124.                | 7,000     | Shashikumar Pankaj          |                                  |                                 |                                  |                         |
|                   |                     | 125.                | 7,000     | Rajesh Bhagchand Soni       |                                  |                                 |                                  |                         |
|                   |                     | 126.                | 10,500    | Kiran Ramchandra Jawalkar   |                                  |                                 |                                  |                         |
|                   |                     | 127.                | 1,750     | Prasad Prabhakar Ghodke     |                                  |                                 |                                  |                         |
|                   |                     | 128.                | 1,050     | Sadanand Aadep              |                                  |                                 |                                  |                         |
|                   |                     | 129.                | 3,150     | Yogesh Mukund Nerlekar      |                                  |                                 |                                  |                         |
|                   |                     | 130.                | 1,050     | Girish Suresh Waghlikar     |                                  |                                 |                                  |                         |
|                   |                     | 131.                | 1,050     | Ganesh Machindra Jagtap     |                                  |                                 |                                  |                         |
|                   |                     | 132.                | 2,100     | Surekha Sameer Shivgar      |                                  |                                 |                                  |                         |
|                   |                     | 133.                | 1,050     | Prem Deshpande              |                                  |                                 |                                  |                         |
|                   |                     | 134.                | 1,050     | Nayan Nabara                |                                  |                                 |                                  |                         |
|                   |                     | 135.                | 1,050     | Amit Jaywant Salvi          |                                  |                                 |                                  |                         |
|                   |                     | 136.                | 1,750     | Mahesh Padmakar Vispute     |                                  |                                 |                                  |                         |
|                   |                     | 137.                | 2,100     | Vijay Sharad Jadhav         |                                  |                                 |                                  |                         |
|                   |                     | 138.                | 3,272,500 | P. N. Gadgil & Sons Limited |                                  |                                 |                                  |                         |

For further details, see “- *Capital Structure - Share Capital History of our Company - Equity Share Capital*” on page 93.

#### **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 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 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 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 162, 216, 269 and 329, respectively, of this Red Herring Prospectus, as well as the other financial information contained in this 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 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 Red Herring Prospectus. See “**Forward-Looking Statements**” on page 21 of this 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 Red Herring Prospectus. For further information, see “**Restated Financial Information**” on page 269. 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. Financial information for the six-months period ended September 30, 2025 is not indicative of the financial results for the full year and is not comparable with financial information for the years ended March 31, 2025, 2024, and 2023.*

*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 January 13, 2026 (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](http://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 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 69. 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. *A significant portion of our revenue comes from our Stores in Maharashtra, where our operations are heavily focused. In six-months period ended September 30, 2025 and Fiscal 2025, 2024, 2023, we have derived ₹1,528.70 million, ₹2,503.83 million, ₹1,892.61 million and ₹1,923.42 million contributing to 97.54%, 96.97%, 96.75% and 96.73% of our revenue from operations from our Stores in Maharashtra. 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 six-months period ended September 30, 2025 and the last three years as indicated:

| Particulars  | Six-months period ended September 30, 2025 |                    | Fiscal 2025     |                    | Fiscal 2024     |                    | Fiscal 2023     |                    |
|--------------|--|--------------------|-----------------|--------------------|-----------------|--------------------|-----------------|--------------------|
|              | ₹ in million                               | % of total revenue | ₹ in million    | % of total revenue | ₹ in million    | % of total revenue | ₹ in million    | % of total revenue |
| Maharashtra  | 1,528.70                                   | 97.54%             | 2,503.83        | 96.97%             | 1,892.61        | 96.75%             | 1,923.42        | 96.73%             |
| Others       | 38.48                                      | 2.46%              | 78.00           | 3.03%              | 63.73           | 3.25%              | 65.06           | 3.27%              |
| <b>Total</b> | <b>1,567.18</b>                            | <b>100%</b>        | <b>2,581.83</b> | <b>100%</b>        | <b>1,956.34</b> | <b>100%</b>        | <b>1,988.48</b> | <b>100%</b>        |

Note: As on date of this Red Herring Prospectus, we operate 32 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                  | Six-months period ended September 30, 2025 |                    | Fiscal 2025  |                    | Fiscal 2024  |                    | Fiscal 2023  |                    |
|------------------------------|--|--------------------|--------------|--------------------|--------------|--------------------|--------------|--------------------|
|                              | ₹ in million                               | % of total revenue | ₹ in million | % of total revenue | ₹ in million | % of total revenue | ₹ in million | % of total revenue |
| Chinchwad, PCMC, Maharashtra | 146.68                                     | 9.36%              | 303.78       | 11.77%             | 242.79       | 12.41%             | 250.71       | 12.61%             |

| Particulars                | Six-months period ended September 30, 2025 |                    | Fiscal 2025    |                    | Fiscal 2024   |                    | Fiscal 2023    |                    |
|----------------------------|--|--------------------|----------------|--------------------|---------------|--------------------|----------------|--------------------|
|                            | ₹ in million                               | % of total revenue | ₹ in million   | % of total revenue | ₹ in million  | % of total revenue | ₹ in million   | % of total revenue |
| <i>Aundh, Pune</i>         | 109.27                                     | 6.97%              | 245.58         | 9.51%              | 220.64        | 11.28%             | 262.14         | 13.18%             |
| <i>Nashik, Maharashtra</i> | 90.17                                      | 5.75%              | 258.91         | 10.03%             | 190.54        | 9.74%              | 189.06         | 9.51%              |
| <i>Satara Road, Pune</i>   | 76.08                                      | 4.85%              | 172.74         | 6.69%              | 172.57        | 8.82%              | 178.02         | 8.95%              |
| <i>Sinhagad Road, Pune</i> | 70.32                                      | 4.49%              | 153.21         | 5.93%              | 126.92        | 6.49%              | 140.19         | 7.05%              |
| <b>Total</b>               | <b>492.52</b>                              | <b>31.43%</b>      | <b>1134.22</b> | <b>43.93%</b>      | <b>953.46</b> | <b>48.74%</b>      | <b>1020.11</b> | <b>51.30%</b>      |

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.

2. *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 – “Overview of the Diamond Industry in India” on page 194*) 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 – “Diamond Studded Gold” on page 195*) 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 – “Outlook of the Gold and Platinum Jewellery Wholesale Market in India” on page 200). 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 356.

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.

**3. 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 Red Herring Prospectus, we operate 34 Stores in 25 cities across Maharashtra, Gujarat, and Karnataka. Out of 34 existing stores, 33 stores operate under a shop-in-shop (“SIS”) model within retail outlets operated by our Corporate Promoter, P. N. Gadgil & Sons Limited (PNGS) and one store is a brand-exclusive store operated under COCO model. 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. (Source: CARE Report – “Competitive Landscape – Overview” on page 211) 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. 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. While we have not experienced any such issue in the past, we cannot assure that the same will not happen in the future.

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 majority of our Stores. Any operational or reputational issues concerning such brands located within the same premises may indirectly impact consumer sentiment and reduce footfall to majority of our Stores, thereby adversely affecting our revenues and business operations.

**4. 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 six-months period September 30, 2025 and past three Fiscals:

| Particulars                     | Six-months period ended September 30, 2025 |                              | 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 | Amount (in ₹ millions) | Percentage of total expenses |
| Advertising and sales promotion | 1.11                                       | 0.09%                        | 14.21                  | 0.79%                        | 14.32                  | 1.03%                        | 14.69                  | 1.13%                        |

While our Company has optimised its advertisement and marketing expenditure through data-driven targeting, prioritisation of effective channels and utilisation of in-house content development capabilities. This has enabled deployment of marketing resources without impacting reach or effectiveness. Turnover and bill volumes have both shown positive growth from Fiscal 2023 to Fiscal 2025, indicating enhanced marketing efficiency and improved return on marketing investment. Accordingly, this reduction in advertisement expenditure has not resulted in a decline in market visibility but has contributed to improved profitability while maintaining or increasing customer engagement and sales performance in the past. However, there can be no assurance that our advertising or marketing efforts are or will be successful and result in increased sales in the future. While we have not experienced any such issue in the past, we cannot assure that the same will not happen in the future. 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.

5. ***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 – “Key Hurdles in the Indian Gems and Jewellery Industry's Evolution” on page 211) 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 – “Overview of the Diamond industry in India” on page 194) As a result, the demand for natural diamonds and gemstones may decline, which could adversely impact our sales and market share. The Lab-Grown Diamond (LGD) jewellery market in India has witnessed significant growth in recent years, reflecting a shift in consumer preferences towards sustainable and affordable alternatives to natural diamonds. From Rs. 21,588 million in CY22, the market expanded to Rs 28,558 million in CY24, driven by rising awareness, increasing accessibility, and growing interest among younger consumers. Lab-grown diamonds offer the same optical and physical properties as natural diamonds, but at a more competitive price point, which has further fuelled their adoption in the retail jewellery space. In addition, premium and studded jewellery segments have increasingly incorporated LGDs, enhancing their appeal to style-conscious consumers looking for ethically sourced options. (Source: CARE Report – “Overview of the LGD Jewellery Industry in India” on page 201)

Our business operations have not been affected by any significant consequences on account of such alternatives in the past. However, 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 – “Outlook for the Gems & Jewellery Industry in India – Diamonds Segment” on page 193) 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.

**6. 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 decrease 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:

| Particulars                   | (₹ in million) |             |             |
|-------------------------------|----------------|-------------|-------------|
|                               | Fiscal 2025    | Fiscal 2024 | Fiscal 2023 |
| Revenue growth <sup>(1)</sup> | 625.49         | (32.14)     | 535.71      |

<sup>(1)</sup> Revenue growth refers to the increase in 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. While we have not faced any such issue in the past, we cannot assure that the same will not happen 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.

**7. 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 September 30, 2025, we rely on our in-house design team comprising 2 employees, located at our Registered Office. For six-months period ended September 30, 2025, we incurred ₹0.29 million towards designing activities, including employee-related costs on conceptualisation and development of new collections.

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. While we have not faced any such issue in the past, we cannot assure that the same will not happen in the future.

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.

8. ***Our inability to maintain an optimal level of inventory in our Stores may impact our operations adversely. Also, we are dependent on our top 3 third-party suppliers from whom we have purchased materials worth ₹657.47 million, ₹594.19 million, ₹511.47 million, and ₹427.61 million in six-months period ended September 30, 2025, Fiscals 2025, 2024, and 2023, respectively contributing to 26.45%, 30.14%, 30.74% and 30.70% of our total of purchases of stock in trade. Any delay on their part may adversely impact our inventory levels.***

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                             | Six-month period ended September 30, 2025 |                   | Fiscal 2025  |                   | Fiscal 2024  |                   | Fiscal 2023  |                   |
|---|---|-------------------|--------------|-------------------|--------------|-------------------|--------------|-------------------|
|   | ₹ in million                              | % of total income | ₹ in million | % of total income | ₹ in million | % of total income | ₹ in million | % of total income |
| Revenue from operations                 | 1,567.18                                  | 99.75%            | 2,581.83     | 99.64%            | 1,956.34     | 99.69%            | 1988.48      | 99.75%            |
| Inventory days (in days) <sup>(1)</sup> | NA <sup>(2)</sup>                         | NA                | 360          | NA                | 364          | NA                | 316          | NA                |

Note:

<sup>(1)</sup> Inventory days is calculated based on the cost of goods sold.

<sup>(2)</sup> Inventory days data for six-months period ended September 30, 2025 is not comparable  
Inventory days is computed basis the formula –  $365 * (\text{Average Inventory} / \text{Cost of Goods Sold})$

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 269.

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. While we have not faced any such issue in the past, we cannot assure that the same will not happen in the future. 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 48.

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.

**9. *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 114. The performance of these New Stores depends on multiple critical factors. As on date of this Red Herring Prospectus, we operate 34 Stores in 25 cities across Maharashtra, Gujarat, and Karnataka. Out of 34 stores, 33 stores are operated in a shop-in-shop model on the premises owned and leased by our Corporate Promoter, P. N. Gadgil & Sons Limited. Our Company has established one brand-exclusive store under company owned and company operated (“**COCO**”) model as on date of this Red Herring Prospectus. The Store is fully operational and there are no operational delays as on date of this Red Herring Prospectus. For more details, see “*Properties – Our Business*” on page 233.

With the establishment of 15 New Stores pursuant to the Objects, we intend to expand our COCO 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. For successful operations of our New Stores, the following 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.

**10. *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 intend 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 114. 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 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.

- 11. *Majority of 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, as amended pursuant to the amendment agreement dated June 26, 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.***

We have only one brand-exclusive store and majority of 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 majority of 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. While we have not faced any such issue in the past, we cannot assure that the same will not happen in the future.

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 242 of this Red Herring Prospectus.

- 12. *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 and have not been affected by any such seasonal pattern in the past, a decline in sales during these high-demand periods could have a disproportionately negative effect on our financial results for the quarter or 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.

**13. 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 September 30, 2025, our outstanding borrowings amounted to ₹1,302.49 million, mainly used to support working capital requirements, including our liability to P. N. Gadgil & Sons Limited arising out of the Business Transfer Agreement dated January 31, 2025. 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 351 and 329, respectively.

While the inventory was acquired through slump sale under the Business Transfer Agreement, the acquisition cost was not paid immediately. Hence the party from whom this inventory was acquired is the supply creditor of the Company. Such payment to the supply creditor was partly settled through payment made out of Federal Bank’s sanction limit out of which ₹900.00 million was settled through amount borrowed from Federal Bank.

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 and the six-months period ended September 30, 2025:

*(in ₹ million)*

| S N        | Particulars                               | Six-months period ended September 30, 2025 | Fiscal 2025     | Fiscal 2024     | Fiscal 2023     |
|------------|---|--|-----------------|-----------------|-----------------|
| <b>I.</b>  | <b>A. Current assets</b>                  |  |                 |                 |                 |
|            | Trade receivables                         | 11.91                                      | 1.57            | -               | -               |
|            | Inventories                               | 3,130.65                                   | 1,794.17        | 1,489.59        | 1,149.00        |
|            | Other financial assets                    | 30.18                                      | 3.94            | 63.34           | 0.17            |
|            | Other current assets                      | 139.56                                     | 69.25           | -               | -               |
|            | Investments                               | -  | -               | 9.12            | 10.41           |
|            | <b>Total current assets (A)</b>           | <b>3,312.30</b>                            | <b>1,868.93</b> | <b>1,562.05</b> | <b>1,159.58</b> |
| <b>II.</b> | <b>B. Current liabilities</b>             |  |                 |                 |                 |
|            | Trade payables                            | 876.64                                     | 324.82          | 191.52          | 82.72           |
|            | Other financial liabilities               | 9.64                                       | 0.44            | 1,672.36        | 2.25            |
|            | Other current liabilities                 | 72.38                                      | 16.77           | -               | -               |
|            | Provisions                                | 2.58                                       | 0.25            | 0.14            | 0.12            |
|            | Current Tax Liabilities                   | 28.90                                      | 10.27           | 0.29            | 0.25            |
|            | Lease liabilities                         | 6.63                                       | 0.64            | -               | -               |
|            | <b>Total current liabilities (B)</b>      | <b>996.77</b>                              | <b>353.19</b>   | <b>1,864.31</b> | <b>85.33</b>    |
| <b>III</b> | <b>Working capital requirements (A-B)</b> | <b>2,315.53</b>                            | <b>1,515.74</b> | <b>(302.26)</b> | <b>1,074.25</b> |
| <b>IV</b>  | <b>Inventory Days</b>                     | NA   | 360             | 364             | 316             |
| <b>V</b>   | <b>Trade Receivable Days</b>              | NA   | 0.2             | -               | -               |
| <b>VI</b>  | <b>Trade Payable Days</b>                 | NA   | 48              | 30              | 17              |

\*As certified by Joshi & Sahney, Chartered Accountants, by way of their certificate dated February 10, 2026.

**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   | Six-months period ended September 30, 2025 |                           | Fiscal 2025    |                           | Fiscal 2024    |                           | Fiscal 2023    |                           |
|---------------|--|---------------------------|----------------|---------------------------|----------------|---------------------------|----------------|---------------------------|
|               | ₹ in million                               | % of total revenue (in %) | ₹ in million   | % of total revenue (in %) | ₹ in million   | % of total revenue (in %) | ₹ in million   | % of total revenue (in %) |
| Colour Stones | 79.18                                      | 5.05                      | 108.09         | 4.19                      | 51.72          | 2.64                      | 34.18          | 1.72                      |
| Diamond       | 936.27                                     | 59.74                     | 803.32         | 31.11                     | 992.63         | 50.74                     | 935.16         | 47.03                     |
| Gold          | 1,343.35                                   | 85.72                     | 851.61         | 32.98                     | 458.10         | 23.42                     | 386.48         | 19.44                     |
| Making        | 119.16                                     | 7.60                      | 153.17         | 5.93                      | 35.08          | 1.79                      | 8.54           | 0.43                      |
| Platinum      | 7.77                                       | 0.50                      | 55.23          | 2.14                      | 126.10         | 6.45                      | 28.29          | 1.42                      |
| <b>Total</b>  | <b>2,485.72</b>                            | <b>158.61</b>             | <b>1971.42</b> | <b>76.36</b>              | <b>1663.63</b> | <b>85.04</b>              | <b>1392.64</b> | <b>70.04</b>              |

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 114, 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.

- 14. *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. As on date of this Red Herring Prospectus, we currently have 34 stores of which 32 stores are located in Maharashtra and one store each is located in Gujarat and Karnataka. 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. While we have not faced any such issue in the past, we cannot assure you that the same will not happen in the future. We also compete with local jewellers 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 – “*Outlook of the Gold and Platinum Jewellery Wholesale Market in India – Recent Trends in the Jewellery market in India*” on page 201) 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.

While a significant portion of our revenue was historically concentrated in Pune and allied districts, this dependency is gradually decreasing. This trend is indicative of business diversification and geographic expansion. Revenue has grown from ₹1,988.48 million in Fiscal 2023 to ₹2,581.83 million in Fiscal 2025, with a relatively higher contribution from Stores outside Pune and its allied regions. This shift reflects a deliberate reduction in location-based concentration, which supports long-term sustainability and reduces regional dependency risks.

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.

**15. 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                   | Six-months period ended September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---------------------------|---|--|--|----------------|----------------|----------------|
| Govind Vishwanath Gadgil  | Partners of Gadgil Metals and Commodities | 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           | -              | -              |
| Govind Vishwanath Gadgil  | Key Managerial Personnel                  | Unsecured loan received                  | 250.00                                     | -              | -              | -              |
|                           |   | Unsecured loan repaid                    | 250.00                                     | -              | -              | -              |
|                           |   | Interest paid on unsecured loan received | 0.49                                       | -              | -              | -              |
| Renu Govind Gadgil        | Partners of Gadgil Metals and Commodities | 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 Gadgil Metals and Commodities | 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           | -              |

| Name of the related party   | Description of relationship  | Nature of transactions   | Six-months period ended September 30, 2025 | March 31, 2025        | March 31, 2024 | March 31, 2023 |
|-----------------------------|--|--|--|-----------------------|----------------|----------------|
| Sunita Amit Modak           | Relative of person having significant influence                                    | Sale of goods  | 0.06                                       | -                     | -              | -              |
| Mugdha Aditya Modak         | Relative of partners of Gadgil Metals and Commodities                              | Sale of Goods  | -  | -                     | 0.22           | -              |
| Aditya Amit Modak           | Partners of Gadgil Metals and Commodities  | Sale of Goods  | -  | 0.16                  | 0.05           | 0.10           |
|                             |  | Share of profit in partnership firm  | -  | 0.01                  | -              | -              |
|                             |  | Capital introduced   | -  | 1.00                  | -              | -              |
| Aditya Amit Modak           | Key Managerial Personnel   | Sale of Goods  | 0.01                                       | -                     | -              | -              |
| Rohini Kalkundrikar         | Partners of Gadgil Metals and Commodities  | Share of profit in partnership firm  | -  | 0.01                  | -              | -              |
|                             |  | Capital introduced   | -  | 1.00                  | -              | -              |
| Anjali Vishwanath Gadgil    | Partners of Gadgil Metals and Commodities  | 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  | 134.40 <sup>#</sup>                        | 95.91                 | -              | -              |
|                             |  | Payment on account of common control transaction (including applicable taxes on above - GST) | -  | 1,670.96 <sup>^</sup> | -              | -              |
|                             |  | Commission expenses  | 62.13 <sup>#</sup>                         | 30.01                 | -              | -              |
|                             |  | Gratuity expense   | 2.46                                       | -                     | -              | -              |
|                             |  | Purchase of goods  | 84.50                                      | -                     | -              | -              |
|                             |  | Facility charges   | 1.35                                       | -                     | -              | -              |

| Name of the related party            | Description of relationship  | Nature of transactions              | Six-months period ended September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|--------------------------------------|--|-------------------------------------|--|----------------|----------------|----------------|
| PNGS Gargi Fashion Jewellery Limited | Enterprise over which KMP(s) or their relatives have control/significant influence | Purchase of goods                   | 11.20                                      | -              | -              | -              |
| Amit Yeshwant Modak                  | Partners of Gadgil Metals and Commodities  | 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           |
|                                      |  | Employee benefits expense           | 8.53                                       | -              | -              | -              |
| Kirti Suryakant Vaidya               | Key managerial personnel   | Employee benefits expenses          | 0.39                                       | 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                       | 0.02                                       | 0.07           | -              | -              |
| Kisan Maruti Shendkar                | Key Managerial Personnel   | Employee benefits expense           | 1.13                                       | -              | -              | -              |
| Ravindra Kamalakar Lale              | Key Managerial Personnel   | Director sitting fee                | 0.06                                       | -              | -              | -              |
| Ranjeet Sadashiv Natu                | Key Managerial Personnel   | Director sitting fee                | 0.05                                       | -              | -              | -              |
| Aparna Prasad Purohit                | Key Managerial Personnel   | Director sitting fee                | 0.05                                       | -              | -              | -              |

Notes: \*Proportionate share of remuneration allocated relating to diamond business

^ Settled in cash during the year and funded through a mix of fresh preferential equity and new bank borrowings

# The related party transactions between our Corporate Promoter, P. N. Gadgil & Sons Limited, for six-months period ended September 30, 2025, has exceeded the criteria of 10% of the total turnover of the Company as per the restated audited balance sheet of the company for the preceding Fiscal year 2025. The same has been ratified by the Audit Committee of our Board

through its resolution dated August 25, 2025 and has been further ratified by the board and shareholders of our Company through the resolutions dated August 25, 2025 and September 18, 2025, respectively.

The Company, in certain instances, receives funds from customers on behalf of related parties or in certain instances where related parties receive funds from customers on behalf of the Company or where company pays to related party instead of customer. All such transactions are settled on a back-to-back basis without impacting the profit or loss of either party, and no margin or mark-up is retained. These arrangements are in the nature of agency transactions, wherein the Company or the related parties merely act as intermediaries. Such transactions have not been disclosed in the above table as they do not affect the financial position or performance of the Company.

As certified by Joshi & Sahney, Chartered Accountants, pursuant to their certificate dated February 10, 2026

For further details, see “Restated Financial Information – Related Party Disclosures – Note 40” and “Summary of the Issue Document” on pages 321 and 22, 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.

**16. 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. While we have not faced any such issue in the past, we cannot assure that the same will not happen in the future.

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.

**17. 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 – “Overview of the Diamond Studded Gold and Platinum Jewellery – Diamond Studded Gold” on page 195) Therefore, fluctuations in the prices or supply of these materials can indirectly affect our procurement costs, product pricing, and customer demand. While we have not faced any such issue in the past, we cannot assure that the same will not happen in the future.

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.

**18. 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, 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 – “Threats and Challenges for the Gems and Jewellery Industry – Hedging Practices and Price Volatility” on page 211) Gold prices have been volatile in the recent past, although, there has been an increased investment demand for gold globally. (Source: CARE Report – “Tensions on Gold Prices” on page 187) 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. While we have not faced any such issue in the past, we cannot assure that the same will not happen in the future.

**19. 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. While such issues have not had any effect on our financial performance in the past, we cannot assure that the same will not happen in the future.

**20. *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 235.

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 have not experienced any instance of a delay in procurement of finished products from third party manufacturers and Karigars on account of disruption in the availability and price stability of any raw material which is used in such products, however, 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.

**21. *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   | Six-months period ended<br>September 30, 2025 |  |   | 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 (%) | Number of stores | Revenue from operations (in ₹ million) | Percentage of revenue from operations (%) |
| Diamond studded jewellery including precious stones | 34  | 1,345.84                               | 85.66                                     | 33               | 2,581.83                               | 100.00                                    | 30               | 1,956.34                               | 100.00                                    | 30               | 1,988.48                               | 100.00                                    |

While we have not faced any such issue in the past, 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.

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

**22. 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 SIS 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. Further, we rely on the 24x7 security provided by the Phoenix Mall of the Millennium for our brand-exclusive store in Wakad. 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.

**23. 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 356. 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. Involvement in such proceedings could divert our management’s time and attention. Any adverse outcome in any of these proceedings may have an adverse effect on our business, reputation, financial condition, results of operations and cash flows.

| 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) |
|--------------------------------------|----------------------|-----------------|---------------------------------|--|---|---|
| <b>Company</b>                       |                      |                 |                                 |  |   |   |
| By our Company                       | Nil                  | Nil             | Nil                             | Nil  | Nil   | Nil                                       |
| Against our Company                  | Nil                  | Nil             | Nil                             | Nil  | Nil   | Nil                                       |
| <b>Directors</b>                     |                      |                 |                                 |  |   |   |
| By our Directors                     | Nil                  | Nil             | Nil                             | Nil  | Nil   | Nil                                       |
| Against our Directors                | Nil                  | 2 <sup>#</sup>  | Nil                             | Nil  | Nil   | 3.74 <sup>#</sup>                         |
| <b>Promoters</b>                     |                      |                 |                                 |  |   |   |
| By the Promoters                     | Nil                  | Nil             | Nil                             | Nil  | Nil   | Nil                                       |
| Against our Promoters                | Nil                  | 12              | Nil                             | Nil  | Nil   | 273.90                                    |
| <b>Key Managerial Personnel</b>      |                      |                 |                                 |  |   |   |
| 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                            |
| <b>Senior Management</b>             |                      |                 |                                 |  |   |   |
| By the Senior Management             | Nil                  | Not Applicable  | Not Applicable                  | Not Applicable   | Not Applicable  | Not Applicable                            |
| Against the Senior Management        | 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.

**24. *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 September 30, 2025, we work with over 54 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.

**25. *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. While we have effectively resolved most of the customer complaints and disputes in the past, if we do not continue to 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.

**26. *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 September 30, 2025, we work directly with over 54 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.

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 57.

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, please see “*Risk Factors – Our inability to maintain an optimal level of inventory in our Stores may impact our operations adversely. Also, we are dependent on our top 3 third-party suppliers from whom we have purchased materials worth ₹657.47 million, ₹594.19 million, ₹511.47 million, and ₹427.61 million in six-months period ended September 30, 2025, Fiscals 2025, 2024, and 2023 respectively contributing to 26.45%, 30.14%, 30.74% and 30.70% of our total of purchases of stock in trade. Any delay on their part may adversely impact our inventory levels.*” on page 45.

**27. *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 321.

**28. *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 six-months period ended September 30, 2025 and 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.

**29. *Majority of 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.***

Majority of 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 these 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. While we have not faced any such issue in the past, we cannot assure that the same will not happen in the future.

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.

**30. 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 233. Set out below are the details of our insurance cover for the respective periods:

*(₹ in million, except as stated otherwise)*

| Particulars  | September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|--|--------------------|----------------|----------------|----------------|
| Insurance Cover (in ₹ Millions) (Refer below note)#  | 2,817.50           | 1,813.50       | 1,357.70       | 1,034.98       |
| Insurable Assets (in ₹ Millions) (Refer below note)* | 3,137.97           | 1,796.28       | 1,494.44       | 1,153.95       |
| <b>Insurance Cover (%)</b>                           | <b>89.79%</b>      | <b>100.96%</b> | <b>90.85%</b>  | <b>89.69%</b>  |

Note:

# Personal Accident Insurance and Group Mediclaim policy availed by company is not considered in above table

\* 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.

As certified by Joshi & Sahney, Chartered Accountants through their certificate dated February 10, 2026.

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.

**31. 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. While we have not faced any such issue in the past, we cannot assure that the same will not happen in the future.

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.

**32. We are dependent on our key management personnel and senior management. 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 may be adversely affected.**

As of September 30, 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. We consider the insights and experience of our Key Management Personnel, Senior Management 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 247. 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.

Since our Company was incorporated on December 20, 2024, we do not have details of any attrition in the past three Fiscals. Losing any of our Promoters, Key Management Personnel and Senior Management 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. While we have not faced any such issue in the past, we cannot assure that the same will not happen in the future. 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.

**33. *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 September 30, 2025, our workforce consisted of 69 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.

**34. *We have trademarks 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 six-months period ended September 30, 2025, and 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 the six-months period ended September 30, 2025, and the 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 six-months period ended September 30, 2025, and 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.

**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 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 September 30, 2025, we had total outstanding borrowings of ₹1,302.49 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 351.

**37. *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.

**38. *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.

**39. *Our operating margins are moderate, partly due to a higher share of sales from lower-margin gold jewellery as compared to our core higher-margin diamond jewellery collections. Any inability to optimize our product mix towards diamond jewellery may adversely affect our profitability.***

Our Company's offerings consist of diamond and semi-precious stone jewellery which is made in precious metals such as gold. Gold typically yields lower margins compared to diamond-studded or designer jewellery, which form the core focus of our Company's product portfolio. While gold jewellery supports overall sales volumes and customer footfall, a sustained higher proportion of gold jewellery sales may constrain our Company's operating margins. If our Company is unable to increase the share of its higher-margin diamond jewellery or effectively manage changes in consumer preferences, its overall profitability and financial performance may be adversely affected.

**40. *We have recently commenced operating our own brand-exclusive store, a business model in which we do not***

***have prior experience, and there can be no assurance that we will be successful in this format.***

As on the date of this Red Herring Prospectus, we operate 34 stores across 25 cities in the states of Maharashtra, Gujarat and Karnataka aggregating to an area of 647.15 Running Feet. We have opened one new store which is a brand-exclusive store that we own and operate. This store is located at G-10, Ground Floor, Phoenix Mall of the Millennium, Wakad, Pune – 411057. Historically, all our stores have operated under a “shop-in-shop” model. Operating a brand-exclusive store involves a different business model, including distinct capital investment requirements, operational and management considerations, and marketing strategies. As we do not have prior experience in owning and operating such stores, we may not be able to effectively manage or profitably operate this store or any additional brand-exclusive stores that we may open in the future. Any failure to successfully implement and operate this new format could adversely affect our business, results of operations, and financial condition.

***41. 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. Our inventory management system has ensured that inventory levels are adequately maintained across all our Stores, however, we cannot assure that we will consistently be able to maintain such levels in the future.

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.

***42. We rely on borrowings from banks and financial institutions to fund our operational and inventory requirements, and any increase in interest rates or repayment pressures may adversely affect our financial condition and solvency.***

Our Company’s business requires significant working capital, particularly for maintaining inventory. A portion of these requirements is financed through borrowings from banks and financial institutions. As at September 30, 2025, we had total borrowings of ₹1,302.49 million. For further details see “*Financial Indebtedness*” beginning on page 351 of this Red Herring Prospectus. Any adverse changes in the availability, terms, or cost of such borrowings, including an increase in prevailing interest rates, could increase our Company’s finance costs. Further, any delay or default in repayment of such borrowings may adversely affect our Company’s credit profile, ability to raise further financing, and overall solvency. In addition, reliance on external financing exposes our Company to risks of tightening liquidity conditions in the banking and financial markets, which may in turn

adversely affect our Company's business, results of operations, and financial condition.

**43. *Our Company has not yet identified specific locations for the proposed new stores and may be unable to do so in a timely or cost-effective manner.***

In line with this growth strategy, we intend to invest ₹2,865.64 million in launching 15 new brand-exclusive stores across India, namely the New Stores. As of the date of this Red Herring Prospectus, our Company has not finalized or entered into definitive agreements for the locations of the proposed New Stores. The identification and securing of suitable store locations is subject to various factors, including availability of premises in desired catchment areas, commercial terms, competition, regulatory approvals, and landlord negotiations. Any delay or inability in identifying, securing, or finalizing such locations may adversely impact our Company's expansion plans, projected timelines, and the deployment of the Net Proceeds of the Issue. Further, such delays may result in cost escalations, suboptimal site selection, or underperformance of new stores, which could in turn have an adverse effect on our Company's business, results of operations and financial condition.

**44. *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 235.

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.

**45. *Failure to protect customer payment data or personal information collected at our retail showrooms may result in operational disruptions, regulatory action, and damage to our reputation.***

As a retail jewellery company, we collect and store significant amounts of personally identifiable information and payment-related data from our customers at our Stores, including name, contact details, identification documents (such as PAN or Aadhaar, where applicable) and payment information. While we take reasonable precautions to protect such data through physical, electronic and procedural safeguards, any failure or breach in our systems, including those of third-party service providers handling payment processing or customer relationship management, could compromise the security of this information.

While we have not had any such instances in the past, any breaches in the future from cyberattacks, unauthorised access, human error, system failure, or other malicious activities, could lead to identity theft, financial fraud, or misuse of sensitive information. Any actual or perceived failure to safeguard customer data may cause customers to lose trust in our brand and services, damage our reputation, disrupt our operations, and lead to financial and

legal exposure. We may also be subject to regulatory scrutiny, penalties, or litigation under applicable data protection and information technology laws in India. In addition, evolving cyber threats and stricter data protection frameworks, may impose increased compliance burdens on us. Our failure to effectively comply with such regulatory requirements or to respond swiftly to data security incidents may have a material adverse effect on our business, financial condition, results of operations, and prospects.

- 46. *Our business is susceptible to risks arising from internal fraud, employee misconduct, or staff-related issues. Any failure to maintain strict internal controls, background verification, or ethical compliance could adversely affect our operations, reputation, and financial performance.***

Given the high value and portable nature of our products, our Company is inherently exposed to risks relating to internal fraud, misappropriation, theft, or other misconduct by employees. Although our Company has instituted internal controls, physical security measures and conducts background checks and training for our employees, such measures may not always be sufficient to prevent or detect all instances of misconduct. While we have not experienced any such instance in the past, any future occurrence of such nature could result in financial losses, disruption of operations, adverse publicity, and loss of customer trust. Further, inability to attract, train, and retain trustworthy and skilled employees in a competitive retail environment may exacerbate such risks. These factors may materially and adversely impact our Company's business, results of operations, reputation and financial condition.

- 47. *Any actual or perceived compromise in customer safety at our Stores or issues relating to the quality of our products may adversely affect our reputation, brand, and financial performance.***

Our Company's success depends significantly on the trust of its customers in the safety of its retail stores and the quality of its diamond and semi-precious jewellery. Any incident affecting customer safety at our premises, including accidents, theft, or other untoward events, may result in adverse publicity, loss of customer confidence, or potential claims and litigation. Similarly, any allegations or perceptions of inferior product quality, even if unfounded, may damage our Company's reputation, erode brand value, and adversely affect sales. Despite our Company's focus on stringent quality checks and store security measures, there can be no assurance that such risks will not arise. Any such incidents could materially and adversely impact our Company's business, results of operations, financial condition and prospects.

- 48. *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 – "Competitive Landscape – Overview" on page 211*). 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 162.

**49. *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.

**50. *Our business is subject to risks arising from changes in the regulatory environment applicable to the jewellery sector, and any adverse changes may impact customer demand, increase compliance costs, or otherwise adversely affect our operations.***

The jewellery industry in India is regulated and subject to evolving laws and government policies. Regulatory requirements include, among others, restrictions and duties on the import of bullion and precious stones, changes in Goods and Services Tax (GST) rates or compliance obligations, hallmarking norms, and mandatory disclosure requirements such as providing a Permanent Account Number (PAN) for high-value transactions. Any tightening of import policies or increase in customs duties on bullion could increase raw material costs and adversely affect margins. Similarly, changes in GST rates or more stringent compliance requirements may increase operational complexity and costs of compliance. Further, mandatory PAN disclosures and similar measures may discourage certain customers from undertaking high-value transactions, which could impact demand. Since such regulatory changes are beyond our Company’s control and may occur without sufficient lead time for operational adjustments, they may adversely affect our Company’s sales, profitability, and overall business performance.

**51. *Any actual or perceived non-compliance with Environmental, Social and Governance (ESG) standards, particularly in relation to the sourcing of precious metals and diamonds, could adversely affect the Company’s reputation, investor perception, and business operations.***

The jewellery industry is subject to increasing scrutiny from investors, regulators, and other stakeholders with respect to ESG and sustainability practices, including ethical sourcing of precious metals and conflict-free diamonds. While the Company endeavours to source its raw materials in compliance with applicable laws and industry best practices, it relies on suppliers and third parties for adherence to responsible sourcing standards. Any failure by such parties to comply with applicable ESG norms, international guidelines (such as the Kimberly Process), or evolving investor expectations, whether actual or perceived, may expose the Company to reputational risks, regulatory actions, or loss of customer and investor confidence. Further, future tightening of ESG-related regulations or disclosure requirements could result in increased compliance costs or necessitate changes in sourcing practices, which may adversely impact the Company’s business, results of operations, and financial condition.

**52. *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.

**53. *We are subject to statutory and regulatory requirements and supervision and any non-compliance by our Company or significant change in the applicable regulatory environment or an increase in compliance costs***

*could adversely impact our profitability and growth prospects.*

Our Company operates in a highly regulated environment and is subject to extensive statutory and regulatory requirements under various central and state laws and regulations, including but not limited to the Consumer Protection Act, 2019, the Bureau of Indian Standards Act, 2016 (in relation to hallmarking), the Goods and Services Tax (GST) act, and applicable labour and environmental regulations. Further, as a retailer of diamonds and other precious stones, we are subject to rules and guidelines issued by the Directorate General of Foreign Trade (DGFT), the Gem and Jewellery Export Promotion Council (GJEPC), and any anti-money laundering laws under the Prevention of Money Laundering Act, 2002 (PMLA), amongst others.

Although we do not engage in the manufacturing of diamonds, our business is still required to maintain strict compliance with norms pertaining to quality assurance, product labelling and consumer disclosures. Any failure or perceived failure to comply with such legal and regulatory requirements, whether inadvertent or otherwise, may result in regulatory actions, penalties, revocation of licenses, or reputational harm, all of which could adversely affect our business operations, financial condition and results of operations.

Moreover, the statutory framework governing the retail trade of diamonds is subject to periodic changes and new laws or amendments may impose additional compliance burdens or increase our cost of operations. Any significant change in the applicable regulatory environment or an increase in compliance costs could adversely impact our profitability and growth prospects.

**54. *Failure to protect our jewellery designs, which are not registered under the Designs Act, 2000, may result in imitation by competitors and adversely affect our brand value and competitive position.***

Our business relies heavily on unique and appealing jewellery designs developed by our in-house team to attract and retain customers. As on the date of this Red Herring Prospectus, our jewellery designs are not registered under the Designs Act, 2000. This lack of statutory protection increases the risk of third parties replicating or imitating our designs, potentially diluting our brand identity and competitive edge.

While it is a common industry practice in India not to register jewellery designs under the Designs Act, 2000—given the fast-moving nature of fashion and seasonal collections, the absence of formal registration limits our ability to assert exclusive rights or take legal recourse in case of imitation. In the event that a third party markets substantially similar designs, our ability to differentiate ourselves in the market may be compromised.

Any failure to adequately protect our proprietary designs could result in loss of customer trust, reduced pricing power, and erosion of market share, which could in turn materially and adversely impact our business, financial condition, results of operations and future prospects.

**55. *In this 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 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 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 344.

- 56. *Extracts of industry information included in this 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 January 13, 2026 (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 Issue Documents. Our Company, our Promoters, our Directors, our Key Managerial Personnel or Senior Management and 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 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. There are certain threats and challenges for the industry in which our Company operates, as identified in the CARE Report. These are shortage of skilled labour, short-lived fashion and design preference, dependency on imports for raw materials, impact of global slowdown, working capital strain due to high gold prices, and hedging practices and price volatility.

- 57. *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 92. 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 263, 247 and 22, respectively.

## **External Risks**

### ***Risks Relating to India***

- 58. *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.

**59. *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.

**60. *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.

**61. *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.

**62. *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.

**63. *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.

**64. *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.

**65. *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 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 Red Herring Prospectus. Accordingly, the degree to which the financial information included in this 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 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.

**66. *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.

**67. *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

- 68. *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.

- 69. *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.

- 70. *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.

- 71. *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.

**72.  *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.

**73.  *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 268.

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

**74. *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:

|  |   |
|--|---|
| <i>The Issue<sup>(1)</sup> consists of:</i>  | Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹3,800 million                            |
| Employee Reservation Portion <sup>(2)</sup>  | Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹3.86 million                             |
| <b>Net Issue</b>   | Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million                              |
| <i>The Net Issue comprises of:</i>   |   |
| <b>A. QIB Category<sup>(3)</sup></b>   | Not more than [●] Equity Shares of face value of ₹10 each   |
| <i>Of which:</i>   |   |
| Anchor Investor Portion <sup>(4)</sup>   | 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   |
| <i>Of which:</i>   |   |
| 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>B. Non-Institutional Category<sup>(5)</sup></b>   | Not less than [●] Equity Shares of face value of ₹10 each   |
| <i>Of which:</i>   |   |
| 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   |
| <b>C. Retail Category</b>  | Not less than [●] Equity Shares of face value of ₹10 each   |
| <b>Pre and post-Issue Equity Shares</b>  |   |
| Equity Shares outstanding prior to the Issue (as on the date of this 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   |
| <b>Use of Net Proceeds</b>   | See “ <b>Objects of the Issue</b> ” on page 114 for information about the use of the proceeds from the Issue. |

<sup>(1)</sup> 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.

<sup>(2)</sup> 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.

<sup>(3)</sup> 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 385.

<sup>(4)</sup> 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. 33.33% of the Anchor Investor Portion shall be reserved for domestic Mutual Funds and 6.67% of the Anchor Investor Portion shall be reserved for Life Insurance Companies

and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. 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 391.

- <sup>(5)</sup> 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 378, 385 and 391, 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 269 and 329, respectively. The following tables set forth summary financial information derived from our Restated Financial Information.

1. The representation of the restated financials for the past three Fiscals are those of the transferred diamond business of the Corporate Promoter of our Company.
2. The continuity of Promoter control is embedded in the financials.
3. The track record presented is technically reconstructed and should not be interpreted as the independent operating history of our Company.

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

**SUMMARY OF RESTATED STATEMENTS OF ASSETS AND LIABILITIES**

| Particulars                             | <i>(All amounts are in ₹ millions, unless otherwise stated)</i> |                      |                      |                      |
|---|---|----------------------|----------------------|----------------------|
|   | Six-months period ended September 30, 2025                      | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
| <b>ASSETS</b>                           |   |                      |                      |                      |
| <b>Non-Current Assets</b>               |   |                      |                      |                      |
| Property, Plant and equipment           | 7.31  | 2.11                 | -                    | -                    |
| Investment Property                     | -   | -                    | 4.85                 | 4.95                 |
| Right-of-use assets                     | 23.79   | 2.55                 | -                    | -                    |
| Other intangible assets                 | 3.19  | 3.04                 | -                    | -                    |
| Financial Assets                        |   |                      |                      |                      |
| (i) Other Financial Assets              | 27.53   | -                    | 3.38                 | 63.25                |
| Deferred tax assets (net)               | 3.90  | 1.36                 | 1.02                 | 0.82                 |
| Other Non-Current Assets                | 1.50  | 0.16                 | -                    | -                    |
| <b>Total Non-Current Assets</b>         | <b>67.22</b>  | <b>9.22</b>          | <b>9.25</b>          | <b>69.02</b>         |
|   |   |                      |                      |                      |
| <b>Current Assets</b>                   |   |                      |                      |                      |
| Inventories                             | 3,130.65  | 1794.17              | 1489.59              | 1149.00              |
| Financial Assets                        |   |                      |                      |                      |
| (i) Investments                         | -   | -                    | 9.12                 | 10.41                |
| (ii) Trade Receivables                  | 11.91   | 1.57                 | -                    | -                    |
| (iii) Cash & cash equivalents           | 147.50  | 390.20               | 11.98                | 10.66                |
| (iv) Other Financial Assets             | 30.18   | 3.94                 | 63.34                | 0.17                 |
| Other Current Assets                    | 139.56  | 69.25                | -                    | -                    |
| <b>Total Current Assets</b>             | <b>3,459.80</b>   | <b>2,259.13</b>      | <b>1,574.03</b>      | <b>1,170.24</b>      |
| <b>Total Assets</b>                     | <b>3,527.02</b>   | <b>2,268.35</b>      | <b>1,583.28</b>      | <b>1,239.26</b>      |
|   |   |                      |                      |                      |
| <b>EQUITY AND LIABILITIES</b>           |   |                      |                      |                      |
| <b>Equity</b>                           |   |                      |                      |                      |
| Equity Share Capital/ Partner's capital | 218.66  | 48.59                | 91.44                | 87.25                |
| Other Equity                            |   |                      |                      |                      |
| -Retained Earnings                      | 1,725.39  | 1524.06              | 935.08               | 514.63               |
| -Securities Premium                     | 717.34  | 887.41               |                      |                      |
| -Capital reserve                        | (1,461.46)  | (1,461.46)           | (1,311.42)           | (1,122.09)           |
| -Other components to equity             | 3.15  | 3.31                 | (0.06)               | 0.04                 |
| <b>Total Equity</b>                     | <b>1,203.08</b>   | <b>1,001.91</b>      | <b>(284.96)</b>      | <b>(520.17)</b>      |
|   |   |                      |                      |                      |
| <b>LIABILITIES</b>                      |   |                      |                      |                      |
| <b>Non-Current Liabilities</b>          |   |                      |                      |                      |
| Financial Liabilities                   |   |                      |                      |                      |
| (i) Lease Liabilities                   | 18.89   | 2.01                 | -                    | -                    |

| Particulars   | <i>(All amounts are in ₹ millions, unless otherwise stated)</i> |                      |                      |                      |
|---|---|----------------------|----------------------|----------------------|
|   | Six-months period ended September 30, 2025                      | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
| (ii) Other Financial Liabilities  | -   | -                    | -                    | 1670.96              |
| Provisions  | 5.79  | 4.74                 | 3.93                 | 3.13                 |
| <b>Total Non-Current Liabilities</b>  | <b>24.68</b>  | <b>6.75</b>          | <b>3.93</b>          | <b>1,674.09</b>      |
|   |   |                      |                      |                      |
| <b>Current Liabilities</b>  |   |                      |                      |                      |
| Financial Liabilities   |   |                      |                      |                      |
| (i) Borrowings  | 1,302.49  | 906.50               | -                    | -                    |
| (ii) Lease Liabilities  | 6.63  | 0.64                 | -                    | -                    |
| (iii) Trade Payables  |   |                      |                      |                      |
| -Total outstanding dues of micro enterprises and small enterprises;                     | 213.51  | 49.54                | 42.63                | 4.18                 |
| -Total outstanding dues of creditors other than Micro enterprises and small enterprises | 663.13  | 275.28               | 148.89               | 78.54                |
| (iv) Other Financial Liabilities  | 9.64  | 0.44                 | 1,672.36             | 2.25                 |
| Other current liabilities   | 72.38   | 16.77                | -                    | -                    |
| Provisions  | 2.58  | 0.25                 | 0.14                 | 0.12                 |
| Current Tax Liabilities (net)   | 28.90   | 10.27                | 0.29                 | 0.25                 |
| <b>Total Current Liabilities</b>  | <b>2,299.26</b>   | <b>1,259.69</b>      | <b>1,864.31</b>      | <b>85.34</b>         |
|   |   |                      |                      |                      |
| <b>Total Liabilities</b>  | <b>2,323.94</b>   | <b>1,266.44</b>      | <b>1,868.24</b>      | <b>1,759.43</b>      |
|   |   |                      |                      |                      |
| <b>Total Equity and Liabilities</b>   | <b>3,527.02</b>   | <b>2,268.35</b>      | <b>1,583.28</b>      | <b>1,239.26</b>      |

**SUMMARY OF RESTATED STATEMENT OF PROFIT AND LOSS**

| Particulars  | <i>(All amounts are in ₹ millions, unless otherwise stated)</i> |                                   |                                   |                                   |
|--|---|-----------------------------------|-----------------------------------|-----------------------------------|
|  | Six-months period ended September 30, 2025                      | For the year ended March 31, 2025 | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Revenue from operations  | 1,567.18  | 2,581.83                          | 1,956.34                          | 1,988.48                          |
| Other income   | 3.99  | 9.23                              | 6.02                              | 4.99                              |
| <b>Total Income</b>  | <b>1,571.17</b>   | <b>2,591.06</b>                   | <b>1,962.36</b>                   | <b>1,993.47</b>                   |
| <b>Expenses</b>  |   |                                   |                                   |                                   |
| Purchases of stock in trade  | 2,485.72  | 1,971.41                          | 1,663.63                          | 1,392.64                          |
| Changes in inventories of finished goods                                     | (1,336.48)  | (304.58)                          | (340.59)                          | (158.93)                          |
| Employee benefits expense  | 33.52   | 37.60                             | 25.54                             | 21.73                             |
| Finance costs  | 41.56   | 12.91                             | 0.55                              | 0.42                              |
| Depreciation and amortization expenses                                       | 2.13  | 0.33                              | 0.10                              | 0.10                              |
| Other expenses   | 76.50   | 81.29                             | 46.37                             | 45.73                             |
| <b>Total Expenses</b>  | <b>1,302.95</b>   | <b>1,798.96</b>                   | <b>1,395.60</b>                   | <b>1,301.69</b>                   |
| Profit before tax  | 268.22  | 792.10                            | 566.76                            | 691.78                            |
| Tax expense:   |   |                                   |                                   |                                   |
| Current tax  | 69.38   | 198.82                            | 142.79                            | 174.43                            |
| Deferred tax   | (2.49)  | (1.46)                            | (0.17)                            | (0.12)                            |
| Total income tax expense   | 66.89   | 197.36                            | 142.62                            | 174.31                            |
| <b>Profit for the period/ year</b>   | <b>201.33</b>   | <b>594.74</b>                     | <b>424.14</b>                     | <b>517.47</b>                     |
| Remeasurement of post employment defined benefit plans                       | (0.21)  | 4.51                              | (0.14)                            | 0.05                              |
| Income Tax relating to items that will not be reclassified to profit or loss | 0.05  | (1.14)                            | 0.04                              | (0.01)                            |
| Total other comprehensive Income (net of tax)                                | (0.16)  | 3.37                              | (0.10)                            | 0.04                              |
| Total Comprehensive income for the period/ year                              | 201.17  | 598.11                            | 424.04                            | 517.51                            |
| Earnings per equity share  |   |                                   |                                   |                                   |
| -Adjusted Basic Earnings per share   | 9.21  | 35.21                             | -                                 | -                                 |
| -Diluted Earnings per share  | 9.21  | 35.21                             | -                                 | -                                 |
| The EPS is adjusted to Issue of Bonus Shares                                 |   |                                   |                                   |                                   |

**SUMMARY OF RESTATED CASH FLOW STATEMENTS**

| Particulars   | <i>(All amounts are in ₹ millions, unless otherwise stated)</i> |                                   |                                   |                                   |
|---|---|-----------------------------------|-----------------------------------|-----------------------------------|
|   | Six-months period ended September 30, 2025                      | For the year ended March 31, 2025 | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| <b>CASH FLOW FROM OPERATING ACTIVITIES</b>              |   |                                   |                                   |                                   |
| Profit before Tax                                       | 268.22  | 792.10                            | 566.76                            | 691.78                            |
| <b>Adjustments for:</b>                                 |   |                                   |                                   |                                   |
| Depreciation on property, plant and equipment           | 0.51  | 0.10                              | -                                 | -                                 |
| Depreciation on Investment property                     | -   | 0.07                              | 0.10                              | 0.10                              |
| Depreciation on right-of-use assets                     | 1.47  | 0.15                              | -                                 | -                                 |
| Amortisation of Intangible Assets                       | 0.15  | 0.01                              | -                                 | -                                 |
| Net gain on sale of Investments                         | -   | -                                 | (0.93)                            | (0.50)                            |
| Interest on Lease Liability                             | 0.61  | 0.04                              | -                                 | -                                 |
| Profit on sale of investment property                   | -   | (4.71)                            | -                                 | -                                 |
| Dividend Income   | -   | (0.37)                            | (0.53)                            | (0.44)                            |
| Interest Income   | (3.99)  | (3.25)                            | (4.30)                            | (3.93)                            |
| Finance costs   | 37.91   | 12.87                             | 0.55                              | 0.42                              |
| Amortization of prepaid security deposit                | 0.05  | -                                 | -                                 | -                                 |
| <b>Operating Profits before working capital changes</b> | <b>304.93</b>   | <b>797.01</b>                     | <b>561.65</b>                     | <b>687.43</b>                     |
| Changes in operating assets and liabilities             |   |                                   |                                   |                                   |
| Decrease/(increase) in inventories                      | (1,336.45)  | (304.58)                          | (340.59)                          | (158.93)                          |
| Decrease/(increase) in other financial assets           | (2.22)  | 2.99                              | (3.30)                            | 6.84                              |
| Decrease/(increase) in other current assets             | (70.31)   | (69.23)                           | -                                 | 0.17                              |
| Decrease/(increase) in other non-current assets         | (1.34)  | (0.16)                            | -                                 | -                                 |
| Decrease/(increase) in trade receivables                | (10.34)   | (1.57)                            | -                                 | -                                 |
| Decrease/(increase) in trade payables                   | 551.82  | 133.28                            | 108.80                            | 36.52                             |
| Increase/(decrease) in other financial liabilities      | 9.20  | (0.99)                            | (0.85)                            | (3.63)                            |
| Increase/(decrease) in provisions                       | 3.16  | 5.44                              | 0.68                              | 0.53                              |
| Increase/(decrease) in other current liabilities        | 55.61   | 16.77                             | -                                 | -                                 |
|   |   |                                   |                                   |                                   |
| <b>Cash used in Operations</b>                          | <b>(800.87)</b>   | <b>(218.04)</b>                   | <b>(235.26)</b>                   | <b>(118.50)</b>                   |
| Income taxes paid                                       | (50.76)   | (188.84)                          | (142.74)                          | (173.97)                          |
|   |   |                                   |                                   |                                   |
| <b>Net Cash flows from operating activities</b>         | <b>(546.71)</b>   | <b>390.13</b>                     | <b>183.65</b>                     | <b>394.96</b>                     |
|   |   |                                   |                                   |                                   |
| <b>Cash flows from investing activities</b>             |   |                                   |                                   |                                   |
| Net Sale/(Purchase) of investment                       | -   | 9.11                              | 2.23                              | 0.14                              |
| Payment on account of common control transaction        | -   | (1,670.96)                        | -                                 | -                                 |

| Particulars  | <i>(All amounts are in ₹ millions, unless otherwise stated)</i> |                                   |                                   |                                   |
|--|---|-----------------------------------|-----------------------------------|-----------------------------------|
|  | Six-months period ended September 30, 2025                      | For the year ended March 31, 2025 | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Proceeds from maturity of fixed deposits   | (51.06)   | 60.00                             | -                                 | -                                 |
| Dividends and Interest income  | 3.45  | 3.44                              | 4.83                              | 4.37                              |
| Payments for acquisition of property, plant and equipment                        | (5.72)  | (2.21)                            | -                                 | -                                 |
| Payments for acquisition of intangible assets                                    | (0.30)  | (3.05)                            | -                                 | -                                 |
| Proceeds from sale of investment property  | -   | 9.49                              | -                                 | -                                 |
| Investment in fixed deposit (net)  | (0.11)  | -                                 | -                                 | -                                 |
| <b>Net cashflow used in investing activities</b>                                 | <b>(53.74)</b>  | <b>(1,594.18)</b>                 | <b>7.06</b>                       | <b>4.51</b>                       |
| <b>Cash flows from financing activities</b>                                      |   |                                   |                                   |                                   |
| Principal paid on lease liabilities  | (0.34)  | (0.07)                            | -                                 | -                                 |
| Proceeds from issue of equity shares   | -   | 899.40                            | -                                 | -                                 |
| Proceeds from borrowings   | 400.00  | 900.00                            | -                                 | -                                 |
| Introduction/(withdrawal) in partner's capital account                           | -   | (60.60)                           | 0.50                              | (7.60)                            |
| Finance Cost   | (41.91)   | (6.41)                            | (0.56)                            | (0.44)                            |
| <b>Net cash flows generated from financing activities</b>                        | <b>357.75</b>   | <b>1,732.32</b>                   | <b>(0.06)</b>                     | <b>(8.04)</b>                     |
| <b>Net increase in cash and cash equivalents</b>                                 | <b>(242.70)</b>   | <b>528.26</b>                     | <b>190.65</b>                     | <b>391.43</b>                     |
| Less: Net Cash and cash equivalent generated for diamond business not taken over | -   | (150.04)                          | (189.33)                          | (389.20)                          |
| <b>Cash and cash equivalents at the beginning of the year</b>                    | <b>390.20</b>   | <b>11.98</b>                      | <b>10.66</b>                      | <b>8.43</b>                       |
| <b>Cash and cash equivalent at the end of the year</b>                           | <b>147.50</b>   | <b>390.20</b>                     | <b>11.98</b>                      | <b>10.66</b>                      |
| <b>Cash and cash equivalents include:</b>  |   |                                   |                                   |                                   |
| Cash on hand   | 4.53  | 5.68                              | 0.01                              | 0.01                              |
| <b>Balances with bank</b>  |   |                                   |                                   |                                   |
| -In current accounts   | 142.92  | 34.44                             | 11.97                             | 10.65                             |
| -In deposits with original maturity of less than 3 months                        | -   | 350.00                            | -                                 | -                                 |
| Cheques on hand  | 0.05  | 0.08                              | -                                 | -                                 |
| <b>Total Cash and cash equivalents</b>   | <b>147.50</b>   | <b>390.20</b>                     | <b>11.98</b>                      | <b>10.66</b>                      |

## 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 242.

**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 office of our Company*” on page 242.

### 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 Red Herring Prospectus are set forth below:

| Name and Designation  | DIN      | Address   |
|---|----------|---|
| <b>Govind Vishwanath Gadgil</b><br>Chairman and Non-Executive Director        | 00616617 | 576, N C Kelkar Road, Shaniwar Peth, Opposite Kesari Wada, Pune-411030, Maharashtra, India.   |
| <b>Amit Yeshwant Modak</b><br>Whole-time Director and Chief Executive Officer | 00396631 | 65 Indira Nagar C.H.S, Erandawane, Yashada Erandawane, Deccan Gymkhana, Pune, Maharashtra-411004, India   |
| <b>Aditya Amit Modak</b><br>Non-executive Director                            | 09237633 | 65, Indira Nagar Housing Society, Yashada, Erandwana, Deccan Gymkhana, Pune-411004, Maharashtra, India  |
| <b>Ravindra Kamalakar Lale</b><br>Independent Director                        | 02426754 | C-935, Purandar Society, Maharshinagar, Maharshinagar Road, Near Zambre Palace, Market Yard, Pune-411037, Maharashtra, India                        |
| <b>Ranjeet Sadashiv Natu</b><br>Independent Director                          | 02892084 | A 901, Pinnacle Kalapataru, Gulavani Maharaj Road, Erandavane, Near Hotel Abhishek Veg, Deccan Gymkhana, Pune City, Pune, Maharashtra-411004, India |
| <b>Aparna Prasad Purohit</b><br>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 247.

### Filing of the Draft Red Herring Prospectus

A copy of the Draft Red Herring Prospectus was uploaded on the SEBI Intermediary Portal at [siportal.sebi.gov.in](http://siportal.sebi.gov.in), in accordance with Regulation 25(8) of the SEBI ICDR Regulations and the SEBI ICDR Master Circular. A copy of the Draft Red Herring Prospectus was 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 this Red Herring Prospectus and Prospectus

A copy of this 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 have been filed with the RoC at its office, 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](http://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](mailto: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 Member**

##### **PhillipCapital (India) Private Limited**

No 1, 18<sup>th</sup> Floor, Urmi Estate,  
95 Ganpatrao Kadam Marg, Lower Parel West,  
Mumbai – 400013, Maharashtra, India  
**Tel:** +91 22 24831919  
**E-mail:** compliance@phillipcapital.in  
**Contact Person:** Nihit Parikh  
**Website:** www.phillipcapital.in  
**SEBI registration number:** INZ000169632  
**CIN:** U92403MH1999PTC123359

#### **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  
**Signing Partner:** Sanjay Asher  
**Contact Person:** Sanjay Asher  
**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:** 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***

#### **ICICI Bank Limited**

Capital Market Division,  
163, 5<sup>th</sup> Floor, H.T. Parekh Marg,  
Backbay Reclamation,  
Churchgate, Mumbai – 400020  
**Telephone:** 022-68052182  
**Contact Person:** Mr. Varun Badai  
**Website:** www.icicibank.com  
**Email:** ipocmg@icicibank.com  
**SEBI registration number:** INBI00000004  
**CIN:** L65190GJ1994PLC021012

#### **Statutory Auditors to our Company**

#### **M S K A & Associates LLP (formerly known as 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/W101187  
**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 Red Herring Prospectus.

#### **Bankers to our Company**

#### **The Federal Bank Limited**

Ground Floor, Kubera Chambers, Opp. Sancheti Hospital,  
J.M. Road, Shivaji Nagar. Pune 411 005  
**Telephone:** +91 91893 52969  
**Contact Person:** Ashtad Hormazdiar Digaria  
**Website:** www.federalbank.co.in  
**Email:** ashtad@federalbank.co.in

#### **HDFC Bank Limited**

Bund Garden, Pune  
**Telephone:** +91 80874 06994  
**Contact Person:** Shrikant Patil  
**Website:** www.hdfcbank.com  
**Email:** shrikant.patil2@hdfcbank.com

#### **YES Bank Limited**

YES Bank House,  
Off Western Express Highway,  
Santacruz East , Mumbai – 400055  
**Telephone:** +91 22 5091 9800  
**Contact Person:** Rohan Dutte  
**Website:** www.yesbank.in  
**Email:** rohan.dutte@yesbank.in

#### **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](http://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](http://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](http://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](http://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](http://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](http://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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx) and [www.nseindia.com/products/content/equities/ipos/asba\\_procedures.htm](http://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](http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx) and [www.nseindia.com/products/content/equities/ipos/asba\\_procedures.htm](http://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 has appointed CARE Ratings Limited as the monitoring agency in accordance with Regulation 41 of SEBI ICDR Regulations, for monitoring of the utilisation of the proceeds from the Issue, pursuant to a monitoring agency agreement dated February 2, 2026. For details in relation to the proposed utilisation of the proceeds from the Issue, please see “*Objects of the Issue*” on page 114.

#### **CARE Ratings Limited**

4<sup>th</sup> Floor, Godrej Coliseum,

Somaiya Hospital Road,

Off Eastern Express Highway,

Sion (East), Mumbai-400022

**Telephone:** +91 022 6754 3456

**Email:** Meenal.Sikchi@careedge.in

**Website:** www.careratings.com

**Contact Person:** Meenal Sikchi

**SEBI Registration Number:** IN/CRA/004/1999

**CIN:** L67190MH1993PLC071691

### **Experts**

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

Our Company has received written consent dated February 10, 2026 from M S K A & Associates LLP (*formerly known as 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 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 December 19, 2025 relating to the Restated Financial Information and (ii) the statement of special tax benefits dated February 10, 2026 included in this Red Herring Prospectus and such consents have not been withdrawn as on the date of this 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 February 10, 2026 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 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 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 consents dated November 7, 2025 and May 26, 2025 from the independent architect, namely Satish Joshi, Archicon Design, an independent architect firm to include their name in this 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 consents dated February 10, 2026 and June 16, 2025, from Ruchi Bhave, Practising Company Secretary, to include her name in this 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 certificates dated February 10, 2026 and 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 Financial Express (a widely circulated English national daily newspaper), all editions of Janasatta (a widely circulated Hindi national daily newspaper) and Pune edition of Loksatta (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 391.

**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 378, 385 and 391, 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 391.

### **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 Red Herring Prospectus, is disclosed below:

*(in ₹, except share data)*

| S. No.    | Particulars   | Aggregate Value at Face Value (in ₹) | Aggregate Value at Issue Price* |
|-----------|---|--------------------------------------|---------------------------------|
| <b>A.</b> | <b>AUTHORIZED SHARE CAPITAL<sup>(1)</sup></b>   |                                      |                                 |
|           | 40,000,000 Equity Shares of face value of ₹10 each  | 400,000,000                          | -                               |
| <b>B.</b> | <b>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE</b>  |                                      |                                 |
|           | 21,866,400 Equity Shares of face value of ₹ 10 each   | 218,664,000                          | -                               |
| <b>C.</b> | <b>PRESENT ISSUE<sup>(2) (3)</sup></b>  |                                      |                                 |
|           | Issue of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹3,800 million <sup>(2)</sup>                       | [●]                                  | [●]                             |
|           | <i>Of which</i>   |                                      |                                 |
|           | Employee Reservation Portion of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹3.86 million <sup>(3)</sup> | [●]                                  | [●]                             |
|           | Net Issue of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million <sup>(2) (3)</sup>                | [●]                                  | [●]                             |
| <b>D.</b> | <b>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE ISSUE*#</b>   |                                      |                                 |
|           | [●] Equity Shares of face value of ₹ 10 each  | [●]                                  | -                               |
| <b>E.</b> | <b>SECURITIES PREMIUM ACCOUNT</b>   |                                      |                                 |
|           | 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 242.
- (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 ₹3.86 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 391 and 385 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:

| 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 |
|-------------------|---|-------------------------|---|---------------------------|----------------------------------|---------------------------------|----------------------------------|-------------------------|------------------------------------|
|                   |   | S. No                   | No. of Equity shares of face value of ₹ 10 allotted | Name of allottees         |                                  |                                 |                                  |                         |                                    |
| December 20, 2024 | Initial subscription to the Memorandum of Association <sup>(1)(2)</sup> |                         |   |                           | 3,660,000                        | 10                              | 10                               | Cash                    | 3,660,000                          |
|                   |   | 1.                      | 1,550,000   | Govind Vishwanath Gadgil  |                                  |                                 |                                  |                         |                                    |
|                   |   | 2.                      | 1,550,000   | Renu Govind Gadgil        |                                  |                                 |                                  |                         |                                    |
|                   |   | 3.                      | 160,000   | Sunita Amit Modak         |                                  |                                 |                                  |                         |                                    |
|                   |   | 4.                      | 100,000   | Anjali Vishwanath Gadgil  |                                  |                                 |                                  |                         |                                    |
|                   |   | 5.                      | 100,000   | Rohini Udaya Kalkundrikar |                                  |                                 |                                  |                         |                                    |
|                   |   | 6.                      | 100,000   | Aditya Amit Modak         |                                  |                                 |                                  |                         |                                    |
|                   |   | 7.                      | 100,000   | Amit Yeshwant Modak       |                                  |                                 |                                  |                         |                                    |

|                |                                   |               |  |   |           |    |     |      |           |
|----------------|-----------------------------------|---------------|--|---|-----------|----|-----|------|-----------|
| March 24, 2025 | Preferential Issue <sup>(3)</sup> | <b>S. No.</b> | <b>No. of Equity shares of face value of ₹ 10 allotted</b> | <b>Name of allottees</b>                                  | 1,199,200 | 10 | 750 | Cash | 4,859,200 |
|                |                                   | 1.            | 700  | Nitish Vivek Patankar                                     |           |    |     |      |           |
|                |                                   | 2.            | 2,000  | Madhavi Ghanshyam Date                                    |           |    |     |      |           |
|                |                                   | 3.            | 4,000  | Sadashiv Shankar Pandit                                   |           |    |     |      |           |
|                |                                   | 4.            | 1,000  | Anushree Amol Prabhu                                      |           |    |     |      |           |
|                |                                   | 5.            | 1,500  | Mugdha Aditya Modak                                       |           |    |     |      |           |
|                |                                   | 6.            | 2,000  | Shripad Rajaram Kulkarni                                  |           |    |     |      |           |
|                |                                   | 7.            | 500  | Geeta Vijay Chitnis                                       |           |    |     |      |           |
|                |                                   | 8.            | 4,500  | Manoj Kantilal Jain                                       |           |    |     |      |           |
|                |                                   | 9.            | 1,500  | Nikhil Prakash Patke                                      |           |    |     |      |           |
|                |                                   | 10.           | 1,300  | Ashish Gaurav   |           |    |     |      |           |
|                |                                   | 11.           | 1,500  | Tapish Kukde  |           |    |     |      |           |
|                |                                   | 12.           | 1,000  | Ramesh Motiram Chaudhari                                  |           |    |     |      |           |
|                |                                   | 13.           | 1,000  | Kinjal Sharda   |           |    |     |      |           |
|                |                                   | 14.           | 3,000  | Rushabh Shailesh Shah                                     |           |    |     |      |           |
|                |                                   | 15.           | 3,000  | Rakesh Lalitkumar Jain                                    |           |    |     |      |           |
|                |                                   | 16.           | 1,000  | Lalchand Fulchand Karnavat                                |           |    |     |      |           |
|                |                                   | 17.           | 1,500  | Sujata Shankar Walke                                      |           |    |     |      |           |
|                |                                   | 18.           | 2,000  | Viraj Kulkarni  |           |    |     |      |           |
|                |                                   | 19.           | 900  | Girish Javherilal Joshi                                   |           |    |     |      |           |
|                |                                   | 20.           | 2,000  | Aditya Hemant Bhat  |           |    |     |      |           |
|                |                                   | 21.           | 2,000  | Anuradha Sadashiv Natu jointly with Ranjeet Sadashiv Natu |           |    |     |      |           |
|                |                                   | 22.           | 1,000  | Deepti Manvendra Kulkarni                                 |           |    |     |      |           |
|                |                                   | 23.           | 3,000  | Gauri Sanjay Antarkar                                     |           |    |     |      |           |
|                |                                   | 24.           | 1,500  | Sachin Vishwanath Hapse                                   |           |    |     |      |           |
|                |                                   | 25.           | 2,000  | Manasi Nikhil Kulkarni                                    |           |    |     |      |           |
|                |                                   | 26.           | 1,000  | Samruddhi Sushil Bapat                                    |           |    |     |      |           |
|                |                                   | 27.           | 1,800  | Kailas Shridhar Bhat                                      |           |    |     |      |           |
|                |                                   | 28.           | 300  | Pranav Uday Patkar  |           |    |     |      |           |
|                |                                   | 29.           | 2,000  | Smita Vishwas Bokil                                       |           |    |     |      |           |

|  |  |     |        |  |  |  |  |  |  |
|--|--|-----|--------|--|--|--|--|--|--|
|  |  | 30. | 1,000  | Anuja Sudarshan Wagh   |  |  |  |  |  |
|  |  | 31. | 1,500  | Sunil Umakant Pathak<br>jointly with Simantini<br>Sunil Pathak |  |  |  |  |  |
|  |  | 32. | 1,400  | Archana Mahesh<br>Saygaonkar                                   |  |  |  |  |  |
|  |  | 33. | 2,000  | Archana Gorhe  |  |  |  |  |  |
|  |  | 34. | 5,000  | Vrajesh Shah, Karta -<br>Vrajesh Shah HUF                      |  |  |  |  |  |
|  |  | 35. | 700    | Sayali Sanjiv<br>Chandsarkar                                   |  |  |  |  |  |
|  |  | 36. | 2,000  | Virendra Vikas Nadgir  |  |  |  |  |  |
|  |  | 37. | 3,000  | Kunal Gandhi, Karta -<br>Kunal Gandhi HUF                      |  |  |  |  |  |
|  |  | 38. | 700    | Susheel Bhandari   |  |  |  |  |  |
|  |  | 39. | 2,600  | Honrao Swati Vishwas   |  |  |  |  |  |
|  |  | 40. | 1,000  | Satish Narayan Joshi   |  |  |  |  |  |
|  |  | 41. | 2,000  | Gauri Kalkundrikar   |  |  |  |  |  |
|  |  | 42. | 2,000  | Devashree Kalkundrikar   |  |  |  |  |  |
|  |  | 43. | 1,200  | Poorva Ravindra<br>Khadilkar                                   |  |  |  |  |  |
|  |  | 44. | 300    | Bhargavi Kulkarni  |  |  |  |  |  |
|  |  | 45. | 1,200  | Jyoti Ravindra Paranjape                                       |  |  |  |  |  |
|  |  | 46. | 2,000  | Arundhati Gadgil   |  |  |  |  |  |
|  |  | 47. | 300    | Abhay Deole  |  |  |  |  |  |
|  |  | 48. | 900    | Amit Prakash Tillu   |  |  |  |  |  |
|  |  | 49. | 5,000  | Shrikant Digambar Kuber  |  |  |  |  |  |
|  |  | 50. | 8,000  | Satish Digambar Kuber  |  |  |  |  |  |
|  |  | 51. | 1,500  | Sharankumar Ratkalkar  |  |  |  |  |  |
|  |  | 52. | 2,000  | Samir Prabhakar Gadgil   |  |  |  |  |  |
|  |  | 53. | 2,000  | Ganesh Hari Gadgil   |  |  |  |  |  |
|  |  | 54. | 1,200  | Asha Karmani   |  |  |  |  |  |
|  |  | 55. | 2,000  | Omnarayan Chainsukhji<br>Bhangdiya                             |  |  |  |  |  |
|  |  | 56. | 1,000  | Yogeshkumar Shankar<br>Sutar                                   |  |  |  |  |  |
|  |  | 57. | 2,000  | Archit Gupta   |  |  |  |  |  |
|  |  | 58. | 2,000  | Tanu Gogia   |  |  |  |  |  |
|  |  | 59. | 12,000 | Rujuta Ravindra Lale   |  |  |  |  |  |
|  |  | 60. | 900    | Swati Madhav Godbole   |  |  |  |  |  |

|  |  |     |        |                              |  |  |  |  |  |
|--|--|-----|--------|------------------------------|--|--|--|--|--|
|  |  | 61. | 300    | Narayan Gyanchand Merani     |  |  |  |  |  |
|  |  | 62. | 2,000  | Yashodhan Sunil Bhide        |  |  |  |  |  |
|  |  | 63. | 1,500  | Sanjay Narayan Patankar      |  |  |  |  |  |
|  |  | 64. | 2,000  | Rajesh Kumar Singla          |  |  |  |  |  |
|  |  | 65. | 2,000  | Rajesh Pandey                |  |  |  |  |  |
|  |  | 66. | 2,000  | Rahul Kumar Paliwal          |  |  |  |  |  |
|  |  | 67. | 5,000  | Somesh Zalani                |  |  |  |  |  |
|  |  | 68. | 300    | Kirtika Sharma               |  |  |  |  |  |
|  |  | 69. | 1,200  | Prabhakar Bajirao Walgude    |  |  |  |  |  |
|  |  | 70. | 5,000  | Himmat Oswal                 |  |  |  |  |  |
|  |  | 71. | 600    | Jaideep Nilkanth Barve       |  |  |  |  |  |
|  |  | 72. | 300    | Dilip Joshi                  |  |  |  |  |  |
|  |  | 73. | 600    | Naresh Shah                  |  |  |  |  |  |
|  |  | 74. | 1,000  | Nileema Sunil Pathak         |  |  |  |  |  |
|  |  | 75. | 1,500  | Himgauri Vasudeo Gadgil      |  |  |  |  |  |
|  |  | 76. | 2,000  | Mangal Kisan Shendkar        |  |  |  |  |  |
|  |  | 77. | 3,000  | Vishnukumar Mahadeo Kulkarni |  |  |  |  |  |
|  |  | 78. | 2,000  | Satwik Jain                  |  |  |  |  |  |
|  |  | 79. | 43,000 | Amit Yeshwant Modak          |  |  |  |  |  |
|  |  | 80. | 13,000 | Anjali Vishwanath Gadgil     |  |  |  |  |  |
|  |  | 81. | 300    | Pundlik Bhagvan Jadhav       |  |  |  |  |  |
|  |  | 82. | 300    | Ganesh Gulab Shinde          |  |  |  |  |  |
|  |  | 83. | 300    | Uddhav Mukund Kate           |  |  |  |  |  |
|  |  | 84. | 300    | Nitin Chandrakant Mandhare   |  |  |  |  |  |
|  |  | 85. | 300    | Pramod Parbati Jadhav        |  |  |  |  |  |
|  |  | 86. | 1,000  | Pushpalata Ramdas Naik       |  |  |  |  |  |
|  |  | 87. | 300    | Shreeshail Shivaraya Devkate |  |  |  |  |  |
|  |  | 88. | 2,000  | Kirti Suryakant Vaidya       |  |  |  |  |  |
|  |  | 89. | 1,200  | Smita Pushkaraj Ghatpande    |  |  |  |  |  |
|  |  | 90. | 600    | Sabiha Saleem Yalagi         |  |  |  |  |  |
|  |  | 91. | 600    | Priyanka Rahul Sonawane      |  |  |  |  |  |
|  |  | 92. | 1,800  | Yogesh Ramesh Doshi          |  |  |  |  |  |
|  |  | 93. | 600    | Ashwin Vinayak Kulkarni      |  |  |  |  |  |
|  |  | 94. | 2,000  | Salil Sunit Nitsure          |  |  |  |  |  |

|  |  |      |       |                             |  |  |  |  |  |
|--|--|------|-------|-----------------------------|--|--|--|--|--|
|  |  | 95.  | 500   | Mahesh Vasatrao Mahadik     |  |  |  |  |  |
|  |  | 96.  | 900   | Kalpak Lalitkumar Binaykiya |  |  |  |  |  |
|  |  | 97.  | 2,000 | Bapusaheb Pralhad Karwar    |  |  |  |  |  |
|  |  | 98.  | 300   | Mukund Suresh Kulthe        |  |  |  |  |  |
|  |  | 99.  | 1,000 | Shivraj Lalaso Kanase       |  |  |  |  |  |
|  |  | 100. | 1,000 | Smita Vijay Mudhol          |  |  |  |  |  |
|  |  | 101. | 400   | Sachin Shankar Goriwale     |  |  |  |  |  |
|  |  | 102. | 1,000 | Sandeep Digambar Potdar     |  |  |  |  |  |
|  |  | 103. | 500   | Santosh Sakharam Godse      |  |  |  |  |  |
|  |  | 104. | 1,000 | Kishor Pandurang Thorat     |  |  |  |  |  |
|  |  | 105. | 500   | Swati Kiran Jadhav          |  |  |  |  |  |
|  |  | 106. | 600   | Pravina Yogesh Dusane       |  |  |  |  |  |
|  |  | 107. | 600   | Mahesh Ramesh Varma         |  |  |  |  |  |
|  |  | 108. | 600   | Triveni Vinay Chalke        |  |  |  |  |  |
|  |  | 109. | 2,000 | Pradeep Pramod Wadekar      |  |  |  |  |  |
|  |  | 110. | 2,000 | Rahul Shashikant Shevkari   |  |  |  |  |  |
|  |  | 111. | 1,500 | Vrujendra Laxman Waghchaure |  |  |  |  |  |
|  |  | 112. | 300   | Vishal Sitaram Minde        |  |  |  |  |  |
|  |  | 113. | 500   | Sarang Hemant Wadekar       |  |  |  |  |  |
|  |  | 114. | 2,000 | Neha Dharendra Boid         |  |  |  |  |  |
|  |  | 115. | 8,000 | Prafulla Dharmarajb Wagh    |  |  |  |  |  |
|  |  | 116. | 2,000 | Kisan Maruti Shendkar       |  |  |  |  |  |
|  |  | 117. | 2,000 | Jitendra Prakash Joshi      |  |  |  |  |  |
|  |  | 118. | 300   | Vivek Vasant Joshi          |  |  |  |  |  |
|  |  | 119. | 2,000 | Shashikumar Pankaj          |  |  |  |  |  |
|  |  | 120. | 2,000 | Rajesh Bhagchand Soni       |  |  |  |  |  |
|  |  | 121. | 3,000 | Kiran Ramchandra Jawalkar   |  |  |  |  |  |
|  |  | 122. | 500   | Prasad Prabhakar Ghodke     |  |  |  |  |  |
|  |  | 123. | 300   | Sadanand Aadep              |  |  |  |  |  |
|  |  | 124. | 900   | Yogesh Mukand Nerlekar      |  |  |  |  |  |
|  |  | 125. | 300   | Girish Suresh Wagholikar    |  |  |  |  |  |
|  |  | 126. | 300   | Ganesh Machindra Jagtap     |  |  |  |  |  |
|  |  | 127. | 600   | Surekha Sameer Shivgar      |  |  |  |  |  |
|  |  | 128. | 300   | Prem Deshpande              |  |  |  |  |  |

| 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 |
|-------------------|---------------------|-------------------------|----------|--------------------------------|----------------------------------|---------------------------------|----------------------------------|-------------------------|------------------------------------|
|                   |                     | 129.                    | 300      | Nayan Nabara                   |                                  |                                 |                                  |                         |                                    |
|                   |                     | 130.                    | 300      | Amit Jaywant Salvi             |                                  |                                 |                                  |                         |                                    |
|                   |                     | 131.                    | 500      | Mahesh Padmakar<br>Vispute     |                                  |                                 |                                  |                         |                                    |
|                   |                     | 132.                    | 600      | Vijay Sharad Jadhav            |                                  |                                 |                                  |                         |                                    |
|                   |                     | 133.                    | 9,35,000 | P. N. Gadgil & Sons<br>Limited |                                  |                                 |                                  |                         |                                    |

|              |   |               |  |                            |            |    |    |    |            |
|--------------|---|---------------|--|----------------------------|------------|----|----|----|------------|
| May 21, 2025 | Bonus issue in the ratio of 350 Equity Shares for every 100 Equity Shares | <b>S. No.</b> | <b>No. of Equity shares of face value of ₹ 10 allotted</b> | <b>Name of allottees</b>   | 17,007,200 | 10 | NA | NA | 21,866,400 |
|              |   | 1.            | 5,425,000  | Govind Vishwanath Gadgil   |            |    |    |    |            |
|              |   | 2.            | 5,425,000  | Renu Govind Gadgil         |            |    |    |    |            |
|              |   | 3.            | 560,000  | Sunita Amit Modak          |            |    |    |    |            |
|              |   | 4.            | 350,000  | Rohini Udaya Kalkundrikar  |            |    |    |    |            |
|              |   | 5.            | 350,000  | Aditya Amit Modak          |            |    |    |    |            |
|              |   | 6.            | 500,500  | Amit Yeshwant Modak        |            |    |    |    |            |
|              |   | 7.            | 395,500  | Anjali Vishwanath Gadgil   |            |    |    |    |            |
|              |   | 8.            | 2,450  | Nitish Vivek Patankar      |            |    |    |    |            |
|              |   | 9.            | 7,000  | Madhavi Ghanshyam Date     |            |    |    |    |            |
|              |   | 10.           | 14,000   | Sadashiv Shankar Pandit    |            |    |    |    |            |
|              |   | 11.           | 3,500  | Anushree Amol Prabhu       |            |    |    |    |            |
|              |   | 12.           | 5,250  | Mugdha Aditya Modak        |            |    |    |    |            |
|              |   | 13.           | 7,000  | Shripad Rajaram Kulkarni   |            |    |    |    |            |
|              |   | 14.           | 1,750  | Geeta Vijay Chitnis        |            |    |    |    |            |
|              |   | 15.           | 15,750   | Manoj Kantilal Jain        |            |    |    |    |            |
|              |   | 16.           | 5,250  | Nikhil Prakash Patke       |            |    |    |    |            |
|              |   | 17.           | 4,550  | Ashish Gaurav              |            |    |    |    |            |
|              |   | 18.           | 5,250  | Tapish Kukde               |            |    |    |    |            |
|              |   | 19.           | 3,500  | Ramesh Motiram Chaudhari   |            |    |    |    |            |
|              |   | 20.           | 3,500  | Kinjal Sharda              |            |    |    |    |            |
|              |   | 21.           | 10,500   | Rushabh Shailesh Shah      |            |    |    |    |            |
|              |   | 22.           | 10,500   | Rakesh Lalitkumar Jain     |            |    |    |    |            |
|              |   | 23.           | 3,500  | Lalchand Fulchand Karnavat |            |    |    |    |            |
|              |   | 24.           | 5,250  | Sujata Shankar Walke       |            |    |    |    |            |
|              |   | 25.           | 7,000  | Viraj Kulkarni             |            |    |    |    |            |
|              |   | 26.           | 3,150  | Girish Javherilal Joshi    |            |    |    |    |            |
|              |   | 27.           | 7,000  | Aditya Hemant Bhat         |            |    |    |    |            |

|  |  |     |        |   |  |  |  |  |  |
|--|--|-----|--------|---|--|--|--|--|--|
|  |  | 28. | 7,000  | Anuradha Sadashiv Natu jointly with Ranjeet Sadashiv Natu |  |  |  |  |  |
|  |  | 29. | 3,500  | Deepti Manvendra Kulkarni                                 |  |  |  |  |  |
|  |  | 30. | 10,500 | Gauri Sanjay Antarkar                                     |  |  |  |  |  |
|  |  | 31. | 5,250  | Sachin Vishwanath Hapse                                   |  |  |  |  |  |
|  |  | 32. | 7,000  | Manasi Nikhil Kulkarni                                    |  |  |  |  |  |
|  |  | 33. | 3,500  | Samruddhi Sushil Bapat                                    |  |  |  |  |  |
|  |  | 34. | 6,300  | Kailas Shridhar Bhat                                      |  |  |  |  |  |
|  |  | 35. | 1,050  | Pranav Uday Patkar  |  |  |  |  |  |
|  |  | 36. | 7,000  | Smita Vishwas Bokil                                       |  |  |  |  |  |
|  |  | 37. | 3,500  | Anuja Sudarshan Wagh                                      |  |  |  |  |  |
|  |  | 38. | 5,250  | Sunil Umakant Pathak jointly with Simantini Sunil Pathak  |  |  |  |  |  |
|  |  | 39. | 4,900  | Archana Mahesh Saygaonkar                                 |  |  |  |  |  |
|  |  | 40. | 7,000  | Archana Gorhe   |  |  |  |  |  |
|  |  | 41. | 17,500 | Vrajesh Shah, Karta - Vrajesh Shah HUF                    |  |  |  |  |  |
|  |  | 42. | 2,450  | Sayali Sanjiv Chandsarkar                                 |  |  |  |  |  |
|  |  | 43. | 7,000  | Virendra Vikas Nadgir                                     |  |  |  |  |  |
|  |  | 44. | 10,500 | Kunal Gandhi, Karta - Kunal Gandhi HUF                    |  |  |  |  |  |
|  |  | 45. | 2,450  | Susheel Bhandari  |  |  |  |  |  |
|  |  | 46. | 9,100  | Honrao Swati Vishwas                                      |  |  |  |  |  |
|  |  | 47. | 3,500  | Satish Narayan Joshi                                      |  |  |  |  |  |
|  |  | 48. | 7,000  | Gauri Kalkundrikar  |  |  |  |  |  |
|  |  | 49. | 7,000  | Devashree Kalkundrikar                                    |  |  |  |  |  |
|  |  | 50. | 4,200  | Poorva Ravindra Khadilkar                                 |  |  |  |  |  |
|  |  | 51. | 1,050  | Bhargavi Kulkarni   |  |  |  |  |  |
|  |  | 52. | 4,200  | Jyoti Ravindra Paranjape                                  |  |  |  |  |  |
|  |  | 53. | 7,000  | Arundhati Gadgil  |  |  |  |  |  |
|  |  | 54. | 1,050  | Abhay Deole   |  |  |  |  |  |
|  |  | 55. | 3,150  | Amit Prakash Tillu  |  |  |  |  |  |

|  |  |     |        |                                    |  |  |  |  |  |
|--|--|-----|--------|------------------------------------|--|--|--|--|--|
|  |  | 56. | 17,500 | Shrikant Digambar<br>Kuber         |  |  |  |  |  |
|  |  | 57. | 28,000 | Satish Digambar Kuber              |  |  |  |  |  |
|  |  | 58. | 5,250  | Sharankumar Ratkalkar              |  |  |  |  |  |
|  |  | 59. | 7,000  | Samir Prabhakar Gadgil             |  |  |  |  |  |
|  |  | 60. | 7,000  | Ganesh Hari Gadgil                 |  |  |  |  |  |
|  |  | 61. | 4,200  | Asha Karmani                       |  |  |  |  |  |
|  |  | 62. | 7,000  | Omnarayan<br>Chainsukhji Bhangdiya |  |  |  |  |  |
|  |  | 63. | 3,500  | Yogeshkumar Shankar<br>Sutar       |  |  |  |  |  |
|  |  | 64. | 7,000  | Archit Gupta                       |  |  |  |  |  |
|  |  | 65. | 7,000  | Tanu Gogia                         |  |  |  |  |  |
|  |  | 66. | 42,000 | Rujuta Ravindra Lale               |  |  |  |  |  |
|  |  | 67. | 3,150  | Swati Madhav Godbole               |  |  |  |  |  |
|  |  | 68. | 1,050  | Narayan Gyanchand<br>Merani        |  |  |  |  |  |
|  |  | 69. | 7,000  | Yashodhan Sunil Bhide              |  |  |  |  |  |
|  |  | 70. | 5,250  | Sanjay Narayan<br>Patankar         |  |  |  |  |  |
|  |  | 71. | 7,000  | Rajesh Kumar Singla                |  |  |  |  |  |
|  |  | 72. | 7,000  | Rajesh Pandey                      |  |  |  |  |  |
|  |  | 73. | 7,000  | Rahul Kumar Paliwal                |  |  |  |  |  |
|  |  | 74. | 17,500 | Somesh Zalani                      |  |  |  |  |  |
|  |  | 75. | 1,050  | Kirtika Sharma                     |  |  |  |  |  |
|  |  | 76. | 4,200  | Prabhakar Bajirao<br>Walgude       |  |  |  |  |  |
|  |  | 77. | 17,500 | Himmat Oswal                       |  |  |  |  |  |
|  |  | 78. | 2,100  | Jaideep Nilkanth Barve             |  |  |  |  |  |
|  |  | 79. | 1,050  | Dilip Joshi                        |  |  |  |  |  |
|  |  | 80. | 2,100  | Naresh Shah                        |  |  |  |  |  |
|  |  | 81. | 3,500  | Nileema Sunil Pathak               |  |  |  |  |  |
|  |  | 82. | 5,250  | Himgauri Vasudeo<br>Gadgil         |  |  |  |  |  |
|  |  | 83. | 7,000  | Mangal Kisan Shendkar              |  |  |  |  |  |
|  |  | 84. | 10,500 | Vishnukumar Mahadeo<br>Kulkarni    |  |  |  |  |  |
|  |  | 85. | 7,000  | Satwik Jain                        |  |  |  |  |  |
|  |  | 86. | 1,050  | Pundlik Bhagvan<br>Jadhav          |  |  |  |  |  |
|  |  | 87. | 1,050  | Ganesh Gulab Shinde                |  |  |  |  |  |

|  |  |      |       |                               |  |  |  |  |  |
|--|--|------|-------|-------------------------------|--|--|--|--|--|
|  |  | 88.  | 1,050 | Uddhav Mukund Kate            |  |  |  |  |  |
|  |  | 89.  | 1,050 | Nitin Chandrakant Mandhare    |  |  |  |  |  |
|  |  | 90.  | 1,050 | Pramod Parbati Jadhav         |  |  |  |  |  |
|  |  | 91.  | 3,500 | Pushpalata Ramdas Naik        |  |  |  |  |  |
|  |  | 92.  | 1,050 | Shrees hail Shivaraya Devkate |  |  |  |  |  |
|  |  | 93.  | 7,000 | Kirti Suryakant Vaidya        |  |  |  |  |  |
|  |  | 94.  | 4,200 | Smita Pushkaraj Ghatpande     |  |  |  |  |  |
|  |  | 95.  | 2,100 | Sabiha Saleem Yalagi          |  |  |  |  |  |
|  |  | 96.  | 2,100 | Priyanka Rahul Sonawane       |  |  |  |  |  |
|  |  | 97.  | 6,300 | Yogesh Ramesh Doshi           |  |  |  |  |  |
|  |  | 98.  | 2,100 | Ashwin Vinayak Kulkarni       |  |  |  |  |  |
|  |  | 99.  | 7,000 | Salil Sunit Nitsure           |  |  |  |  |  |
|  |  | 100. | 1,750 | Mahesh Vasant ra o Mahadik    |  |  |  |  |  |
|  |  | 101. | 3,150 | Kalpak Lalitkumar Binaykiya   |  |  |  |  |  |
|  |  | 102. | 7,000 | Bapusaheb Pralhad Karwar      |  |  |  |  |  |
|  |  | 103. | 1,050 | Mukund Suresh Kulthe          |  |  |  |  |  |
|  |  | 104. | 3,500 | Shivraj Lalaso Kanase         |  |  |  |  |  |
|  |  | 105. | 3,500 | Smita Vijay Mudhol            |  |  |  |  |  |
|  |  | 106. | 1,400 | Sachin Shankar Goriwale       |  |  |  |  |  |
|  |  | 107. | 3,500 | Sandeep Digambar Potdar       |  |  |  |  |  |
|  |  | 108. | 1,750 | Santosh Sakharam Godse        |  |  |  |  |  |
|  |  | 109. | 3,500 | Kishor Pandurang Thorat       |  |  |  |  |  |
|  |  | 110. | 1,750 | Swati Kiran Jadhav            |  |  |  |  |  |
|  |  | 111. | 2,100 | Pravina Yogesh Dusane         |  |  |  |  |  |
|  |  | 112. | 2,100 | Mahesh Ramesh Varma           |  |  |  |  |  |
|  |  | 113. | 2,100 | Triveni Vinay Chalke          |  |  |  |  |  |
|  |  | 114. | 7,000 | Pradeep Pramod Wadekar        |  |  |  |  |  |

| 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 |
|-------------------|---------------------|-------------------------|-----------|-----------------------------|----------------------------------|---------------------------------|----------------------------------|-------------------------|------------------------------------|
|                   |                     | 115.                    | 7,000     | Rahul Shashikant Shevkari   |                                  |                                 |                                  |                         |                                    |
|                   |                     | 116.                    | 5,250     | Vrujendra Laxman Waghchaure |                                  |                                 |                                  |                         |                                    |
|                   |                     | 117.                    | 1,050     | Vishal Sitaram Minde        |                                  |                                 |                                  |                         |                                    |
|                   |                     | 118.                    | 1,750     | Sarang Hemant Wadekar       |                                  |                                 |                                  |                         |                                    |
|                   |                     | 119.                    | 7,000     | Neha Dharendra Boid         |                                  |                                 |                                  |                         |                                    |
|                   |                     | 120.                    | 28,000    | Prafulla Dharmarajb Wagh    |                                  |                                 |                                  |                         |                                    |
|                   |                     | 121.                    | 7,000     | Kisan Maruti Shendkar       |                                  |                                 |                                  |                         |                                    |
|                   |                     | 122.                    | 7,000     | Jitendra Prakash Joshi      |                                  |                                 |                                  |                         |                                    |
|                   |                     | 123.                    | 1,050     | Vivek Vasant Joshi          |                                  |                                 |                                  |                         |                                    |
|                   |                     | 124.                    | 7,000     | Shashikumar Pankaj          |                                  |                                 |                                  |                         |                                    |
|                   |                     | 125.                    | 7,000     | Rajesh Bhagchand Soni       |                                  |                                 |                                  |                         |                                    |
|                   |                     | 126.                    | 10,500    | Kiran Ramchandra Jawalkar   |                                  |                                 |                                  |                         |                                    |
|                   |                     | 127.                    | 1,750     | Prasad Prabhakar Ghodke     |                                  |                                 |                                  |                         |                                    |
|                   |                     | 128.                    | 1,050     | Sadanand Aadep              |                                  |                                 |                                  |                         |                                    |
|                   |                     | 129.                    | 3,150     | Yogesh Mukund Nerlekar      |                                  |                                 |                                  |                         |                                    |
|                   |                     | 130.                    | 1,050     | Girish Suresh Wagholikar    |                                  |                                 |                                  |                         |                                    |
|                   |                     | 131.                    | 1,050     | Ganesh Machindra Jagtap     |                                  |                                 |                                  |                         |                                    |
|                   |                     | 132.                    | 2,100     | Surekha Sameer Shivgar      |                                  |                                 |                                  |                         |                                    |
|                   |                     | 133.                    | 1,050     | Prem Deshpande              |                                  |                                 |                                  |                         |                                    |
|                   |                     | 134.                    | 1,050     | Nayan Nabara                |                                  |                                 |                                  |                         |                                    |
|                   |                     | 135.                    | 1,050     | Amit Jaywant Salvi          |                                  |                                 |                                  |                         |                                    |
|                   |                     | 136.                    | 1,750     | Mahesh Padmakar Vispute     |                                  |                                 |                                  |                         |                                    |
|                   |                     | 137.                    | 2,100     | Vijay Sharad Jadhav         |                                  |                                 |                                  |                         |                                    |
|                   |                     | 138.                    | 3,272,500 | P. N. Gadgil & Sons Limited |                                  |                                 |                                  |                         |                                    |

*As certified by Joshi & Sahney, Chartered Accountants through their certificate dated February 10, 2026.*

- (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.*
- (3) In connection with this preferential issue, our Company had received valuation report dated March 7, 2025, issued by CA Shubham Sunil Jaju, a registered valuer under the Insolvency and Bankruptcy Board of India (registration number IBBI/RV/06/2021/14500) to determine the valuation of equity shares (equity valuation and per share value) of the Company.*

(b) *Preference share capital*

As on the date of this 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 93, 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 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 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 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 Shareholder     | 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 (%) |
|----------------------------------|-----------------------------|--------------------------------|--|---------------------------------|---|
| <b>Promoter</b>                  |                             |                                |  |                                 |   |
| 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  | [●]                             | [●]   |
| <b>Sub-Total (A)</b>             |                             | <b>18,157,500</b>              | <b>83.04</b>   | <b>[●]</b>                      | <b>[●]</b>  |
| <b>Promoter Group</b>            |                             |                                |  |                                 |   |
| 1.                               | Anjali Vishwanath Gadgil    | 508,500                        | 2.33   | [●]                             | [●]   |
| 2.                               | Rohini Udaya Kalkundrikar   | 450,000                        | 2.06   | [●]                             | [●]   |
| 3.                               | Jyoti Ravindra Paranjape    | 5,400                          | 0.02   | [●]                             | [●]   |
| <b>Sub-Total (B)</b>             |                             | <b>963,900</b>                 | <b>4.41</b>  | <b>[●]</b>                      | <b>[●]</b>  |
| <b>Directors of the Promoter</b> |                             |                                |  |                                 |   |
| 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   | [●]                             | [●]   |
| <b>Sub-Total (C)</b>             |                             | <b>14,593,500</b>              | <b>66.74</b>   | <b>[●]</b>                      | <b>[●]</b>  |
| <b>Total (A+B)</b>               |                             | <b>19,121,400</b>              | <b>87.45</b>   | <b>[●]</b>                      | <b>[●]</b>  |

(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%  | [●]   |
| <b>Total (A)</b>      |  | <b>4,207,500</b>                              |                         |                                 |  | <b>19.24%</b>   | <b>[●]%</b>   |

(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%  | [●]%  |
| <b>Total (B)</b>  |  | <b>6,975,000</b>                              |                         |                                 |  | <b>31.90%</b>   | <b>[●]%</b>   |

\* 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%  | [●]%  |
| <b>Total (C)</b>  |  | <b>6,975,000</b>                              |                         |                                 |  | <b>31.90%</b>   | <b>[●]%</b>   |

\* 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, members of Promoter Group, Directors, Key Managerial Personnel, and Senior Management are in dematerialized form as on the date of this Red Herring Prospectus.
- (d) None of the Equity Shares held by our Promoters are pledged or otherwise encumbered as on the date of this 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 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 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<sup>(1)</sup>:

| Name of the Promoter | Number of Equity Shares locked-in <sup>(2) (3)</sup> | 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 %) |
|----------------------|--|---|--|-----------------------|-------------------|---|---------------------------------------|--|
| [●]                  | [●]  | [●]   | [●]  | [●]                   | [●]               | [●]   | [●]%                                  | [●]%                                   |
| [●]                  | [●]  | [●]   | [●]  | [●]                   | [●]               | [●]   | [●]%                                  | [●]%                                   |
| [●]                  | [●]  | [●]   | [●]  | [●]                   | [●]               | [●]   | [●]%                                  | [●]%                                   |

<sup>(1)</sup> To be completed prior to filing of the Prospectus with the RoC.

<sup>(2)</sup> For a period of three years (3) from the date of allotment.

<sup>(3)</sup> 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 105.

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 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 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 Red Herring Prospectus pursuant to conversion of a partnership firm except as disclosed under “*Capital Structure – Share Capital History of our Company*”; and
- (iv) The Equity Shares forming part of the Minimum Promoters’ Contribution are not subject to any pledge or any encumbrance.

## **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 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 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)<br>=(IV)+(V)<br>+ (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) | Total      |   |   | Number (a)                       | As a % of total shares held (b) | Number (a)  | As a % of total shares held (b) |   |
|              |                                |                              |   |   |  |   |   |   |                         |            |   |   |                                  |                                 |   |                                 |   |
| (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   | 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   | 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                               |   |
| (C1)         | Shares Underlying DRs          | 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                               |   |

| 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 depositor 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 |   |
|              | <b>Total</b>                 | 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 February 6, 2026.

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

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

| S. No.   | Name of the Shareholder    | 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 (%) |
|--|----------------------------|--------------------------------|--|---------------------------------|---|
| <b>Directors</b>   |                            |                                |  |                                 |   |
| 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   | [●]                             | [●]   |
| <b>Sub-Total (A)</b>                                       |                            | <b>8,068,500</b>               | <b>36.90</b>   | <b>[●]</b>                      | <b>[●]</b>  |
| <b>Key Managerial Personnel (other than the Directors)</b> |                            |                                |  |                                 |   |
| 4.   | Kirti Suryakant Vaidya     | 9,000                          | 0.04   | [●]                             | [●]   |
| 5.   | Kisan Maruti Shendkar      | 9,000                          | 0.04   | [●]                             | [●]   |
| <b>Sub-Total (B)</b>                                       |                            | <b>18,000</b>                  | <b>0.08</b>  | <b>[●]</b>                      | <b>[●]</b>  |
| <b>Senior Management</b>                                   |                            |                                |  |                                 |   |
| 6.   | Vrjendra Laxman Waghchaure | 6,750                          | 0.03   | [●]                             | [●]   |
| <b>Sub-Total (C)</b>                                       |                            | <b>6,750</b>                   | <b>0.03</b>  | <b>[●]</b>                      | <b>[●]</b>  |
| <b>Total (A+B+C)</b>                                       |                            | <b>8,093,250</b>               | <b>37.01</b>   | <b>[●]</b>                      | <b>[●]</b>  |

## 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 Red Herring Prospectus:

| S. No.       | Name of Shareholder         | Number of Equity Shares held <sup>(1)</sup> | Pre-Issue Equity Share capital (in %) <sup>(2)</sup> |
|--------------|-----------------------------|---|--|
| 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   |
| <b>Total</b> |                             | <b>20,929,500</b>                           | <b>95.72</b>   |

<sup>(1)(2)</sup>Based on the beneficiary position statement dated February 6, 2026.

- (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 Red Herring Prospectus:

| S. No. | Name of Shareholder         | Number of Equity Shares held <sup>(1)</sup> | Pre-Issue Equity Share capital (in %) <sup>(2)</sup> |
|--------|-----------------------------|---|--|
| 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           | 508,500                                     | 2.33   |

| S. No. | Name of Shareholder      | Number of Equity Shares held <sup>(1)</sup> | Pre-Issue Equity Share capital (in %) <sup>(2)</sup> |
|--------|--------------------------|---|--|
|        | Gadgil                   |   |  |
| 7.     | Rohini Uday Kalkundrikar | 450,000                                     | 2.06   |
| 8.     | Aditya Amit Modak        | 450,000                                     | 2.06   |
|        | <b>Total</b>             | <b>20,929,500</b>                           | <b>95.72</b>   |

<sup>(1)(2)</sup>Based on the beneficiary position statement dated February 6, 2026.

- (3) 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 one year prior to the date of this Red Herring Prospectus:

| S. No. | Name of Shareholder      | Number of Equity Shares held <sup>(1)</sup> | Pre-Issue Equity Share capital (in %) <sup>(2)</sup> |
|--------|--------------------------|---|--|
| 1.     | Govind Vishwanath Gadgil | 1,550,000                                   | 42.35  |
| 2.     | Renu Govind Gadgil       | 1,550,000                                   | 42.35  |
| 3.     | Sunita Amit Modak        | 1,60,000                                    | 4.37   |
| 4.     | Amit Yeshwant Modak      | 1,00,000                                    | 2.73   |
| 5.     | Anjali Vishwanath Gadgil | 1,00,000                                    | 2.73   |
| 6.     | Rohini Uday Kalkundrikar | 1,00,000                                    | 2.73   |
| 7.     | Aditya Amit Modak        | 1,00,000                                    | 2.73   |
|        | <b>Total</b>             | <b>36.60,000</b>                            | <b>100.00</b>  |

<sup>(1)(2)</sup>Based on the beneficiary position statement dated February 6, 2026.

- (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 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 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 Red Herring Prospectus, our Company has 138 shareholders.
17. As on the date of this 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 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 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 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 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, 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 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 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 ₹3,800 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; and
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 | 354.00                               |
| 3.    | General corporate purposes <sup>(1)</sup>   | [●]                                  |
|       | <b>Net Proceeds <sup>(1)</sup></b>  | <b>[●]</b>                           |

<sup>(1)</sup> 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:

*(in ₹ million)*

| 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                             | 243.14  | 1,641.05  | 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 | 354.00                               | 23.60   | 212.40  | 118.00  |

| 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 |
|-------|---|--------------------------------------|---|---|---|
| 3.    | General corporate purposes <sup>(1)</sup> | [●]                                  | [●]   | [●]   | [●]   |
|       | <b>Net Proceeds <sup>(1)</sup></b>        | [●]                                  | [●]   | [●]   | [●]   |

<sup>(1)</sup> 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 114.

### 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 on the date of this Red Herring Prospectus, we have 34 Stores, across 25 cities in Maharashtra, Karnataka and Gujarat. Out of 34 Stores, one store is a brand-exclusive store which is owned and operated by us under COCO model aggregating to 48.00 running feet and 33 stores are currently in the shop-in-shop format aggregating 599.15 running feet 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.

Majority of our current business operations are carried on pursuant to the Franchise Agreement dated February 1, 2025, as amended pursuant to the amendment agreement dated June 26, 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 Franchise 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 Red Herring Prospectus, we operate 32 stores on a franchise owned and company operated basis (“FOCO”), 1 store on a franchise owned and franchise operated basis (“FOFO”), and 1 store is company owned company operated basis (“COCO”). For further details of our Stores, see “*Our Business – Our Stores*” on page 216. 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 216.

As part of our strategy to expand our footprint in across India and strengthen brand recall, we believe it is essential to further establish brand-exclusive stores that sell products under our flagship brand “Reva”. Owning and operating our own stores allows us to have greater control over the customer experience, ensure consistent brand presentation and optimise product placement. It also enables 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**”). The New Stores proposed to be established will be set up on leased premises. These New Stores will follow the COCO model, wherein our Company will incur the capital expenditure towards store fit-outs, fixtures, furniture and related infrastructure, and the operations of the stores will be managed entirely by our Company’s employees.

Our Company pays only commission for the shop-in-shop (SIS) presence within our Corporate Promoter’s stores as per the Franchise Agreement as amended pursuant to the amendment agreement dated June 26, 2025, there are significant limitations to this model including further expansion possible through existing SIS model. Our Corporate Promoter owns and operates 33 stores which already house counters for our Company to retail our flagship “Reva” brand in a shop-in-shop format. For further details, please 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 243. Therefore, our Company is not in a position to further scale its business through this route.

As per the company commissioned CARE Report, the diamond jewellery segment in India is undergoing growth, supported by rising disposable income and aspirational middle-class consumers, increased demand for branded and certified diamond jewellery and urbanization and growing preference for organized retail. Furthermore, with customers preferring recognised brands, an active expansion strategy (by expanding our own brand-exclusive stores) would be more beneficial than a passive expansion strategy (relying on our Corporate Promoter to open new stores).

In order to leverage this favorable macroeconomic environment, timely and scalable expansion is critical. Continuing to rely solely on SIS channels would delay market capture and result in opportunity loss in high-potential geographies.

Furthermore, majority of our current Stores are run in the shop-in-shop format where we have dedicated counters within multi-brand stores owned by our Corporate Promoter. These counters offer limited floor space, which restricts our ability to display the full range of diamond jewellery. This directly impacts upselling potential.

The decision to expand and open more brand-exclusive stores is thus a strategic investment aligned with shareholder value creation. It ensures our Company does not remain constrained by a fully tapped SIS model and can fully capitalize on favorable industry dynamics. While it introduces rental costs, the long-term benefits in terms of accelerated growth, stronger margins, and brand value creation are expected to significantly outweigh the expenses.

Our Company intends to establish standalone retail outlets under the “Reva” brand which will be owned and operated by our Company, in order to strengthen our presence in the organized diamond jewellery segment while aligning with our long-term growth and brand positioning objectives. By setting up these New Stores, our Company intends to enhance market reach and cater to the increasing demand for diamond jewellery offerings, particularly in emerging urban and semi-urban cities.

This initiative is also driven by the broader industry trend where consumers, especially in the diamond jewellery segment, exhibit a preference for specialized brands that demonstrate clear category expertise (*Source: CARE Report – “Market Size of the Diamond Industry in India” on page 194*). In purchases such as wedding or festive jewellery, trust, brand recall and product differentiation play a crucial role.

Establishing Reva as an independent, focused diamond jewellery brand allows our Company to strengthen consumer confidence and position itself as a destination for high-quality, thoughtfully designed diamond and semi-precious stone jewellery. This strategy is in line with practices adopted by several leading jewellery players, who have either launched or acquired distinct brand identities to serve focused product verticals within their larger business portfolios.

To support this expansion, our Company plans to roll out the New Stores in varied formats and sizes, based on the demographic profile, location potential and commercial viability of each market. While flagship stores under the large store format are expected to be approximately 1,500 square feet to accommodate a comprehensive product display and offer a full-fledged brand experience, small format stores and medium format stores may be deployed in select markets to optimise space utilization and capital efficiency. The store design across all formats will focus on providing an engaging customer experience, with space for product zoning, comfortable browsing and operational support.

As of September 30, 2025, we offer 13 distinct jewellery collections, each representing a newly conceptualized and curated design line developed around specific themes, seasonal trends and aesthetics. These collections are typically launched during festive and high-demand periods such as Diwali, Dussehra and the wedding season, with the objective of creating market excitement, attracting new customers and enhancing overall brand visibility. However, these 13 collections do not constitute the full extent our Company’s inventory or revenue contribution. They are limited-edition assortments made available for a finite duration and sold until inventory is exhausted.

In addition to these distinct jewellery collections which are introduced each Fiscal, our Company offers a consistent and replenishable range of products that are available across all seasons. This includes classic designs, bestsellers and generic pieces that cater to regular consumer demand. These products are strategically stocked and

merchandised based on store size, customer demographics and location-specific preferences. Together, the seasonal collections and the core inventory create a balanced, comprehensive product offering that supports customer engagement, operational efficiency and long-term revenue growth across our Company's retail footprint.

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                          | 0                                      | 3                                      | 1                                      |
| Medium format stores (1,200 square feet)       | 6                          | 0                                      | 4                                      | 2                                      |
| Large format stores (1,500 square feet stores) | 5                          | 1                                      | 2                                      | 2                                      |
| <b>Total number of New Stores</b>              | <b>15</b>                  | <b>1</b>                               | <b>9</b>                               | <b>5</b>                               |

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 1,000 square feet (small format stores), 1,200 square feet (medium format stores) and 1,500 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  |

| 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)* |
|---|---|--|---|
| <b>Total amount to be deployed for setting up of New Stores</b> |   | <b>15</b>  | <b>2,865.64</b>   |

\*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.

Our Company has not yet entered into any definitive agreements or placed purchase orders for the interiors and miscellaneous fittings proposed to be purchased as part of the Objects of the Issue. Accordingly, there may be potential time and/or cost overruns in relation to such purchases.

We have not entered into any lease/license agreements for the New Stores as on the date of this 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 1,000 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 1,200 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 1,500 square feet); (iv) quotations received from certain vendors and contractors and (v) a certificate from Joshi & Sahney, Chartered Accountants, 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.

We intend to use part of the Net Proceeds allocated for this Object as set out below:

| Sr No | Expense category                                 | Small format store (in ₹ million) | Medium format store (in ₹ million) | Large format store (in ₹ million) | Total estimated cost (in ₹ million) |
|-------|--|-----------------------------------|------------------------------------|-----------------------------------|-------------------------------------|
| a.    | Civil and interior works (A)                     | 9.99 per New Store                | 10.80 per New Store                | 13.22 per New Store               | 170.86                              |
| b.    | Electrical works and light fittings (B)          | 0.75 per New Store                | 0.83 per New Store                 | 1.01 per New Store                | 13.03                               |
| c.    | Certain equipment fit-outs (C)                   | 2.59 per New Store                | 2.59 per New Store                 | 2.59 per New Store                | 38.85                               |
| d.    | Consultancy charges of Independent Architect (D) | 1.33 per New Store                | 1.42 per New Store                 | 1.68 per New Store                | 22.24                               |
|       | <b>Total (A+B+C+D)*Number of New Stores</b>      | 58.64 for 4 New Stores            | 93.84 for 6 New Stores             | 92.50 for 5 New Stores            | <b>244.98 for 15 New Stores</b>     |

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

##### Small 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 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.

#### **Civil and interior work**

(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 |
|--------|--|--|----------------------|--|-------------------------------------|-------------------|-----------------------|
|        | Civil, interior, electrical and painting work <sup>(1)</sup> | 8.26   | 1.49                 | 9.75   | K.G. Interiors                      | May 15, 2025      | May 15, 2026          |
|        | Font name board and internal branding work <sup>(2)</sup>    | 0.20   | 0.04                 | 0.24   | Wedha Communication Private Limited | May 23, 2025      | May 23, 2026          |
|        | <b>Total cost (A)</b>  | <b>8.46</b>  | <b>1.53</b>          | <b>9.99</b>                                    |                                     |                   |                       |

\*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.

#### **Electrical works and light fittings**

(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      | Exterior LED screen for branding <sup>(1)</sup> | 0.20   | 0.05                 | 0.25   | Vishwanjali Technology Private Limited | May 15, 2025      | June 30, 2026         |
| 2      | Air-conditioning work <sup>(2)</sup>            | 0.40   | 0.10                 | 0.50   | Raisoni Cooltech                       | May 10, 2025      | May 10, 2026          |
|        | <b>Total cost (B)</b>                           | <b>0.60</b>  | <b>0.15</b>          | <b>0.75</b>                                    |  |                   |                       |

\*Amount rounded off to two decimal figures

(1) Exterior LED screen for branding includes visual display units, controller, fabrication, screen installation, software installation and training and transportation costs

(2) Air conditioning includes Mitsubishi invertors, pipe and cables and installation charges

#### **Equipment fitouts**

(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.     | CCTV system <sup>(1)</sup>                   | 0.08   | 0.01                 | 0.09   | Patronics Systems | May 15, 2025      | May 15, 2026          |
| 2.     | Burglar cum fire alarm system <sup>(2)</sup> | 0.03   | 0.00                 | 0.03   | Patronics Systems | May 15, 2025      | May 15, 2026          |

| 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 |
|--------|--|--|----------------------|--|---|-------------------|-----------------------|
| 3.     | Diesel genset – KOEL make <sup>(3)</sup>             | 0.63   | 0.11                 | 0.74   | D V Brahme & Sons Sales & Service Private Limited | May 14, 2025      | May 10, 2026          |
| 4.     | Weighing scales – Mettler Toledo make <sup>(4)</sup> | 0.13   | 0.02                 | 0.15   | Genius Technology                                 | May 15, 2025      | May 15, 2026          |
| 5.     | Computer and printers <sup>(5)</sup>                 | 0.25   | 0.04                 | 0.29   | Genius Computers                                  | May 15, 2025      | May 15, 2026          |
| 6.     | Carat meter testing machine <sup>(6)</sup>           | 1.09   | 0.20                 | 1.29   | Ashlyn Chemunoor Instruments Private Limited      | May 15, 2025      | May 11, 2026          |
|        | <b>Total cost (C)</b>                                | <b>2.21</b>  | <b>0.38</b>          | <b>2.59</b>                                    |   |                   |                       |

\*Amount rounded off to two decimal figures

(1) 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

(2) Burglar cum fire alarm system includes motion detector sensor, door sensor, panic switch, siren, smoke detector sensor with base – ravel, response inductor and installation and freight charges

(3) Diesel genset – KOEL make includes 58.5 KVA diesel engine and alternator with base frame, fuel tank and batteries and control panel with controller unit

(4) Weighing scales includes mettler toledo make weighing scales

(5) Computers and printers include HP computers along with laser printers and barcode scanners

(6) Carat mater testing machine includes EDXRF spectrum analyzer

#### Consultancy charges

(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.     | Consultancy charges for each New Store under Small Format Store | 1.13   | 0.20                 | 1.33   | Satish Joshi, Archicon Design | May 24, 2025      | -                     |
|        | <b>Total cost (D)</b>   | <b>1.13</b>  | <b>0.20</b>          | <b>1.33</b>                                    |                               |                   |                       |

\*Amount rounded off to two decimal figures

#### Total cost for setting up a small format store

(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)* |
|--------|---|--|----------------------|--|
| 1      | Civil and interior works (A)            | 8.46   | 1.53                 | 9.99   |
| 2      | Electrical works and light fittings (B) | 0.60   | 0.15                 | 0.75   |
| 3      | Equipment fitouts (C)                   | 2.21   | 0.38                 | 2.59   |
| 4      | Consultancy charges (D)                 | 1.13   | 0.20                 | 1.33   |
|        | <b>Total cost (A+B+C+D)</b>             | <b>12.40</b>   | <b>2.26</b>          | <b>14.66</b>                                   |

\*Amount rounded off to two decimal figures

## 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.

### *Civil and interior works*

(in ₹ million)

| Sr No. | Particulars  | Total amount for New Store under Medium 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 <sup>(1)</sup> | 8.95  | 1.61                 | 10.56  | K.G. Interiors                      | May 16, 2025      | May 16, 2026          |
| 2      | Font name board and internal branding work <sup>(2)</sup>    | 0.20  | 0.04                 | 0.24   | Wedha Communication Private Limited | May 23, 2025      | May 23, 2026          |
|        | <b>Total cost</b>  | <b>9.15</b>   | <b>1.65</b>          | <b>10.80</b>                                   |                                     |                   |                       |

\*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

### *Electrical works and light fittings*

(in ₹ million)

| Sr No. | Particulars                                     | Total amount for New Store under Medium Format Store* | Total amount of GST* | Total amount for New Store (inclusive of GST)* | Name of vendor                         | Date of quotation | Validity of quotation |
|--------|---|---|----------------------|--|--|-------------------|-----------------------|
| 1      | Exterior LED screen for branding <sup>(1)</sup> | 0.20  | 0.05                 | 0.25   | Vishwanjali Technology Private Limited | May 15, 2025      | June 30, 2026         |
| 2      | Air-conditioning work <sup>(2)</sup>            | 0.46  | 0.12                 | 0.58   | Raisoni Cooltech                       | May 10, 2025      | May 10, 2026          |
|        | <b>Total cost</b>                               | <b>0.66</b>   | <b>0.17</b>          | <b>0.83</b>                                    |  |                   |                       |

\*Amount rounded off to two decimal figures

(1) Exterior LED screen for branding includes visual display units, controller, fabrication, screen installation, software installation and training and transportation costs

(2) Air conditioning includes Mitsubishi invertors, pipe and cables and installation charges

### *Equipment fitouts*

(in ₹ million)

| Sr No. | Particulars                                  | Total amount for New Store under Medium Format Store* | Total amount of GST* | Total amount for New Store (inclusive of GST)* | Name of vendor    | Date of quotation | Validity of quotation |
|--------|--|---|----------------------|--|-------------------|-------------------|-----------------------|
| 1      | CCTV system <sup>(1)</sup>                   | 0.08  | 0.01                 | 0.09   | Patronics Systems | May 15, 2025      | May 15, 2026          |
| 2      | Burglar cum fire alarm system <sup>(2)</sup> | 0.03  | 0.00                 | 0.03   | Patronics Systems | May 15, 2025      | May 15, 2026          |

| Sr No. | Particulars  | Total amount for New Store under Medium Format Store* | Total amount of GST* | Total amount for New Store (inclusive of GST)* | Name of vendor                                    | Date of quotation | Validity of quotation |
|--------|--|---|----------------------|--|---|-------------------|-----------------------|
| 3      | Diesel genset – KOEL make <sup>(3)</sup>             | 0.63  | 0.11                 | 0.74   | D V Brahme & Sons Sales & Service Private Limited | May 14, 2025      | May 10, 2026          |
| 4      | Weighing scales – Mettler Toledo make <sup>(4)</sup> | 0.13  | 0.02                 | 0.15   | Genius Technology                                 | May 15, 2025      | May 15, 2026          |
| 5      | Computer and printers <sup>(5)</sup>                 | 0.25  | 0.04                 | 0.29   | Genius Computers                                  | May 15, 2025      | May 15, 2026          |
| 6      | Carat meter testing machine <sup>(6)</sup>           | 1.09  | 0.20                 | 1.29   | Ashlyn Chemunoor Instruments Private Limited      | May 15, 2025      | May 11, 2026          |
|        | <b>Total cost (C)</b>                                | <b>2.21</b>   | <b>0.38</b>          | <b>2.59</b>                                    |   |                   |                       |

\*Amount rounded off to two decimal figures

(1) 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

(2) Burglar cum fire alarm system includes motion detector sensor, door sensor, panic switch, siren, smoke detector sensor with base – ravel, response inductor and installation and freight charges

(3) Diesel genset – KOEL make includes 58.5KVA diesel engine and alternator with base frame, fuel tank and batteries and control panel with controller unit

(4) Weighing scales includes mettler toledo make weighing scales

(5) Computers and printers include HP computers along with laser printers and barcode scanners

(6) Carat mater testing machine includes EDXRF spectrum analyzer

### Consultancy charges

(in ₹ million)

| Sr No. | Particulars   | Total amount for New Store under Medium Format Store* | Total amount of GST* | Total amount for New Store (inclusive of GST)* | Name of vendor                | Date of quotation | Validity of quotation |
|--------|---|---|----------------------|--|-------------------------------|-------------------|-----------------------|
| 1      | Consultancy charges for each New Store under Small Format Store | 1.20  | 0.22                 | 1.42   | Satish Joshi, Archicon Design | May 24, 2025      | -                     |
|        | <b>Total cost (D)</b>   | <b>1.20</b>   | <b>0.22</b>          | <b>1.42</b>                                    |                               |                   |                       |

\*Amount rounded off to two decimal figures

### Total cost for setting up a medium format store

(in ₹ million)

| Sr No. | Particulars                             | Total amount for New Store under Medium Format Store* | Total amount of GST* | Total amount for New Store (inclusive of GST)* |
|--------|---|---|----------------------|--|
| 1      | Civil and interior works (A)            | 9.15  | 1.65                 | 10.80  |
| 2      | Electrical works and light fittings (B) | 0.66  | 0.17                 | 0.83   |
| 3      | Equipment fitouts (C)                   | 2.21  | 0.38                 | 2.59   |
| 4      | Consultancy charges (D)                 | 1.20  | 0.22                 | 1.42   |
|        | <b>Total cost (A+B+C+D)</b>             | <b>13.22</b>  | <b>2.42</b>          | <b>15.64</b>                                   |

\*Amount rounded off to two decimal figures

### Large format stores

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.

#### *Civil and interior works*

(in ₹ million)

| Sr No. | Particulars                                       | Total amount for New Store under Large 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 (1) | 11.01  | 1.98                 | 12.99  | K.G. Interiors                      | May 16, 2025      | May 16, 2026          |
| 2      | Font name board and internal branding work (2)    | 0.20   | 0.03                 | 0.23   | Wedha Communication Private Limited | May 23, 2025      | May 23, 2026          |
|        | <b>Total Cost (A)</b>                             | <b>11.21</b>   | <b>2.01</b>          | <b>13.22</b>                                   |                                     |                   |                       |

\*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

#### *Electrical works and light fittings*

(in ₹ million)

| Sr No. | Particulars                      | Total amount for New Store under Large Format Store* | Total amount of GST* | Total amount for New Store (inclusive of GST)* | Name of vendor                         | Date of quotation | Validity of quotation |
|--------|----------------------------------|--|----------------------|--|--|-------------------|-----------------------|
| 1      | Exterior LED screen for branding | 0.20   | 0.05                 | 0.25   | Vishwanjali Technology Private Limited | May 15, 2025      | June 30, 2026         |
| 2      | Air-conditioning work            | 0.60   | 0.16                 | 0.76   | Raisoni Cooltech                       | May 10, 2025      | May 10, 2026          |
|        | <b>Total cost (B)</b>            | <b>0.80</b>  | <b>0.21</b>          | <b>1.01</b>                                    |  |                   |                       |

\*Amount rounded off to two decimal figures

(1) Exterior LED screen for branding includes visual display units, controller, fabrication, screen installation, software installation and training and transportation costs

(2) Air conditioning includes Mitsubishi invertors, pipe and cables and installation charges

#### *Equipment fitouts*

(in ₹ million)

| Sr No. | Particulars                           | Total amount for New Store under Large Format Store* | Total amount of GST* | Total amount for New Store (inclusive of GST)* | Name of vendor                                     | Date of quotation | Validity of quotation |
|--------|---------------------------------------|--|----------------------|--|--|-------------------|-----------------------|
| 1      | CCTV system                           | 0.08   | 0.01                 | 0.09   | Patronics Systems                                  | May 15, 2025      | May 15, 2026          |
| 2      | Burglar cum fire alarm system         | 0.03   | 0.00                 | 0.03   | Patronics Systems                                  | May 15, 2025      | May 15, 2026          |
| 3      | Diesel genset – KOEL make             | 0.63   | 0.11                 | 0.74   | D V Brahmhe & Sons Sales & Service Private Limited | May 14, 2025      | May 10, 2026          |
| 4      | Weighing scales – Mettler Toledo make | 0.13   | 0.02                 | 0.15   | Genius Technology                                  | May 15, 2025      | May 15, 2026          |
| 5      | Computer and printers                 | 0.25   | 0.04                 | 0.29   | Genius Computers                                   | May 15, 2025      | May 15, 2026          |
| 6      | Carat meter testing machine           | 1.09   | 0.20                 | 1.29   | Ashlyn Chemunoor Instruments Private Limited       | May 15, 2025      | May 11, 2026          |
|        | <b>Total cost (C)</b>                 | <b>2.21</b>  | <b>0.38</b>          | <b>2.59</b>                                    |  |                   |                       |

\*Amount rounded off to two decimal figures

(1) 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

(2) Burglar cum fire alarm system includes motion detector sensor, door sensor, panic switch, siren, smoke detector sensor with base – ravel, response indicator and installation and freight charges

(3) Diesel genset – KOEL make includes 58.5KVA diesel engine and alternator with base frame, fuel tank and batteries and control panel with controller unit

(4) Weighing scales includes mettler toledo make weighing scales

(5) Computers and printers include HP computers along with laser printers and barcode scanners

(6) Carat mater testing machine includes EDXRF spectrum analyzer

### Consultancy charges

(in ₹ million)

| Sr No. | Particulars   | Total amount for New Store under Large Format Store* | Total amount of GST* | Total amount for New Store (inclusive of GST)* | Name of vendor                | Date of quotation | Validity of quotation |
|--------|---|--|----------------------|--|-------------------------------|-------------------|-----------------------|
| 1      | Consultancy charges for each New Store under Small Format Store | 1.42   | 0.26                 | 1.68   | Satish Joshi, Archicon Design | May 24, 2025      | -                     |
|        | <b>Total cost (D)</b>   | <b>1.42</b>  | <b>0.26</b>          | <b>1.68</b>                                    |                               |                   |                       |

\*Amount rounded off to two decimal figures

### Total cost for setting up a large format store

(in ₹ million)

| Sr No. | Particulars                             | Total amount for New Store under Large Format Store* | Total amount of GST* | Total amount for New Store (inclusive of GST)* |
|--------|---|--|----------------------|--|
| 1      | Civil and interior works (A)            | 11.21  | 2.01                 | 13.22  |
| 2      | Electrical works and light fittings (B) | 0.80   | 0.21                 | 1.01   |
| 3      | Equipment fitouts (C)                   | 2.21   | 0.38                 | 2.59   |

| Sr No. | Particulars                 | Total amount for New Store under Large Format Store* | Total amount of GST* | Total amount for New Store (inclusive of GST)* |
|--------|-----------------------------|--|----------------------|--|
| 4      | Consultancy charges (D)     | 1.42   | 0.26                 | 1.68   |
|        | <b>Total cost (A+B+C+D)</b> | <b>15.64</b>   | <b>2.86</b>          | <b>18.50</b>                                   |

\*Amount rounded off to two decimal figures

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 242. 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 ₹1,627.67 million 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 November 7, 2025 provided by Satish Joshi, Archicon Design, an independent architect firm, the running length of counters at our existing Stores, as on the date of this Red Herring Prospectus is 647.15 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 ₹2,620.68 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. The table below sets out the inventory requirements for the 15 stores:

(in ₹ million, unless stated otherwise)

| Store Format                            | Running length of counters in each new store under this format | Inventory required for each new store under this format* | Backend inventory required for each new store under such format* | Total inventory required for each new store under this format | Number of New Stores under such format | Total inventory for each Store Format |
|---|--|--|--|---|--|---------------------------------------|
| Small format store (1,000 square feet)  | 48 running feet  | 106.97   | 42.79  | 149.76  | 4                                      | 599.02                                |
| Medium format store (1,200 square feet) | 48 running feet  | 106.97   | 42.79  | 149.76  | 6                                      | 898.51                                |
| Large format store (1,500 square feet)  | 72 running feet  | 160.45   | 64.18  | 224.63  | 5                                      | 1,123.15                              |
| <b>Total</b>                            |  |  |  |   | <b>15</b>                              | <b>2,620.68</b>                       |

\* The effective inventory requirement per running foot, including backend inventory (being 40% of the inventory at each store), is approximately ₹3.12 million per running foot as certified pursuant to the certificate dated February 10, 2026 provided by Joshi & Sahney, the independent chartered accountants.

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:

#### Small format stores

Under the small format stores of 1,000 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:

(in ₹ million, unless stated otherwise)

| 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  | 0           | 3           | 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)        | 0.00        | 320.90      | 106.97        |
| 40% of total inventory required for backend to be deployed each Fiscal (in ₹ million)                               | 0.00        | 128.36      | 42.79         |
| <b>Estimated Total inventory cost for proposed New Store having counters of 48 running feet each (in ₹ million)</b> |             |             | <b>599.02</b> |

Pursuant to the certificate dated February 10, 2026 provided by Joshi & Sahney, the independent chartered accountants.

#### Medium format stores

Under the medium format stores of 1,200 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:

(in ₹ million, unless stated otherwise)

| 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  | 0           | 4           | 2             |
| 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                       | 0.00        | 427.86      | 213.93        |
| 40% of total inventory required for backend to be deployed each Fiscal (in ₹ million)                               | 0.00        | 171.15      | 85.57         |
| <b>Estimated Total inventory cost for proposed New Store having counters of 48 running feet each (in ₹ million)</b> |             |             | <b>898.51</b> |

Pursuant to the certificate dated February 10, 2026 provided by Joshi & Sahney, the independent chartered accountants.

#### Large format stores

Under the large format stores of 1,500 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:

(in ₹ million, unless stated otherwise)

| 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) | 160.45      | 320.90      | 320.90          |
| 40% of total inventory required for backend to be deployed each Fiscal (in ₹ million)                            | 64.18       | 128.36      | 128.36          |
| <b>Estimated Total inventory cost for proposed New Store having counters of 72</b>                               |             |             | <b>1,123.15</b> |

| Particulars                      | Fiscal 2026 | Fiscal 2027 | 2028 |
|----------------------------------|-------------|-------------|------|
| running feet each (in ₹ million) |             |             |      |

Pursuant to the certificate dated February 10, 2026 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. The table below sets out the details of materials approvals in relation to our business and operation:

| Sr No | Particulars   | Location                        | Certificate/<br>Application<br>Number | Issuing<br>Authority                           | Date of<br>Issue | Validity |
|-------|---|---------------------------------|---------------------------------------|--|------------------|----------|
| 1.    | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Registered and Corporate Office | 2531000319676813                      | Office of Deputy Commissioner of Labour        | January 27, 2025 | -        |
| 2.    | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Chinchwad, Maharashtra          | 2531000319667707                      | Shop Inspector Office, Chinchwad               | January 24, 2025 | -        |
| 3.    | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Nashik, Maharashtra             | 2520600319667689                      | Office of Deputy Commissioner of Labour        | January 24, 2025 | -        |
| 4.    | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Satara road, Maharashtra        | 2531000319669840                      | Office of Deputy Commissioner of Labour        | January 24, 2025 | -        |
| 5.    | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Sinhagad road, Maharashtra      | 2531000319681489                      | Office of Deputy Commissioner of Labour        | January 28, 2025 | -        |
| 6.    | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Satara, Maharashtra             | 2531400319672063                      | Office of the Assistant Commissioner of Labour | January 25, 2025 | -        |
| 7.    | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Aundh, Maharashtra              | 2531000319669859                      | Office of Deputy Commissioner of Labour        | January 24, 2025 | -        |

| Sr No | Particulars   | Location                 | Certificate/<br>Application<br>Number | Issuing<br>Authority                           | Date of<br>Issue | Validity |
|-------|---|--------------------------|---------------------------------------|--|------------------|----------|
| 8.    | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Solapur, Maharashtra     | 2531100319669738                      | Office of the Assistant Commissioner of Labour | January 24, 2025 | -        |
| 9.    | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Bhosari, Maharashtra     | 2531000319669754                      | Shop Inspector Office, Chinchwad               | January 24, 2025 | -        |
| 10.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Dhule, Maharashtra       | 2520900319672014                      | Office of Government Labour Officer            | January 25, 2025 | -        |
| 11.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Sangmner, Maharashtra    | 2520700319669881                      | Office of the Assistant Commissioner of Labour | January 24, 2025 | -        |
| 12.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Amravati, Maharashtra    | 2552700319671956                      | Office of Assistant Commissioner of Labour     | January 25, 2025 | -        |
| 13.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Beed, Maharashtra        | 2542100319671930                      | Office of Government Labour Officer            | January 25, 2025 | -        |
| 14.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Narayngoan, Maharashtra  | 2531000319669908                      | Office of Deputy Commissioner of Labour        | January 24, 2025 | -        |
| 15.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Nashik road, Maharashtra | 2520600319672044                      | Office of Deputy Commissioner of Labour        | January 25, 2025 | -        |
| 16.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Shirur, Maharashtra      | 2531000319671937                      | Shop Inspector Office, Shirur                  | January 25, 2025 | -        |
| 17.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Kothrud, Maharashtra     | 2531000319672076                      | Office of Deputy Commissioner of Labour        | January 25, 2025 | -        |
| 18.   | Registration certificate under the Maharashtra                                    | Pandharpur, Maharashtra  | 2531100319669818                      | Office of the Assistant Commissioner           | January 24, 2025 | -        |

| Sr No | Particulars   | Location                 | Certificate/<br>Application<br>Number | Issuing<br>Authority                       | Date of<br>Issue | Validity |
|-------|---|--------------------------|---------------------------------------|--|------------------|----------|
|       | Shops and Establishments Act, 2017  |                          |                                       | of Labour                                  |                  |          |
| 19.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Nandurbar, Maharashtra   | 2523800319667570                      | Shop Inspector Office, Shahada             | January 24, 2025 | -        |
| 20.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Jalgaon, Maharashtra     | 2520800319669801                      | Office of Assistant Commissioner of Labour | January 24, 2025 | -        |
| 21.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Wardha, Maharashtra      | 2553000319672251                      | Office of Government Labour Officer        | January 25, 2025 | -        |
| 22.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Parbhani, Maharashtra    | 2542000319667636                      | Office of the Government Labour Officer    | January 24, 2025 | -        |
| 23.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Dharashiv, Maharashtra   | 2541800319672026                      | Office of Government Labour Officer        | January 25, 2025 | -        |
| 24.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Shirdi, Maharashtra      | 2520700319669767                      | Shop Inspector Office, Kopargaon           | January 24, 2025 | -        |
| 25.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Phaltan, Maharashtra     | 2531400319667656                      | Shop Inspector Office, Phaltan             | January 24, 2025 | -        |
| 26.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Badlapur, Maharashtra    | 2510200319667603                      | Shop Inspector Office, Ambernath           | January 24, 2025 | -        |
| 27.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Dombivali, Maharashtra   | 2510200319669785                      | Shop Inspector Office, Dombivali           | January 24, 2025 | -        |
| 28.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017 | Viman Nagar, Maharashtra | 2531000319667548                      | Office of Deputy Commissioner of Labour    | January 24, 2025 | -        |

| Sr No | Particulars  | Location                | Certificate/<br>Application<br>Number | Issuing<br>Authority                        | Date of<br>Issue  | Validity       |
|-------|--|-------------------------|---------------------------------------|---|-------------------|----------------|
| 29.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017                                      | Talegaon, Maharashtra   | 2531000319691710                      | Shop Inspector Office, Talegaon             | January 30, 2025  | -              |
| 30.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017                                      | Thane, Maharashtra      | 2510200319774372                      | Office of the Deputy Commissioner of Labour | February 20, 2025 | -              |
| 31.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017                                      | Laxmi Road, Maharashtra | 2531000319825786                      | Office of the Deputy Commissioner of Labour | March 6, 2025     | -              |
| 32.   | Intimation under the Maharashtra Shops and Establishment (Regulation of Employment and Condition of Service) Act, 2017 | Mumbai, Maharashtra     | 890941152 / GS Ward / Shop I          | Municipal Corporation of Greater Mumbai     | February 2, 2025  | -              |
| 33.   | Registration certificate under the Gujarat Shops and Establishments Act, 2019  | Vadodara, Gujarat       | I-B-W08-0011921                       | Vadodara Municipal Corporation              | March 27, 2025    | -              |
| 34.   | Trade Licence  | Kalabulargi, Karnataka  | GLB-TL-529727-2024-25                 | Government of Karnataka                     | April 1, 2025     | March 31, 2026 |
| 35.   | Registration certificate under the Maharashtra Shops and Establishments Act, 2017                                      | Wakad, Pune             | 2531000320380049                      | Office of Deputy Commissioner of Labour     | September 3, 2025 | -              |
| 36.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016              | Shirdi, Maharashtra     | HM/C-7591075727                       | Bureau of Indian Standards                  | February 1, 2025  | -              |
| 37.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016              | Talegaon, Maharashtra   | HM/C-7591074321                       | Bureau of Indian Standards                  | January 30, 2025  | -              |
| 38.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016              | Thane, Maharashtra      | HM/C-7890490714                       | Bureau of Indian Standards                  | January 30, 2025  | -              |
| 39.   | Certificate of   | Amravati,               | HM/C-7490341819                       | Bureau of                                   | January           | -              |

| Sr No | Particulars   | Location               | Certificate/<br>Application<br>Number | Issuing<br>Authority       | Date of<br>Issue | Validity |
|-------|---|------------------------|---------------------------------------|----------------------------|------------------|----------|
|       | registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016                | Maharashtra            |                                       | Indian Standards           | 30, 2025         |          |
| 40.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Badlapur, Maharashtra  | HM/C-7890490815                       | Bureau of Indian Standards | January 30, 2025 | -        |
| 41.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Beed, Maharashtra      | HM/C-7591074422                       | Bureau of Indian Standards | January 30, 2025 | -        |
| 42.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Dhule, Maharashtra     | HM/C-7190293518                       | Bureau of Indian Standards | January 30, 2025 | -        |
| 43.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Dombivali, Maharashtra | HM/C-7890490916                       | Bureau of Indian Standards | January 30, 2025 | -        |
| 44.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Jalgaon, Maharashtra   | HM/C-7490341920                       | Bureau of Indian Standards | January 30, 2025 | -        |
| 45.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Mumbai, Maharashtra    | HM/C-7791346107                       | Bureau of Indian Standards | January 30, 2025 | -        |
| 46.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Nandurbar, Maharashtra | HM/C-7190293619                       | Bureau of Indian Standards | January 30, 2025 | -        |
| 47.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Nashik, Maharashtra    | HM/C-7791346208                       | Bureau of Indian Standards | January 30, 2025 | -        |
| 48.   | Certificate of  | Nashik road,           | HM/C-7791346511                       | Bureau of                  | January          | -        |

| Sr No | Particulars   | Location                           | Certificate/<br>Application<br>Number | Issuing<br>Authority       | Date of<br>Issue | Validity |
|-------|---|------------------------------------|---------------------------------------|----------------------------|------------------|----------|
|       | registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016                | Maharashtra                        |                                       | Indian Standards           | 30, 2025         |          |
| 49.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Dharashiv, Maharashtra             | HM/C-7591074523                       | Bureau of Indian Standards | January 30, 2025 | -        |
| 50.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Pandharpur, Maharashtra            | HM/C-7591074624                       | Bureau of Indian Standards | January 30, 2025 | -        |
| 51.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Phaltan, Maharashtra               | HM/C-7591074725                       | Bureau of Indian Standards | January 30, 2025 | -        |
| 52.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Sinhagad road 2 floor, Maharashtra | HM/C-7591072923                       | Bureau of Indian Standards | January 29, 2025 | -        |
| 53.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Sinhagad road 4 floor, Maharashtra | HM/C-7591073024                       | Bureau of Indian Standards | January 29, 2025 | -        |
| 54.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Chinchwad, Maharashtra             | HM/C-7591073125                       | Bureau of Indian Standards | January 29, 2025 | -        |
| 55.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Satara road, Maharashtra           | HM/C-7591073420                       | Bureau of Indian Standards | January 29, 2025 | -        |
| 56.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Viman nagar, Maharashtra           | HM/C-7591073521                       | Bureau of Indian Standards | January 29, 2025 | -        |
| 57.   | Certificate of  | Narayngoan,                        | HM/C-7591073622                       | Bureau of                  | January          | -        |

| Sr No | Particulars   | Location                 | Certificate/<br>Application<br>Number | Issuing<br>Authority             | Date of<br>Issue    | Validity |
|-------|---|--------------------------|---------------------------------------|----------------------------------|---------------------|----------|
|       | registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016                | Maharashtra              |                                       | Indian Standards                 | 29, 2025            |          |
| 58.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Aundh,<br>Maharashtra    | HM/C-7591073723                       | Bureau of<br>Indian<br>Standards | January<br>29, 2025 | -        |
| 59.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Shirur,<br>Maharashtra   | HM/C-7591073824                       | Bureau of<br>Indian<br>Standards | January<br>29, 2025 | -        |
| 60.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Bhosari,<br>Maharashtra  | HM/C-7591073226                       | Bureau of<br>Indian<br>Standards | January<br>29, 2025 | -        |
| 61.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Kothrud,<br>Maharashtra  | HM/C-7591073319                       | Bureau of<br>Indian<br>Standards | January<br>29, 2025 | -        |
| 62.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Gulbarga,<br>Maharashtra | HM/C-6890287911                       | Bureau of<br>Indian<br>Standards | January<br>31, 2025 | -        |
| 63.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Vadodra,<br>Maharashtra  | HM/C-7190293720                       | Bureau of<br>Indian<br>Standards | January<br>31, 2025 | -        |
| 64.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Solapur,<br>Maharashtra  | HM/C-7591075323                       | Bureau of<br>Indian<br>Standards | January<br>31, 2025 | -        |
| 65.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Wardha,<br>Maharashtra   | HM/C-7490342122                       | Bureau of<br>Indian<br>Standards | January<br>31, 2025 | -        |
| 66.   | Certificate of  | Satara,                  | HM/C-7591075121                       | Bureau of                        | January             | -        |

| Sr No | Particulars   | Location               | Certificate/<br>Application<br>Number | Issuing<br>Authority       | Date of<br>Issue | Validity |
|-------|---|------------------------|---------------------------------------|----------------------------|------------------|----------|
|       | registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016                | Maharashtra            |                                       | Indian Standards           | 31, 2025         |          |
| 67.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Sanagmner, Maharashtra | HM/C-7591074927                       | Bureau of Indian Standards | January 31, 2025 | -        |
| 68.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Parbhani, Maharashtra  | HM/C-7490342021                       | Bureau of Indian Standards | January 30, 2025 | -        |
| 69.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Laxmi Road, Pune       | HM/C-7591091826                       | Bureau of Indian Standards | March 25, 2025   | -        |
| 70.   | Certificate of registration for selling articles with hallmark under Bureau of Indian Standards Act, 2016 | Wakad, Pune            | HM/C-7591133723                       | Bureau of Indian Standards | August 22, 2025  | -        |

The table below sets out the details of labour and commercial approvals in relation to our business and operation:

| Sr No | Particulars   | Certificate<br>/Allotment Number | Issuing<br>Authority  | Date of Issue     | Validity |
|-------|---|----------------------------------|---|-------------------|----------|
| 1.    | Certificate of Registration under Section 5(1) of the Gujarat State Profession, Trade, Calling and Employment Tax Act, 1976                           | PRC020881194                     | Vadodara Municipal Corporation                              | March 28, 2025    | -        |
| 2.    | Registration certificate under the E.S.I.C  | 33001461730000910                | Sub-Regional Office, Employees' State Insurance Corporation | December 20, 2024 | -        |
| 3.    | Certificate of Registration under sub-section (1) of section 5 of the Maharashtra State Tax on Professions, Trades, Callings and Employment Act, 1975 | 27622454774P                     | Maharashtra Sales Tax Department                            | December 21, 2024 | -        |

| Sr No | Particulars  | Certificate /Allotment Number | Issuing Authority                                    | Date of Issue     | Validity |
|-------|--|-------------------------------|--|-------------------|----------|
| 4.    | Certificate of Enrolment under sub-section(2) of sub-section (2A) or sub-section (3) of section 5 the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 | 99455025780P                  | Maharashtra Sales Tax Department                     | January 26, 2025  | -        |
| 5.    | Registration under Employees Provident Fund  | PUPUN3453727000               | Employees Provident Fund Organisation                | December 20, 2024 | -        |
| 6.    | Certificate of Registration issued under Karnataka Tax on Professions, Trades, Callings and Employment Act, 1976   | 398699942                     | Commercial Taxes Department, Government of Karnataka | March 28, 2025    | -        |

For further details, see “Key Regulations and Policies in India” and “Government and Other Approvals” on pages 235 and 361, 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                                   |
| <b>Total</b> |   |                                   | <b>20.94</b>                             | <b>314.10</b>                           |
| <b>GST</b>   |   |                                   | <b>2.71</b>                              | <b>40.65</b>                            |

| Sr. No.      | Particulars | Marketing agency | Amount for each New Store (in ₹ million) | Amount for 15 New Stores (in ₹ million) |
|--------------|-------------|------------------|--|---|
| <b>Total</b> |             |                  | <b>23.65</b>                             | <b>354.75</b>                           |

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 ₹ 354.00 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 (sq cm) | Number of insertions (per newspaper) | 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                  |
| <b>GST @ 5%</b>  |                    |                              |                            |                                      |                            | <b>0.41</b>           |
| <b>Total (A)</b> |                    |                              |                            |                                      |                            | <b>8.57</b>           |

#### Radio

| Sr. No.          | Language               | Station      | Start time / end time (as per 24 hour clock) | Spots (number of advertisements to be played in total) | Duration (seconds per advertisement) | Free Commercial Time (total time in seconds) | Gross ER (rate per 10 seconds) | 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                      |
| <b>GST @ 18%</b> |                        |              |  |  |                                      |  |                                | <b>0.22</b>               |
| <b>Total (B)</b> |                        |              |  |  |                                      |  |                                | <b>1.44</b>               |

#### Television

| Sr No | Network name     | Free Commercial Time (total time in seconds) | 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  |                       |
|       | <b>GST @ 18%</b> |  | <b>1.52</b>           |
|       | <b>Total (C)</b> |  | <b>9.97</b>           |

#### Social media and OTT platforms

| Sr. No. | Platform               | Device       | Campaign duration | Reach (number of devices) | Frequency (number of advertisements per device) | Impression (total count of advertisements) | 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                     |
|         | <b>GST @ 18%</b>       |              |                   |                           |   |  |      | <b>0.56</b>              |
|         | <b>Total (D)</b>       |              |                   |                           |   |  |      | <b>3.67</b>              |

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 for general brand awareness initiatives of our Stores 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 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 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 <sup>1</sup> (in ₹million) | As a % of the total estimated expenses <sup>1</sup> | Issue | As a % of the total Issue size <sup>1</sup> |
|--|---|---|-------|---|
| Book Running Lead Manager's fees   | [●]   | [●]   | [●]   | [●]   |
| Commission/processing fee for SCSBs, Sponsor Bank and Bankers to the Issue. Brokerage, underwriting commission and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs <sup>234 5</sup>   | [●]   | [●]   | [●]   | [●]   |
| 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 RHP | [●]   | [●]   | [●]   | [●]   |
| 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   | [●]   | [●]   | [●]   | [●]   |

| Activity                                 | Estimated expenses <sup>1</sup> (in ₹million) | As a % of the total estimated expenses <sup>1</sup> | Issue | As a % of the total Issue size <sup>1</sup> |
|--|---|---|-------|---|
| - 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* | 0.30% of the Amount Allotted (plus applicable taxes) |
| Portion for Eligible Employees*          | 0.15% of the Amount Allotted (plus applicable taxes) |
| Portion for Non-Institutional Investors* | 0.15% 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.

Selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid book of BSE or NSE. 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* | ₹10.00 per valid Bid cum Application Form (plus applicable taxes) |
| Portion for Eligible Employees*          | ₹10.00 per valid Bid cum Application Form (plus applicable taxes) |
| Portion for Non-Institutional Investors* | ₹10.00 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*  | ₹0.00 (NIL) per valid Bid cum Application Form* (plus applicable taxes). The Sponsor Bank 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 | ₹30.00 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* | 0.30% of the Amount Allotted (plus applicable taxes) |
| Portion for Eligible Employees*          | 0.15% of the Amount Allotted (plus applicable taxes) |

|  |  |
|--|--|
| Portion for Non-Institutional Investors* | 0.15% 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 has appointed 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 this 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 Management, 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, 216, 269 and 329, 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 216.

### 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 269.

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 (Post Bonus)  | 35.21         | 35.21           |
| March 31, 2025 (Pre Bonus)   | 158.43        | 158.43          |
| March 31, 2024               | NA            | NA              |
| March 31, 2023               | NA            | NA              |
| September 30, 2025*          | 9.21          | 9.21            |

\* Not annualised

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) 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.
- (4) EPS is Adjusted for Issue of Bonus Shares in accordance with IND AS 33.
- (5) The Company at its Board Meeting held on April 28, 2025 had 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 was May 16, 2025. The bonus issue was 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     | 80.96     |
| Lowest      | 15.74     |
| Average     | 43.23     |

Source:

- 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, 2025, submitted to stock exchanges. Industry Peer are as identified by management of the company.
- P/E Ratio for the peer group has been computed based on the closing market price of equity shares on NSE as on February 6, 2026, divided by the diluted EPS for Fiscal 2025.

## 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      |
| <b>Weighted Average</b>      | <b>(36.51)</b>   | <b>43.95</b>  |        |
| September 30, 2025*          | 16.73  | 7.56  |        |

\* Not Annualised

Notes:

- Return on Net Worth (%) = Net profit after tax, as per restated financials / Net worth as per restated financials as at year end.
- 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.
- 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.
- 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 depreciation 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 September 30, 2025                         | 55.02  | 121.86   |
| As on March 31, 2025 (Post Bonus) <sup>(3)</sup> | 45.82  | 112.66   |
| As on March 31, 2025 (Pre Bonus)                 | 206.19   | 506.95   |
| As on March 31, 2024 <sup>(4)</sup>              | NA   | NA   |
| As on March 31, 2023 <sup>(4)</sup>              | NA   | NA   |

After the Issue

| Period ended         | NAV per Equity Share (in rupees) (including Capital Reserve) | NAV per Equity Share (in rupees) (excluding Capital Reserve) |
|----------------------|--|--|
| - 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.

(4) No NAV per equity 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.

## 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 2025 (in ₹ million) unless the Fiscal is specifically mentioned | Face value (₹ per share) | Closing price on February 6, 2026 (in ₹) | EPS (₹) |         | NAV (per share) (in ₹) | P/E Ratio | RoNW (in %) |
|------------------------------------|--|--------------------------|--|---------|---------|------------------------|-----------|-------------|
|                                    |  |                          |  | Basic   | Diluted |                        |           |             |
| Our Company                        | 2,581.83   | 10                       | NA                                       | 35.21*  | 35.21*  | 45.82^                 | NA        | 59.36#      |
| Tribhovandas Bhimji Zaveri Limited | 26,204.84  | 10                       | 161.30                                   | 10.25   | 10.25   | 98.49                  | 15.74     | 10.41       |
| Thangamayil Jewellery Limited      | 49,105.80  | 10                       | 3,400.20                                 | 42.00   | 42.00   | 390.03                 | 80.96     | 10.77       |
| Senco Gold Limited                 | 63,280.72  | 10                       | 332.75                                   | 10.09   | 10.08   | 120.37                 | 33.00     | 8.09        |

\* 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 Earnings per share, have been adjusted.

^ Including capital reserve and 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.

# Including capital reserve.

Notes:

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, 2025, 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 February 6, 2026, divided by the diluted EPS for Fiscal 2025.

## 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 January 27, 2026 and certified by our Chief Financial Officer on behalf of the management of our Company by way of certificate dated January 27, 2026. The management and the Audit Committee have 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 Red Herring Prospectus and the same have been identified and disclosed in accordance with SEBI ICDR Regulations and the SEBI Circular on the "Industry standards note on key performance indicators disclosures in the draft offer documents and offer documents" dated February 28, 2025, in this 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 February 10, 2026, which has been included as part of the "Material Contracts and Documents for Inspections" on page 464 and shall be accessible on the website of our Company at [www.revabypng.com](http://www.revabypng.com).

For details of other business and operating metrics disclosed elsewhere in this Red Herring Prospectus, see "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 216 and 329, respectively.

Details of our KPIs for the six-months period ended September 30, 2025 and the Fiscals ended 2025, 2024 and 2023 are set out below:

(in ₹ million, unless otherwise indicated)

| Particulars                              | Manner of calculation   | Unit           | Six-months period ended September 30, 2025 (Not Annualised) | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|--|---|----------------|---|-------------|-------------|-------------|
| Revenue from operations                  | -   | INR in Million | 1,567.18  | 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     | 647.15  | 599.15      | 528.15      | 480.32      |
| Revenue from operations per running feet | Revenue from operations/Total Running Ft.   | INR in Million | 2.42  | 4.31        | 3.70        | 4.14        |
| Adjusted EBITDA                          | Profit before tax<br>Add :<br>Depreciation and Amortization expense and Finance costs<br>Less:<br>Other Income  | INR in Million | 307.92  | 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   | %              | 19.65%  | 30.83%      | 28.70%      | 34.56%      |
| PAT (Profit After Tax )                  | -   | INR in Million | 201.33  | 594.74      | 424.14      | 517.47      |
| PAT growth Y-o-Y                         | PAT for the relevant year minus PAT for the preceding   | %              | -   | 40.22%      | (18.04%)    | N.A.        |

| Particulars  | Manner of calculation  | Unit           | Six-months period ended September 30, 2025 (Not Annualised) | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|--|--|----------------|---|-------------|-------------|-------------|
|  | year, divided by PAT for the preceding year.                           |                |   |             |             |             |
| PAT Margin   | (Profit After Tax/Revenue from operations)*100                         | %              | 12.85%  | 23.04%      | 21.68%      | 26.02%      |
| Net Worth (Including Partner's Capital & Capital Reserve)                              | Refer Note 1 below   | INR in Million | 1,203.08  | 1,001.91    | (284.96)    | (520.17)    |
| Net Worth (Excluding Partner's Capital & Capital Reserve)                              | Refer Note 2 below   | INR in Million | 2,664.54  | 2,463.37    | 935.02      | 514.67      |
| Debt-to-Equity Ratio   | Total Debt / Shareholder's Equity excluding capital reserve            | Times          | 0.49  | 0.37        | -           | -           |
| Net Fixed Assets Turnover Ratio  | Revenue from Operations/ Net Fixed Assets (Refer Note 3 below)         | Times          | 45.70   | 335.19      | 403.22      | 401.54      |
| Advertising and Sales Promotion Expenses   | -  | INR in Million | 1.11  | 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 | %              | 0.07%   | 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) Revenue growth Y-o-Y, Adjusted EBITDA growth Y-o-Y & PAT growth Y-o-Y for the period ended September 30, 2025 is not provided as the same is not comparable.

As certified by Joshi & Sahney, Chartered Accountants, pursuant to their certificate dated February 10, 2026.

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 114, 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 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 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.  |
| 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.   |

| KPI  | Explanation for the KPI   |
|--|---|
| 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 the KPIs of listed peer companies in India:

*(in ₹ million, unless otherwise indicated)*

| Particulars                              | PNGS Reva Diamond Jewellery Limited                       |             |             |             | Thangamayil Jewellery Limited <sup>@</sup> |             |             | Tribhovandas Bhimji Zaveri Limited <sup>@</sup> |             |             | Senco Gold Limited <sup>@</sup> |             |             |
|--|---|-------------|-------------|-------------|--|-------------|-------------|---|-------------|-------------|---------------------------------|-------------|-------------|
|  | Six-months period ended September 30, 2025 <sup>(9)</sup> | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 | Fiscal 2025                                | Fiscal 2024 | Fiscal 2023 | Fiscal 2025                                     | Fiscal 2024 | Fiscal 2023 | Fiscal 2025                     | Fiscal 2024 | Fiscal 2023 |
| Revenue from operations <sup>(1)</sup>   | 1567.18   | 2,581.83    | 1,956.34    | 1,988.48    | 49,105.80                                  | 38,267.8    | 31,525.50   | 26,204.84                                       | 22,989.44   | 23,936.26   | 63,280.72                       | 52,414.43   | 40,774.04   |
| Revenue growth Y-o-Y                     | -   | 31.97%      | (1.62%)     | NA          | 28.32%                                     | 21.39%      | -           | 13.99%  | (3.96%)     | -           | 20.73%                          | 28.55%      | -           |
| Adjusted EBITDA <sup>(2)</sup>           | 307.92  | 796.11      | 561.39      | 687.31      | 2,189.60                                   | 2,123.60    | 1,529.00    | 1,729.46  | 1,393.40    | 1,163.10    | 3,676.31                        | 3,755.10    | 3,166.22    |
| Adjusted EBITDA growth Y-o-Y             | -   | 41.81%      | (18.32%)    | NA          | 3.11%                                      | 38.89%      | -           | 24.12%  | 19.80%      | -           | (2.10%)                         | 18.60%      | -           |
| Adjusted EBITDA Margin <sup>(3)</sup>    | 19.65%  | 30.83%      | 28.70%      | 34.56%      | 4.46%                                      | 5.55%       | 4.85%       | 6.60%   | 6.06%       | 4.86%       | 5.81%                           | 7.16%       | 7.77%       |
| PAT <sup>(4)</sup>                       | 201.33  | 594.74      | 424.14      | 517.47      | 1,187.10                                   | 1,232.40    | 797.40      | 683.88  | 544.28      | 401.90      | 1,593.09                        | 1,810.04    | 1,584.79    |
| PAT growth Y-o-Y                         | -   | 40.22%      | (18.04%)    | NA          | (3.68%)                                    | 54.55%      | -           | 25.65%  | 35.42%      | -           | (11.99%)                        | 14.21%      | -           |
| PAT Margin <sup>(5)</sup>                | 12.85%  | 23.04%      | 21.68%      | 26.02%      | 2.42%                                      | 3.22%       | 2.53%       | 2.61%   | 2.37%       | 1.68%       | 2.52%                           | 3.45%       | 3.89%       |
| Net Fixed Assets Turnover <sup>(6)</sup> | 45.70   | 335.19      | 403.22      | 401.54      | 24.48                                      | 24.93       | 26.24       | 15.94   | 15.24       | 15.09       | 15.64                           | 14.48       | 14.58       |
| Debt to equity ratio <sup>(7)</sup>      | 0.49  | 0.37        | -           | -           | 1.07                                       | 1.84        | 2.01        | 1.05  | 0.89        | 0.87        | 0.90                            | 1.10        | 1.25        |

| Particulars  | PNGS Reva Diamond Jewellery Limited                       |             |             |             | Thangamayil Jewellery Limited <sup>@</sup> |             |             | Tribhovandas Bhimji Zaveri Limited <sup>@</sup> |             |             | Senco Gold Limited <sup>@</sup> |             |             |
|--|---|-------------|-------------|-------------|--|-------------|-------------|---|-------------|-------------|---------------------------------|-------------|-------------|
|  | Six-months period ended September 30, 2025 <sup>(9)</sup> | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 | Fiscal 2025                                | Fiscal 2024 | Fiscal 2023 | Fiscal 2025                                     | Fiscal 2024 | Fiscal 2023 | Fiscal 2025                     | Fiscal 2024 | Fiscal 2023 |
| Advertisement and sales promotion expenses                                       | 1.11  | 14.21       | 14.32       | 14.69       | 683.90                                     | 364.50      | 359.30      | 488.20  | 428.87      | 436.21      | 1,065.64                        | 1,033.73    | 810.36      |
| Advertisement and sales promotion expenses as a % of revenue from operations (%) | 0.07%   | 0.55%       | 0.73%       | 0.74%       | 1.39%                                      | 0.95%       | 1.14%       | 1.86%   | 1.87%       | 1.82%       | 1.68%                           | 1.97%       | 1.99%       |
| Shops sales (in running feet)  | 647.15  | 599.15      | 528.15      | 480.32      | NA   | NA          | NA          | NA  | NA          | NA          | NA                              | NA          | NA          |
| Revenue from Operations per running feet <sup>(8)</sup>                          | 2.42  | 4.31        | 3.70        | 4.14        | NA   | NA          | NA          | NA  | NA          | NA          | NA                              | NA          | NA          |

Notes:

<sup>@</sup> Figures for six-months period ended September 30, 2025, are not available for Listed Peer Companies. Figures from Fiscal 2025, 2024 and 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).
- (9) Figures for six-months period ended September 30, 2025 are not annualised. Further, Revenue growth Y-o-Y, Adjusted EBITDA growth Y-o-Y & PAT growth Y-o-Y for the period ended September 30, 2025 is not provided as the same is not comparable.

## 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 242.

### 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 Red Herring Prospectus, where such issuance is equal to or more than 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 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 Red Herring Prospectus irrespective of the size of the transaction.

#### Equity shares

| Sr. No. | Name of allottee            | Date of allotment                       | Nature of allotment | Issue price per equity shares (in ₹) | Number of equity shares allotted |           |
|---------|-----------------------------|---|---------------------|--------------------------------------|----------------------------------|-----------|
| 1.      | <b>Name of the allottee</b> | <b>Number of equity shares allotted</b> | December 20, 2024   | Subscribers to the Memorandum        | 10                               | 33,00,000 |
|         | Govind Vishwanath Gadgil    | 15,50,000                               |                     |                                      |                                  |           |
|         | Renu Govind Gadgil          | 15,50,000                               |                     |                                      |                                  |           |
|         | Anjali Vishwanath Gadgil    | 1,00,000                                |                     |                                      |                                  |           |
|         | Rohini Udaya Kalkundrikar   | 1,00,000                                |                     |                                      |                                  |           |

| Sr. No. | Name of allottee            | Date of allotment                       | Nature of allotment | Issue price per equity shares (in ₹) | Number of equity shares allotted |          |
|---------|-----------------------------|---|---------------------|--------------------------------------|----------------------------------|----------|
| 2.      | <b>Name of the allottee</b> | <b>Number of equity shares allotted</b> | March 24, 2025      | Preferential Issue                   | 750                              | 9,49,200 |
|         | P. N. Gadgil & Sons Ltd.    | 9,35,000                                |                     |                                      |                                  |          |
|         | 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 Red Herring Prospectus, 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.<br><br><b>Note:</b> 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 Red Herring Prospectus, 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 Red Herring Prospectus,   | N.A.   | [●]*                 | [●]*               |

| Past transactions  | Weighted average cost of acquisition per Equity Share (in ₹) | Floor price in ₹ [●] | Cap price in ₹ [●] |
|--|--|----------------------|--------------------|
| <p>where either acquisition or sale is equal to or more than 5 per cent of the fully diluted paid-up share capital of our 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</p> <p>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 Red Herring Prospectus, irrespective of the size of transactions.</p> |  |                      |                    |

**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 February 10, 2026.*

#### 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 six-months period ended September 30, 2025 and 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, 216, 269 and 329, 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, M S K A & Associates LLP (Formerly known as M S K A & Associates), Chartered Accountants (‘we’, ‘us’, ‘M S K A’ or ‘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 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 LLP (Formerly known as M S K A & Associates)**  
**Chartered Accountants**  
**Firm Registration Number: 105047W/W101187**

**Nitin Manohar Jumani**  
**Partner**  
**Membership No. 111700**  
**UDIN: 26111700BEWBAC3111**

**Place: Pune**  
**Date: 10-02-2026**  
**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 IT 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 IT Act and claiming depreciation determined in the prescribed manner. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year.
- The Company has opted to be governed by the provisions of Section 115BAA of the IT Act for the FY 2024-25. In such case, the provisions of section 115JB, i.e., Minimum Alternate Tax (“MAT”) would not be applicable and unutilized MAT credit, if any, will not be available for set-off.

##### 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.
- 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 IT 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.

##### 1.4 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**

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Name: Kisan Maruti Shendkar  
Designation: Chief Financial Officer

Place: Pune  
Date: February 10, 2026

## 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: Kisan Maruti Shendkar  
Designation: Chief Financial Officer

Place: Pune  
Date: February 10, 2026

## 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 January 13, 2026 (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](http://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 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 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 Red Herring Prospectus.

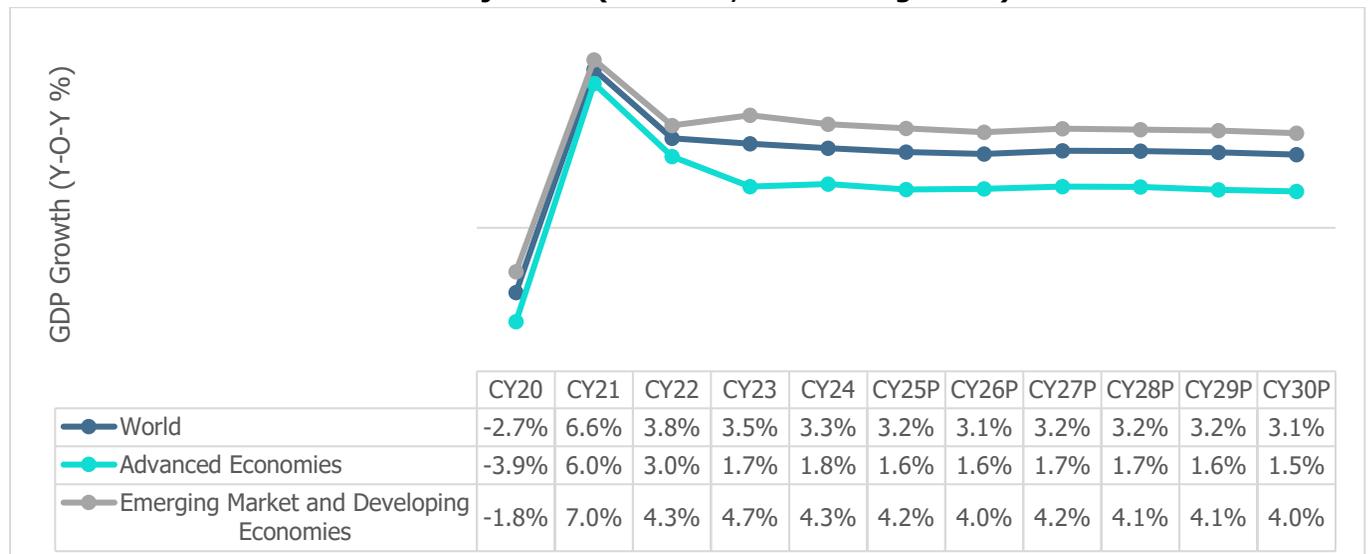
### Economic Outlook

#### Global Economy

#### Global economic growth expected to sustain at ~3% in near term

Global growth, which peaked at 3.5% in CY23, moderated to 3.3% in CY24 and is projected to decline further to 3.2% in CY25 and 3.1% in CY26. This slowdown is largely attributed to escalating trade tensions, particularly the imposition of new U.S. tariffs and retaliatory measures from key trading partners. These developments are expected to push global tariff levels to historic highs, dampening trade flows and weakening growth prospects. In response, countries are reassessing their strategic priorities and policy frameworks. Central banks are likely to recalibrate monetary policies, while prudent fiscal management and structural reforms will be essential to address rising debt levels and mitigate widening global inequalities.

**Chart 1: Global Growth Outlook Projections (Real GDP, Y-o-Y change in %)**



Source: IMF – World Economic Outlook, October 2025; Notes: P-Projection

**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 | CY25 P | CY26 P | CY27 P | CY28 P | CY29 P | CY30 P |
| India         | -5.8                         | 9.7  | 7.6  | 9.2  | 6.5  | 6.6    | 6.2    | 6.4    | 6.5    | 6.5    | 6.5    |
| China         | 2.3                          | 8.6  | 3.1  | 5.4  | 5.0  | 4.8    | 4.2    | 4.2    | 4.0    | 3.7    | 3.4    |
| Indonesia     | -2.1                         | 3.7  | 5.3  | 5.0  | 5.0  | 4.9    | 4.9    | 5.0    | 5.0    | 5.1    | 5.1    |
| Saudi Arabia  | -3.8                         | 6.5  | 12.0 | 0.5  | 2.0  | 4.0    | 4.0    | 3.3    | 3.3    | 3.3    | 3.3    |
| Middle East   | -2.3                         | 4.7  | 6.4  | 2.6  | 2.6  | 3.5    | 3.8    | 3.8    | 3.7    | 3.7    | 3.7    |
| Latin America | -6.9                         | 7.4  | 4.3  | 2.4  | 2.4  | 2.4    | 2.3    | 2.6    | 2.7    | 2.8    | 2.6    |
| Brazil        | -3.3                         | 4.8  | 3.0  | 3.2  | 3.4  | 2.4    | 1.9    | 2.2    | 2.3    | 2.4    | 2.5    |
| Euro Area     | -6.0                         | 6.4  | 3.6  | 0.4  | 0.9  | 1.2    | 1.1    | 1.4    | 1.3    | 1.2    | 1.1    |
| United States | -2.1                         | 6.2  | 2.5  | 2.9  | 2.8  | 2.0    | 2.1    | 2.1    | 2.1    | 1.9    | 1.8    |

Source: IMF- World Economic Outlook Database (October 2025)

Note: P- Projections; India's fiscal year (FY) aligns with the IMF's calendar year (CY). For instance, FY24 corresponds to CY23.

## Indian Economic Outlook

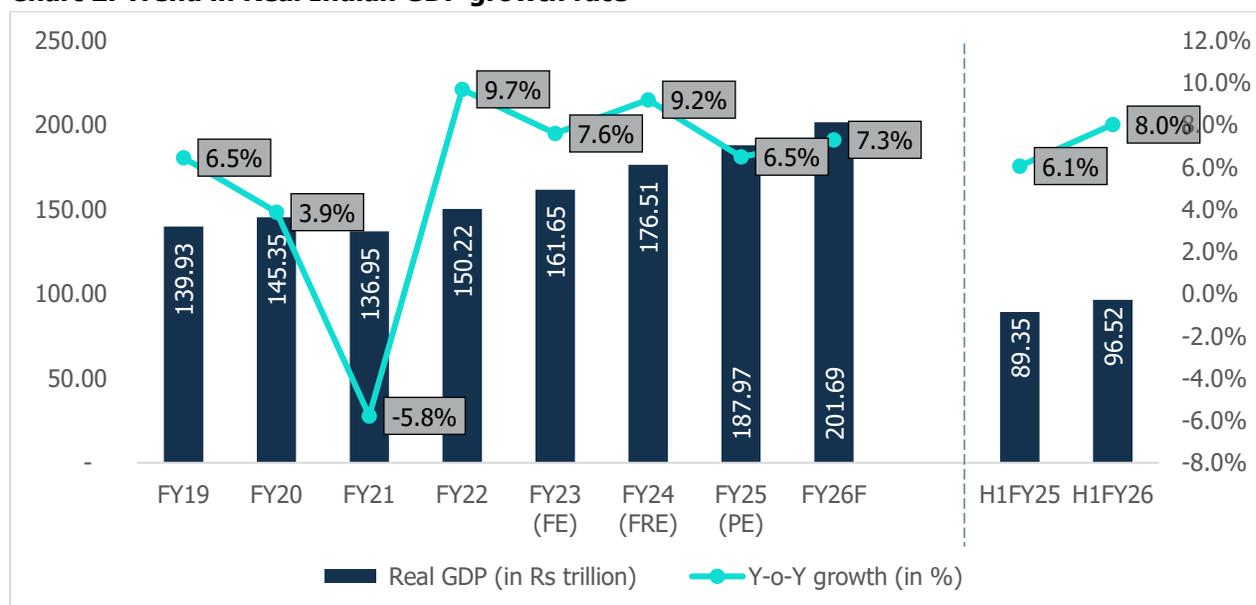
### GDP Growth and Outlook

#### Resilience to External Shocks remains Critical for Near-Term Outlook

India's economy continues to show rapid growth. In H1FY26, the country's GDP grew by 8.0% compared to the same period last year, which saw a 6.0% increase. For the full year FY26, GDP is expected to grow by 7.3%, supported by rising rural demand, better job opportunities, and active business conditions.

In FY25, provisional estimates show a growth of 6.5% (Rs 187.97 trillion), led by robust performance in manufacturing, construction, and financial services. Consumer spending rose by 7.6%, and government spending increased by 3.8%, both contributing to the overall growth. In FY24, India's GDP grew by 9.2% (Rs 176.5 trillion), the highest in over a decade (excluding the pandemic year).

**Chart 2: Trend in Real Indian GDP growth rate**



Source: MOSPI, RBI.

Note: FE – Final Estimates, FRE- First Revised Estimates, PE – Provisional Estimates, F - Forecasted

### GDP Growth Outlook (December 2025)

**FY26 GDP Outlook:** The RBI projects real GDP growth at 7.3% for 2025–26, driven by industrial and services sectors. The upward trajectory of growth is also due to income tax and goods and services tax (GST) rationalization, softer crude oil prices, increase of government capital expenditure, and facilitative monetary and financial conditions lower inflation rates.

However, risks from prolonged geopolitical tensions, global trade disruptions, and weather-related uncertainties remain. Taking these into account, the RBI has reaffirmed its growth projections.

**Table 2: RBI's GDP Growth Outlook (Y-o-Y %)**

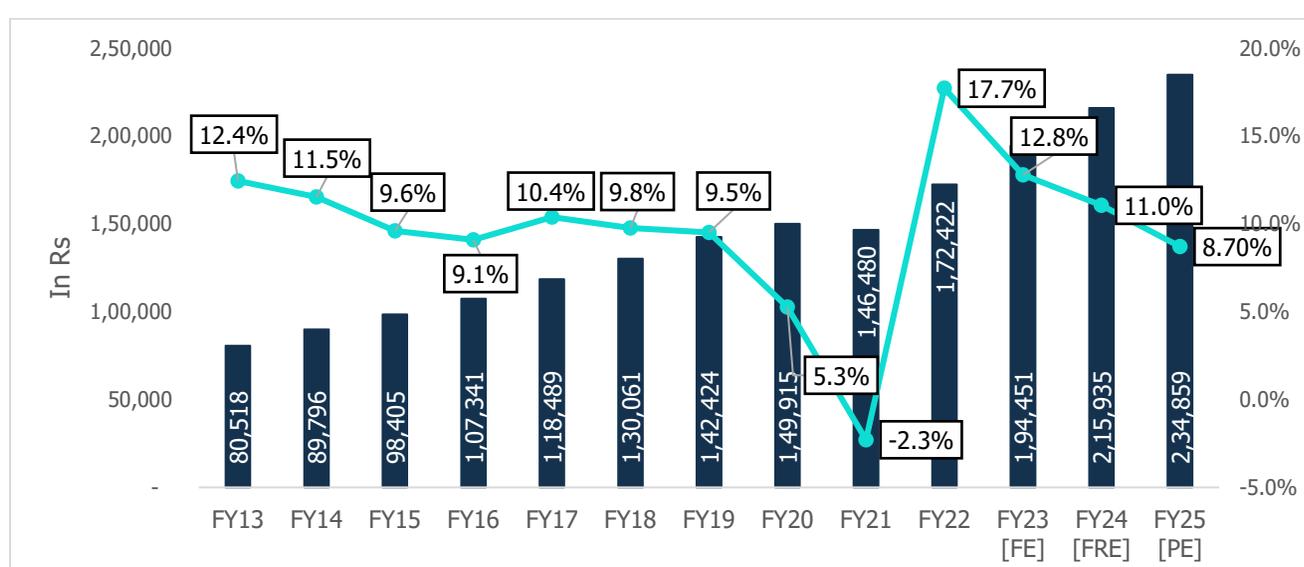
| FY26P (complete year) | Q3FY26P | Q4FY26P | Q1FY27P | Q2FY27P |
|-----------------------|---------|---------|---------|---------|
| 7.3%                  | 7.0%    | 6.5%    | 6.7%    | 6.8%    |

Source: Reserve Bank of India; Note: P-Projected

### India's GDP Per Capita

India's per capita GDP has shown a consistent upward trend over the past decade, reflecting steady economic growth. Rising per capita income, driven by robust economic development, enhances consumer confidence and discretionary spending, reflecting a higher standard of living and overall prosperity. From FY13 to FY25, the per capita GDP is expected to increase from Rs 80,518 to Rs 234,859, with an average growth rate of around 9% annually. Key drivers of this growth include structural reforms, digitalization, rising domestic consumption, and increased foreign investment. However, there was a slight dip in FY20, primarily due to the economic impact of the COVID-19 pandemic. Despite this, the country has rebounded with strong growth rates in subsequent years, supported by economic recovery and continued expansion in various sectors.

**Chart 3: Per capita GDP (current prices)**



Source: MOSPI; Note: FE – Final Estimates, FRE- First Revised Estimates, PE- Provisional Estimates

### Gross Value Added (GVA)

Gross Value Added (GVA) is the measure of the value of goods and services produced in an economy. GVA gives a picture of the supply side whereas GDP represents consumption. India's recovery in FY25 was powered by a broad-based rebound across sectors. The gap between GDP and GVA growth stood at 0.1 percentage point in FY25, with GDP growing at 6.5% and GVA at 6.4%, as per MoSPI's provisional estimates released in August 2025.

The agriculture and allied sector grew by 4.6% in FY25 (up from 2.7% in FY24), supported by a good monsoon, better crop output, and strong allied activities. The industrial sector grew by 5.9% in FY25, down from 10.8% in FY24 due to weaker manufacturing, with FY24 growth driven by strong manufacturing sales, construction (9.4%), utilities, and supportive policies. The services sector grew by 7.2% in FY25, down from 9.0% in FY24, supported by public administration (8.9%), financial services (7.2%), and trade and transport (6.1%), contributing Rs 94.4 trillion to the economy.

From H1FY25 to H1FY26, the overall GVA at basic price had a Y-o-Y growth from 6.2% to 7.9%, indicating a stronger economic performance. Most sectors showed growth, with Services sector growing significantly from 7.0% to 9.3%, and Industrial sector had a growth from 6.1% to 7.0% in H1FY26. However, Mining & Quarrying declined sharply from 3.6% to -1.8%, and Electricity, Gas & Water supply decreased considerably from 6.5% to 2.4%.

**Table 3: Sectoral Growth (Y-o-Y % Growth) - at Constant Prices**

| At constant Prices                                      | FY19       | FY20        | FY21        | FY22        | FY23 (FE)   | FY24 (FRE)  | FY25 (PE)  | H1FY25     | H1FY26     |
|---|------------|-------------|-------------|-------------|-------------|-------------|------------|------------|------------|
| <b>Agriculture, Forestry &amp; Fishing</b>              | <b>2.1</b> | <b>6.2</b>  | <b>4.1</b>  | <b>4.6</b>  | <b>5.1</b>  | <b>2.7</b>  | <b>4.6</b> | <b>2.7</b> | <b>3.6</b> |
| <b>Industry</b>   | <b>5.3</b> | <b>-1.4</b> | <b>-0.9</b> | <b>12.2</b> | <b>2.0</b>  | <b>10.8</b> | <b>5.9</b> | <b>6.1</b> | <b>7.0</b> |
| Mining & Quarrying                                      | -0.9       | -3.0        | -8.6        | 6.3         | 2.8         | 3.2         | 2.7        | 3.6        | -1.8       |
| Manufacturing   | 5.4        | -3.0        | 2.9         | 10.0        | -3.0        | 12.3        | 4.5        | 4.8        | 8.4        |
| Electricity, Gas, Water Supply & Other Utility Services | 7.9        | 2.3         | -4.3        | 10.3        | 11.5        | 8.6         | 5.9        | 6.5        | 2.4        |
| Construction  | 6.5        | 1.6         | -5.7        | 19.9        | 10.0        | 10.4        | 9.4        | 9.3        | 7.4        |
| <b>Services</b>   | <b>7.2</b> | <b>6.4</b>  | <b>-8.2</b> | <b>9.2</b>  | <b>11.3</b> | <b>9.0</b>  | <b>7.2</b> | <b>7.0</b> | <b>9.3</b> |
| Trade, Hotels, Transport, Communication & Broadcasting  | 7.2        | 6.0         | -19.7       | 15.2        | 14.4        | 7.5         | 6.1        | 5.8        | 8.0        |
| Financial, Real Estate & Professional Services          | 7.0        | 6.8         | 2.1         | 5.7         | 10.7        | 10.3        | 7.2        | 6.9        | 9.9        |
| Public Administration, Defence and Other Services       | 7.5        | 6.6         | -7.6        | 7.5         | 8.2         | 8.8         | 8.9        | 8.9        | 9.7        |
| <b>GVA at Basic Price</b>                               | <b>5.8</b> | <b>3.9</b>  | <b>-4.2</b> | <b>9.4</b>  | <b>7.2</b>  | <b>8.6</b>  | <b>6.4</b> | <b>6.2</b> | <b>7.9</b> |

Source: MOSPI; Note: FRE – First Revised Estimates, FE- Final Estimates, PE – Provisional Estimates

### 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 FY25, major states having a per capita SDP below national average include Andhra Pradesh, Rajasthan, Madhya Pradesh, and Uttar Pradesh growing y-o-y by 8.0%, 6.9%, 4.7%, and 7.9% respectively. Bihar is the poorest performing state with a per capita SDP of Rs. 33,996. It has consistently been performing the poorest since FY18, growing merely at a CAGR of 4.5% from FY18 to FY25.

**Table 4: Per Capita State Domestic Product (SDP) for Key States (at constant prices, in Rs.)**

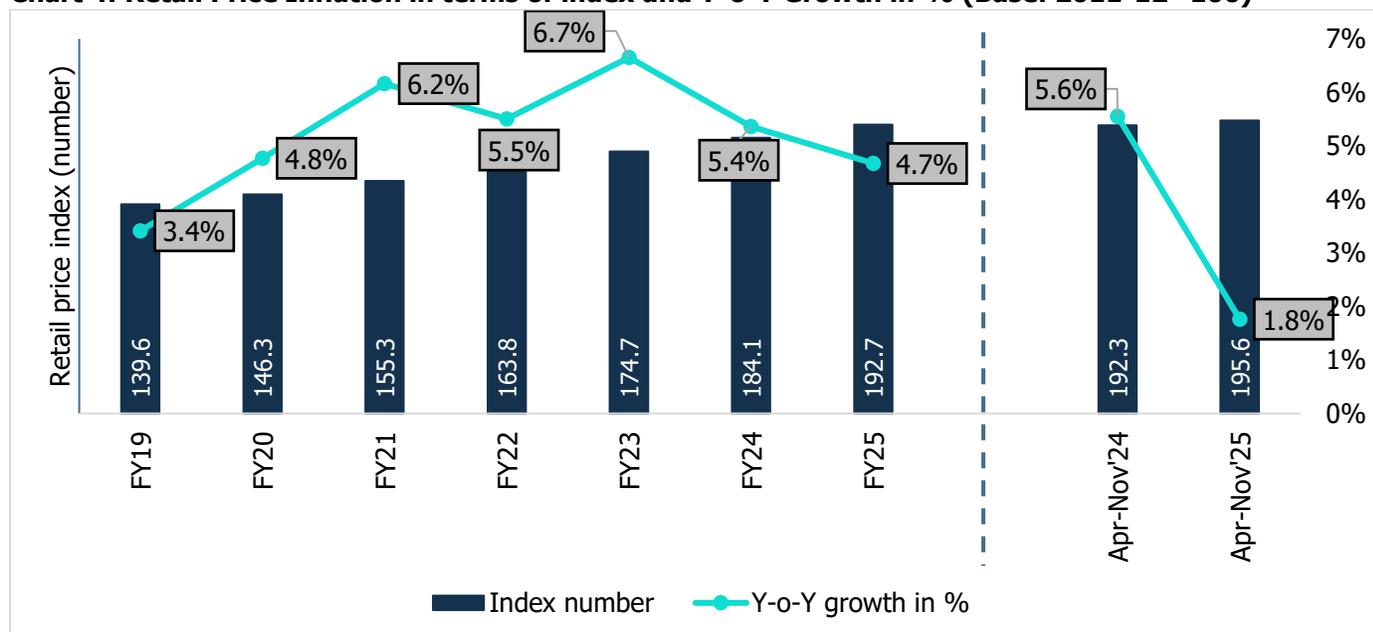
| State\UT       | FY18     | FY19     | FY20     | FY21     | FY22     | FY23     | FY24     | FY25     |
|----------------|----------|----------|----------|----------|----------|----------|----------|----------|
| Andhra Pradesh | 1,03,177 | 1,08,853 | 1,10,587 | 1,10,971 | 1,18,349 | 1,23,853 | 1,31,083 | 1,41,609 |
| Bihar          | 26,719   | 29,092   | 29,798   | 26,839   | 27,674   | 30,678   | 33,966   | 36,342   |
| Gujarat        | 1,43,604 | 1,54,887 | 1,64,060 | 1,56,285 | 1,70,519 | 1,81,963 | NA       | NA       |
| Karnataka      | 1,40,747 | 1,49,024 | 1,56,478 | 1,49,673 | 1,65,517 | 1,82,371 | 1,91,970 | 2,04,605 |
| Madhya Pradesh | 54,824   | 59,005   | 60,452   | 56,086   | 61,011   | 63,681   | 67,301   | 70,434   |
| Maharashtra    | 1,37,808 | 1,40,782 | 1,45,626 | 1,27,550 | 1,41,651 | 1,54,979 | 1,66,013 | 1,76,678 |
| Rajasthan      | 73,529   | 73,975   | 76,840   | 73,447   | 79,490   | 84,585   | 90,414   | 96,638   |
| Tamil Nadu     | 1,33,029 | 1,41,844 | 1,44,845 | 1,43,482 | 1,54,269 | 163,205  | 1,78,496 | 1,97,747 |
| Uttar Pradesh  | 41,771   | 42,333   | 43,061   | 39,866   | 45,294   | 48,014   | 51,898   | 55,990   |
| Delhi          | 2,52,960 | 2,57,597 | 2,60,559 | 2,28,162 | 2,39,821 | 2,52,768 | 2,71,490 | 2,83,093 |

Source: MOSPI

### Consumer Price Index

The Consumer Price Index (CPI) for the April–November 2025 recorded a combined inflation rate of 1.8%, there was an increase of 46 basis points in November 2025 from October 2025. The increase in inflation in November 2025 was driven by increase in inflation of Vegetables, Egg, Meat and fish, Spices and Fuel and light.

**Chart 4: Retail Price Inflation in terms of index and Y-o-Y Growth in % (Base: 2011-12=100)**

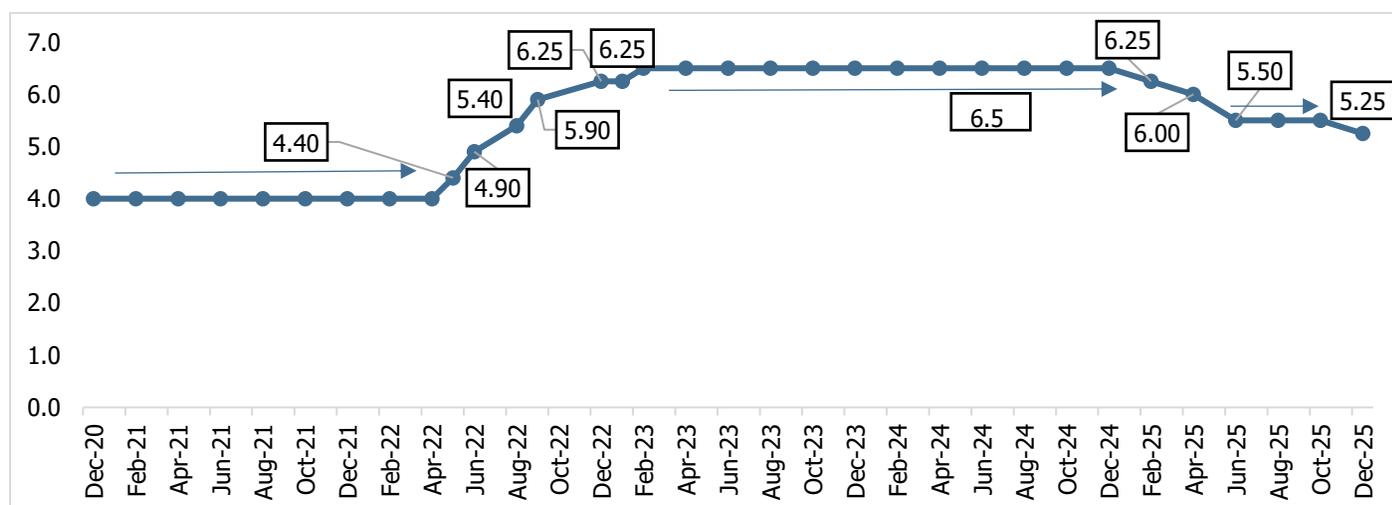


Source: MOSPI

The CPI is primarily factored in by RBI while preparing their bi-monthly monetary policy. At the bi-monthly meeting held in December 2025, RBI projected inflation at 2.0% for FY26 with inflation during Q3FY26 at 0.6% and Q4FY26 at 2.9%, Q1FY27 at 3.9% and Q2FY27 at 4.0%.

Considering the current inflation situation, the RBI has reduced the repo rate by 25 basis points to 5.25% in the December 2025 meeting of the Monetary Policy Committee.

**Chart 5: RBI historical Repo Rate**



Source: RBI

The RBI maintained a 'neutral' monetary policy stance, continuing to signal confidence that India's economic growth would remain resilient, underpinned by robust private consumption and sustained expansion in fixed capital formation, while also emphasising persistent external risks. The domestic demand conditions remain supportive even as global uncertainties prevail. On trade policy, the temporary pause on US tariff increases concluded in August 2025, and higher duties on certain Indian exports have since taken effect, although bilateral trade talks continue to manage tariff-related tensions.

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.

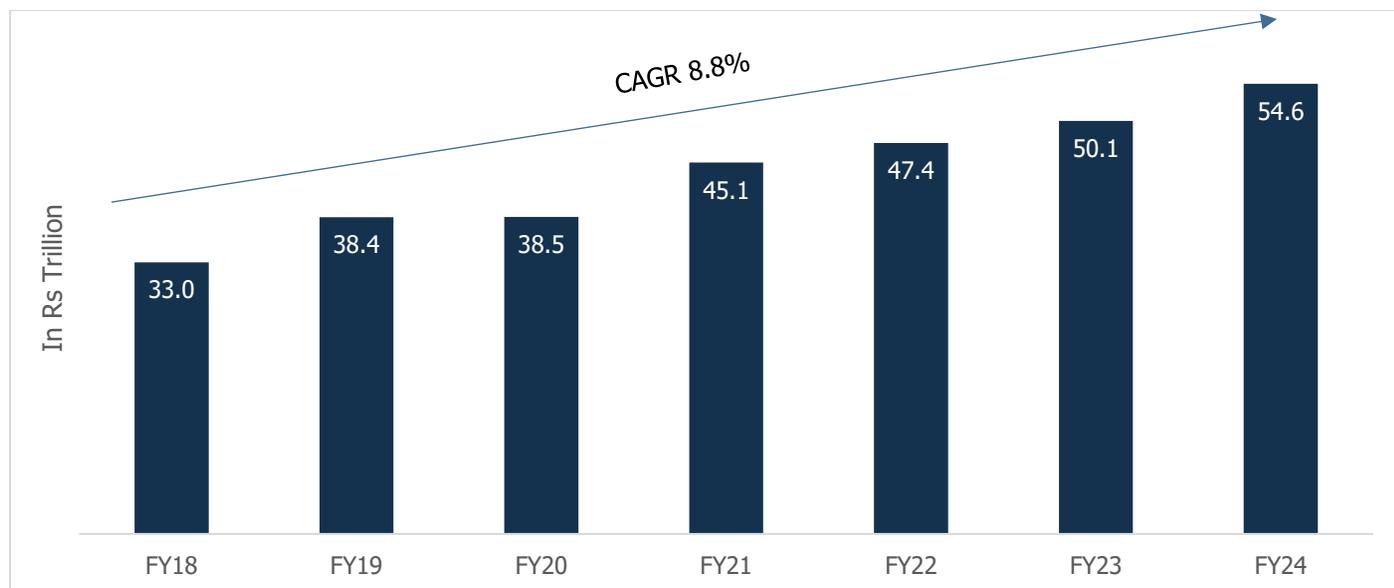
**Trends in Household and Gross Savings**

Household savings are of the household sector, measured as its excess of income over consumption and invested in financial assets and physical assets. Household savings in India have grown at an 8.8% CAGR since FY18, reaching Rs 54.6 trillion in FY24, a 9.0% y-o-y increase. A shift toward physical assets,

particularly housing and gold/silver ornaments, reflects a preference for tangible investments amid high inflation and slow growth in monetary assets.

This trend is driven by heavy borrowing, especially in housing, auto, and personal loans, leading to a six-year high in household financial liabilities. Savings in mutual funds and life insurance also grew, with an 11.5% and 13.6% y-o-y increase, respectively, while investment in equities and capital market instruments rose as they offer higher returns than bank deposits.

**Chart 6: Household Savings**

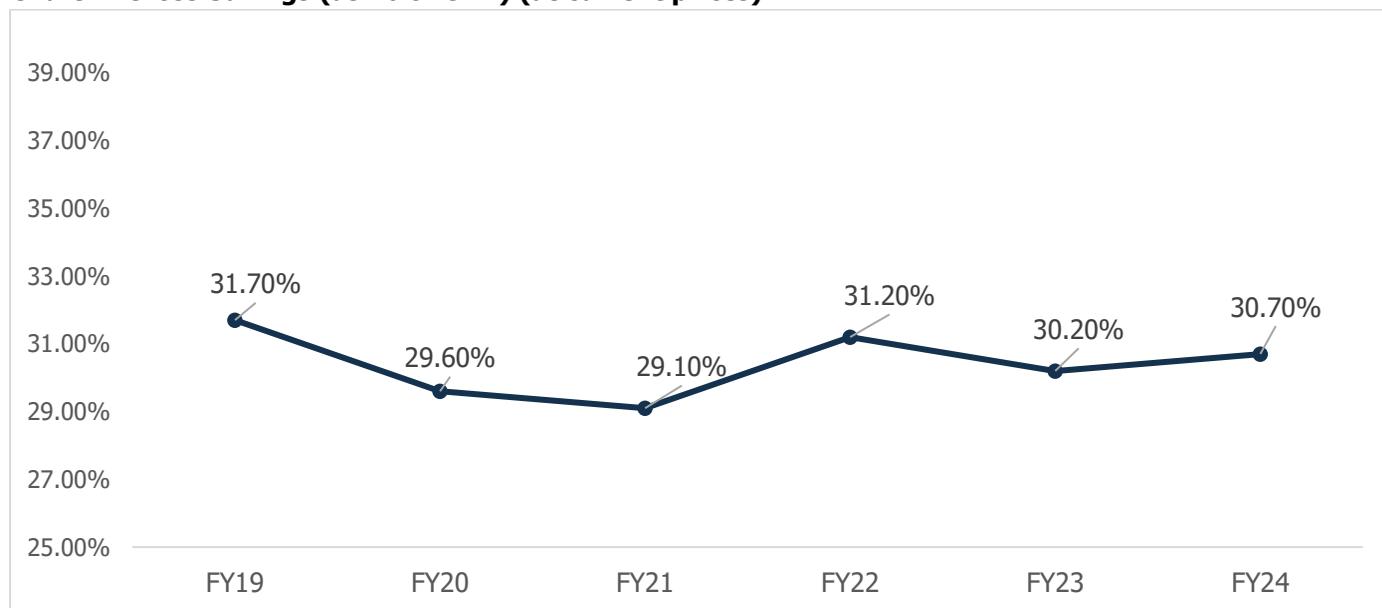


Source: MOSPI

Gross domestic savings are the total savings within the economy, comprising the savings of the household, private corporate and public sectors. Gross Domestic 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. The trend picked up marginally in FY24 to 30.70%.

As of FY24, Savings were Rs. 92.59 trillion indicating a y-o-y growth of 12.3% while GDP was at Rs. 301.23 trillion showing a growth of 12.0%.

**Chart 7: Gross Savings (as % of GDP) (at current prices)**



Source: MOSPI

**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, signalling 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 fuelling 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, favourable 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 India Meteorological Department (IMD) expects a stronger-than-usual southwest monsoon, which should improve crop production and refill water reservoirs helping boost spending in rural areas.. 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.

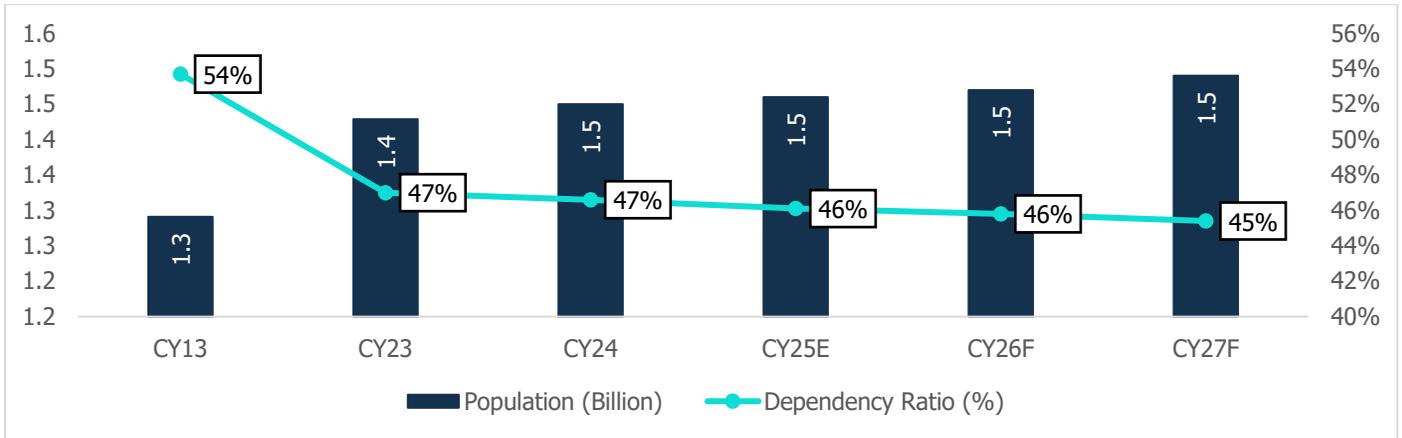
## **Overview on Key Demographic Parameters**

### **• 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 CY22 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 population younger than 15 and older than 64. This ratio has been on a declining trend. Declining dependency means the country has an improving share of working-age population generating income, which is a good sign for the economy. It was as high as 76% in 1983, which has reduced to 47% in CY23. However, this ratio is expected to rise again to 54% by CY36, driven by an increase in the elderly population as life expectancy improves.

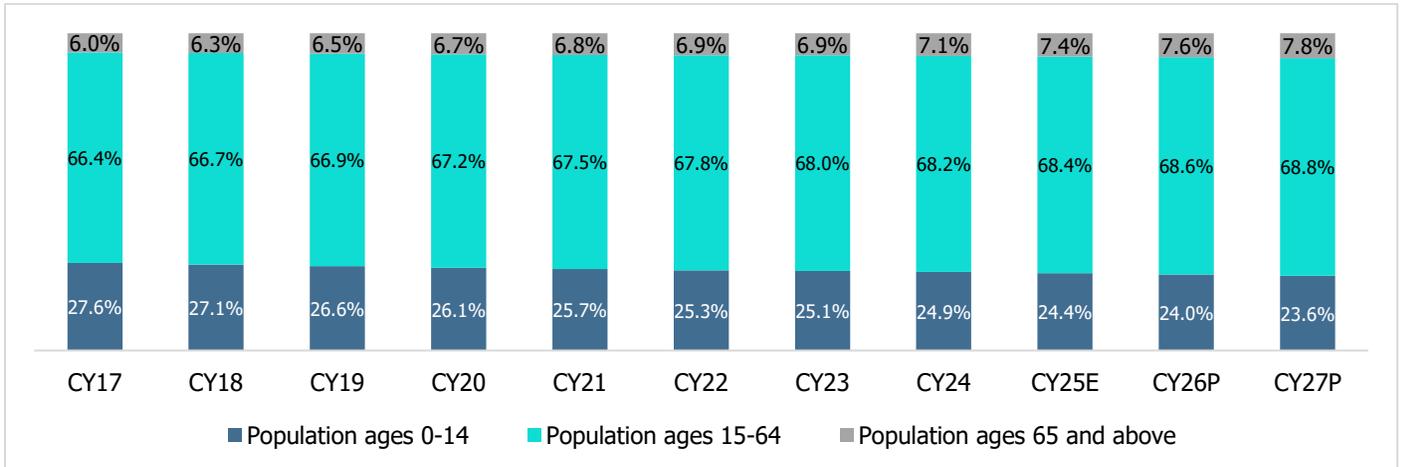
### **Chart 8: Trend in Population growth vis-à-vis dependency ratio in India (in Billion)**



Source: World Bank Database, MOSPI; Note; E- Estimated, F- Forecasted

Despite a projected rise in the dependency ratio to 54% by CY36, India's young and growing workforce, especially in newly urbanised towns, will continue to drive income growth and consumer demand. This presents strong opportunities for sectors like consumer electronics, transportation, and railways. Rising employment, urbanisation, and government investment in rural development and digital infrastructure will further boost demand, while increased tech adoption supports long-term consumption growth across both urban and rural markets.

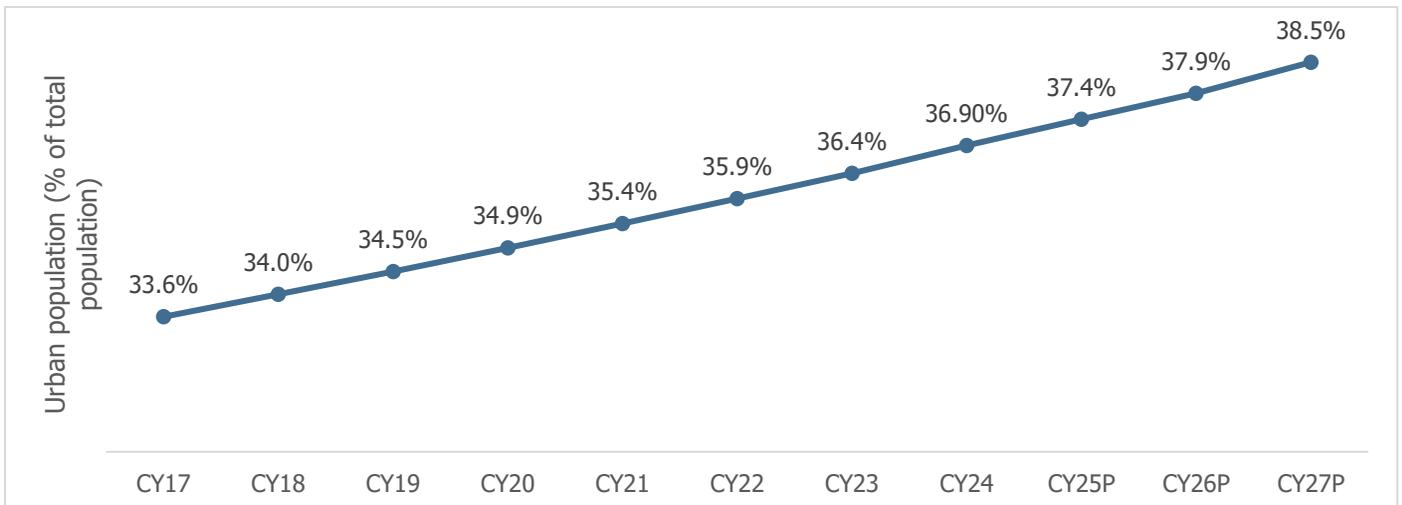
**Chart 9: Age-Wise Break Up of Indian population (% of working-age population)**



Source: World Bank Database; Note; E- Estimated, F- Forecasted

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 CY13 to 519.5 million (36.4% of total population) in the year CY23. India is undergoing a significant urban transformation, with the urban population projected to rise to 40% by CY36. This shift is driven by factors such as improved living standards, increased employment opportunities in urban areas, and government initiatives aimed at urban development. This rapid urbanisation might necessitate substantial investments in infrastructure, housing, and transportation.

**Chart 10: Urbanization Trend in India**



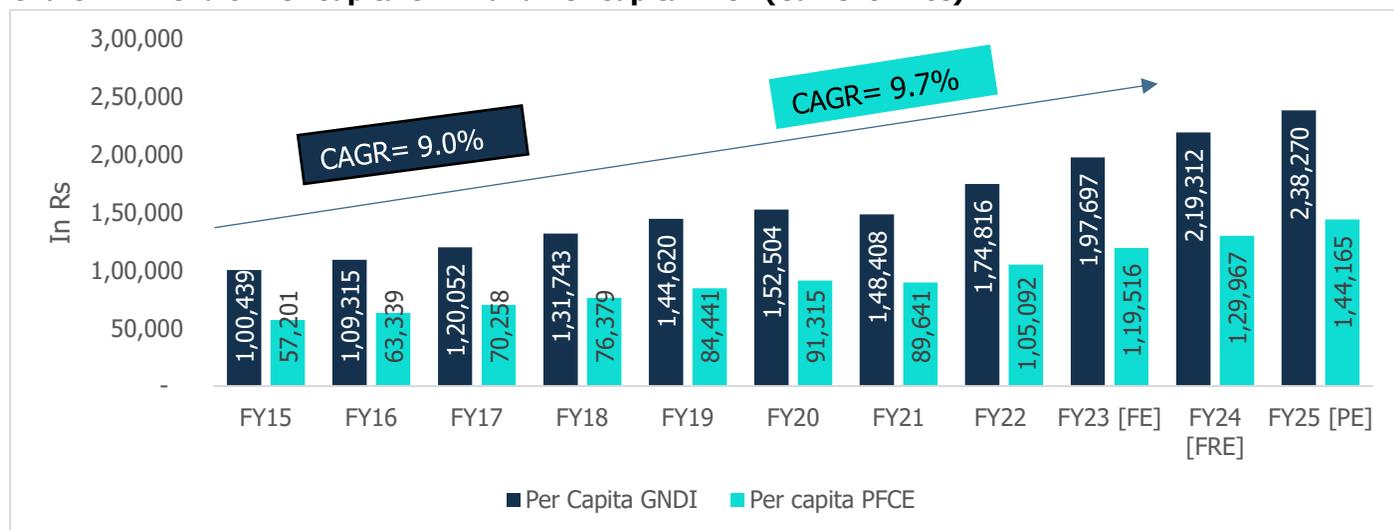
Source: World Bank Database; Note; E- Estimated, F- Forecasted

- **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 FY15 to FY25, per capita GNDI at current prices registered a CAGR of 9.02%. 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 FY15 to FY25 at a CAGR of 9.7%.

**Chart 11: Trend of Per Capita GNDI and Per Capita PFCE (Current Price)**



Source: MOSPI; Note: FRE – First Revised Estimates, FE – Final Estimates, PE- Provisional Estimates

### Concluding Remarks

From a macroeconomic standpoint, India remains one of the most resilient large economies in a challenging global environment. The IMF forecasts GDP growth of 6.6% in CY2025, far outpacing the estimated CY25 global average of 3.2%. This performance reflects a combination of strong domestic fundamentals, policy stability, and a sustained focus on capital formation. While the global economy continues to face uncertainty from geopolitical conflicts, commodity price volatility, and rising public debt, India’s diversified growth drivers, stable policy framework, and expanding export ecosystem position it well to navigate these headwinds.

The latest phase of India–U.S. trade relations has been shaped by Washington’s decision in 2025 to impose higher tariffs on select imports, including steel, aluminium, chemicals, and certain electronics. These measures form part of a wider recalibration of U.S. trade policy aimed at reducing strategic dependencies and protecting domestic manufacturing. While India was among the affected countries, the direct impact on its export performance is expected to be limited. The affected categories constitute less than 4% of India’s total exports, and key sectors such as steel subject to a 50% tariff have only modest exposure to the U.S. market. With strong domestic demand from infrastructure and energy sectors, Indian steel producers are likely to absorb the impact with minimal disruption.

Conversely, sectors such as textiles and apparel may benefit indirectly, as U.S. buyers continue diversifying sourcing away from China and other high-cost Asian economies. India’s competitive cost base, skilled labour availability, and expanding production capacity especially under the government’s Production-Linked Incentive (PLI) scheme are positioning it as a preferred manufacturing alternative. Electronics and engineering goods have similarly seen strong investment momentum, reflected in the rapid scale-up of smartphone production and Apple’s decision to expand iPhone assembly operations in India.

Despite the tariff frictions, the overall tenor of India–U.S. engagement remains constructive. During their meeting on February 13, 2025, Prime Minister Narendra Modi and President Donald Trump reaffirmed a shared goal to enhance bilateral trade from USD 200 billion to USD 500 billion by 2030. As of September 2025, the Ministry of Commerce and Industry has described ongoing negotiations as “positive and forward-looking,” with both sides exploring ways to reduce duties on pharmaceuticals, auto components, and IT hardware. These developments underline a broader effort to establish a more balanced and durable trade relationship that aligns with India’s manufacturing ambitions and America’s supply chain resilience goals.

Beyond the U.S., India is actively broadening its export base to reduce dependency on any single market. Strengthening trade links with the European Union, ASEAN, and African economies is helping diversify risk and stabilize export earnings. Policy initiatives supporting logistics modernization, lower tariff barriers, and industrial corridor development continue to enhance India's competitiveness as a global manufacturing hub.

Domestically, policy momentum remains strong. The 56th meeting of the GST Council marked a major structural reform by proposing a simplified two-rate system of 5% and 18%, replacing the earlier four-slab framework, along with a 40% demerit rate for luxury and sin goods. This rationalization aims to reduce compliance burdens, enhance efficiency, and stimulate private consumption. Together with recent revisions in personal income tax rates, these measures are projected to release savings exceeding Rs 2.5 lakh crore into the economy, supporting demand and easing inflationary pressures.

The Union Budget's allocation of Rs 11.21 lakh crore for capital expenditure in FY26 further reinforces the government's commitment to infrastructure-led growth. Public investment is expected to catalyse private sector activity, evidenced by rising project announcements and growing imports of capital goods. Improving rural demand, supported by healthy monsoon progress, favourable sowing conditions, and adequate reservoir levels, provides additional tailwinds for consumption and investment.

In sum, while the recent U.S. tariff actions introduce short-term challenges, their overall economic impact on India is likely to be marginal. Supported by robust domestic demand, diversified trade linkages, and a deepening industrial base, India remains firmly on a high-growth trajectory. Over the medium term, these dynamics are expected to strengthen its position as a resilient, cost-competitive, and strategically significant player in the evolving global economic order.

## **Global Gems & Jewellery Industry**

### **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.

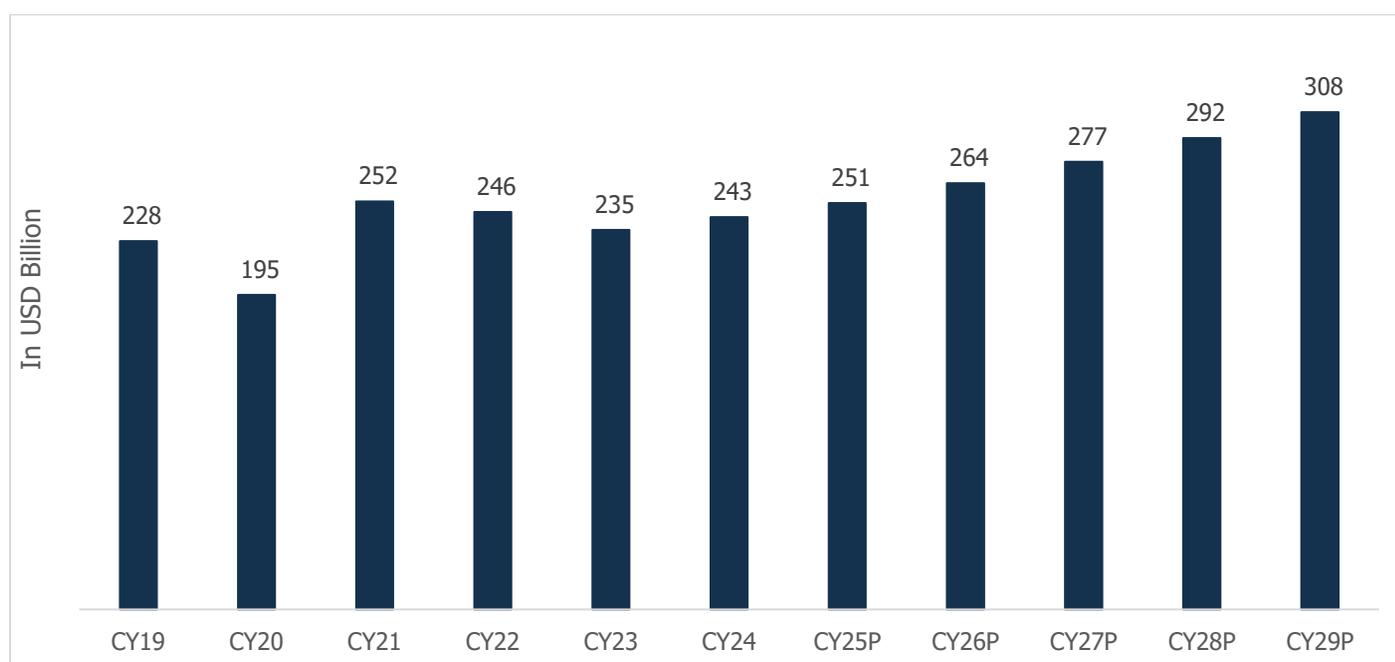
The global appetite for jewellery is anticipated to grow as more individuals seek luxury items. Jewellery offers various benefits, including enhancing certain body features, reflecting fashion trends and styles, and improving one's appearance or that of others. Its appeal as a status symbol among higher-income 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 12: 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.

### Overview of the Global Gold Demand and Industry Trends

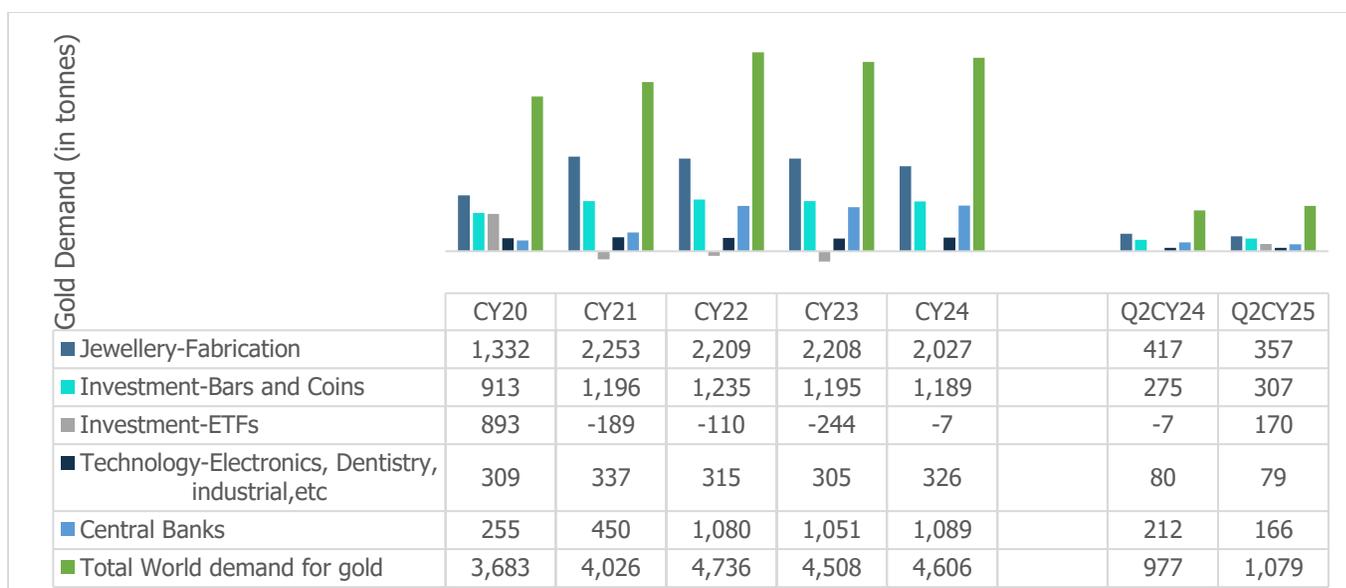
Beyond its monetary value, gold carries deep emotional and cultural significance in many societies, making it a sought-after asset for various purposes. People across the world purchase gold for varied reasons, which are often shaped by local traditions, economic conditions, and broader global trends. 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.

### Category-wise Gold Demand

**Chart 13: Category-wise Gold Demand**



Source: WGC, CareEdge Research

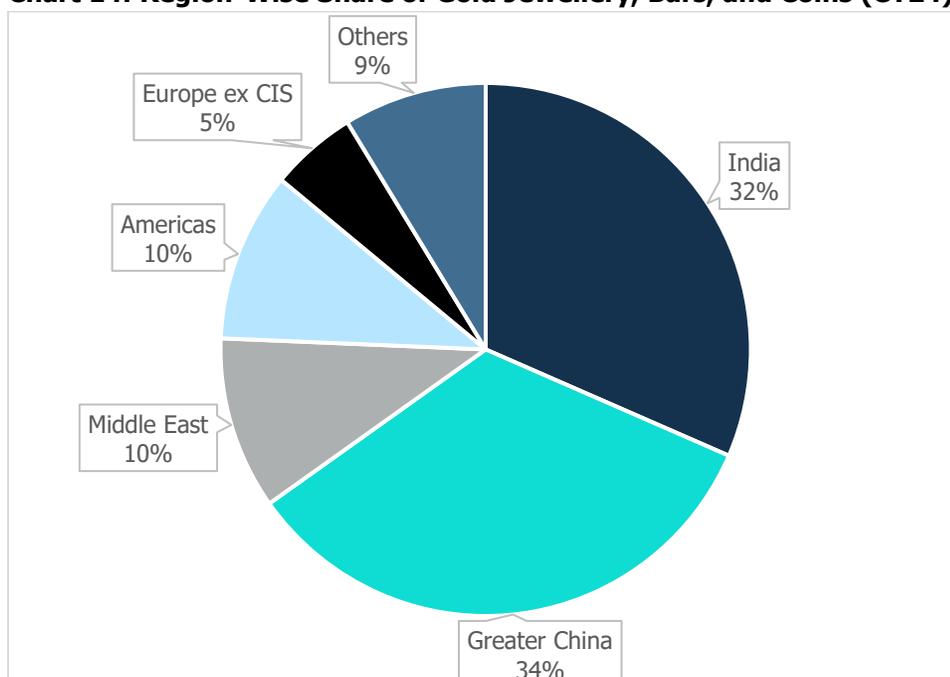
Note: Jewellery Fabrication includes jewellery consumption and jewellery inventory

In CY24, the total demand for gold by global consumers was 4,606 tonnes, compared to 4,508 tonnes in CY23. For Q2CY25, the gold demand increased from 977 tonnes to 1,079 tonnes. The majority share of global gold demand consists of gold jewellery, which is 44% for CY24 and around 33% for Q2CY25, followed by bars and coins, which account for 26% of total gold demand for CY24 and 28% in Q2CY25.

The global gold jewellery demand remained more or less stable for CY24; however, for Q2CY25, it showed a 14.5% y-o-y decline as compared to Q2CY24. 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 3,280 per troy ounce in Q2CY25. Buying by the central bank remained stable at 1089 tonnes for CY24, and for Q2CY25 it was 166 tonnes.

### Region-wise Share of Gold Consumption in Volume Terms for Jewellery, Bars, and Coins

**Chart 14: 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.

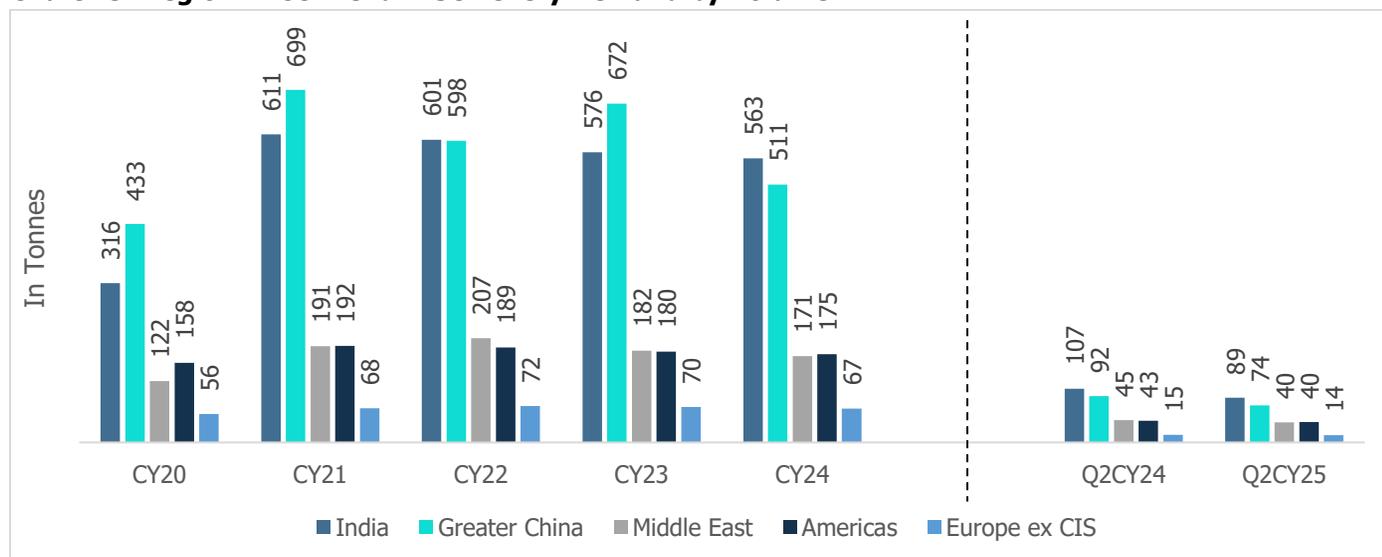
China consumes the maximum share of world jewellery, bars and coins, followed by India. China in total consumed around 857 tonnes of gold in the form of jewellery and bars & coins in CY24, followed by India with 803 tonnes. Other key regions after China and India are the Americas (263 tonnes), the Middle 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

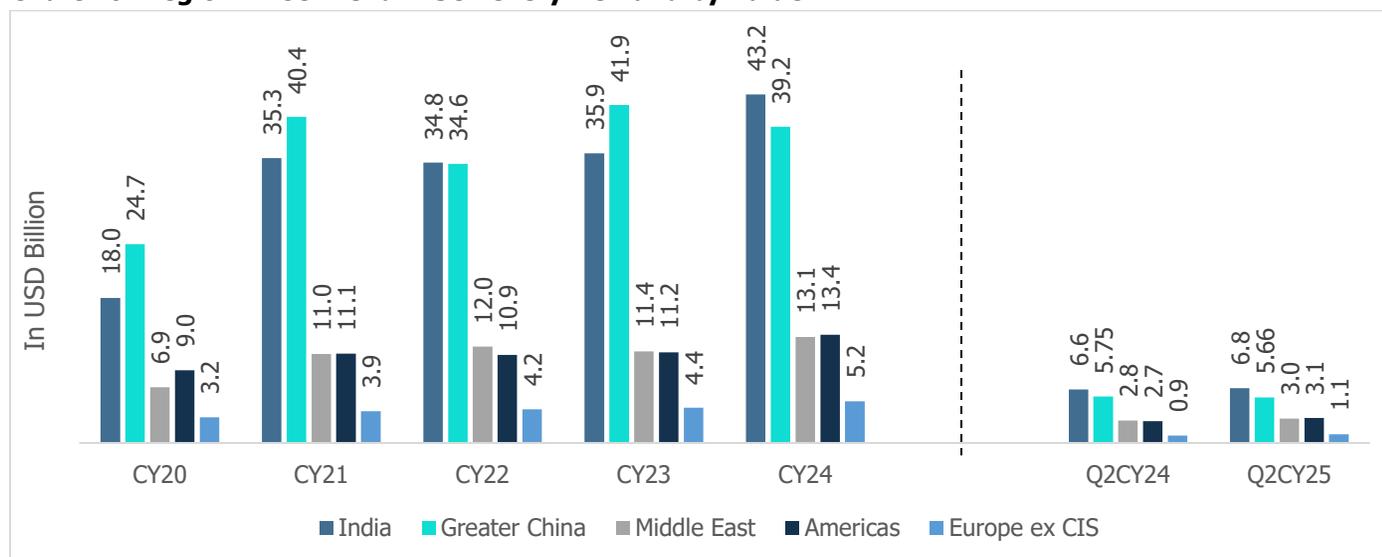
**Chart 15: Region-Wise Trend in Jewellery Demand by Volume**



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 16: Region-Wise Trend in Jewellery Demand by Value**



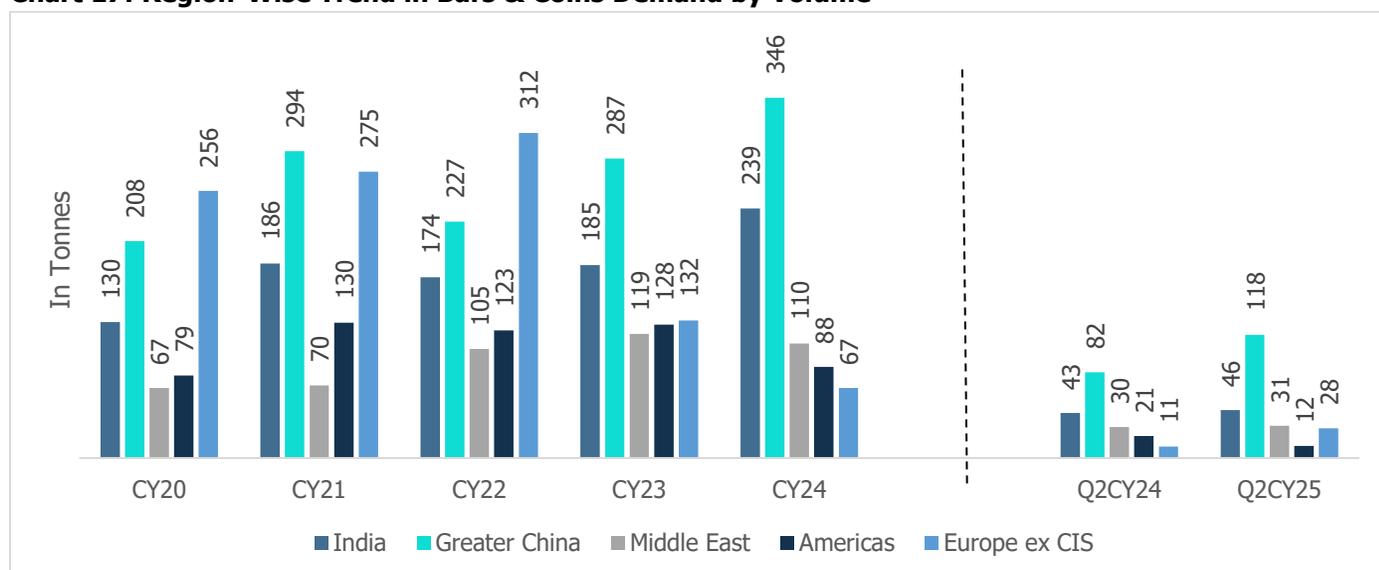
Source: WGC, CareEdge Research

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).

## Region-Wise Trend in Bars and Coins Demand - Volume Terms & Value Terms

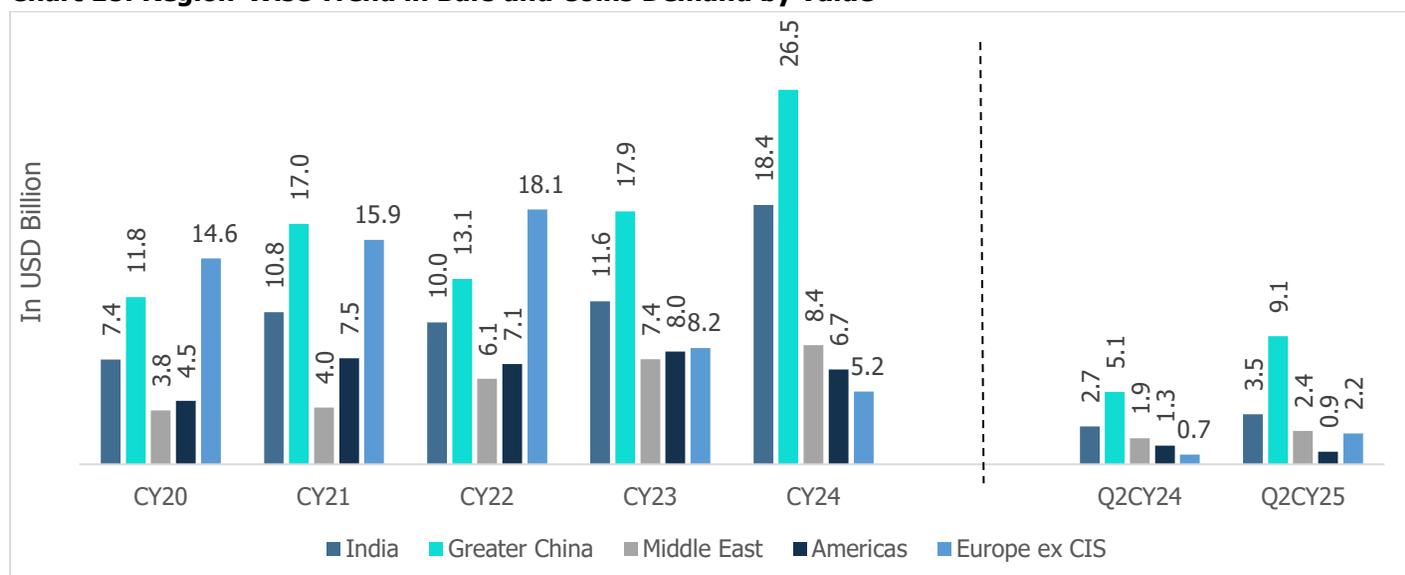
**Chart 17: Region-Wise Trend in Bars & Coins Demand by Volume**



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 18: 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 Q2CY25, the gold bars and coins demand for China showed an increase of 77% y-o-y to USD 9.1 billion, followed by India, for which gold bars and coins demand reached USD 3.5 billion, showing y-o-y growth of 31.5%.

## Global Trade Scenario

### Trend in Export Market for Precious Stones and the Jewellery Industry

#### • 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

- **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

### Trend in Import Market for Precious Stones and the Jewellery Industry

- **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

- **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

### 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.

## **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.

### **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.

### **Indian Gems and Jewellery Industry**

#### **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.

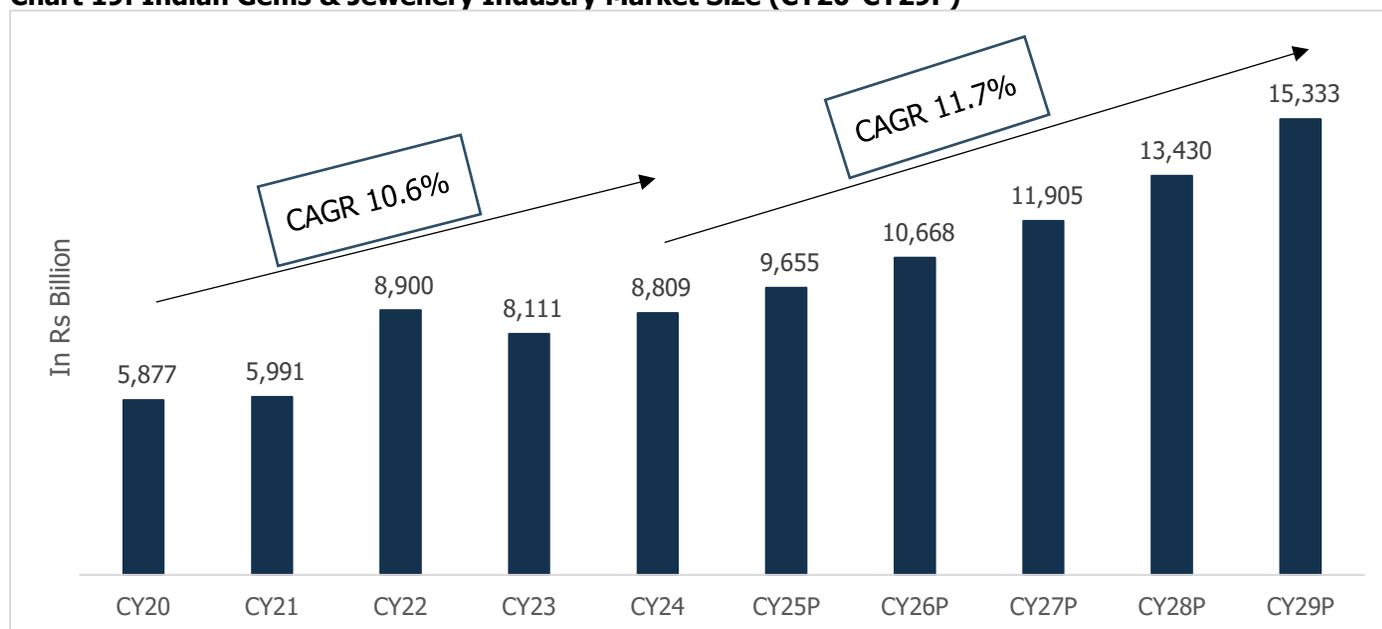
In conclusion, the Indian gems and jewellery industry continues to thrive, blending traditional strengths with evolving consumer preferences and gradual modernisation. Its ability to adapt to changes while leveraging its heritage ensures its sustained growth and competitiveness on the global stage.

### 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 19: Indian Gems & Jewellery Industry Market Size (CY20-CY29P)**



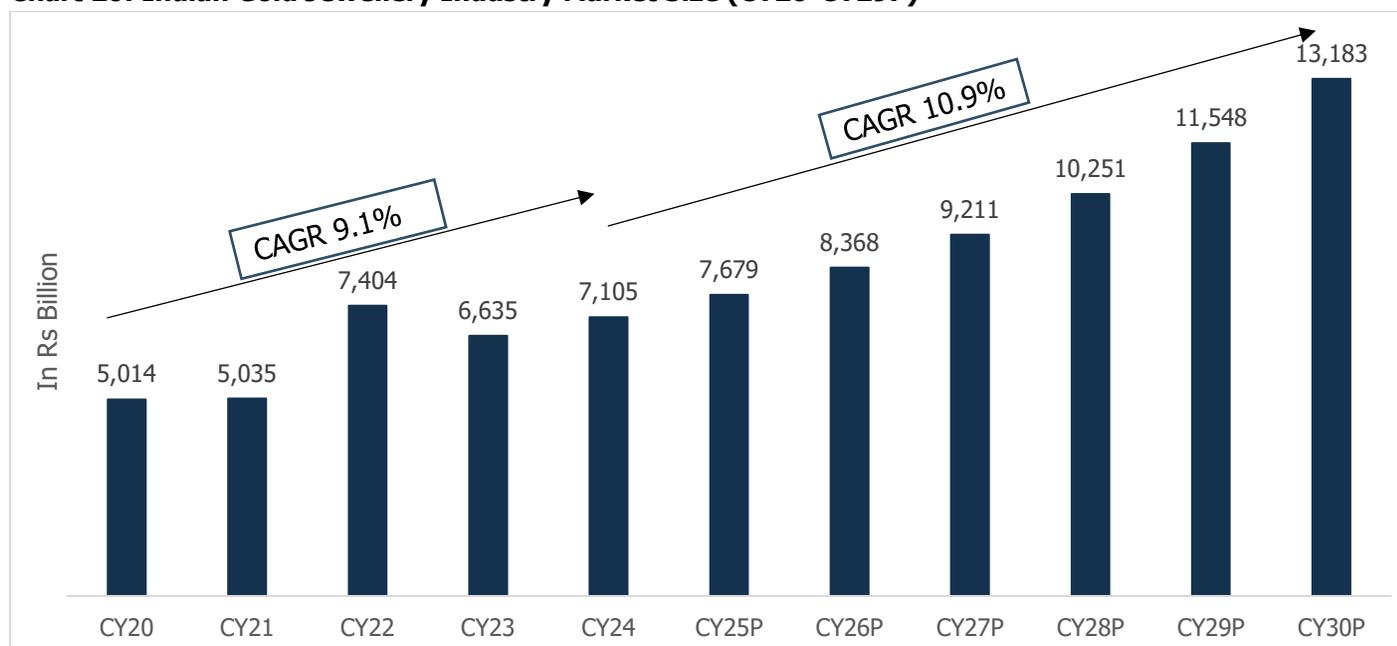
Source: IMARC Group, CareEdge Research

In CY24, the domestic gems and jewellery industry was valued at around Rs. 8,809 billion, with a CAGR of 10.6% 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.

### 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.

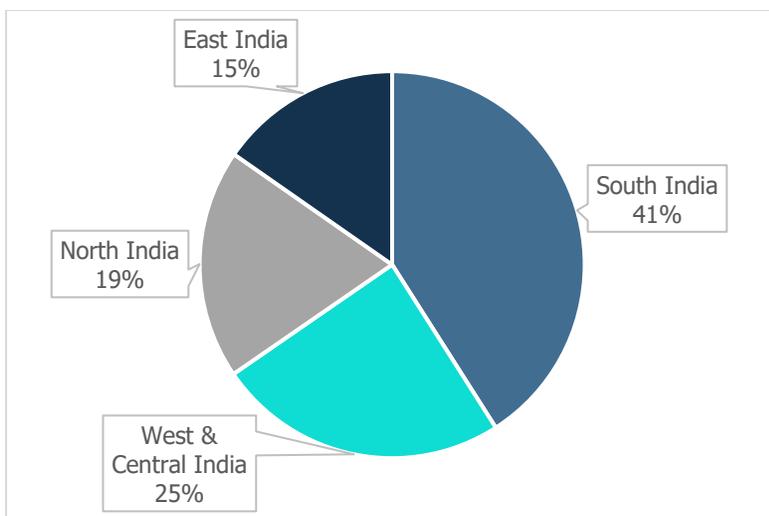
**Chart 20: Indian Gold Jewellery Industry Market Size (CY20-CY29P)**



Source: IMARC Group, CareEdge Research

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 10.9% between CY24 and CY30 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 21: 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.

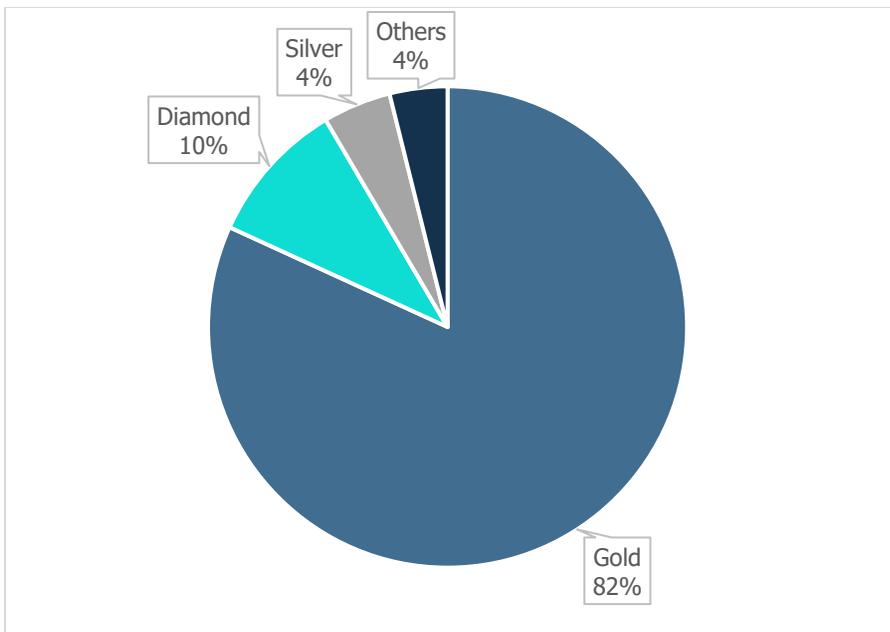
In contrast, Maharashtra sees continuous spending on jewellery, driven by strong replacement demand. Women in this region often buy new pieces or upgrade existing ones, reflecting both cultural practices and evolving fashion trends. The state's inclination towards nath (nose rings) and kamarband (waistbands) 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.

### **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 22: 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.

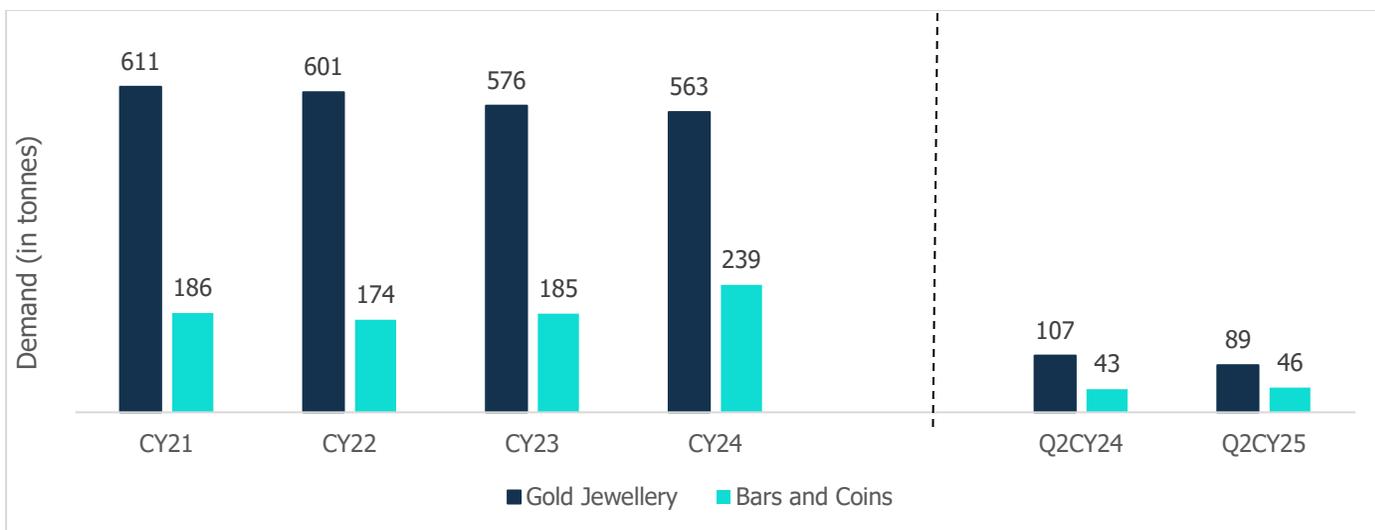
**Diamond:** The diamond jewellery sector in India has seen robust growth in recent years, particularly among consumers looking for luxury and exclusivity. Diamonds are a popular choice for special occasions, particularly weddings, and are often seen as a symbol of sophistication. This segment is supported 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.

### Domestic Gold Demand from Various Segments

#### Chart 23: 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

### 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.

### 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:

| <b>Store Format</b>  | <b>Approx. Size (sq. ft.)</b> | <b>Description</b>  |
|----------------------|-------------------------------|---|
| <b>Small Format</b>  | 100–500 sq. ft.               | Compact stores designed for high-street locations or convenience centres; limited product range and faster service.                                   |
| <b>Medium Format</b> | 500–1,000 sq. ft.             | The most common format in malls or commercial zones; balanced inventory with moderate footfall capacity.  |
| <b>Large Format</b>  | > 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. |

#### **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.

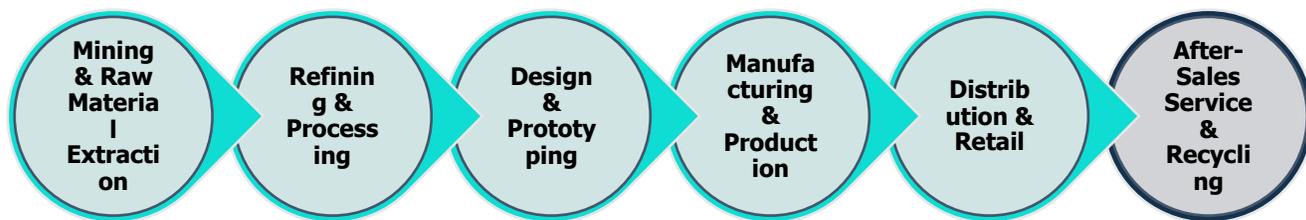
#### **Key Advantages of the SIS Model:**

- **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.

#### **Value Chain of Gems and Jewellery**

#### **Chart 24: 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

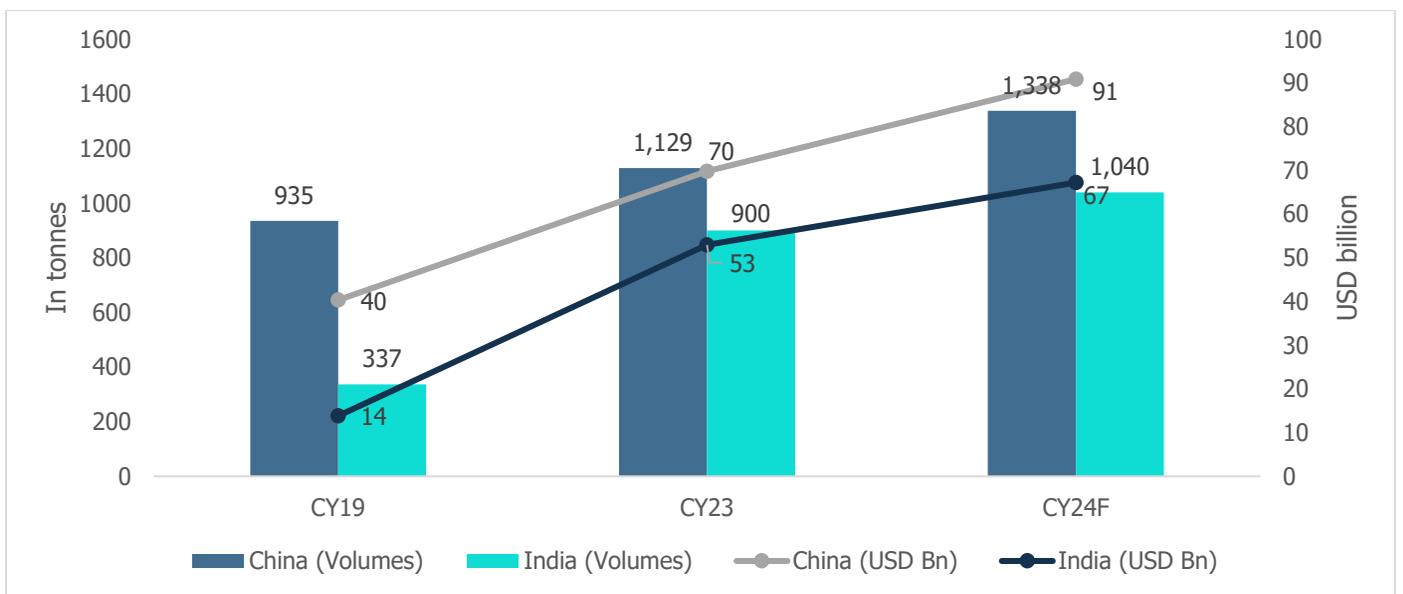
Note: Gold ore concentrate includes both production and import volumes

### 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 25: Gold Refining in India and China

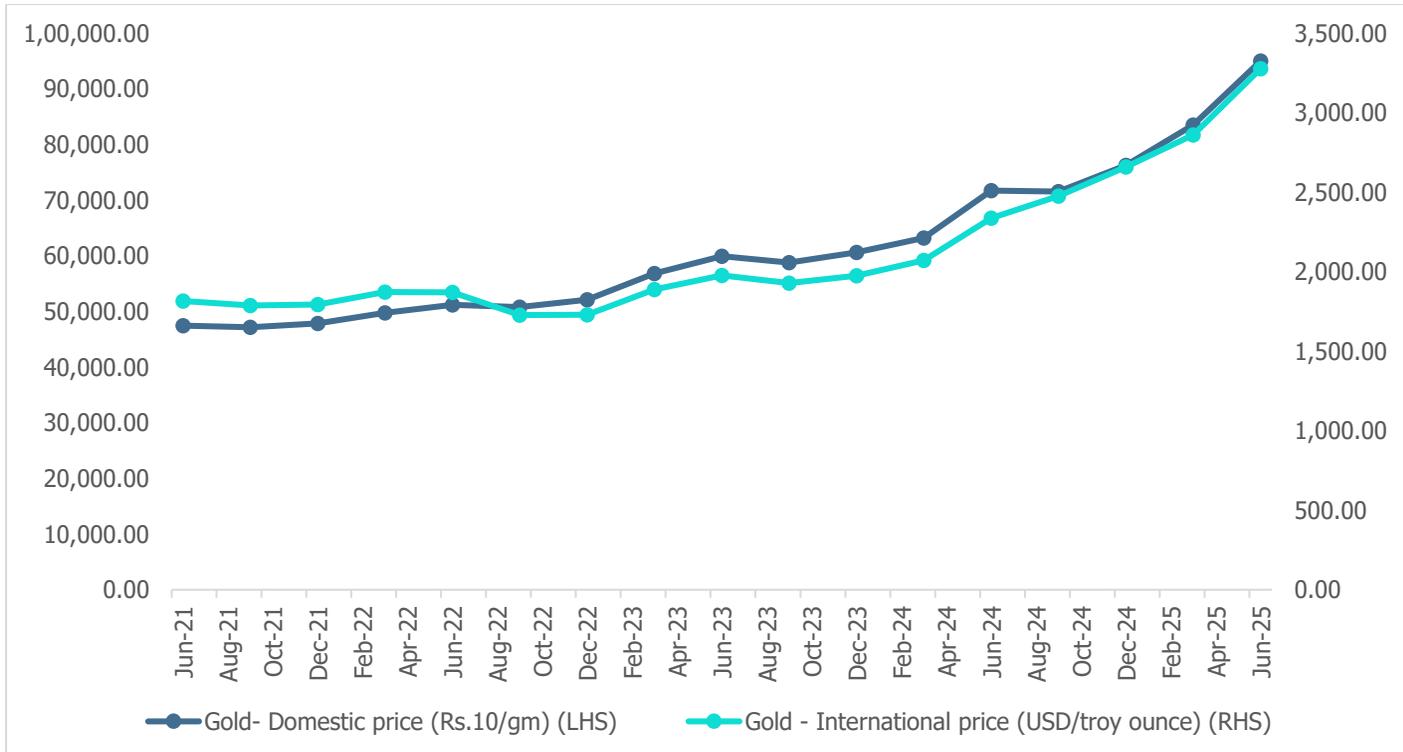


Source: Maia Research, CareEdge Research

### 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 26: Trend in Domestic and 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 June 2025, international prices had risen to USD 3,279 per troy ounce, while domestic gold prices surged to Rs. 95,055

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.

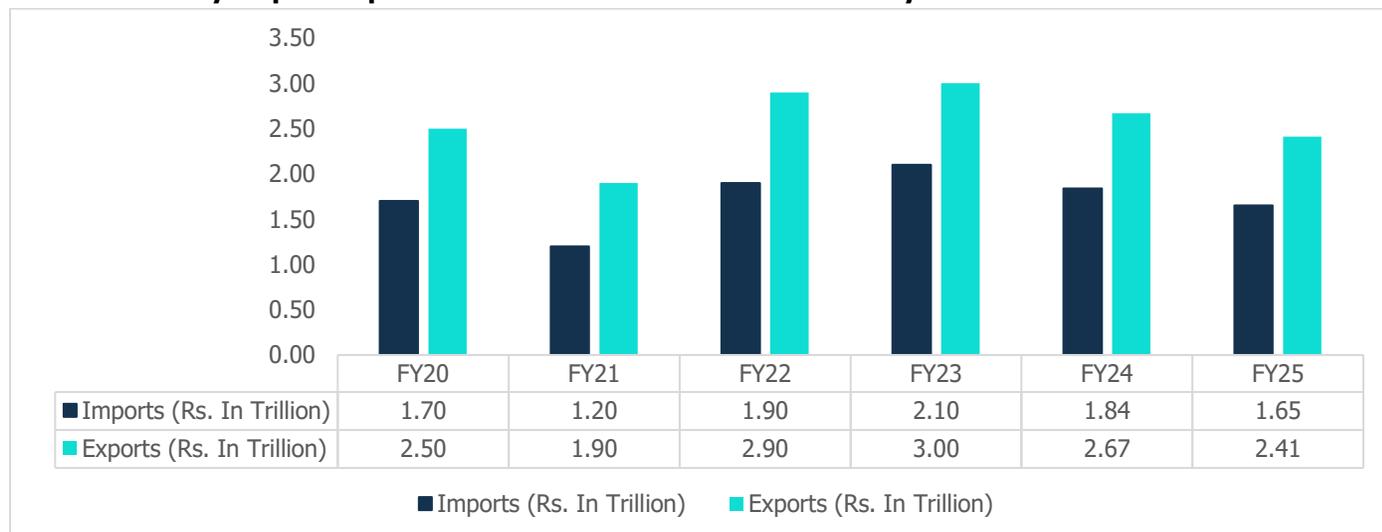
Although gold prices have been volatile in recent times, overall demand has remained stable, as investors continue to view gold as a preferred asset during periods of economic uncertainty.

### Trends in Imports and Exports of Gems and Jewellery in India

#### 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 27: Yearly Import Export Trends - Overall Gems and Jewellery**



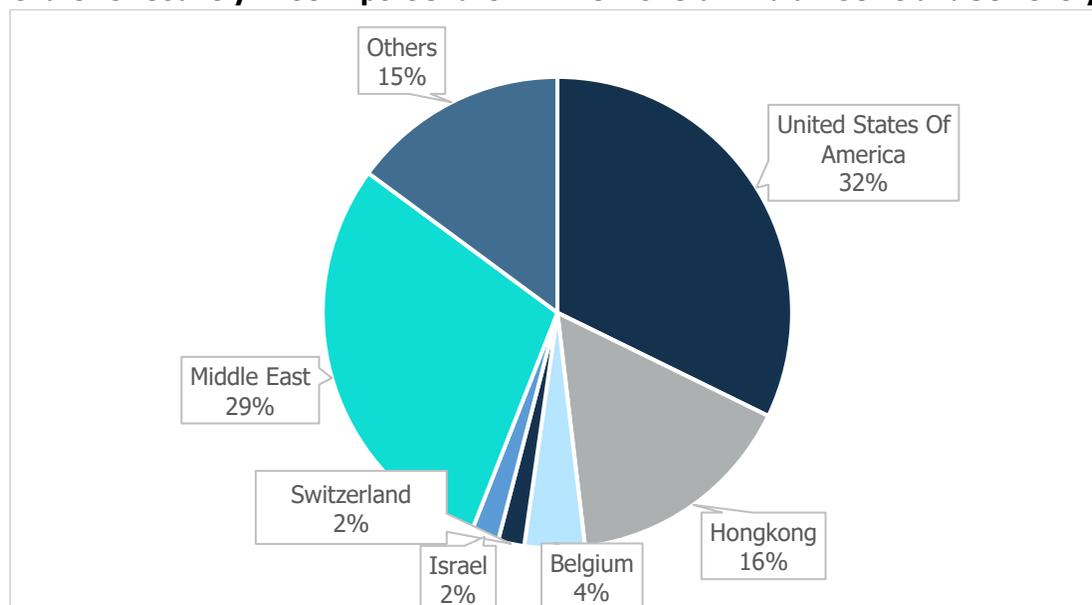
Source: Gems & Jewellery Export Promotion Council (GJEPC)

#### 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.

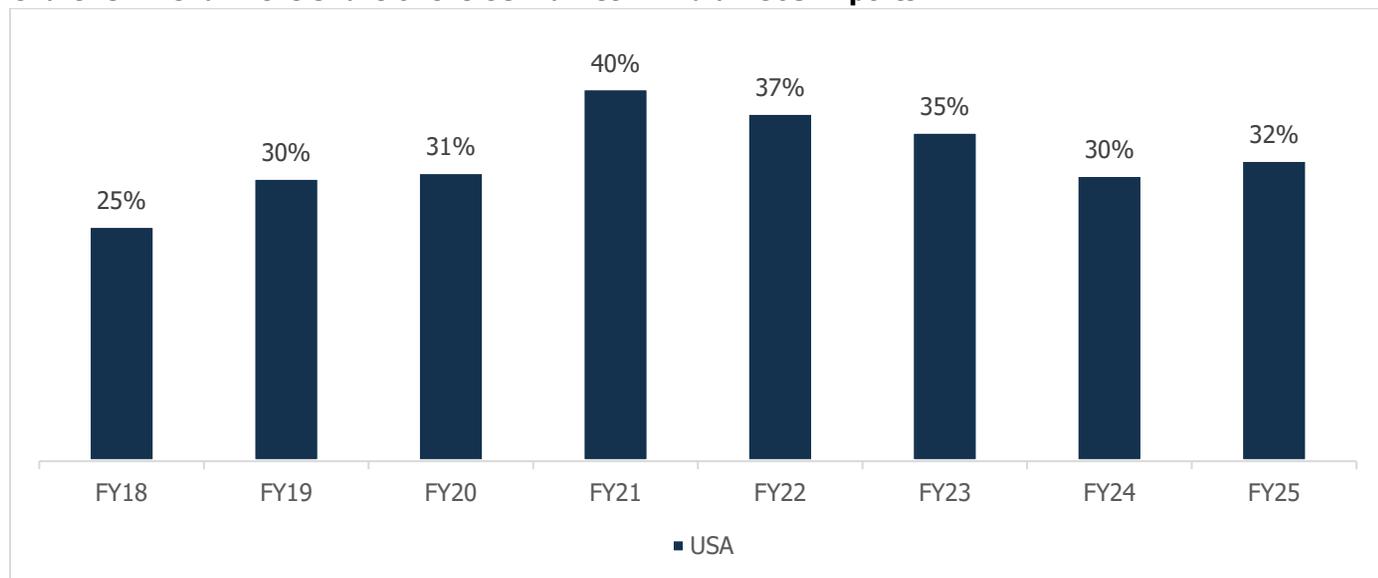
**Chart 28: Country-wise Export Share in FY25 - Overall Indian Gems and Jewellery**



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.

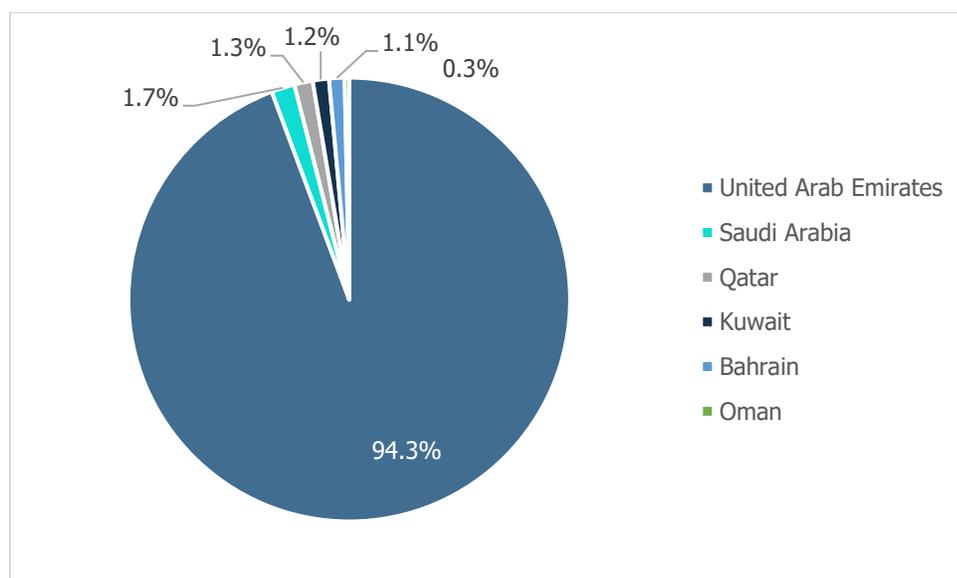
**Chart 29: Trend in the Share of the US Market in Indian G&J Exports**



Source: Gems & Jewellery Export Promotion Council (GJEPC), CMIE

### Focus on Middle East Countries

**Chart 30: 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 2<sup>nd</sup> 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 31: 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 Jordan

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.

### 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.

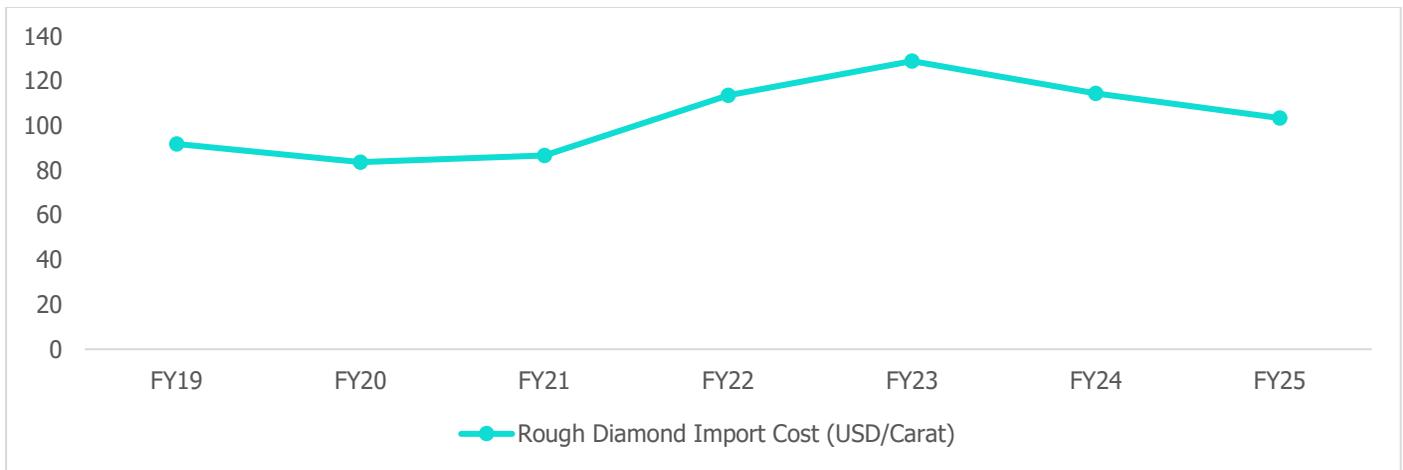
**Table 6: Import Trend of Rough Diamonds**

| 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%                        |
| Q1FY25 | 283.3                    | -14.10%             | 62.10%                       |
| Q1FY26 | 275.7                    | -2.70%              | 60.30%                       |

-\* compared with pre-pandemic year FY20

Source: Gems & Jewellery Export Promotion Council (GJEPC), CareEdge Research

### Chart 32: Trend in Rough Diamond Import Prices

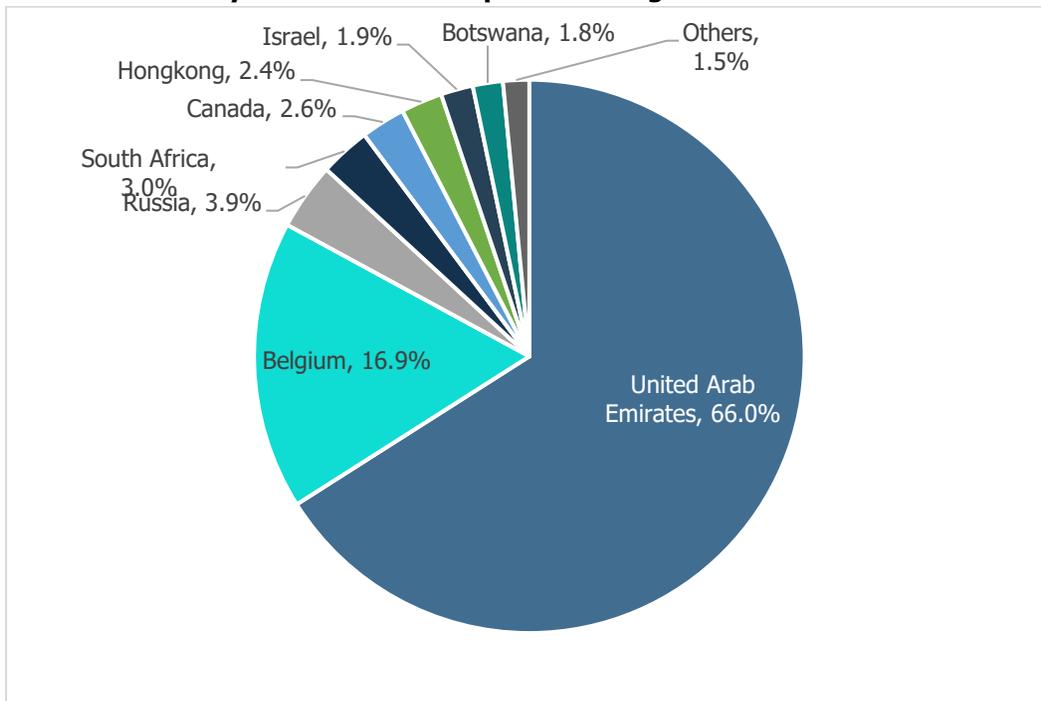


Source: Gems & Jewellery Export Promotion Council (GJEPC), CareEdge Research

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 33: 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%         |

|        |       |        |
|--------|-------|--------|
| Q1FY25 | 184.5 | 13.90% |
| Q1FY26 | 236.9 | 28.40% |

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 18<sup>th</sup> February 2022 and effective from 1<sup>st</sup> 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 ( In Kgs) | Imports | 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%            |
| FY25   | 4,897.5                       | 29.80%    |        | 7,57,037       |         | -4.80%           |
| Q1FY25 | 696.3                         | -12.70%   |        | 1,16,237       |         | -31.40%          |
| Q1FY26 | 640.2                         | -8.10%    |        | N/A            |         | N/A              |

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. 4,897.5 billion in FY25 as compared to Rs. 3,772.5 billion in FY24. During Q1FY26 the imports of gold imports in India saw decline of 8.1% as Q1FY25 y-o-y in value terms.

#### 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.

## **Diamond and Diamond Studded Gold Wholesale Market**

### **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.

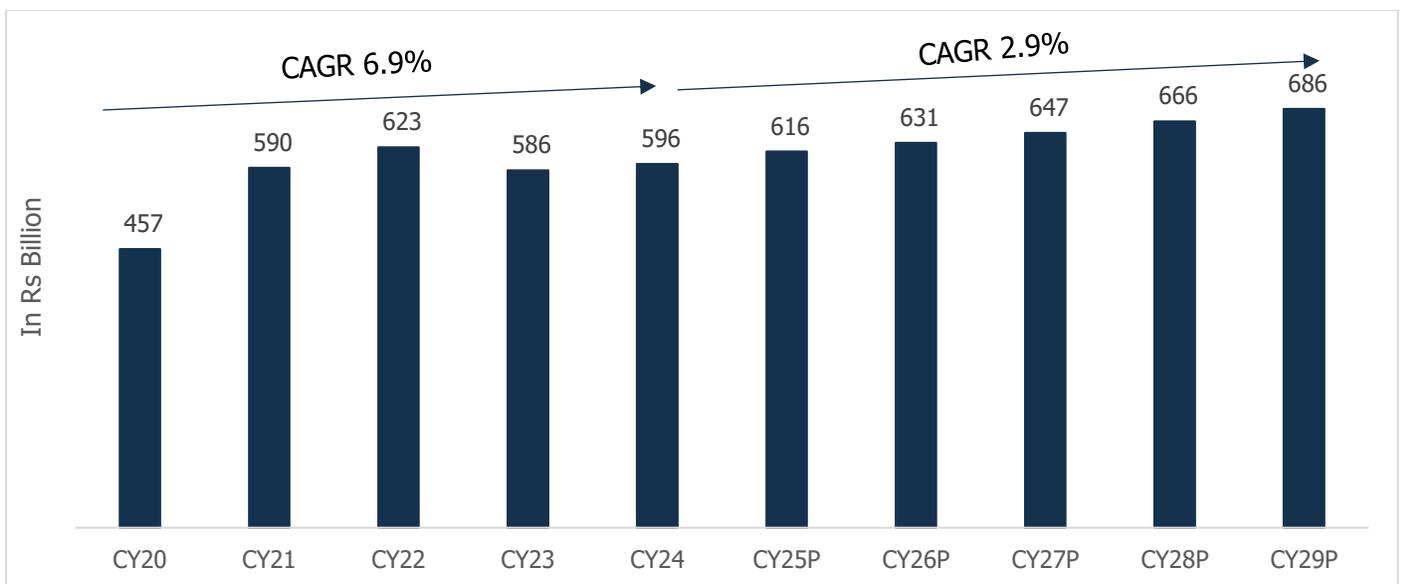
The Indian diamond industry operates across the entire value chain, encompassing the import of rough diamonds, cutting and polishing, grading and certification, and the export of finished stones. Rough diamonds are primarily sourced from international mining hubs such as Russia, Botswana, and Canada 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.

### **Market Size of the Diamond Industry in India**

#### **Chart 34: 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 2.9% over the forecast period CY24–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. Furthermore, consumers seeking diamond-studded jewellery are likely to prefer jewellers with established expertise and specialization in this segment. 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.

## 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.

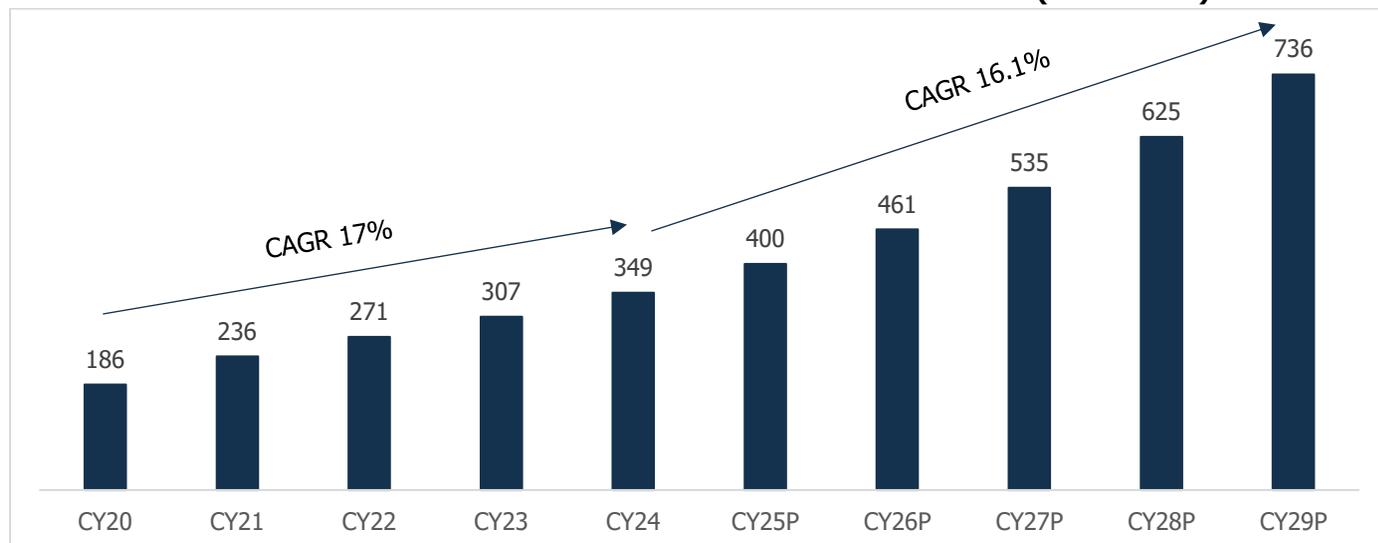
However, the segment faces challenges, including the fluctuating prices of diamonds, which may limit its accessibility to certain consumers. While few companies manage to mitigate the risk of fluctuating prices, some companies also find it too difficult to surpass the prices to the end consumers. The 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.

## 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 35: 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 16.1% during CY24-CY29, reaching an estimated value of Rs. 735.6 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.

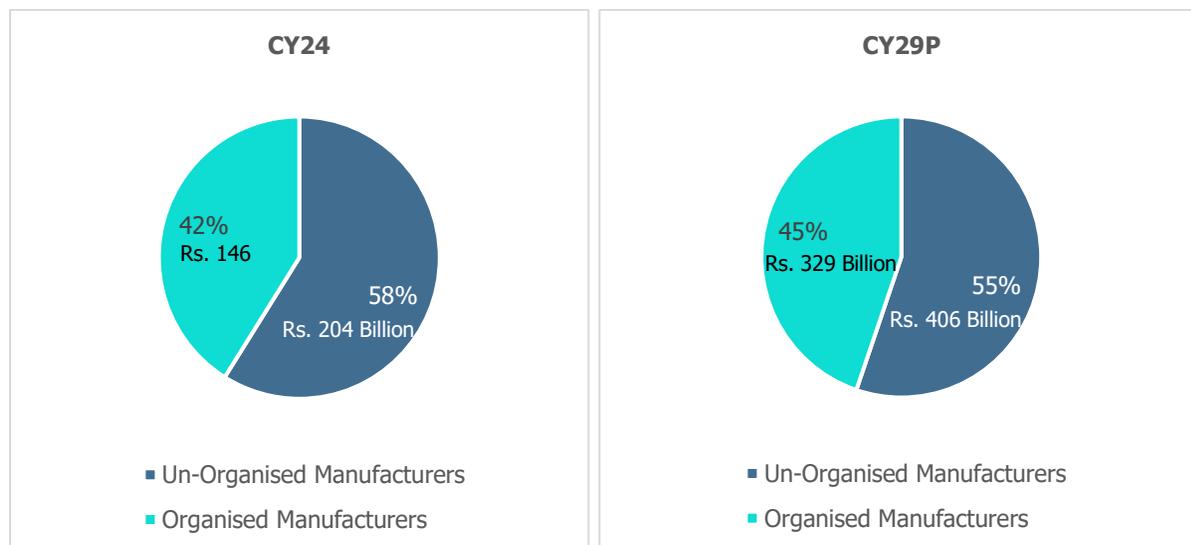
## Share of Organised and Unorganised Manufacturers

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 36: Indian Diamond Studded Gold Wholesale Market Breakup by Manufacturer (CY24 Vs CY29P)**

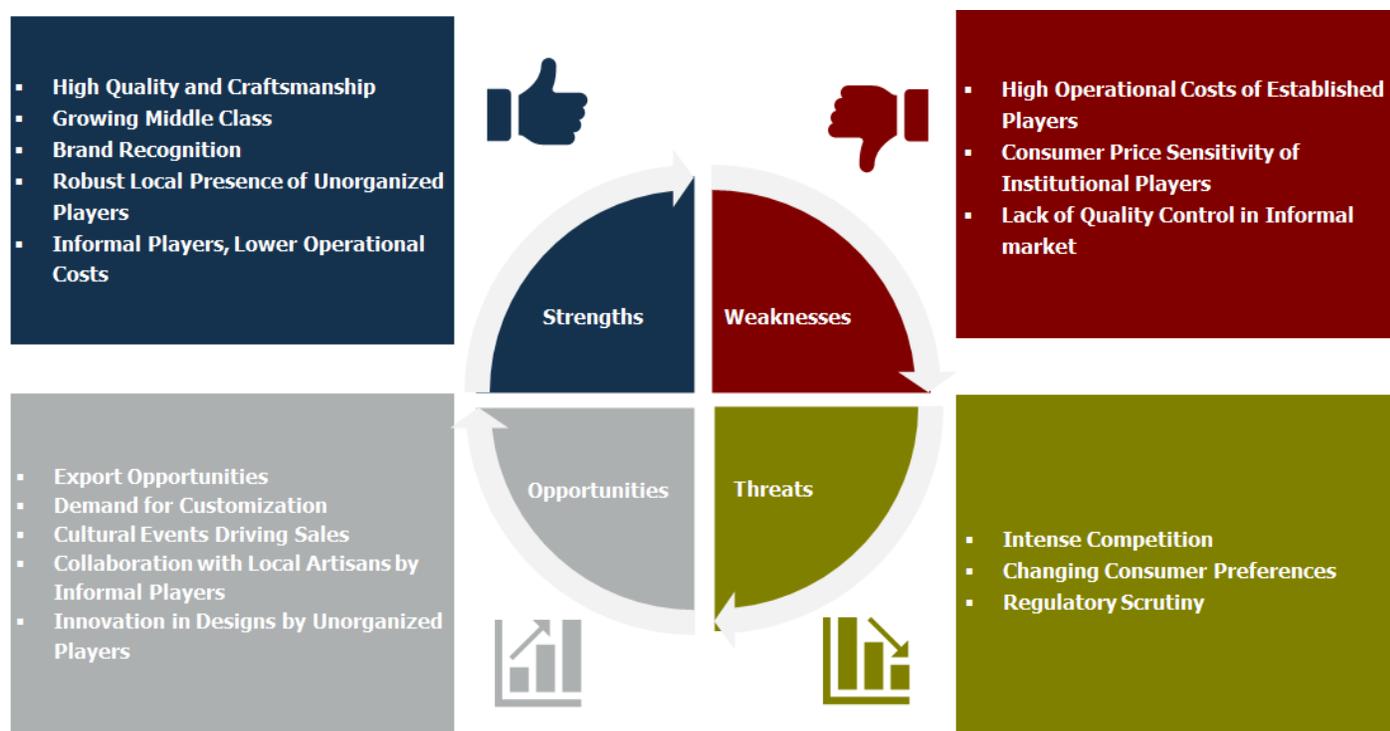


Source: IMARC Group, CareEdge Research

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.

**SWOT Analysis of the Indian Diamond-Studded Gold Wholesale Industry**

**Chart 37: SWOT Analysis**

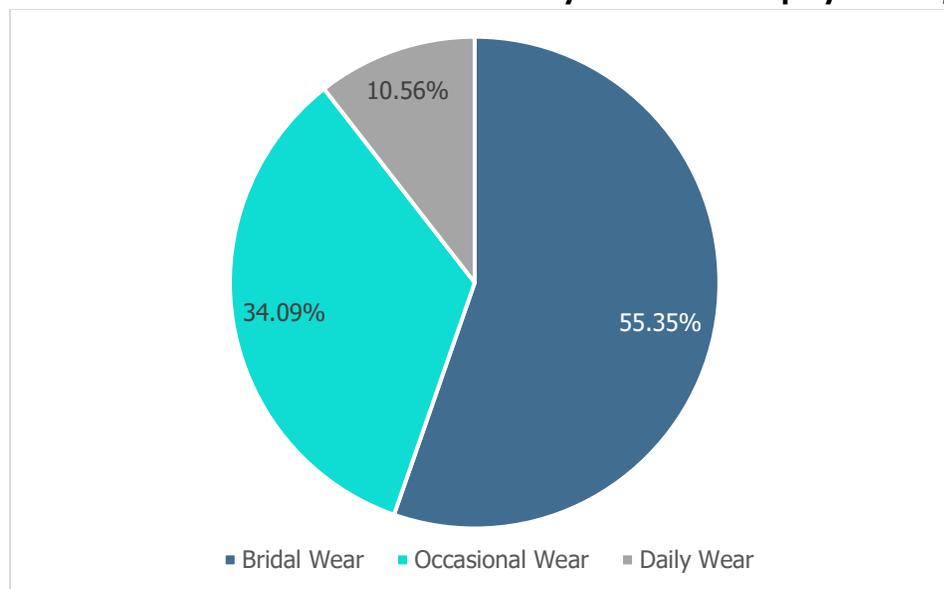


Source: CareEdge Research

**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 38: Indian Wholesale Gold Jewellery Market Breakup by Wearing (in %), CY24**



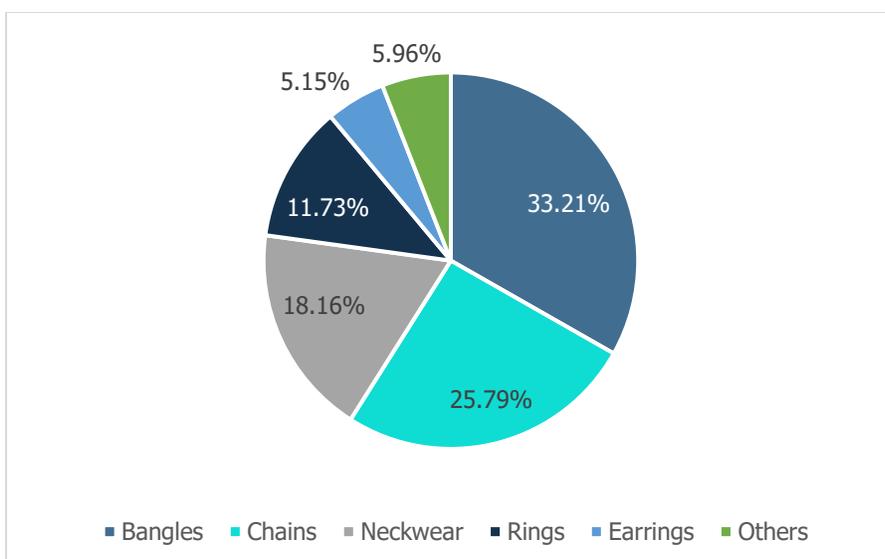
Source: IMARC Group, CareEdge Research Analysis; E= Estimated

| Segment                | Details  |
|------------------------|--|
| <b>Bridal Wear</b>     | 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.  |
| <b>Occasional Wear</b> | 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.  |
| <b>Daily Wear</b>      | 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. |

**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 39: Indian Wholesale Gold Jewellery Market Breakup by Wearing (in %), CY24**



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.

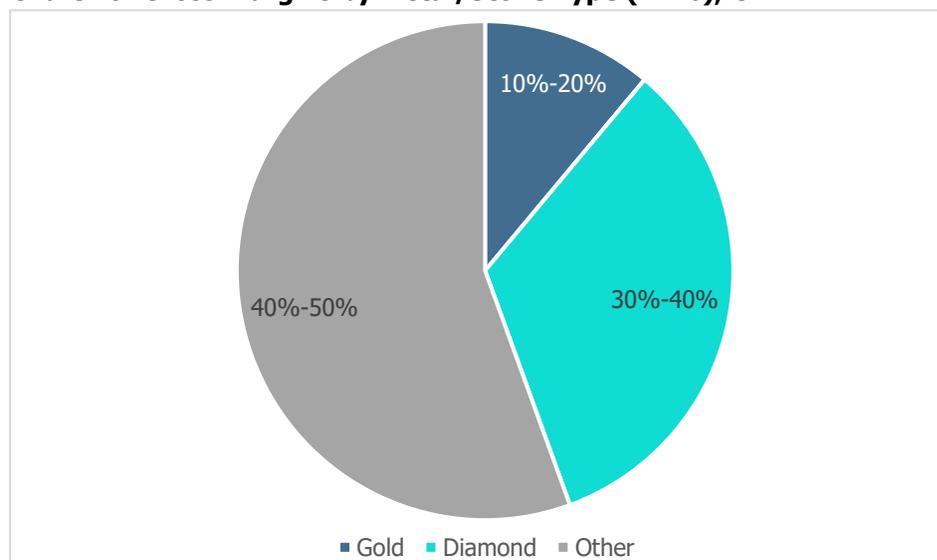
- **Bangles/Bracelets**

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.

### 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 40: Gross margins by Metal/Stone Type (in %), CY24**



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.

### 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   |
|---|---|
| <b>Rise of Minimalist Designs</b>                           | 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.   |
| <b>Digital and Omni-Channel Strategies</b>                  | 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. |
| <b>Expansion of the Wholesale Gold Jewellery Market</b>     | 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.   |
| <b>Increased Demand for Pre-Owned and Vintage Jewellery</b> | 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 are responding to this trend by offering refurbished and certified pre-owned jewellery, often at more accessible price points.   |
| <b>Influence of Global Design Trends</b>                    | 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.                               |
| <b>Focus on Customisation in Wholesale Gold Jewellery</b>   | The wholesale gold jewellery market is experiencing a growing demand for customised pieces.   |
| <b>Hallmarking and Certification</b>                        | 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.                                  |

### Overview of the LGD Jewellery Industry in India

Lab-Grown Diamonds (LGDs) are real diamonds that are created in laboratories using advanced technological processes that replicate the natural conditions under which diamonds form beneath the earth's surface. Unlike imitation or synthetic stones such as cubic zirconia or moissanite, LGDs have the same chemical, physical, and optical properties as mined diamonds — they are made of pure carbon, have identical crystal structures, and display the same sparkle, hardness, and durability. The two main methods used to create LGDs are Chemical Vapour Deposition (CVD) and High Pressure High Temperature (HPHT). The CVD process involves placing a diamond seed in a carbon-rich chamber, where carbon atoms deposit layer by layer to form a diamond. In contrast, HPHT replicates the natural geological process by subjecting carbon to high pressure and temperature until it crystallizes into a diamond.

LGD Jewellery refers to ornaments such as rings, earrings, necklaces, and bracelets that are made using lab-grown diamonds instead of naturally mined ones. From a visual and structural standpoint, jewellery made with LGDs is indistinguishable from jewellery made with natural diamonds, even to trained eyes, unless examined with specialized equipment. The key difference lies in their origin — LGDs are man-made in controlled environments, whereas natural diamonds are mined from the earth after millions of years of

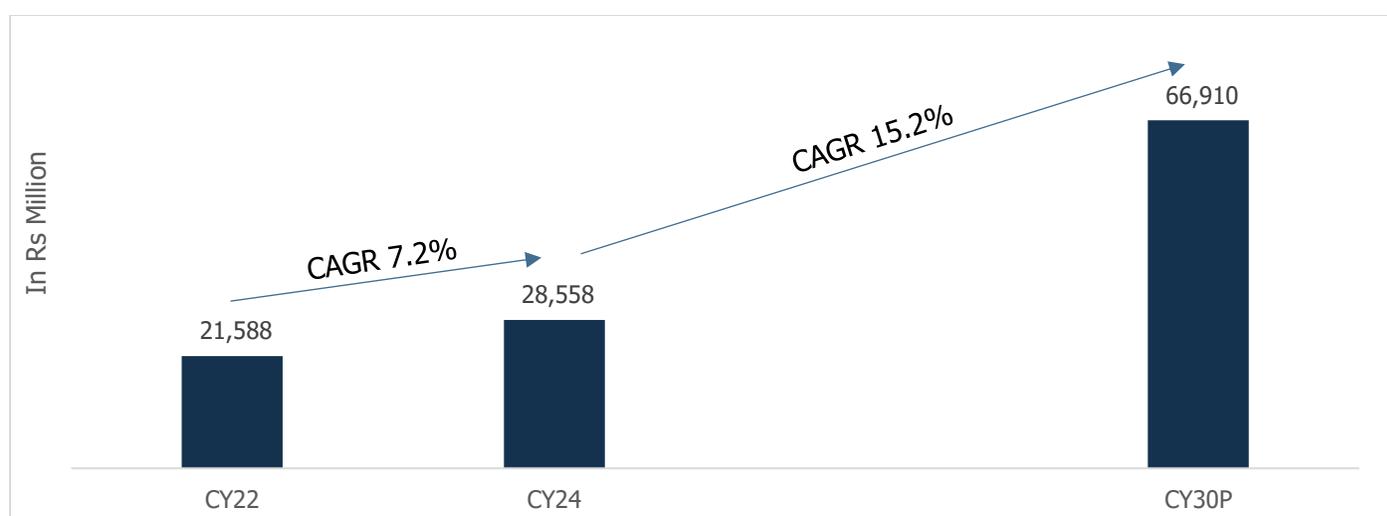
formation. This difference makes LGD jewellery more sustainable, ethical, and affordable, as its production does not involve mining, which is often associated with environmental damage and ethical concerns related to labor practices.

The appeal of LGD jewellery has grown rapidly in recent years due to several factors. It offers significant cost savings, typically priced 30–50% lower than mined diamonds of comparable size and quality. Additionally, it aligns with the preferences of younger consumers who value sustainability, transparency, and innovation in luxury purchases. Advances in technology have also improved the quality and availability of LGDs, allowing jewellers to design intricate, high-quality pieces for engagement, gifting, and everyday wear.

Overall, Lab-Grown Diamonds and LGD Jewellery represent a technological and cultural shift in the diamond industry — combining the brilliance and authenticity of real diamonds with the benefits of ethical sourcing and affordability. As consumer acceptance rises and awareness spreads, LGDs are increasingly being recognized not as substitutes but as a modern, responsible alternative to traditional mined diamonds, redefining luxury for the new generation.

### Market Size of the Lab-Grown Diamond Industry in India

**Chart 41: India Lab Grown Diamond Jewellery Industry Market Size and Growth (CY22-CY24-CY30P)**



Source: CareEdge Research

The Lab-Grown Diamond (LGD) jewellery market in India has witnessed significant growth in recent years, reflecting a shift in consumer preferences towards sustainable and affordable alternatives to natural diamonds. From Rs 21,588 million in CY22, the market expanded to Rs 28,558 million in CY24, driven by rising awareness, increasing accessibility, and growing interest among younger consumers. Lab-grown diamonds offer the same optical and physical properties as natural diamonds, but at a more competitive price point, which has further fuelled their adoption in the retail jewellery space. In addition, premium and studded jewellery segments have increasingly incorporated LGDs, enhancing their appeal to style-conscious consumers looking for ethically sourced options.

Looking ahead, the LGD jewellery market is projected to reach Rs 66,910 million by CY30, indicating a robust CAGR of 15.2% and reflecting strong growth potential. This growth is expected to be supported by evolving consumer trends, technological advancements in LGD production, and increasing penetration across tier-2 and tier-3 cities. Moreover, the market is likely to benefit from a rising inclination towards customised designs and innovative collections, further solidifying LGDs as a mainstream choice in India's jewellery landscape. Overall, the sector presents significant opportunities for retailers, investors, and manufacturers alike.

### Regulatory Process and Framework for the Gems & Jewellery Industry in India

#### 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.

### **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.

### **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.

### **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  |

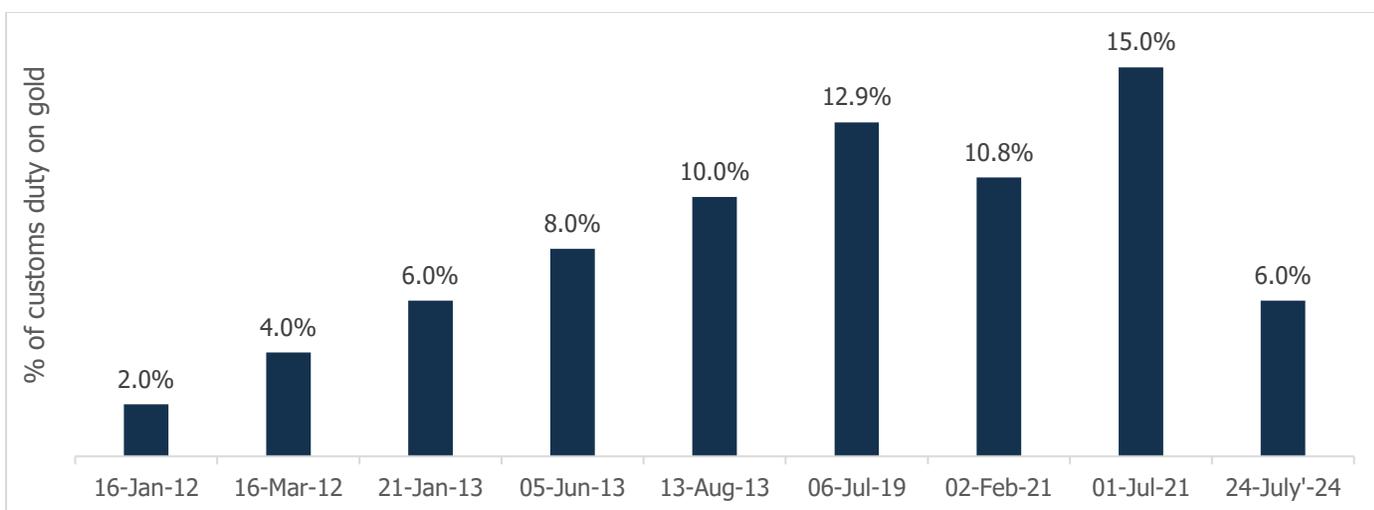
### **Latest Budget Provisions for the Gems and Jewellery Industry in India**

The 2024–25 Union Budget introduced several reforms to streamline the gold market, promoting transparency and growth in the industry. Key measures include:

- **Reduction in import duty on gold and gold doré:**

A notable cut of 9% in the import duty on gold and gold doré has been introduced. Total customs duty on gold was reduced from 15% to 6%, while the duty on gold doré was slashed from 14.35% to 5.35%. This marks the sharpest duty reduction since 2013, and duties had remained above 10% for over a decade. These changes are effective from 24 July 2024.

### **Chart 42: Significant Cuts in Customs Duty on Gold**



Source: Ministry of Finance, World Gold Council, CareEdge Research Analysis

▪ **Changes in taxation on long-term capital gains for gold:**

The holding period for long-term capital gains taxation on gold has been shortened from 36 months to 24 months. Additionally, the rate for long-term capital gains tax has been reduced from 20% with indexation to 12.5% without indexation. This change is applicable from 23 July 2024, providing significant tax relief for gold investors.

▪ **Recategorization of gold ETFs and mutual funds:**

Gold ETFs and gold mutual funds will no longer be classified under “Specified Mutual Funds.” The holding period for long-term capital gains on these assets has been reduced to 12 months for listed securities and 24 months for unlisted securities. Gains from listed gold ETFs or mutual funds held beyond 12 months will be taxed at 12.5%, while unlisted ones held for over 24 months will also face a 12.5% tax rate. These changes are set to take effect from 1 April 2026, impacting the assessment year 2026–27.

The Union Budget 2023–24, announced by the Finance Minister Mrs. Nirmala Sitharaman had some new provisions and updates for the gems and jewellery industry. They are as follows:

| Policy/Measure   | Details  |
|--|--|
| <b>Reduction in Customs Duty on Seeds for Lab-Grown Diamonds</b> | Import duty on seeds for lab-grown diamonds reduced from 5% to 0% to encourage domestic manufacturing.   |
| <b>Gold Conversion to Digital Gold</b>                           | 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%.                                    |
| <b>Increase in Customs Duty on Precious Metals Articles</b>      | Customs duty on articles made of rare metals like gold, silver, and platinum raised from 20% to 25%.   |
| <b>Increase in Import Duty on Gold and Silver Findings</b>       | 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%. |
| <b>Facilitation of Jewellery Exports via E-Commerce</b>          | 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.                               |
| <b>Regulation of Online Market</b>                               | 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.                                  |

## 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.

## 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.

### **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.

### **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.

### **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:**

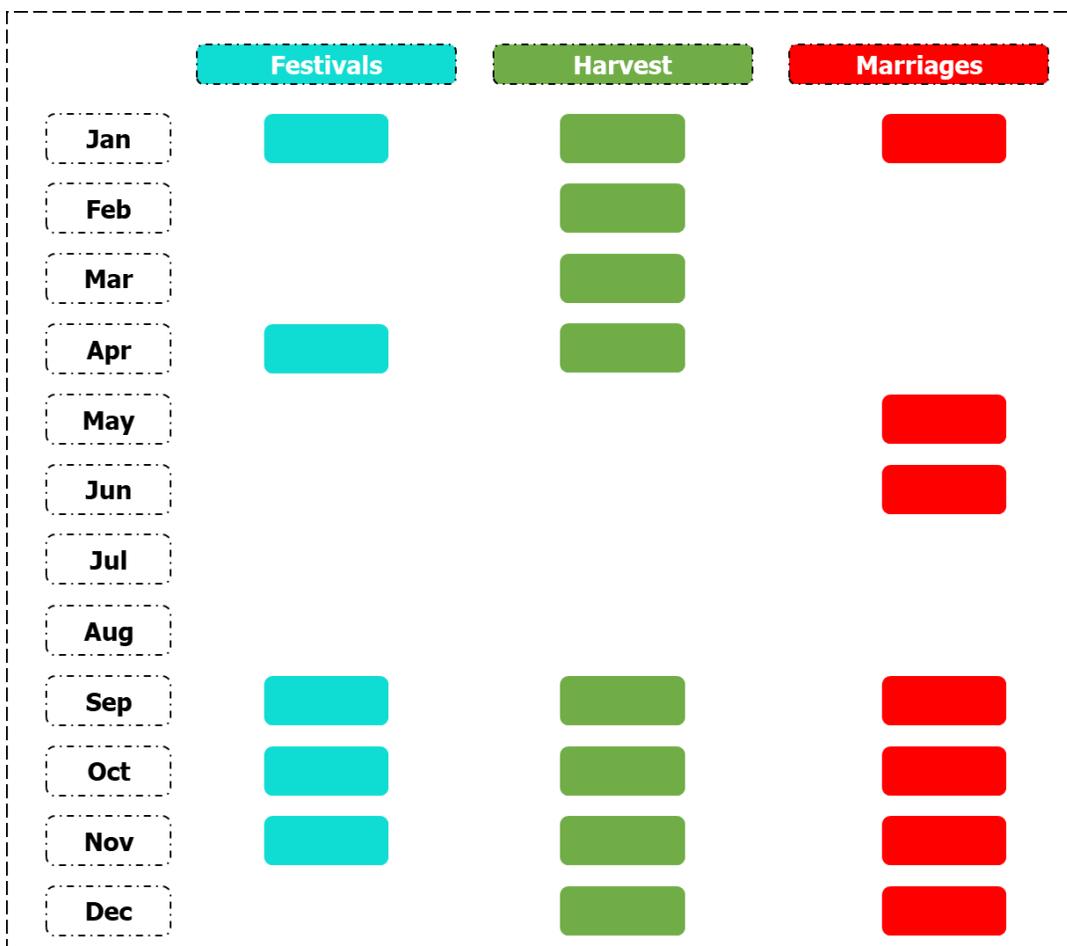
- Jewellery businesses must train staff to recognize red flags, ensure transaction transparency, and follow KYC and AML procedure.

### **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 43: Seasonality in Jewellery Buying**



Source: CareEdge Research based on Industry sources.

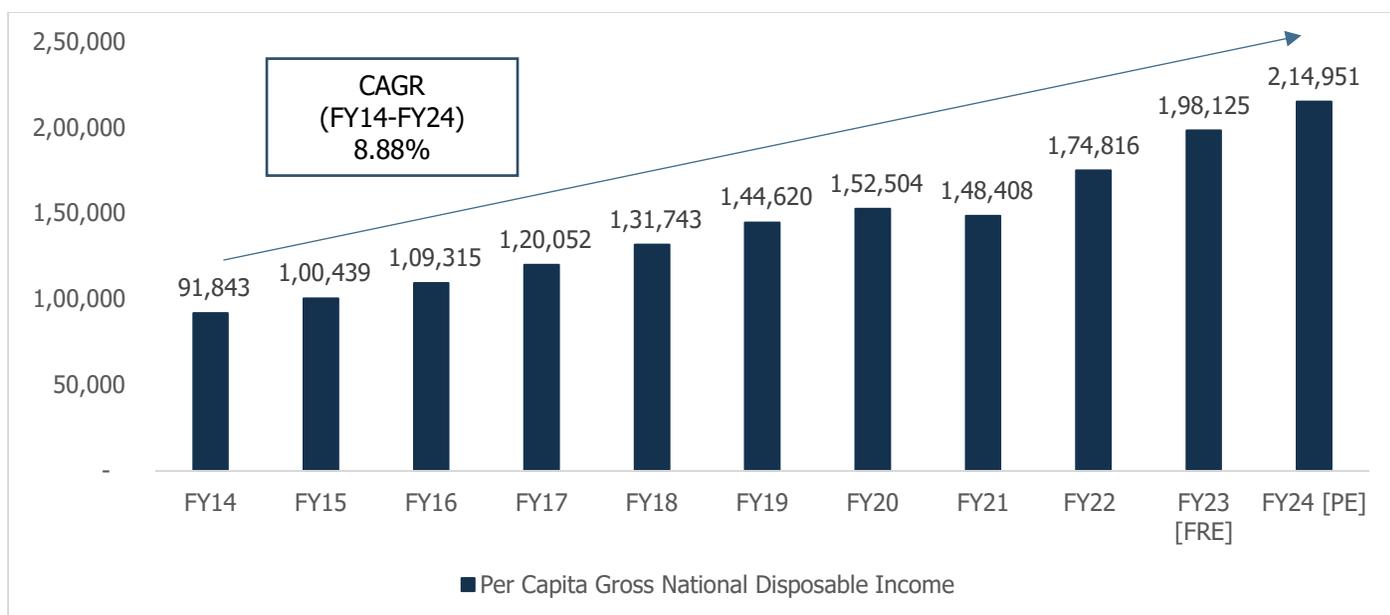
Demand for jewellery rises in the months of the wedding season such as May-June, September-December, and January. During the months of November and December, rural households invest their crop money in gold jewellery. Moreover, gold demand in Tier II and Tier III towns is influenced by agricultural output 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 44: 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.

### **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.

## Competitive Landscape

### Overview

| Company                          | Description  |
|----------------------------------|--|
| 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 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.  |

## Financial Parameters

**Table 9: Financial Parameters, FY23**

| Parameters                               | PNGS Reva Diamond Jewellery Ltd. | Bluestone Jewellery and Lifestyle 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    |
| 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 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)                | 424.1                            | -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                              | 2,895.1                                | 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%                          | -0.4%                                  | -0.2%                       | 17.4%                         | 22.2%          | 31.9%                     | 17.8%    |
| Return on Equity (ROE)                   | -105.4%                          | -94.1%                                 | 45.7%                       | -7.2%                         | 15.7%          | 27.9%                     | 9.4%     |
| Return on Assets (ROA)                   | 30.1%                            | -7.7%                                  | 5.3%                        | -1.4%                         | 5.5%           | 9.0%                      | 3.7%     |

Source: Company Annual Reports, CareEdge Research

**Table 11: Financial Parameters, FY25**

| Parameters                               | PNGS Reva Diamond Jewellery Ltd. | Bluestone Jewellery and Lifestyle Ltd. | Caratlane Trading Pvt. Ltd. | Orra Fine Jewellery Pvt. Ltd. | Senco Gold Ltd | Thangamayil Jewellery Ltd | TBZ      |
|--|----------------------------------|--|-----------------------------|-------------------------------|----------------|---------------------------|----------|
| Net Sales (Rs. Millions)                 | 2581.8                           | 17,700.0                               | 41530                       | NA                            | 63,280.7       | 49,105.8                  | 26,198.6 |
| Operating Profit (EBITDA) (Rs. Millions) | 796.1                            | 731.5                                  | 1450                        | NA                            | 3,676.3        | 2,189.6                   | 1,729.4  |
| Operating Margin                         | 30.8%                            | 4.1%                                   | 3.49%                       | NA                            | 5.8%           | 4.5%                      | 6.6%     |
| Net Profit (Rs. Millions)                | 594.7                            | -2,218.4                               | 1110                        | NA                            | 1,593.1        | 1,187.1                   | 683.9    |
| Net Profit Margin                        | 23.0%                            | -12.5%                                 | 2.7%                        | NA                            | 2.5%           | 2.4%                      | 2.6%     |
| Total Debt (Rs. Millions)                | 906.5                            | 7,286.2                                | NA                          | NA                            | 5,872.5        | 7,505.8                   | 6,999.9  |
| Debt-to-Equity                           | 0.9                              | 0.8                                    | NA                          | NA                            | 0.3            | 0.7                       | 1.1      |
| Current Ratio                            | 1.8                              | 1.2                                    | NA                          | NA                            | 1.7            | 1.7                       | 1.6      |
| Return on Capital Employed (ROCE)        | 79.8%                            | -0.8%                                  | 5.4%                        | NA                            | 15.8%          | 16.6%                     | 20.3%    |
| Return on Equity (ROE)                   | 165.9%                           | -34.6%                                 | 42.2%                       | NA                            | 9.6%           | 14.9%                     | 10.9%    |
| Return on Assets (ROA)                   | 30.9%                            | -7.4%                                  | 4.1%                        | NA                            | 3.8%           | 5.9%                      | 4.2%     |

Source: Company Annual Reports, CareEdge Research

**Table 12: Financial Parameters, H1FY26**

| H1 FY26                                  | PNGS Reva Diamond Jewellery Ltd. | Bluestone Jewellery and Lifestyle Ltd. | Caratlane Trading Pvt. Ltd. | Orra Fine Jewellery Pvt. Ltd. | Senco Gold Ltd | Thangamayil Jewellery Ltd | TBZ      |
|--|----------------------------------|--|-----------------------------|-------------------------------|----------------|---------------------------|----------|
| Net Sales (Rs. Millions)                 | 1,567.2                          | 10,063.1                               | NA                          | NA                            | 33,623.9       | 32,599.2                  | 13,118.3 |
| Operating Profit (EBITDA) (Rs. Millions) | 307.9                            | 948.8                                  | NA                          | NA                            | 2,901.0        | 1,837.8                   | 1,173.3  |
| Operating Margin                         | 19.6%                            | 9.4%                                   | NA                          | NA                            | 8.6%           | 5.6%                      | 8.9%     |
| Net Profit (Rs. Millions)                | 201.3                            | -868.5                                 | NA                          | NA                            | 1,534.4        | 1,042.1                   | 540.3    |
| Net Profit Margin                        | 12.8%                            | -8.6%                                  | NA                          | NA                            | 4.6%           | 3.2%                      | 4.1%     |
| Total Debt (Rs. Millions)                | 1302.5                           | 7,321.8                                | NA                          | NA                            | 10,442.9       | 10,648.7                  | 7,300.8  |
| Debt -to- Equity                         | 1.1                              | 0.4                                    | NA                          | NA                            | 0.5            | 0.9                       | 1.0      |
| Current Ratio                            | 1.5                              | 1.6                                    | NA                          | NA                            | 1.5            | 1.5                       | 1.5      |
| Return on Capital Employed (ROCE)        | 25.2%                            | 0.7%                                   | NA                          | NA                            | 12.1%          | 13.7%                     | 13.4%    |
| Return on Equity (ROE)                   | 18.3%                            | -6.7%                                  | NA                          | NA                            | 7.5%           | 9.2%                      | 8.0%     |
| Return on Assets (ROA)                   | 6.9%                             | -2.2%                                  | NA                          | NA                            | 2.9%           | 3.6%                      | 2.8%     |

Source: Company Annual Reports, CareEdge Research

### Abbreviations, KPI Definitions and Bibliography

Below is the list of abbreviations and their meanings used throughout the report for reference: -

**Table 13: 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  |
| Industry Specific Terms        | PLI                                   | Production Linked Incentive                         |
|                                | 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                                      |

| Category                          | Abbreviation | Meaning   |
|-----------------------------------|--------------|---|
|                                   | 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 14: 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 Average Equity   |
| Return on Assets (ROA)             | PAT divided by Average 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 15: 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 269.*

*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 six-months period ended September 30, 2025 and the Fiscals 2025, 2024, and 2023, included herein is based on or derived from our Restated Financial Information included in this Red Herring Prospectus. For details, please see "Restated Financial Information" beginning on page 269. 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 71.*

*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 January 13, 2026 (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 is available on the website of our Company at [www.revabyng.com/initial-public-offer](http://www.revabyng.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 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 69. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 18.*

*This 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 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 – "Competitive Landscape" on page 211*).

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 – “Competitive Landscape – Overview” on page 211).

The Business Transfer Agreement was structured as a comprehensive arrangement to set forth the terms and conditions agreed between the parties for the slump sale of the transfer of the business undertaking, including its relevant assets, liabilities, rights, and obligations (excluding the excluded assets and liabilities), without assigning individual values to the assets and liabilities, thereby constituting a *slump sale* within the meaning of Section 2(42C) of the Income-tax Act, 1961

Pursuant to the Business Transfer Agreement dated January 31, 2025, inventory and gratuity liability related to diamond business were transferred from P. N. Gadgil & Sons Limited to PNGS Reva Diamond Jewellery Limited. Below are the details of the assets and liabilities being transferred under slump sale related to diamond business:

| Particulars   | Amount (in ₹ million) |
|---|-----------------------|
| Inventory related to Diamond Jewellery Business             | 1,627.67              |
| Gratuity liability related to employees of Diamond Business | 4.67                  |
| Net Value of Assets and Liabilities being transferred       | 1,623.01              |

Since the slump sale was a common control transaction falling within the purview of Ind AS 103 "Business Combination", no independent valuation report was legally required, and the lump sum consideration of ₹1,62,30,09,000 which is broadly in line with the fair value of business undertaking being transferred. For further details on the Business Transfer Agreement, see “History and Certain Corporate Matters” on page 242.

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 – “Indicative Share of Indian Gems and Jewellery Industry – Diamond” on page 181).

The operations of our Company are carried on pursuant to the Franchise Agreement dated February 1, 2025, as amended pursuant to an amendment agreement dated June 26, 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 Franchise 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 Franchise Agreement, see “History and Certain Corporate Matters” on page 242.

#### 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 brand-exclusive store owned and operated by our Company and 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 – “Indian Gems & Jewellery Industry Market Size” on page 179)

As on the date of this Red Herring Prospectus, we have 34 Stores across 25 cities in the states of Maharashtra, Gujarat and Karnataka aggregating to an area of 647.15 Running Feet. These 34 stores are divided into three categories, namely, franchise owned and company operated (“FOCO”), franchise owned and franchise operated (“FOFO”), and company owned and company operated (“COCO”). The Stores under the FOFO 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. Our Company has established one brand-exclusive store under company owned and company operated (“COCO”) model which is fully operational as on date of this Red Herring Prospectus. All 34 Stores are full-fledged stores, i.e., the products of our Company that are displayed, are available for sale.

As of and for the six-months period ended September 30, 2025, the break-up of revenue, cost of goods sold, and gross profit between our FOCO, FOFO, and COCO stores is set out as below:

*(₹ in million, except as stated otherwise)*

| Type of store model | Revenue from Operations | COGS            | Gross Profit  | Gross Profit (in %) |
|---------------------|-------------------------|-----------------|---------------|---------------------|
| FOCO                | 1,429.32                | 1,048.78        | 380.54        | 26.62               |
| FOFO                | 134.40                  | 97.92           | 36.48         | 27.14               |
| COCO*               | 3.46                    | 2.54            | 0.92          | 26.67               |
| <b>Total</b>        | <b>1,567.18</b>         | <b>1,149.23</b> | <b>417.95</b> | <b>26.67</b>        |

\* Please note that the business was commenced on September 4, 2025, and the data is disclosed till the cut-off date of September 30, 2025.

The deployment of employees under the FOFO and FOCO models is as follows:

| FOFO Model  | FOCO Model   |
|---|--|
| <p>All store-level employees are appointed and employed directly by the franchisee (namely, our Corporate Promoter, P. N. Gadgil &amp; Sons Limited). Our Corporate Promoter is responsible for managing staffing, payroll, and related HR compliances. Our Corporate Promoter provides branding, training, and operational guidelines.</p> <p>For example, our existing store in Phoenix Market City, Pune is located in a shopping mall, where our Corporate Promoter leases retail space and we operate under their billing infrastructure, as the agreements which our Corporate Promoter has entered into with these shopping malls, does not allow for two brands to operate in the same space.</p> | <p>The stores are owned by the franchisee (namely, our Corporate Promoter); however, it is operated by the franchisor (our Company). In this model, all store-level employees are appointed and employed by our Company. Our Company is responsible for all aspects including recruitment, training, employee management and payroll for the staff deployed at these retail locations.</p> <p>For example, in our existing stores which are run in shop-in-shop formats at 32 out of the 33 retail locations of our Corporate Promoter, wherein we operate dedicated sections for our Company and are responsible for our own employees.</p> |

In the six-months period ended September 30, 2025, we generated revenue of ₹1,567.18 million from the sales of ornaments (diamond studded jewellery including precious stones) and gold accounting for 99.75% of our total income. For and during the Fiscals 2025, 2024, and 2023, we generated revenues of ₹2,581.83 million, ₹1,956.34 million, and ₹1,988.48 million, respectively, from the sale of ornaments (diamond studded jewellery including precious stones) accounting for 99.64%, 99.69%, and 99.75% of our total income, respectively. The breakdown of revenue by product category or segment in absolute and percentage terms for the six-months period ended September 30, 2025, and the past three Fiscals is set out below:

| Product Category   | Six-months period ended September, 2025 |  | Fiscal 2025                  |  | Fiscal 2024                  |  | Fiscal 2023                  |  |
|--|---|--|------------------------------|--|------------------------------|--|------------------------------|--|
|  | Total revenue (₹ in million)            | As a percentage of revenue from operations (%) | Total revenue (₹ in million) | As a percentage of revenue from operations (%) | Total revenue (₹ in million) | As a percentage of revenue from operations (%) | Total revenue (₹ in million) | As a percentage of revenue from operations (%) |
| <b>Ornaments (Diamond studded jewellery including precious stones)</b> |   |  |                              |  |                              |  |                              |  |
| Precious stones  | 64.78                                   | 4.13%  | 162.10                       | 6.28%  | 140.95                       | 7.20%  | 128.47                       | 6.46%  |
| Rings  | 326.57                                  | 20.84%   | 616.15                       | 23.86%   | 500.88                       | 25.60%   | 539.86                       | 27.15%   |
| Bangles  | 44.50                                   | 2.84%  | 94.77                        | 3.67%  | 60.67                        | 3.10%  | 80.46                        | 4.05%  |
| Bracelet   | 53.24                                   | 3.40%  | 104.53                       | 4.05%  | 72.07                        | 3.68%  | 65.06                        | 3.27%  |
| Chain  | 7.64                                    | 0.49%  | 21.60                        | 0.84%  | 19.88                        | 1.02%  | 11.95                        | 0.60%  |
| Nose pins  | 43.08                                   | 2.75%  | 82.34                        | 3.19%  | 40.74                        | 2.08%  | 40.32                        | 2.03%  |
| Pendent  | 17.82                                   | 1.14%  | 38.16                        | 1.48%  | 36.58                        | 1.87%  | 39.84                        | 2.00%  |
| Earring  | 191.62                                  | 12.23%   | 357.05                       | 13.83%   | 305.01                       | 15.59%   | 340.84                       | 17.14%   |

| Product Category | Six-months period ended September, 2025 |  | Fiscal 2025                  |  | Fiscal 2024                  |  | Fiscal 2023                  |  |
|------------------|---|--|------------------------------|--|------------------------------|--|------------------------------|--|
|                  | Total revenue (₹ in million)            | As a percentage of revenue from operations (%) | Total revenue (₹ in million) | As a percentage of revenue from operations (%) | Total revenue (₹ in million) | As a percentage of revenue from operations (%) | Total revenue (₹ in million) | As a percentage of revenue from operations (%) |
| Necklace         | 87.49                                   | 5.58%  | 141.56                       | 5.48%  | 123.84                       | 6.33%  | 132.82                       | 6.68%  |
| Mangalsutra      | 334.37                                  | 21.34%   | 582.98                       | 22.58%   | 458.02                       | 23.41%   | 436.31                       | 21.94%   |
| Others*          | 174.72                                  | 11.15%   | 380.58                       | 14.74%   | 197.70                       | 10.11%   | 172.55                       | 8.68%  |
| <b>Gold</b>      |   |  |                              |  |                              |  |                              |  |
| Gold#            | 221.34                                  | 14.12%   | -                            | NA   | -                            | NA   | -                            | NA   |
| <b>Total</b>     | <b>1,567.18</b> <sup>^</sup>            | <b>100.00%</b>                                 | <b>2,581.83</b>              | <b>100.00%</b>                                 | <b>1,956.34</b>              | <b>100.00%</b>                                 | <b>1,988.48</b>              | <b>100.00%</b>                                 |

\*Others includes (i) loose diamonds; (ii) fusion bars, which refer to products made of combined metals (for example, customized rings that cannot be classified under a specific jewellery type), (iii) loose gemstones and stones sold separately; (iv) customized or bespoke orders that are unique and not attributed to any predefined jewellery classification; and (v) sales that have been executed directly through the Registered and Corporate Office and are not routed via retail locations. These items are grouped together under "Others" due to their distinct nature and non-standard classification.

# Revenue from sale of gold refers to the sale of excess gold available with our Company after internal consumption from the gold exchanged with the customers during the six-months period ended September 30, 2025.

<sup>^</sup> Total includes sale of gold during the six-month period ended September 30, 2025.

The table below provides the geographic distribution of revenue (state-wise or region-wise including exports) in absolute and percentage terms of our Company for the six-months period ended September 30, 2025, and the past three Fiscals:

| State        | Six-months period ended September 30, 2025 |                                | Fiscal 2025          |                                | Fiscal 2024          |                                | Fiscal 2023          |                                |
|--------------|--|--------------------------------|----------------------|--------------------------------|----------------------|--------------------------------|----------------------|--------------------------------|
|              | Revenue in ₹ million                       | As a percentage of revenue (%) | Revenue in ₹ million | As a percentage of revenue (%) | Revenue in ₹ million | As a percentage of revenue (%) | Revenue in ₹ million | As a percentage of revenue (%) |
| Maharashtra  | 1,528.70                                   | 97.54                          | 2,503.83             | 96.97                          | 1,892.61             | 96.75                          | 1,923.42             | 96.73                          |
| Gujarat      | 14.22                                      | 0.91                           | 51.01                | 1.98                           | 40.76                | 2.08                           | 42.83                | 2.15                           |
| Karnataka    | 24.26                                      | 1.55                           | 26.99                | 1.05                           | 22.97                | 1.17                           | 22.23                | 1.12                           |
| <b>Total</b> | <b>1,567.18</b>                            | <b>100.00</b>                  | <b>2,581.83</b>      | <b>100.00</b>                  | <b>1,956.34</b>      | <b>100.00</b>                  | <b>1,988.48</b>      | <b>100.00</b>                  |

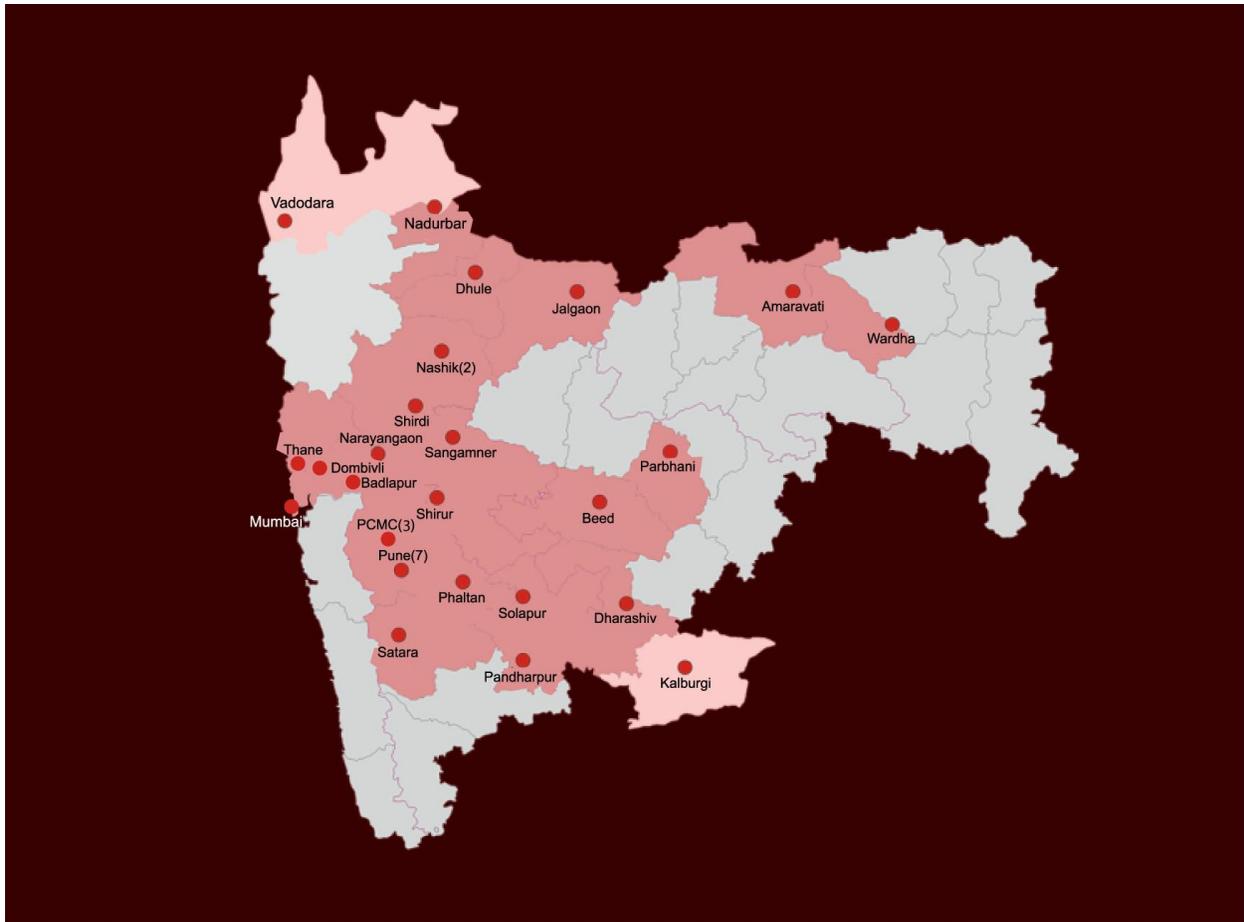
As on the date of this Red Herring Prospectus, we do not have any e-commerce platform. Accordingly, we did not generate any revenue from online sales channels in the past three Fiscals and in the six-months period ended September 30, 2025.

As on the date of this Red Herring Prospectus, we do not manufacture any of our products in-house. Accordingly, we did not generate any revenue from manufacturing activities in the past three Fiscals and in the six-months period ended September 30, 2025.

As on the date of this Red Herring Prospectus, we do not source any of our products internationally. Accordingly, we did not generate any revenue from products sourced internationally in the past three Fiscals and in the six-months period ended September 30, 2025.



The map below highlights the location of our Stores, as on date of this 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 114.

*Design of products and type of products*

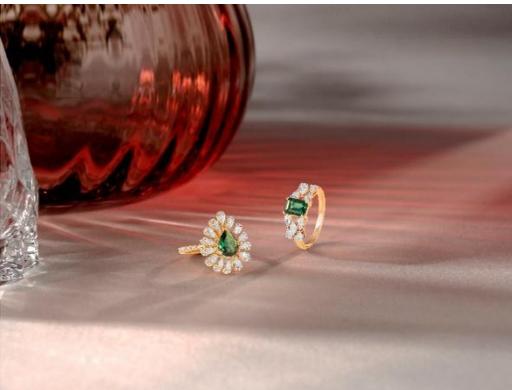
Our Company focuses on designing and marketing a diverse range of diamond and precious and semi-precious stones jewellery which is made in precious metals such as gold and platinum, catering to various customer segments. We also retail plain platinum jewellery including rings, bracelets and chains. With 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 Tamil Nadu. (Source: CARE Report – “*Overview of Indian Gems & Jewellery Industry*” on page 178)

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 – “*Key Demand Drivers and Opportunities for Jewellery in India – Preference for Branded Jewellery*” on page 209). 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 – “*Indicative Share of Indian Gems and Jewellery Industry*” on page 181)

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/-   |
| <i>Semi-precious jewellery</i>              |  | ₹ 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 – “Overview of Indian Gems & Jewellery Industry” on page 178). 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 – “Indian Wholesale Gold Jewellery Market Breakup by Wearing” on page 197) 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 – “Overview of the Global Gems and Jewellery Industry” on page 171).

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 September 30, 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 September 30, 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 – “Value Chain of Gems and Jewellery – Design and Prototyping” on page 185) 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 – “Value Chain of Gems and Jewellery – Design and Prototyping” on page 185) 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 Fiscals 2025, 2024, and 2023, respectively. This ensures that our product catalogue remains aligned with the changing preferences of customers. As on September 30, 2025, we had 13 distinct jewellery collections. Please see below the details of the collections which we have launched in the past three Fiscals is set out as below:

| Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|-------------|-------------|-------------|
| 4           | 6           | 3           |

We had launched 4 collections in Fiscal 2025, 6 collections in 2024 and 3 collections in 2023. Usually, we launch these collections for specified period which has maximum revenue contribution, i.e., festive seasons. These collections are mostly time bound and for specific period. Once that period is gone, we usually merge these collections with our regular stock as novelty around it is exhausted during the collection launch period.

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 six-months period ended September 30, 2025, Fiscals 2025, 2024 and 2023, we spent ₹2,485.72 million, ₹1,971.41 million, ₹1,663.63 million and ₹1,392.64 million, respectively on purchase of stock-in trade from our manufacturing partners, amounting to 158.61%, 76.36%, 85.04% and 70.04% of our total revenue from operations, respectively.

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](http://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 September 30, 2025, our sales and marketing team consists of 47 and 2 permanent employees, respectively. In six-months period ended September 30, 2025, Fiscals 2025, 2024 and 2023, we had spent ₹1.11 million, ₹14.21 million, ₹14.32 million and ₹14.69 million, respectively on advertising and sales promotion costs accounting for 0.09%, 0.79%, 1.03% and 1.13%, respectively 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 – “Overview of the Diamond Studded Gold and Platinum Jewellery – Diamond Studded Gold” on page 195*). 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 – “Competitive Landscape – Overview” on page 211*). 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 247.

In the six-months period ended September 30, 2025, we generated revenue of ₹1,567.18 million from the sales of ornaments (diamond studded jewellery including precious stones) and gold accounting for 99.75% of our total income. For and during the Fiscals 2025, 2024, and 2023, we generated revenues of ₹2,581.83 million, ₹1,956.34 million, and ₹1,988.48 million, respectively, from the sale of ornaments (diamond studded jewellery including precious stones) accounting for 99.64%, 99.69%, and 99.75% 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 six-months period ended September 30, 2025 | For the year ended March 31, 2025 | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|--------------------------------|--|-----------------------------------|-----------------------------------|-----------------------------------|
| Revenue from Operations        | 1,567.18   | 2,581.83                          | 1,956.34                          | 1,988.48                          |
| Adjusted EBITDA (in ₹ million) | 307.92   | 796.11                            | 561.39                            | 687.31                            |
| Adjusted EBITDA Margin (in %)  | 19.65  | 30.83                             | 28.70                             | 34.56                             |
| Net Profit (in ₹ million)      | 201.33   | 594.74                            | 424.14                            | 517.47                            |
| Net Profit Margin (in %)       | 12.85  | 23.04                             | 21.68                             | 26.02                             |
| Total Debt (in ₹ million)      | 1,302.49   | 906.50                            | NA                                | NA                                |
| Debt-to-Equity                 | 0.49   | 0.37                              | NA                                | NA                                |
| Current Ratio                  | 1.50   | 1.79                              | 0.84                              | 13.71                             |
| Return on Equity (ROE) (in %)  | 7.85   | 34.08                             | 52.09                             | 149.14                            |

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 344. 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 <sup>(1)</sup>  | Six-months period ended September 30, 2025 | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|---|--|-------------|-------------|-------------|
| Revenue from operations   | 1,567.18                                   | 2,581.83    | 1,956.34    | 1,988.48    |
| Shop Sales Area (in running feet)   | 647.15                                     | 599.15      | 528.15      | 480.32      |
| Revenue from operations per running feet  | 2.42                                       | 4.31        | 3.70        | 4.14        |
| Adjusted EBITDA <sup>(2)</sup>  | 307.92                                     | 796.11      | 561.39      | 687.31      |
| Adjusted EBITDA Margin (in %)   | 19.65                                      | 30.83       | 28.70       | 34.56       |
| PAT (Profit After Tax)  | 201.33                                     | 594.74      | 424.14      | 517.47      |
| PAT Margin (in %)   | 12.85                                      | 23.04       | 21.68       | 26.02       |
| Advertising and Sales Promotion Expenses  | 1.11                                       | 14.21       | 14.32       | 14.69       |
| Advertising and Sales Promotion Expense as a percentage of revenue from operations (in %) | 0.07                                       | 0.55        | 0.73        | 0.74        |

Notes:

<sup>(1)</sup> As certified by Joshi & Sahney, Chartered Accountants, pursuant to their certificate dated February 10, 2026.

<sup>(2)</sup> Adjusted EBITDA is calculated as earnings before, finance costs, tax, depreciation & amortization expenses for the year/period, and less other income.

## 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 – “Competitive Landscape – Overview” on page 211*) 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 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 15 more brand-exclusive stores, as detailed in the “*Objects of the Issue*” section on page 114 of this Red Herring Prospectus. In the six-months period ended September 30, 2025, we generated revenue of ₹1,567.18 million from the sales of ornaments (diamond studded jewellery including precious stones) and gold accounting for 99.75% of our total income. For and during the Fiscals 2025, 2024, and 2023, we generated revenues of ₹2,581.83 million, ₹1,956.34 million, and ₹1,988.48 million, respectively, from the sale of ornaments (diamond studded jewellery including precious stones) accounting for 99.64%, 99.69%, and 99.75% of our total income, respectively.

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 69 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 – “Key Demand Drivers and Opportunities for Jewellery in India – Weddings and Festivals Drive Domestic Demand” on page 207*) The manufacturing base is geographically concentrated in key states like Maharashtra, Gujarat and Tamil Nadu. (*Source: CARE Report – “Overview of Indian Gems & Jewellery Industry” on page 178*) 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 – “Indian Gems & Jewellery Industry Market Size” on page 179*). 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 September 30, 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 – “Overview of the Global Gems and Jewellery Industry” on page 171*)

We have launched 4, 6 and 3 new collections in the Fiscals 2025, 2024 and 2023, respectively. The introduction of new collections, catering to changing customer preferences has supported revenue growth. As of September 30, 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 – “Indian gold jewellery industry market size (CY20-CY29)” on page 180*) 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 – “Indian Diamond Studded Gold Wholesale Market Size” on page 196*). 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 – “Indian Wholesale Gold Jewellery Market Breakup by Wearing” on page 197*) 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. We engage the Karigars/ artisans as per specific work orders issued by our Company based on production requirements and design specifications. We do not require any special licenses or regulatory approvals as required under applicable law for engaging Karigars/ artisans.

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 SIS 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. For our brand-exclusive store in Wakad, we rely on the 24x7 security provided by the Phoenix Mall of the Millennium. 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. Our diamond-studded jewellery which includes solitaire diamonds (i.e., individual diamonds) above 0.30 carats are certified by the Gemological Institute of America (GIA), which is a globally recognized authority in diamond grading. The diamonds used in our jewellery are predominantly of E-F and F-G colour grades and of VVS (Very Very Slightly Included) clarity, which are indicative of high-quality stones. Each diamond jewellery piece is accompanied by a certificate from GIA (as applicable), which specifies the cut, carat, colour, and clarity of the diamonds used in that jewellery piece.

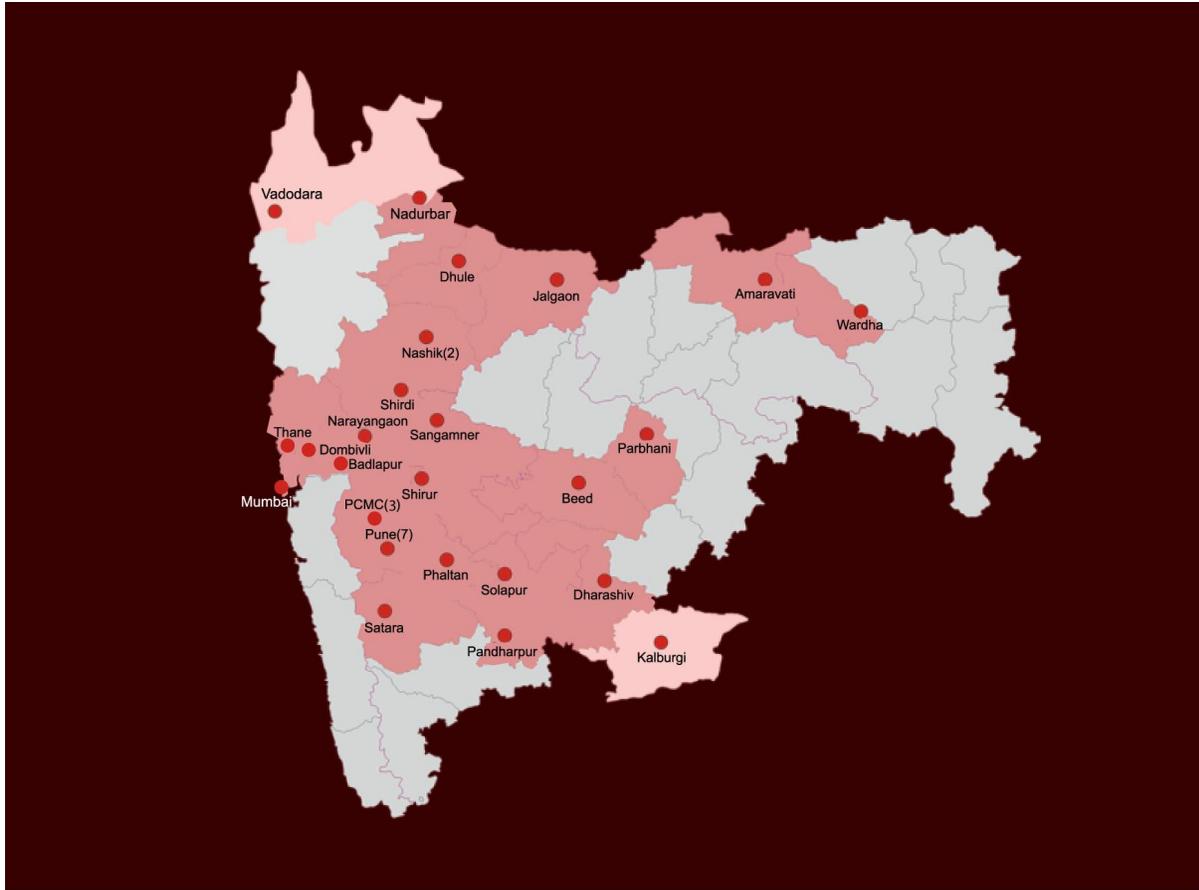
We implement quality control measures at every stage, from procurement to product delivery. Our quality assurance team conducts inspections throughout the production process to ensure compliance with established standards. Tools and technologies are used to evaluate the quality of diamonds and precious 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 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 and one brand-exclusive store owned and operated by us ("Stores"). These 34 Stores have an aggregate area of 647.15 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 the six-months period ended September 30, 2025, we generated revenue of ₹1,567.18 million from the sales of ornaments (diamond studded jewellery including precious stones) and gold accounting for 99.75% of our total income. For the Fiscals 2025, 2024 and 2023, we generated ₹2,581.83 million, ₹ 1,956.34 million, and ₹1,988.48 million, respectively, from the sale of diamond studded jewellery including precious stones accounting for 99.64%, 99.69%, and 99.75% 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 114.

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 ₹354.00 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 114. As on September 30, 2025, our sales and marketing team consists of 47 and 2 permanent employees, respectively. As on date of this Red Herring Prospectus, our marketing efforts have spread our brand presence across 25 cities in Maharashtra, Gujarat and Karnataka. In six-months period ended September 30, 2025, Fiscal 2025, 2024 and 2023, we had spent ₹1.11 million, ₹14.21 million, ₹14.32 million and ₹14.69 million, respectively on advertising and sales promotion costs accounting for 0.09%, 0.79%, 1.03% and 1.13% of our total expenses, respectively. 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.

For six-months period ended September 30, 2025, the average order value (bill value) across all our Stores was approximately ₹0.12 million. In Fiscal 2025, the average order value (bill value) across all our Stores was approximately ₹0.085 million calculated by dividing the total revenue for the Fiscal 2025 by the total number of bills issued in Fiscal 2025. The average annual revenue per Store was ₹78.24 million based on 33 stores. Adjusting for the 3 stores that were opened in the last quarter of Fiscal 2025, the average revenue per store for the 30 full-year operational stores was approximately ₹86.06 million.

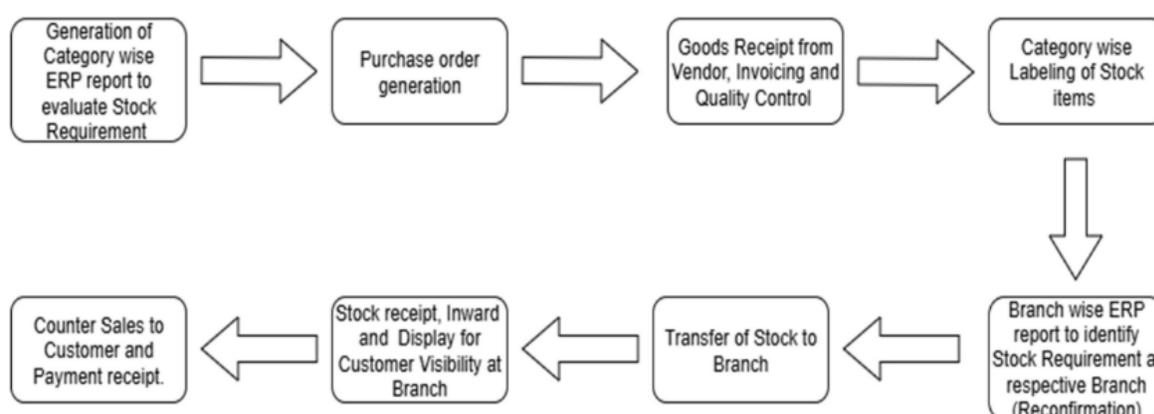
To further strengthen our performance, we are focused on increasing footfall and boosting the number of bills. We plan to intensify marketing and outreach efforts, leveraging digital campaigns, social media and outdoor advertising to attract more customers to our stores. We intend to increase our marketing 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](http://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.

#### Flow chart for business operations



#### 1. Generation of category-wise ERP Report:

This process is conducted regularly to assess the existing inventory levels across all branch locations, including the head office. It enables effective evaluation and identification of stock requirements across various product

categories such as neckwear, rings, earrings, chains, bangles/bracelets, etc. The analysis is undertaken keeping in mind the overall business strategy, ongoing trends and seasonal demand variations.

## **2. Purchase order generation:**

Vendors are required to submit a detailed list containing product designs along with specifications such as weight. Based on internal design preferences, metal weight, diamond carat, and pricing criteria, our team selects specific items that align with our product requirements. The final purchase order is then issued only after due approval from the Head of Department, ensuring quality control and commercial viability.

## **3. Goods receipt from vendor, invoicing, and quality control:**

All goods are delivered directly by vendors or karigars to our head office, along with a valid e-invoice (tax invoice) and packing list. Upon receipt, the inventory is initially recorded as 'Unlabelled' in our system, capturing the quantity and weight of each item. The purchase is then recorded in the accounting software. A thorough quality control check is conducted by in-house staff based on predefined norms to ensure consistency and compliance.

## **4. Category-wise labelling of stock:**

Once an item passes the quality control process, it is labelled with appropriate identifiers and stored securely at the head office until ready for dispatch.

## **5. Branch-wise ERP to identify stock requirement:**

ERP-generated reports are used to assess stock requirements at individual branches. These reports guide the distribution of stock by analysing demand patterns related to product category, design, weight, and price range suitable for each location.

## **6. Transfer of stock to branch:**

At the head office, only those items which have been successfully barcoded are packaged and dispatched to branches. This ensures standardization and smooth inventory tracking.

## **7. Stock receipt, inward, and display for customer visibility:**

Once the stock reaches a branch, the branch staff verifies it against the packing list received from the head office. The receipt is acknowledged and updated in the ERP system under the respective branch. The inventory is then displayed for customer access and engagement.

## **8. Counter sales to customer:**

Customers visiting the store browse the available collection with support from trained sales executives. Once the customer selects a product, billing is completed, and payment is collected.

## **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 242.

## **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 – "Competitive Landscape – Overview" on page 211*) 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. Further, we rely on the 24x7 security provided by the Phoenix Mall of the Millennium for our brand-exclusive store in Wakad.

## 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.

Set out below are the details of our insurance coverage ratio for the respective periods:

*(in million, except as stated otherwise)*

| Particulars  | September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|--|--------------------|----------------|----------------|----------------|
| Insurance Cover (in ₹ Millions) (Refer below note) <sup>#</sup>  | 2,817.50           | 1,813.50       | 1,357.70       | 1,034.98       |
| Insurable Assets (in ₹ Millions) (Refer below note) <sup>*</sup> | 3,137.97           | 1,796.28       | 1,494.44       | 1,153.95       |
| <b>Insurance Cover (%)</b>                                       | <b>89.79%</b>      | <b>100.96%</b> | <b>90.85%</b>  | <b>89.69%</b>  |

Note:

<sup>#</sup> Personal Accident Insurance and Group Mediciam policy availed by company is not considered in above table

<sup>\*</sup> 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.

## Employees

As of September 30, 2025, we had 69 permanent employees. The following table provides a breakdown of our permanent employees by function as of September 30, 2025:

| Functional Area         | Number of employees |
|-------------------------|---------------------|
| Chief Executive Officer | 1                   |
| Legal                   | 1                   |
| Finance                 | 3                   |
| Human resources         | 1                   |
| Marketing               | 2                   |
| Sales                   | 47                  |
| Procurement             | 10                  |
| Designers               | 2                   |
| Administration          | 1                   |
| Information Technology  | 1                   |
| <b>Total</b>            | <b>69</b>           |

We have not experienced any labour unrest, including any strikes or lockouts, in the past.

## Intellectual Property

The business of diamonds and diamond studded jewellery was stated under the flagship brand "Reva" from February 1, 2025 pursuant to the Business Transfer Agreement entered into by our Company with P. N. Gadgil & Sons Limited on January 31, 2025.

We have one registered trademark and have applied for trademarks registrations in India, including for our logo appearing on the cover page of this Red Herring Prospectus. For details, see "Government and Other Approvals" on page 361.

## 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 |
| G-10, Ground Floor, Phoenix Mall of the Millennium, Wakad, Pune – 411057                             | Store (COCO model)              | 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, Maharashtra        | 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, Maharashtra        | FOCO          | Ground Floor, Shop No 1 to 4, Sr No 15, Lotus Apartment, Near HDFC Bank, Katrap, Badalapur 421503  |
| Beed, Maharashtra            | FOCO          | S No.1754/1, Prakash Heights, Subhash Road, Beed – 431122  |
| Bhosari, PCMC, Maharashtra   | FOCO          | K.B.G Classic, Next to Rupee bank, Pune Nashik Road, Near Flyover, Bhosari- 411039,  |
| Chinchwad, PCMC, Maharashtra | FOCO          | Chapekar Chowk, Chinchwad, Pune - 411033.  |
| Dhule, Maharashtra           | FOCO          | Bafna House, Lane No. 4, Dhule - 424001.   |
| Dombivli, Maharashtra        | FOCO          | Ground floor, Shop No 3, Laxmi Baug Estate, Near SVC Bank, Phadke Road, Dombivli East, Maharashtra 421201  |
| Jalgaon, Maharashtra         | FOCO          | Near Bahinabai Garden, Ring Road, Jalgaon – 425001.  |
| Kothrud, Pune                | FOCO          | Lane No. 1, Happy Colony, Karve Road, Kothrud,Pune – 411038.   |
| Mumbai, Maharashtra          | FOCO          | 1,2 Sanskruti Building Shankar Ghanekar Road Near Ravindra Natya Mandir, opp. Rachna Sansad Academy Of Architecture, Mumbai, Maharashtra – 400 025           |
| Nandurbar, Maharashtra       | FOCO          | Raghuvanshi Complex, Pardeshipura, Next to SBI In Touch, Nandurbar: 4254 12; Maharashtra.  |
| Narayangaon, Maharashtra     | FOCO          | City Sr.No. 1655/2, Village Narayangaon, Anandwadi, Warulwadi Grampanchayat,Near Oriental Bank of Commerce, Tal. Junnar, Dist. Pune 410504.                  |
| Nashik, Maharashtra          | FOCO          | Agora Commercial Complex, Sharanpur Rd, Canada Corner, Nashik, Maharashtra 422002  |
| Nashik Road, Maharashtra     | FOCO          | Star Zone Mall, Near Passport Office, Nashik-Pune Road – 422214  |
| Dharashiv, Maharashtra       | FOCO          | Sun & Ocean Complex,Ram Nagar,Opp. Police Line,Osmanabad – 413501.   |
| Pandharpur, Maharashtra      | FOCO          | Rajlaxmi Market, Station Road, Pandharpur – 4133 04.<br>Ph. No: 02186 223383   |
| Parbhani, Maharashtra        | FOCO          | Maheshwari Building, Near RR Petrol Pump,Basmat Road, Parbhani – 431401.   |
| Phaltan, Maharashtra         | 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, Maharashtra       | FOCO          | New Nagar Road, Sangamner - 422605.  |
| Satara, Maharashtra          | FOCO          | Marwadi Chowk,Near Rajwada, Bhavani Peth,Satara – 415002   |
| Satara Road, Pune            | FOCO          | Mudra, Opposite to D-Mart, Main Satara road, Pune – 411009,  |
| Shirdi, Maharashtra          | FOCO          | Ground Floor, Shop No 67, Hotel City Point, Gate No 1, Opp. Saibaba Samadhi Mandir, Shirdi, Taluka – Rahata, Dist – Ahmednagar 423109                        |
| Shirur, Maharashtra          | 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, Maharashtra         | FOCO          | Old Employment Chowk, VIP Road,Solapur – 413001  |
| Wardha, Maharashtra          | FOCO          | Dhablia Bhuvan, Ingole chowk, Near Ganesh Mandir, Main Road, Wardha – 442001.  |
| Vadodara, Gujarat            | FOCO          | Trisha Squire, Alkapuri Road, Opp. Saraswat Bank, Jetalpur, Vadodara, Gujarat 390005   |
| Kalaburgi, Karnataka         | FOCO          | City Center Mall, Near Jagat circle, Kalaburgi – 585101  |
| Talegaon, Maharashtra        | 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 361.*

*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 Artifacts (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.

#### ***Maharashtra Labour Welfare Fund Act, 1953 read with Maharashtra Labour Welfare Fund Rules, 1953***

The Government of Maharashtra has enacted the Maharashtra Labour Welfare Fund Act for providing welfare benefits to the labourers or employees employed in establishments situated in the state and is applicable to all the companies that has 5 or more persons employed. The Maharashtra Labour Fund Act, 1953 is read with Maharashtra Labour Welfare Fund Rules, 1953. The rates of contribution vary according to the category of the labourers, as it depends on the wages earned by the labourers. The state government constitute the labour Welfare Fund; the fund consists of the following: (a) Fines from employees; (b) Unpaid Accumulations; (c) Penal interest; (d) Voluntary donations; (e) Contributions made by employer-employee; (f) Any interest accrued on unpaid accumulations or fines realised from employees; and (g) Loan, grant in subsidy. Moreover, the employer is required to submit a statement which states all the particulars related to the contribution made.

#### **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 ours:

- 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 November 21, 2025, the GoI brought into force the Code on Wages, 2019 however, the state governments including the Maharashtra Government is yet to notify its own corresponding rules. The Code subsumes 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 GoI 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 have been brought into force through notification dated November 21, 2025, however, the state governments including the Maharashtra Government is yet to notify its own corresponding rules. It subsumes 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 have been brought into force through notification dated November 21, 2025, however, the state governments including the Maharashtra Government is yet to notify its own corresponding rules. It subsumes 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 have been brought into force through notification dated November 21, 2025, however, the state governments including the Maharashtra Government is yet to notify its own corresponding rules. It subsumes 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.*

### ***New Labour Legislations***

In order to rationalize and reform labour laws in India, the Government has enacted and notified four labour codes that subsumes primarily all of the central labour laws and would collectively form the governing labour legislations, however, the state governments including the Maharashtra Government is yet to notify its own corresponding rules. 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 are made effective through a notification dated November 21, 2025 by the GoI.

### **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.

##### ***SEBI Regulations***

Our Company is required to comply with the following securities law and regulations, as applicable, on and from the date of issuance of observations by SEBI:

- SEBI ICDR Regulations, 2018;
- SEBI PIT Regulations, 2015;
- SEBI FUTP Regulations, 2003;
- SEBI (Bankers to an Issue) Regulations, 1994;
- SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

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 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, distributors, designers, marketers, repairers, processors, reproducers, 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 – “ <i>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</i> ”.  |
| December 10, 2025                | Clause V of the Memorandum of Association was amended to reflect the increase in the authorized share capital – “ <i>The authorized share capital was increased from ₹30,00,00,000 divided into 3,00,00,000 equity shares of ₹10 each to ₹ 40,00,00,000 divided into 4,00,00,000 equity shares of ₹10 each</i> ”. |

### 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 “ <i>Gadgil Metals &amp; Commodities</i> ” into a public limited company under the Companies Act, 2013 with the name “ <i>PNGS Reva Diamond Jewellery Limited</i> ” |
| 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, as amended, pursuant to the amendment agreement dated June 26, 2025, with P. N. Gadgil & Sons Limited for our business operations          |
| 2025 | Opened our first brand-exclusive physical store in Wakad, Pune, marking our debut in COCO model   |

### Awards, accreditations and recognition

Our Company has not received any key awards, accreditations, certifications and recognitions as on the date of this 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 Red Herring Prospectus.

### Time or cost overruns

As on the date of this 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 216.

### 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 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 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” or “BTA”)

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.

Our Company paid the full consideration amount of the BTA, i.e., ₹1,670.96 million before March 31, 2025 to our Corporate Promoter. All payments were made through formal banking channels, via NEFT/RTGS, and were settled entirely by cash. No equity shares or other non-cash consideration were issued to the Corporate Promoter in lieu of the payment obligation under the BTA. The details of the disbursement of the amounts in tranches are disclosed in the following table below:

(₹ in million)

| S. No. | Payment Date      | Source            | Name of lender | Date of sanction letter | Nature of borrowing | Amount paid  |
|--------|-------------------|-------------------|----------------|-------------------------|---------------------|--------------|
| 1.     | February 14, 2025 | WCDL              | Federal Bank   | February 11, 2025       | Working capital     | ₹400 million |
| 2.     | February 14, 2025 | WCDL              | Federal Bank   | February 11, 2025       | Working capital     | ₹400 million |
| 3.     | February 15, 2025 | WCDL              | Federal Bank   | February 11, 2025       | Working capital     | ₹100 million |
| 4.     | February 24, 2025 | Internal accruals | -              | -                       | -                   | ₹75 million  |

| S. No.       | Payment Date   | Source  | Name of lender | Date of sanction letter | Nature of borrowing | Amount paid              |
|--------------|----------------|---|----------------|-------------------------|---------------------|--------------------------|
| 5.           | March 26, 2025 | Utilization from preferential allotment of equity shares made on March 24, 2025 | -              | -                       | -                   | ₹695.96 million*#        |
| <b>Total</b> |                |   |                |                         |                     | <b>₹1,670.96 million</b> |

\*The total amount is net of Tax Collected at Source (TCS)

#The total amount received pursuant to preferential allotment was ₹899.40 million out of which, ₹695.96 million was utilized

Pursuant to the Business Transfer Agreement, the title and risk to the Diamond Business shall stand transferred to our Company.

The key terms of the Business Transfer Agreement are set out as follows:

1. Our Corporate Promoter shall transfer all benefits, rights, and obligations (excluding the Excluded Assets and Excluded Liabilities) of the Diamond Business to us.
2. The Diamond Business shall include, *inter alia*, the assets (including all movable properties and inventories forming part of movable properties and data and records), contracts, identified employees (including employee liabilities), and applicable licenses and permits.
3. The Diamond Business shall exclude deferred tax assets reflected in the balance sheet of our Corporate Promoter, books and records related to excluded assets and liabilities, rights to cause of action, lawsuits, etc., personnel records for employees not identified as 'Identified Employees' in Schedule V of the BTA, benefit and burden of all contracts to which our Corporate Promoter is a party other than the contracts, all direct tax liabilities for the period up to and including the Closing Date as identified in the BTA, debt and loans availed by the Corporate Promoter, litigations liabilities prior to the Closing Date as identified in the BTA, and liabilities and obligations of the Corporate Promoter in relation to the Diamond Business on or before Closing Date as identified in the BTA.

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 58 and "Our Promoters and Promoter Group" on page 263.

2. **Franchise agreement dated February 1, 2025, as amended pursuant to the amendment agreement dated June 26, 2025, entered into between our Company and our Corporate Promoter, P. N. Gadgil & Sons Limited, as amended pursuant to an amendment agreement dated June 26, 2025 (the "Franchise Agreement")**

Our Company has entered into a franchise agreement on February 1, 2025, as amended pursuant to an amendment agreement dated June 26, 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.

The material conditions of the franchise agreement dated February 1, 2025 (which was subsequently amended pursuant to the amendment agreement dated June 26, 2025) are:

1. The franchise agreement is for a term period of 10 years from February 1, 2025, till January 31, 2035.
2. The franchisor shall provide the retail space, adequate manpower, furniture for display and storage, security and safety measures, transportation and logistics, digital online sales platform, as required.
3. The franchisee is required to pay a commission for each product sold by the franchisee. Under FOCO model, the franchisee is required to pay a commission of 6% on diamond components and colour stones and 10% on labour/ making charges. Under FOFO model, the franchisee has set the mark-down amount of ₹12.5 for every amount of ₹100 of diamond component, ₹50 for every amount of ₹100 of colour stones, and ₹40 for every amount of ₹100 of labour/ marking charges.
4. The franchisee shall bear (i) a proportional share of consolidated advertising and marketing expenditures incurred by the franchisor, as mutually agreed and documented via debit notes, and (ii) a potential security deposit, if subsequently requested by the franchisee, payable by the franchisor within a stipulated timeframe.
5. The franchisee shall adhere to the franchisor's prescribed operational standards, including branding guidelines, legal compliances (GST, Income Tax, etc.), and infrastructure utilization. The franchisor reserves the right to expand franchise locations, subject to execution of separate addendums incorporating identical terms, with mutual agreement required for any contractual amendments.

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**

Except as disclosed below, 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. As on date of this Red Herring Prospectus, no special rights are available to the Promoters/ Shareholders of our Company.

#### **1. Space Facility Agreement dated June 26, 2025 between our Company and our Corporate Promoter, P. N. Gadgil & Sons Limited ("SFC Agreement")**

Our Company has entered into SFC agreement on June 26, 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 SFC Agreement, our Corporate promoter has agreed to provide the infrastructural facilities for our usage in our Registered and Corporate Office which have been leased through our Corporate Promoter itself. The key clauses of the SFC Agreement are set out below:

1. Our Corporate Promoter shall provide the infrastructural facilities (as stated below) from July 1, 2025 till November 30, 2029 for a fixed monthly charges of ₹0.20 million per month.
2. The following infrastructure facilities are to be provided by the Corporate Promoter:
  - Electricity including internet connectivity;
  - Office furniture including air conditioning, desks, chairs, cabinets, cupboards, printers, etc;
  - Washrooms, kitchen appliances, and water services;
  - Common Entrance and security personnel services; and
  - Vault service/ storage services for storing the inventory.
3. The Corporate Promoter shall be solely responsible for the maintenance, repair, and servicing of all infrastructure and other facilities.

#### **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 Red Herring Prospectus, there are no agreements entered into by a Key Managerial Personnel or a Senior Management 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 Red Herring Prospectus, our Company has no holding company.

**Subsidiary Company**

As on the date of this Red Herring Prospectus, our Company has no subsidiary company.

**Details of our Joint Venture and Associate Companies**

As on the date of this 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 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 Red Herring Prospectus:

| Name, designation, current term, period of directorship, address, occupation, date of birth, age and DIN                 | Directorships in other companies             |
|--|--|
| <b>Govind Vishwanath Gadgil</b>  | <i>Indian companies</i>                      |
| <i>Designation:</i> Chairman and Non-Executive Director  | 1. Puneet Shares and Finance Private Limited |
| <i>Current term:</i> With effect from December 20, 2024  | 2. P. N. Gadgil & Sons Limited               |
| <i>Period of directorship:</i> Director since December 20, 2024  | 3. PNGS Gargi Fashion Jewellery Limited      |
| <i>Address:</i> 576, N C Kelkar Road, Shaniwar Peth, Opposite Kesari Wada, Pune-411030, Maharashtra, India.              | 4. P. N. Gadgil Art and Culture Foundation   |
| <i>Occupation:</i> Business  | <i>Foreign companies</i>                     |
| <i>Date of birth:</i> August 8, 1959   | Nil  |
| <i>Age:</i> 66 years   |  |
| <i>DIN:</i> 00616617   |  |
| <b>Amit Yeshwant Modak</b>   | <i>Indian companies</i>                      |
| <i>Designation:</i> Whole-time Director and Chief Executive Officer  | 1. Puneet Shares and Finance Private Limited |
| <i>Current term:</i> For a period of 5 years, with effect from May 1, 2025   | 2. P. N. Gadgil & Sons Limited               |
| <i>Period of directorship:</i> Director since December 20, 2024  | 3. PNGS Gargi Fashion Jewellery Limited      |
| <i>Address:</i> 65 Indira Nagar C.H.S, Erandawane, Yashada Erandawane, Deccan Gymkhana, Pune, Maharashtra- 411004, India | <i>Foreign companies</i>                     |
| <i>Occupation:</i> Service   | Nil  |
| <i>Date of birth:</i> May 11, 1960   |  |
| <i>Age:</i> 65 years   |  |
| <i>DIN:</i> 00396631   |  |

| Name, designation, current term, period of directorship, address, occupation, date of birth, age and DIN   | Directorships in other companies   |
|--|--|
| <p><b>Aditya Amit Modak</b></p> <p><i>Designation:</i> Non-executive Director</p> <p><i>Current term:</i> With effect from December 20, 2024</p> <p><i>Period of directorship:</i> Director since December 20, 2024</p> <p><i>Address:</i> 65, Indira Nagar Housing Society, Yashada, Erandwana, Deccan Gymkhana, Pune-411004, Maharashtra, India</p> <p><i>Occupation:</i> Service</p> <p><i>Date of birth:</i> December 22, 1990</p> <p><i>Age:</i> 35 years</p> <p><i>DIN:</i> 09237633</p>   | <p><i>Indian companies</i></p> <p>PNGS Gargi Fashion Jewellery Limited</p> <p><i>Foreign companies</i></p> <p>Nil</p>  |
| <p><b>Ravindra Kamalakar Lale</b></p> <p><i>Designation:</i> Independent Director</p> <p><i>Current term:</i> With effect from for a period of 5 consecutive years from April 28, 2025</p> <p><i>Period of directorship:</i> Director since April 28, 2025</p> <p><i>Address:</i> C-935, Purandar Society, Maharshinagar, Maharshinagar Road, Near Zambre Palace, Market Yard, Pune-411037, Maharashtra, India</p> <p><i>Occupation:</i> Business</p> <p><i>Date of birth:</i> April 23, 1965</p> <p><i>Age:</i> 60 years</p> <p><i>DIN:</i> 02426754</p>      | <p><i>Indian Companies</i></p> <p>Nil</p> <p><i>Foreign companies</i></p> <p>Nil</p>   |
| <p><b>Ranjeet Sadashiv Natu</b></p> <p><i>Designation:</i> Independent Director</p> <p><i>Current term:</i> For a period of 5 consecutive years from April 28, 2025</p> <p><i>Period of directorship:</i> Director since April 28, 2025</p> <p><i>Address:</i> A 901, Pinnacle Kalapataru, Gulavani Maharaj Road, Erandavane, Near Hotel Abhishek Veg, Deccan Gymkhana, Pune City, Pune, Maharashtra-411004, India</p> <p><i>Occupation:</i> Business</p> <p><i>Date of birth:</i> October 1, 1973</p> <p><i>Age:</i> 52 years</p> <p><i>DIN:</i> 02892084</p> | <p><i>Indian Companies</i></p> <ol style="list-style-type: none"> <li>1. PNGS Gargi Fashion Jewellery Limited</li> <li>2. Poona Game Foundation</li> <li>3. Golden Sparrow Finance and Treasury Private Limited</li> <li>4. Penosh Transport Private Limited</li> <li>5. Dharmasindhu Shraddha Foundation</li> <li>6. Hindavi Swarajya Mahasangh</li> </ol> <p><i>Foreign companies</i></p> <p>Nil</p> |

| Name, designation, current term, period of directorship, address, occupation, date of birth, age and DIN  | Directorships in other companies   |
|---|--|
| <b>Aparna Prasad Purohit</b>  | <i>Indian Companies</i>  |
| <i>Designation:</i> Independent Director  | 1. Serenus Hospitality Private Limited<br>2. Anveera Tech Private Limited<br>3. Equilibrium Services India Private Limited |
| <i>Current term:</i> For a period of 5 consecutive years from April 28, 2025  |  |
| <i>Period of directorship:</i> Director since April 28, 2025  | <i>Foreign companies</i>   |
| <i>Address:</i> 76/21, Susmruti, Shantisheela Hsg Society, Law College Road, Near Film Institute of India, Erandwana, Deccan Gymkhana, Pune, Maharashtra, India | Nil  |
| <i>Occupation:</i> Doctor   |  |
| <i>Date of birth:</i> February 4, 1975  |  |
| <i>Age:</i> 51 years  |  |
| <i>DIN:</i> 07145381  |  |

### 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 is also associated with P. N. Gadgil & Sons Limited as a Promoter for the past 7 years. He also has an experience in partnership firms including P. N. Gadgil & Co for over 30 years and in P. N. Gadgil & Sons for 5 years.

**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 including as a Director in PNGS Gargi Fashion Jewellery Limited.

**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 Director 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. Further he has worked as a public representative director (i.e., P. R. Director) in PSE Securities Limited for four years. He has also served as a Shareholder Director in Pune Stock Exchange Limited for a period of two years. Further he has also been appointed as an arbitrator by Centralized Arbitrator Appointment Process (CAAP) for various stock exchanges for arbitration matters. He has over 17 years of experience in the field of taxation, regulatory compliance, capital markets and arbitration.

**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 also associated with PNGS Gargi Fashion Jewellery Limited. He has over 8 years of experience in the field of accountancy, auditing, and financial advisory.

**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 also associated in the capacity of a

directors with Anveera Tech Private Limited for a period of 9 years, Serenus Hospitality Private Limited and Equilibrium Services India Private Limited.

### 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:

| 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         |

(₹ in million)

*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:

| Sr. No. | Name of the Independent Director | Remuneration       |
|---------|----------------------------------|--------------------|
| 1.      | Ravindra Kamalakar Lale          | Nil <sup>(1)</sup> |
| 2.      | Ranjeet Sadashiv Natu            | Nil <sup>(1)</sup> |
| 3.      | Aparna Prasad Purohit            | Nil <sup>(1)</sup> |

(₹ in million)

<sup>(1)</sup> 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 Management*” on page 111, none of our Directors hold any Equity Shares in our Company as on the date of this 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 Management*” on page 111, 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 <sup>#</sup> |

\* *The deposit paid for the leased property is ₹ 0.45 million.*

<sup>#</sup> *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 Red Herring Prospectus.

#### *Loans to Directors*

No loans have been availed by our Directors from our Company as on the date of this 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 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 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 re-constituted by a resolution passed by our Board dated July 2, 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                |
| 4.      | Aparna Prasad Purohit   | Independent 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
29. 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.

The Audit Committee shall mandatorily review the following information:

1. management discussion and analysis of financial condition and results of operations;
2. statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. management letters/ letters of internal control weaknesses issued by the statutory auditors;
4. internal audit reports relating to internal control weaknesses;
5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
6. statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations; and
  - (b) annual statement of funds utilized for purposes other than those stated in the issue document/prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.
7. the financial statements, in particular, the investments made by any unlisted subsidiary; and
8. such information as may be prescribed under the Companies Act and SEBI Listing Regulations.

The powers of the Audit Committee shall include the following:

- a) to investigate any activity within its terms of reference;
- b) to seek information from any employee of the Company;
- c) to obtain outside legal or other professional advice;
- d) to secure attendance of outsiders with relevant expertise, if it considers necessary; and
- e) such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

#### ***Nomination and Remuneration Committee***

The Nomination and Remuneration Committee was last re-constituted by a resolution passed by our Board dated July 2, 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                |
| 4.      | Aparna Prasad Purohit   | Independent 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 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:

| <b>Sr. No.</b> | <b>Name of Director</b> | <b>Designation</b>     | <b>Committee Designation</b> |
|----------------|-------------------------|------------------------|------------------------------|
| 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;
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; and
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:

| <b>Name of the Director</b> | <b>Designation</b>                              | <b>Committee Designation</b> |
|-----------------------------|---|------------------------------|
| 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 BRLM 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;

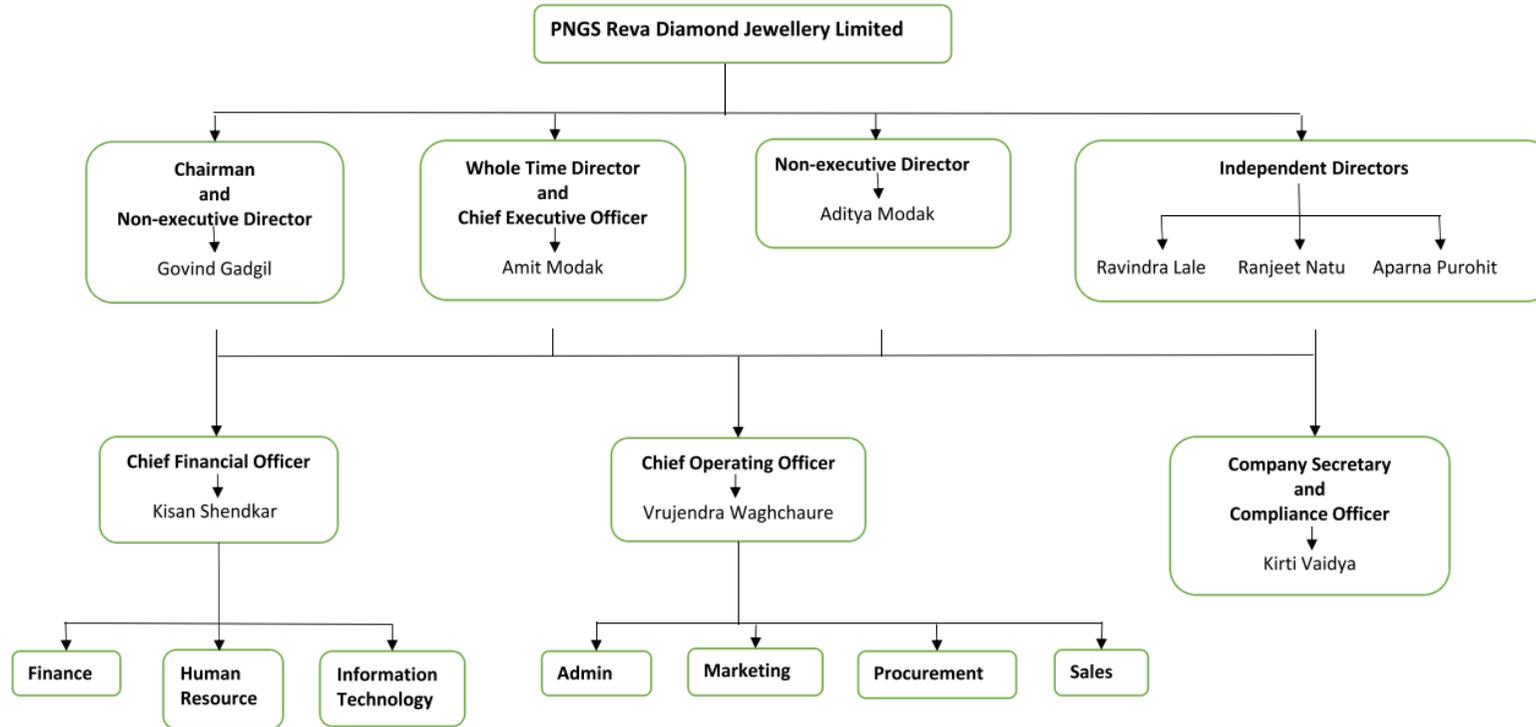
- g) To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any;
- h) To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the DRHP, the RHP, the Prospectus, Issue agreement, syndicate agreement, underwriting 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 aforesaid 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

### Organisation Chart



## **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 249, the details of our other Key Managerial Personnel as on the date of this 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 260, the details of our other Senior Management as on the date of this Red Herring Prospectus are set forth below:

**Vrjendra 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 a salesman for a period of 6 months from 2001 and then as a supervisor till 2005 and then 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 250, 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 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 111, none of our Key Managerial Personnel or Senior Management, hold any Equity Shares in our Company as on the date of this 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.

| <b>Name</b>            | <b>Date of change</b> | <b>Reason for change</b>   |
|------------------------|-----------------------|--|
| 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 |

### **Attrition**

The attrition rate of our Key Managerial Personnel and Senior Management of our Company is comparable to the industry standard. Since our Company was incorporated on December 20, 2024, we do not have details of any attrition in the past three Fiscals.

### **Employee stock option and stock purchase schemes**

As on the date of this Red Herring Prospectus, our Company does not have any employee stock options scheme, stock purchase 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 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 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 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%                               |
|         | <b>Total</b>                | <b>18,157,500</b>                                    | <b>83.04%</b>                        |

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 105.

Details of our Promoter are as follows:



**Govind Vishwanath Gadgil**, aged 66 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 249



**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, have been submitted to the Stock Exchanges, at the time of filing the 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, Niranjana 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 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 have been submitted to the Stock Exchanges at the time of filing of the 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 93 and 245, 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 93. 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 242 and 216 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 250.

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 Issue*” and “*Financial Indebtedness*” on pages 245 and 351, 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 321, our Promoters do not have any interest in any property acquired by our Company in the three years preceding the date of this 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 250.

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 247 and 269, 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 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 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 Red Herring Prospectus.

*Material guarantees*

As on the date of this 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:

| <b>Name of the Promoter</b>     | <b>Name of member of Promoter Group</b> | <b>Relationship with our Individual Promoters</b> |
|---------------------------------|---|---|
| <b>Govind Vishwanath Gadgil</b> | 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                              |
| <b>Renu Govind Gadgil</b>       | 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 V 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 67.

Our Company has not paid any dividends for the six-months period ended September 30, 2025, and during the preceding three Fiscals and since October 1, 2025, until the date of this Red Herring Prospectus.

**SECTION V – FINANCIAL INFORMATION**  
**RESTATED FINANCIAL INFORMATION**

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

**Report of Independent Auditor on the Restated Statement of Assets and Liabilities as at September 30, 2025, 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 period ended September 30, 2025, and for the 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 September 30, 2025, March 31, 2025, March 31, 2024, and March 31, 2023, annexed to this report for the purpose of inclusion in the Red Herring Prospectus (“RHP”) and Prospectus 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 December 19, 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 RHP and Prospectus to be filed with Securities and Exchange Board of India (“SEBI”), BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) and Registrar of Companies, Pune (‘RoC’) as applicable 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 July 18, 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 special purpose interim financial statements of the company as at and for the 6 months ended September 30, 2025, 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 December 19, 2025.
- 5. For the purpose of our examination, we have relied on:

- a) The auditor’s report issued by us dated December 19, 2025, on the special purpose interim financial statements of the Company as at and for the 6 months ended September 30, 2025.

The auditor’s report included Emphasis of Matter -Basis of Accounting and Restriction on Distribution and Use which is reproduced below:

We draw attention to Note 2A(i) to the Special Purpose Interim Financial Statements, which describe the basis of its accounting. These Special Purpose Interim Financial Statements have been prepared by the management of the Company, solely for the purpose of the preparation of the Restated Financial Information of the Company for the 6 months period ended September 30, 2025, to be included in the Red Herring Prospectus and Prospectus to be filed by the Company with the Securities and Exchange Board of India (‘SEBI’), National Stock Exchange of India Limited, BSE Limited and Registrar of Companies, Pune(‘Registrar of Companies’) as applicable, in connection with the proposed Initial Public Offering of equity shares of the Company, as per the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, and the Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the ICAI. As a result, these Special Purpose Interim Financial Statements may not be suitable for another purpose.

Our report is intended solely for the purpose specified above. This should not be distributed to or used by any other parties. M S K A & Associates shall not be liable to the Company 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.

- b) 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.

The auditor's report included Report on Other Legal and Regulatory Requirements:

**Report on Other Legal and Regulatory Requirements**

Paragraph 2(b) of the Independent Auditor's report :

As required by section 143(3) of the Act, we report that :

1. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph (h)(vi) below on reporting under Rule 11(g). Further, in the absence of sufficient appropriate audit evidence in the form of independent service auditor's report of the service organization in relation to software used by the Company for maintaining its books of accounts for payroll processing we are unable to comment whether back-up of the books of account and other books and papers maintained in electronic mode, have been kept in servers physically located in India on a daily basis in relation to payroll processing.
2. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

Based on our examination, the Company has used 2 accounting softwares for maintaining its books of account out of which 1 accounting software has / have a feature of recording audit trail (edit log) facility. The audit trail feature in relation to the same has been operated throughout the period for all transactions recorded in the accounting software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.

However, in relation to other accounting software which the Company has used for maintaining its books of accounts for payroll processing during the period ended March 31, 2025, which is managed and maintained by a third-party software service provider. In the absence of independent service auditor's report of the service organisation, we are unable to comment whether the said software has a feature of recording audit trail (edit log) facility, nor are we able to comment on whether the audit trail feature was enabled in the said software and has been operated throughout the period for all relevant transactions recorded in the software. Also, we are unable to comment as to whether there were any instances of the audit trail feature been tampered with.

- c) 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 auditor's report 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.

- d) 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 auditor's report 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 2A(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.

- e) 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 September 30, 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 other matter paragraph (refer paragraph 5(d) 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, 2025, March 31, 2024 and March 31, 2023, to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at September 30, 2025, as more fully described in Note No. 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 September 30, 2025, 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 are Emphasis of Matter paragraph, Other Legal and Regulatory Matters and Other Matter Paragraphs (refer paragraph 5(a), 5(b), 5(c) and 5(d) 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 interim 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 auditors' 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 RHP and Prospectus to be filed with the SEBI, BSE, NSE and RoC 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: 25111700BMKSQU6069

Place: Pune  
Date: December 19, 2025

**Annexure I - Restated Statement of Assets and Liabilities**

All amounts are in INR millions, unless otherwise stated

| Sr No.    | Particulars  | Note | September 30, 2025 | March 31, 2025  | March 31, 2024  | March 31, 2023  |
|-----------|--|------|--------------------|-----------------|-----------------|-----------------|
| <b>I</b>  | <b>ASSETS</b>  |      |                    |                 |                 |                 |
|           | <b>Non-current assets</b>  |      |                    |                 |                 |                 |
|           | (a) Property, plant and equipment  | 3    | 7.31               | 2.11            | -               | -               |
|           | (b) Investment property  | 4    | -                  | -               | 4.85            | 4.95            |
|           | (c) Right-of-use assets  | 5    | 23.79              | 2.55            | -               | -               |
|           | (d) Other intangible assets  | 6    | 3.19               | 3.04            | -               | -               |
|           | (e) Financial assets   |      |                    |                 |                 |                 |
|           | (i) Other financial assets   | 7    | 27.53              | -               | 3.38            | 63.25           |
|           | (f) Deferred tax asset (net)   | 8    | 3.90               | 1.36            | 1.02            | 0.82            |
|           | (g) Other non-current assets   | 9    | 1.50               | 0.16            | -               | -               |
|           | <b>Total non-current assets</b>  |      | <b>67.22</b>       | <b>9.22</b>     | <b>9.25</b>     | <b>69.02</b>    |
|           | <b>Current assets</b>  |      |                    |                 |                 |                 |
|           | (a) Inventories  | 10   | 3,130.65           | 1,794.17        | 1,489.59        | 1,149.00        |
|           | (b) Financial assets   |      |                    |                 |                 |                 |
|           | (i) Investments  | 11   | -                  | -               | 9.12            | 10.41           |
|           | (ii) Trade receivables   | 12   | 11.91              | 1.57            | -               | -               |
|           | (iii) Cash & cash equivalents  | 13   | 147.50             | 390.20          | 11.98           | 10.66           |
|           | (iv) Other financial assets  | 7    | 30.18              | 3.94            | 63.34           | 0.17            |
|           | (c) Other current assets   | 14   | 139.56             | 69.25           | -               | -               |
|           | <b>Total current assets</b>  |      | <b>3,459.80</b>    | <b>2,259.13</b> | <b>1,574.03</b> | <b>1,170.24</b> |
|           | <b>Total assets</b>  |      | <b>3,527.02</b>    | <b>2,268.35</b> | <b>1,583.28</b> | <b>1,239.26</b> |
| <b>II</b> | <b>EQUITY AND LIABILITIES</b>  |      |                    |                 |                 |                 |
|           | <b>Equity</b>  |      |                    |                 |                 |                 |
|           | (a) Equity share capital/ Partner's capital  | 15   | 218.66             | 48.59           | 91.44           | 87.25           |
|           | (b) Other equity   | 16   |                    |                 |                 |                 |
|           | - Retained earnings  |      | 1,725.39           | 1,524.06        | 935.08          | 514.63          |
|           | - Securities premium   |      | 717.34             | 887.41          | -               | -               |
|           | - Capital reserve  |      | (1,461.46)         | (1,461.46)      | (1,311.42)      | (1,122.09)      |
|           | - Other components to equity   |      | 3.15               | 3.31            | (0.06)          | 0.04            |
|           | <b>Total equity</b>  |      | <b>1,203.08</b>    | <b>1,001.91</b> | <b>(284.96)</b> | <b>(520.17)</b> |
|           | <b>Liabilities</b>   |      |                    |                 |                 |                 |
|           | <b>Non-current liabilities</b>   |      |                    |                 |                 |                 |
|           | (a) Financial liabilities  |      |                    |                 |                 |                 |
|           | (i) Lease liabilities  | 5    | 18.89              | 2.01            | -               | -               |
|           | (ii) Other financial liabilities   | 20   | -                  | -               | -               | 1,670.96        |
|           | (b) Provisions   | 18   | 5.79               | 4.74            | 3.93            | 3.13            |
|           | <b>Total non-current liabilities</b>   |      | <b>24.68</b>       | <b>6.75</b>     | <b>3.93</b>     | <b>1,674.09</b> |
|           | <b>Current liabilities</b>   |      |                    |                 |                 |                 |
|           | (a) Financial liabilities  |      |                    |                 |                 |                 |
|           | (i) Borrowings   | 17   | 1,302.49           | 906.50          | -               | -               |
|           | (ii) Lease liabilities   | 5    | 6.63               | 0.64            | -               | -               |
|           | (iii) Trade payables   |      |                    |                 |                 |                 |
|           | - Total outstanding dues of micro enterprises and small enterprises                      | 19   | 213.51             | 49.54           | 42.63           | 4.18            |
|           | - Total outstanding dues of creditors other than micro enterprises and small enterprises |      | 663.13             | 275.28          | 148.89          | 78.54           |
|           | (iv) Other financial liabilities   | 20   | 9.64               | 0.44            | 1,672.36        | 2.25            |
|           | (b) Other current liabilities  | 21   | 72.38              | 16.77           | -               | -               |
|           | (c) Provisions   | 18   | 2.58               | 0.25            | 0.14            | 0.12            |
|           | (d) Current tax liabilities (net)  | 22   | 28.90              | 10.27           | 0.29            | 0.25            |
|           | <b>Total current liabilities</b>   |      | <b>2,299.26</b>    | <b>1,259.69</b> | <b>1,864.31</b> | <b>85.34</b>    |
|           | <b>Total liabilities</b>   |      | <b>2,323.94</b>    | <b>1,266.44</b> | <b>1,868.24</b> | <b>1,759.43</b> |
|           | <b>Total equity and liabilities</b>  |      | <b>3,527.02</b>    | <b>2,268.35</b> | <b>1,583.28</b> | <b>1,239.26</b> |

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  
 Date: 19-Dec-2025  
 Place: Pune

**Govind Gadgil**  
**Director**  
 DIN No: 00616617  
 Date: 19-Dec-2025  
 Place: Pune

**Amit Modak**  
**Whole Time Director & Chief Executive Officer**  
 DIN No: 00396631  
 Date: 19-Dec-2025  
 Place: Pune

**Kisan Shendkar**  
**Chief Financial Officer**  
 Date: 19-Dec-2025  
 Place: Pune

**Kirti Suryakant Vaidya**  
**Company Secretary**  
 Membership No.: A31430  
 Date: 19-Dec-2025  
 Place: Pune

**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 | From April 01, 2025 to September 30, 2025 | March 31, 2025  | March 31, 2024  | March 31, 2023  |
|------------|--|------|---|-----------------|-----------------|-----------------|
|            | Revenue from operations  | 23   | 1,567.18                                  | 2,581.83        | 1,956.34        | 1,988.48        |
|            | Other income   | 24   | 3.99                                      | 9.23            | 6.02            | 4.99            |
| <b>I</b>   | <b>Total Income</b>  |      | <b>1,571.17</b>                           | <b>2,591.06</b> | <b>1,962.36</b> | <b>1,993.47</b> |
|            | <b>Expenses</b>  |      |   |                 |                 |                 |
|            | Purchases of stock-in-trade  | 25   | 2,485.72                                  | 1,971.41        | 1,663.63        | 1,392.64        |
|            | Changes in inventories of finished goods                                     | 26   | (1,336.48)                                | (304.58)        | (340.59)        | (158.93)        |
|            | Employee benefits expense  | 27   | 33.52                                     | 37.60           | 25.54           | 21.73           |
|            | Finance costs  | 28   | 41.56                                     | 12.91           | 0.55            | 0.42            |
|            | Depreciation and amortisation expenses                                       | 29   | 2.13                                      | 0.33            | 0.10            | 0.10            |
|            | Other expenses   | 30   | 76.50                                     | 81.29           | 46.37           | 45.73           |
| <b>II</b>  | <b>Total Expenses</b>  |      | <b>1,302.95</b>                           | <b>1,798.96</b> | <b>1,395.60</b> | <b>1,301.69</b> |
| <b>III</b> | <b>Profit before tax (I - II)</b>  |      | <b>268.22</b>                             | <b>792.10</b>   | <b>566.76</b>   | <b>691.78</b>   |
|            | <b>Income tax expense</b>  |      |   |                 |                 |                 |
|            | (a) Current tax  | 37   | 69.38                                     | 198.82          | 142.79          | 174.43          |
|            | (b) Deferred tax   |      | (2.49)                                    | (1.46)          | (0.17)          | (0.12)          |
| <b>IV</b>  | <b>Total income tax expense</b>  |      | <b>66.89</b>                              | <b>197.36</b>   | <b>142.62</b>   | <b>174.31</b>   |
| <b>V</b>   | <b>Profit for the year/ period (III - IV)</b>                                |      | <b>201.33</b>                             | <b>594.74</b>   | <b>424.14</b>   | <b>517.47</b>   |
|            | <b>Other Comprehensive Income</b>  |      |   |                 |                 |                 |
|            | Items that will not be reclassified to profit or loss:                       |      |   |                 |                 |                 |
|            | Remeasurement of post employment defined benefit plans                       | 38   | (0.21)                                    | 4.51            | (0.14)          | 0.05            |
|            | Income tax relating to items that will not be reclassified to profit or loss |      | 0.05                                      | (1.14)          | 0.04            | (0.01)          |
| <b>VI</b>  | <b>Total other comprehensive income (net of tax)</b>                         |      | <b>(0.16)</b>                             | <b>3.37</b>     | <b>(0.10)</b>   | <b>0.04</b>     |
| <b>VII</b> | <b>Total comprehensive income for the year/ period (V + VI)</b>              |      | <b>201.17</b>                             | <b>598.11</b>   | <b>424.04</b>   | <b>517.51</b>   |
| <b>X</b>   | <b>Earning Per equity share (Face value of INR 10 each)</b>                  | 31   |   |                 |                 |                 |
|            | - Basic ( in INR)  |      | 9.21                                      | 35.21           | -               | -               |
|            | - Diluted ( in INR)  |      | 9.21                                      | 35.21           | -               | -               |

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  
Date: 19-Dec-2025  
Place: Pune

**Govind Gadgil**  
**Director**  
DIN No: 00616617  
Date: 19-Dec-2025  
Place: Pune

**Amit Modak**  
**Whole Time Director & Chief Executive Officer**  
DIN No: 00396631  
Date: 19-Dec-2025  
Place: Pune

**Kisan Shendkar**  
**Chief Financial Officer**  
Date: 19-Dec-2025  
Place: Pune

**Kirti Suryakant Vaidya**  
**Company Secretary**  
Membership No.: A31430  
Date: 19-Dec-2025  
Place: Pune

**Annexure IV - Restated Statement of Cash Flows**

All amounts are in INR millions, unless otherwise stated

| Sr. No.   | Particulars   | From April 01, 2025 to September 30, 2025 | March 31, 2025    | March 31, 2024  | March 31, 2023  |
|-----------|---|---|-------------------|-----------------|-----------------|
| <b>1.</b> | <b>Cash flows from operating activities :</b>                                     |   |                   |                 |                 |
|           | Profit before tax   | 268.22                                    | 792.10            | 566.76          | 691.78          |
|           | <b>Adjustments for:</b>   |   |                   |                 |                 |
|           | Depreciation on property, plant and equipment                                     | 0.51                                      | 0.10              | -               | -               |
|           | Depreciation on investment property   | -   | 0.07              | 0.10            | 0.10            |
|           | Depreciation on right-of-use assets   | 1.47                                      | 0.15              | -               | -               |
|           | Amortisation of intangible assets   | 0.15                                      | 0.01              | -               | -               |
|           | Net gain on sale of investments   | -   | -                 | (0.93)          | (0.50)          |
|           | Interest on Lease liability   | 0.61                                      | 0.04              | -               | -               |
|           | Profit on sale of investment property   | -   | (4.71)            | -               | -               |
|           | Dividend income   | -   | (0.37)            | (0.53)          | (0.44)          |
|           | Interest income   | (3.99)                                    | (3.25)            | (4.30)          | (3.93)          |
|           | Finance costs   | 37.91                                     | 12.87             | 0.55            | 0.42            |
|           | Amortization of prepaid security deposit  | 0.05                                      | -                 | -               | -               |
|           | <b>Operating profit/(loss) before working Capital changes</b>                     | <b>304.93</b>                             | <b>797.01</b>     | <b>561.65</b>   | <b>687.43</b>   |
|           | <b>Changes in operating assets and liabilities</b>                                |   |                   |                 |                 |
|           | Decrease/(Increase) in inventory  | (1,336.45)                                | (304.58)          | (340.59)        | (158.93)        |
|           | Decrease/(Increase) in other financial assets                                     | (2.22)                                    | 2.99              | (3.30)          | 6.84            |
|           | Decrease/(Increase) in other current assets                                       | (70.31)                                   | (69.23)           | -               | 0.17            |
|           | Decrease/(Increase) in other non-current assets                                   | (1.34)                                    | (0.16)            | -               | -               |
|           | Decrease/(Increase) in trade receivables  | (10.34)                                   | (1.57)            | -               | -               |
|           | Increase/(Decrease) in trade payables   | 551.82                                    | 133.28            | 108.80          | 36.52           |
|           | Increase/(Decrease) in other financial liabilities                                | 9.20                                      | (0.99)            | (0.85)          | (3.63)          |
|           | Increase/(Decrease) in provisions   | 3.16                                      | 5.44              | 0.68            | 0.53            |
|           | Increase/(Decrease) in other current liabilities                                  | 55.61                                     | 16.77             | -               | -               |
|           | <b>Cash used in operations</b>  | <b>(800.87)</b>                           | <b>(218.04)</b>   | <b>(235.26)</b> | <b>(118.50)</b> |
|           | Income taxes paid (net of refunds)  | (50.76)                                   | (188.84)          | (142.74)        | (173.97)        |
|           | <b>Net cash flows used in operating activities</b>                                | <b>(546.71)</b>                           | <b>390.13</b>     | <b>183.65</b>   | <b>394.96</b>   |
| <b>2.</b> | <b>Cash flows from investing activities :</b>                                     |   |                   |                 |                 |
|           | Net Sale/(Purchase) of investment   | -   | 9.11              | 2.23            | 0.14            |
|           | Payment on account of common control transaction                                  | -   | (1,670.96)        | -               | -               |
|           | Proceeds/(Investments) from maturity of fixed deposits                            | (51.06)                                   | 60.00             | -               | -               |
|           | Dividend and Interest income  | 3.45                                      | 3.44              | 4.83            | 4.37            |
|           | Payments for acquisition of property, plant and equipment                         | (5.72)                                    | (2.21)            | -               | -               |
|           | Payments for acquisition of intangible assets                                     | (0.30)                                    | (3.05)            | -               | -               |
|           | Proceeds from sale of investment property   | -   | 9.49              | -               | -               |
|           | Payment on account of fitment charges for ROU assets                              | (0.11)                                    | -                 | -               | -               |
|           | <b>Net cash flows used in investing activities</b>                                | <b>(53.74)</b>                            | <b>(1,594.18)</b> | <b>7.06</b>     | <b>4.51</b>     |
| <b>3.</b> | <b>Cash flows from financing activities</b>                                       |   |                   |                 |                 |
|           | Payment of lease liabilities  | (0.34)                                    | (0.07)            | -               | -               |
|           | Proceeds from issue of equity shares  | -   | 899.40            | -               | -               |
|           | Proceeds from borrowings (Net of repayment)                                       | 400.00                                    | 900.00            | -               | -               |
|           | Introduction/(withdrawal) in partner's capital account                            | -   | (60.60)           | 0.50            | (7.60)          |
|           | Interest paid   | (41.91)                                   | (6.41)            | (0.56)          | (0.44)          |
|           | <b>Net cash flows generated from financing activities</b>                         | <b>357.75</b>                             | <b>1,732.32</b>   | <b>(0.06)</b>   | <b>(8.04)</b>   |
| <b>4.</b> | <b>Net increase in cash and cash equivalents</b>                                  | <b>(242.70)</b>                           | <b>528.26</b>     | <b>190.65</b>   | <b>391.43</b>   |
|           | Less: Net cash and cash equivalents generated for diamond business not taken over | -   | (150.04)          | (189.33)        | (389.20)        |
| <b>5.</b> | <b>Cash and cash equivalents at the beginning of the year</b>                     | <b>390.20</b>                             | <b>11.98</b>      | <b>10.66</b>    | <b>8.43</b>     |
| <b>6.</b> | <b>Cash and cash equivalents at the end of the year</b>                           | <b>147.50</b>                             | <b>390.20</b>     | <b>11.98</b>    | <b>10.66</b>    |
|           | <b>Cash and cash equivalents include:</b>   |   |                   |                 |                 |
|           | Cash on hand  | 4.53                                      | 5.68              | 0.01            | 0.01            |
|           | <b>Balances with bank</b>   |   |                   |                 |                 |
|           | - In current accounts   | 142.92                                    | 34.44             | 11.97           | 10.65           |
|           | - In deposits with original maturity of less than 3 months                        | -   | 350.00            | -               | -               |
|           | Cheques on hand   | 0.05                                      | 0.08              | -               | -               |
|           | <b>Total Cash and cash equivalents</b>  | <b>147.50</b>                             | <b>390.20</b>     | <b>11.98</b>    | <b>10.66</b>    |

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  
Date: 19-Dec-2025  
Place: Pune

**Govind Gadgil**  
Director  
DIN No: 00616617  
Date: 19-Dec-2025  
Place: Pune

**Amit Modak**  
Whole Time Director & Chief Executive Officer  
DIN No: 00396631  
Date: 19-Dec-2025  
Place: Pune

**Kisan Shendkar**  
Chief Financial Officer  
Date: 19-Dec-2025  
Place: Pune

**Kirti Suryakant Vaidya**  
Company Secretary  
Membership No.: A31430  
Date: 19-Dec-2025  
Place: Pune

**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        |
|---|---------------|
| <b>Balance as at April 1, 2022</b>  | 92.01         |
| Changes in partner's capital during the year                                      | (4.76)        |
| <b>Balance as at March 31, 2023</b>   | <b>87.25</b>  |
| <b>Balance as at April 1, 2023</b>  | 87.25         |
| Changes in partner's capital during the year                                      | 4.19          |
| <b>Balance as at March 31, 2024</b>   | <b>91.44</b>  |
| <b>Balance as at April 1, 2024</b>  | 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)       |
| <b>Balance as at December 19, 2024</b>  | -             |
| <b>Balance as at December 20, 2024</b>  | -             |
| Conversion of partner's capital into equity share capital w.e.f December 20, 2024 | 36.60         |
| Add: Issue of shares  | 11.99         |
| <b>Balance as at March 31, 2025</b>   | <b>48.59</b>  |
| <b>Balance as at April 1, 2025</b>  | 48.59         |
| Add: Issue of shares  | 170.07        |
| <b>Balance as at September 30, 2025</b>   | <b>218.66</b> |

**B. Other Equity**

| Particulars   | Reserves and surplus |                    |                   | Other comprehensive income                 | Total           |
|---|----------------------|--------------------|-------------------|--|-----------------|
|   | Retained earnings    | Securities premium | Capital reserve   | Remeasurement of defined benefit liability |                 |
| <b>Balance as at April 1, 2022</b>                            | -                    | -                  | (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)        |
| <b>Balance as at March 31, 2023</b>                           | <b>514.63</b>        | -                  | <b>(1,122.09)</b> | <b>0.04</b>                                | <b>(607.42)</b> |
| <b>Balance as at April 1, 2023</b>                            | <b>514.63</b>        | -                  | <b>(1,122.09)</b> | <b>0.04</b>                                | <b>(607.42)</b> |
| 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)        |
| <b>Balance as at March 31, 2024</b>                           | <b>935.08</b>        | -                  | <b>(1,311.42)</b> | <b>(0.06)</b>                              | <b>(376.40)</b> |
| <b>Balance as at April 1, 2024</b>                            | <b>935.08</b>        | -                  | <b>(1,311.42)</b> | <b>(0.06)</b>                              | <b>(376.40)</b> |
| 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)        |
| <b>Balance as at March 31, 2025</b>                           | <b>1,524.06</b>      | <b>887.41</b>      | <b>(1,461.46)</b> | <b>3.31</b>                                | <b>953.32</b>   |
| <b>Balance as at April 01, 2025</b>                           | <b>1,524.06</b>      | <b>887.41</b>      | <b>(1,461.46)</b> | <b>3.31</b>                                | <b>953.32</b>   |
| Add: Profit for the period                                    | 201.33               | -                  | -                 | (0.16)                                     | 201.17          |
| Less: Issue of Bonus shares                                   | -                    | (170.07)           | -                 | -  | (170.07)        |
| <b>As at September 30, 2025</b>                               | <b>1,725.39</b>      | <b>717.34</b>      | <b>(1,461.46)</b> | <b>3.15</b>                                | <b>984.42</b>   |

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

For and on behalf of the Board of Directors  
**PNGS Reva Diamond Jewellery Limited**

**Nitin Manohar Jumani**  
**Partner**

Membership No.: 111700  
 Date: 19-Dec-2025  
 Place: Pune

**Govind Gadgil**  
**Director**

DIN No: 00616617  
 Date: 19-Dec-2025  
 Place: Pune

**Amit Modak**  
**Whole Time Director & Chief Executive Officer**

DIN No: 00396631  
 Date: 19-Dec-2025  
 Place: Pune

**Kisan Shendkar**  
**Chief Financial Officer**

Date: 19-Dec-2025  
 Place: Pune

**Kirti Suryakant Vaidya**  
**Company Secretary**

Membership No.: A31430  
 Date: 19-Dec-2025  
 Place: Pune

**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 Red Herring Prospectus ("RHP") and Prospectus 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 September 30, 2025, 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 6 months period ended September 30, 2025 and 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 September 30, 2025. The Restated Financial Information has been approved by the Board of Directors on December 19, 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 special purpose financial statements of the company as at September 30, 2025 and for the period from 1 April, 2025 to September 30, 2025.
- b) audited financial statements of the company as at March 31, 2025 and for the period from December 20, 2024 to March 31, 2025.
- c) 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 not suitable for any other purpose.

The Special Purpose Interim Financial Statements of the Company as at and for the 6 months ended September 30, 2025, other than disclosure of comparative as it is exempted as per para 11 of Part A in Schedule VI of SEBI ICDR Regulations, have been prepared in accordance with Indian Accounting Standard 34 - 'Interim Financial Reporting' ('Ind AS 34') as notified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other recognized accounting practices and policies generally accepted in India. Accordingly, management of the Company has not presented the comparative in these Special Purpose Interim Financial Statements.

These Special Purpose Interim Financial Statements have been prepared solely for the purpose of preparation of Restated Financial Information for inclusion in offer documents in relation to proposed IPO. Hence these Special Purpose Interim Financial Statements are not suitable for any other purpose other than for the purpose of preparation of Restated Financial Information.

## Annexure V - Summary of material accounting policies to Restated Financial Information

All amounts in INR millions, unless otherwise stated

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").

Applying 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

**Annexure V - Summary of material accounting policies to Restated Financial Information**

**All amounts in INR millions, unless otherwise stated**

**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**

**Annexure V - Summary of material accounting policies to Restated Financial Information**

**All amounts in INR millions, unless otherwise stated**

**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 services. 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.

**Annexure V - Summary of material accounting policies to Restated Financial Information**

**All amounts in INR millions, unless otherwise stated**

**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**

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.

**Annexure V - Summary of material accounting policies to Restated Financial Information**

**All amounts in INR millions, unless otherwise stated**

**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 presentation currency.

**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 increases and mortality rates.

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.

Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements;

**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.

**Annexure V - Summary of material accounting policies to Restated Financial Information**

**All amounts in INR millions, unless otherwise stated**

**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 ornaments made to order.

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.

*(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**

**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    | Furniture & Fixtures | Total       |
|---|------------------|-------------|----------------------|-------------|
| <b>Gross Block</b>                        |                  |             |                      |             |
| <b>Balance as at April 1, 2022</b>        | -                | -           | -                    | -           |
| Additions                                 | -                | -           | -                    | -           |
| Disposals                                 | -                | -           | -                    | -           |
| <b>Balance as at March 31, 2023</b>       | -                | -           | -                    | -           |
| <b>Balance as at April 1, 2023</b>        | -                | -           | -                    | -           |
| Additions                                 | -                | -           | -                    | -           |
| Disposals                                 | -                | -           | -                    | -           |
| <b>Balance as at March 31, 2024</b>       | -                | -           | -                    | -           |
| <b>Balance as at April 1, 2024</b>        | -                | -           | -                    | -           |
| Additions                                 | 0.44             | 1.77        | -                    | 2.21        |
| Disposals                                 | -                | -           | -                    | -           |
| <b>Balance as at March 31, 2025</b>       | <b>0.44</b>      | <b>1.77</b> | <b>-</b>             | <b>2.21</b> |
| <b>Balance as at April 1, 2025</b>        | <b>0.44</b>      | <b>1.77</b> | <b>-</b>             | <b>2.21</b> |
| Additions                                 | 4.55             | 0.68        | 0.49                 | 5.72        |
| Disposals                                 | -                | -           | -                    | -           |
| <b>Balance as at September 30, 2025</b>   | <b>4.99</b>      | <b>2.45</b> | <b>0.49</b>          | <b>7.93</b> |
| <b>Accumulated Depreciation</b>           |                  |             |                      |             |
| <b>Balance as at April 1, 2022</b>        | -                | -           | -                    | -           |
| Depreciation for the year                 | -                | -           | -                    | -           |
| Disposals                                 | -                | -           | -                    | -           |
| <b>Balance as at March 31, 2023</b>       | -                | -           | -                    | -           |
| <b>Balance as at April 1, 2023</b>        | -                | -           | -                    | -           |
| Depreciation for the year                 | -                | -           | -                    | -           |
| Disposals                                 | -                | -           | -                    | -           |
| <b>Balance as at March 31, 2024</b>       | -                | -           | -                    | -           |
| <b>Balance as at April 1, 2024</b>        | -                | -           | -                    | -           |
| Depreciation for the year                 | 0.01             | 0.09        | -                    | 0.10        |
| Disposals                                 | -                | -           | -                    | -           |
| <b>Balance as at March 31, 2025</b>       | <b>0.01</b>      | <b>0.09</b> | <b>-</b>             | <b>0.10</b> |
| <b>Balance as at April 1, 2025</b>        | <b>0.01</b>      | <b>0.09</b> | <b>-</b>             | <b>0.10</b> |
| Depreciation for the period               | 0.19             | 0.32        | 0.01                 | 0.52        |
| Disposals                                 | -                | -           | -                    | -           |
| <b>Balance as at September 30, 2025</b>   | <b>0.20</b>      | <b>0.41</b> | <b>0.01</b>          | <b>0.62</b> |
| <b>Net Block as on March 31, 2023</b>     | -                | -           | -                    | -           |
| <b>Net Block as on March 31, 2024</b>     | -                | -           | -                    | -           |
| <b>Net Block as on March 31, 2025</b>     | <b>0.43</b>      | <b>1.68</b> | <b>-</b>             | <b>2.11</b> |
| <b>Net Block as on September 30, 2025</b> | <b>4.79</b>      | <b>2.04</b> | <b>0.48</b>          | <b>7.31</b> |

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All amounts are in INR millions, unless otherwise stated

**4 Investment property**

| Particulars                               | Amount      |
|---|-------------|
| <b>Gross Block</b>                        |             |
| <b>Deemed cost as at April 1, 2022*</b>   | <b>5.05</b> |
| Additions                                 | -           |
| Disposals                                 | -           |
| <b>Balance as at March 31, 2023</b>       | <b>5.05</b> |
| <b>Balance as at April 1, 2023</b>        | <b>5.05</b> |
| Additions                                 | -           |
| Disposals                                 | -           |
| <b>Balance as at March 31, 2024</b>       | <b>5.05</b> |
| <b>Balance as at April 1, 2024</b>        |             |
| Additions                                 | -           |
| Disposals                                 | (5.05)      |
| <b>Balance as at March 31, 2025</b>       | <b>-</b>    |
| <b>Balance as at April 1, 2025</b>        |             |
| Additions                                 | -           |
| Disposals                                 | -           |
| <b>Balance as at September 30, 2025</b>   | <b>-</b>    |
| <b>Accumulated Depreciation</b>           |             |
| <b>Deemed cost as at April 1, 2022*</b>   | <b>-</b>    |
| Depreciation for the year                 | 0.10        |
| Disposals                                 | -           |
| <b>Balance as at March 31, 2023</b>       | <b>0.10</b> |
| <b>Balance as at April 1, 2023</b>        | <b>0.10</b> |
| Depreciation for the year                 | 0.10        |
| Disposals                                 | -           |
| <b>Balance as at March 31, 2024</b>       | <b>0.20</b> |
| <b>Balance as at April 1, 2024</b>        |             |
| Depreciation for the year                 | 0.06        |
| Disposals                                 | (0.26)      |
| <b>Balance as at March 31, 2025</b>       | <b>-</b>    |
| <b>Balance as at April 1, 2025</b>        |             |
| Depreciation for the period               | -           |
| Disposals                                 | -           |
| <b>Balance as at September 30, 2025</b>   | <b>-</b>    |
| <b>Net Block as on March 31, 2023</b>     | <b>4.95</b> |
| <b>Net Block as on March 31, 2024</b>     | <b>4.85</b> |
| <b>Net Block as on March 31, 2025</b>     | <b>-</b>    |
| <b>Net Block as on September 30, 2025</b> | <b>-</b>    |

\*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.

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All amounts are in INR millions, unless otherwise stated

**4.1 Information regarding amount recognised in profit and loss for investment properties:**

| Particulars               | September 30, 2025 | 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.

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**5 Right-of-use assets and Lease liabilities**

**Right-of-use assets:**

| Particulars                             | Buildings    |
|---|--------------|
| <b>Gross carrying amount</b>            |              |
| Balance as at April 1, 2022             | -            |
| Additions                               | -            |
| Deletions                               | -            |
| <b>Balance as at March 31, 2023</b>     | -            |
| <b>Balance as at April 1, 2023</b>      | -            |
| Additions                               | -            |
| Deletions                               | -            |
| <b>Balance as at March 31, 2024</b>     | -            |
| <b>Balance as at April 1, 2024</b>      | -            |
| Additions                               | 2.70         |
| Deletions                               | -            |
| <b>Balance as at March 31, 2025</b>     | <b>2.70</b>  |
| <b>Balance as at April 1, 2025</b>      | <b>2.70</b>  |
| Additions                               | 22.71        |
| Deletions                               | -            |
| <b>Balance as at September 30, 2025</b> | <b>25.41</b> |

| Particulars                             | Buildings     |
|---|---------------|
| <b>Accumulated depreciation</b>         |               |
| Balance as at April 1, 2022             | -             |
| Amortisation expense                    | -             |
| Disposals                               | -             |
| <b>Balance as at March 31, 2023</b>     | -             |
| <b>Balance as at April 1, 2023</b>      | -             |
| Amortisation expense                    | -             |
| Disposals                               | -             |
| <b>Balance as at March 31, 2024</b>     | -             |
| <b>Balance as at April 1, 2024</b>      | -             |
| Amortisation expense                    | (0.15)        |
| Disposals                               | -             |
| <b>Balance as at March 31, 2025</b>     | <b>(0.15)</b> |
| <b>Balance as at April 1, 2025</b>      | <b>(0.15)</b> |
| Amortisation expense                    | (1.47)        |
| Disposals                               | -             |
| <b>Balance as at September 30, 2025</b> | <b>(1.62)</b> |

**Net carrying amount**

|   |       |
|---|-------|
| <b>Balance as at March 31, 2023</b>     | -     |
| <b>Balance as at March 31, 2024</b>     | -     |
| <b>Balance as at March 31, 2025</b>     | 2.55  |
| <b>Balance as at September 30, 2025</b> | 23.79 |

**Lease liabilities:**

The movement in lease liabilities is as follows :

| Particulars                             | Amount       |
|---|--------------|
| <b>Balance as at April 1, 2022</b>      | -            |
| Additions                               | -            |
| Interest expense on lease liabilities   | -            |
| Payments                                | -            |
| <b>Balance as at March 31, 2023</b>     | -            |
| <b>Balance as at April 1, 2023</b>      | -            |
| Additions                               | -            |
| Interest expense on lease liabilities   | -            |
| Payments                                | -            |
| <b>Balance as at March 31, 2024</b>     | -            |
| <b>Balance as at April 1, 2024</b>      | -            |
| Additions                               | 2.68         |
| Interest expense on lease liabilities   | 0.04         |
| Payments                                | (0.07)       |
| <b>Balance as at March 31, 2025</b>     | <b>2.65</b>  |
| <b>Balance as at April 1, 2025</b>      | <b>2.65</b>  |
| Additions                               | 22.60        |
| Interest expense on lease liabilities   | 0.61         |
| Payments                                | (0.34)       |
| <b>Balance as at September 30, 2025</b> | <b>25.52</b> |

| Particulars                             | Amount       |
|---|--------------|
| <b>Balance as at March 31, 2023</b>     |              |
| Current                                 | -            |
| Non-current                             | -            |
| <b>Total</b>                            | <b>-</b>     |
| <b>Balance as at March 31, 2024</b>     |              |
| Current                                 | -            |
| Non-current                             | -            |
| <b>Total</b>                            | <b>-</b>     |
| <b>Balance as at March 31, 2025</b>     |              |
| Current                                 | 0.64         |
| Non-current                             | 2.01         |
| <b>Total</b>                            | <b>2.65</b>  |
| <b>Balance as at September 30, 2025</b> |              |
| Current                                 | 6.63         |
| Non-current                             | 18.89        |
| <b>Total</b>                            | <b>25.52</b> |

**Amounts recognised in profit and loss**

| Particulars                           | Amount |
|---------------------------------------|--------|
| <b>March 31, 2023</b>                 |        |
| Amortisation expense                  | -      |
| Interest expense on lease liabilities | -      |
| <b>March 31, 2024</b>                 |        |
| Amortisation expense                  | -      |
| Interest expense on lease liabilities | -      |
| <b>March 31, 2025</b>                 |        |
| Amortisation expense                  | 0.15   |
| Interest expense on lease liabilities | 0.04   |
| <b>September 30, 2025</b>             |        |
| Amortisation expense                  | 1.47   |
| Interest expense on lease liabilities | 0.61   |

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       |
|---------------------------|--------------|
| <b>March 31, 2023</b>     |              |
| Within 1 year             | -            |
| Between 1-5 years         | -            |
| After more than 5 years   | -            |
| <b>Total</b>              | <b>-</b>     |
| <b>March 31, 2024</b>     |              |
| Within 1 year             | -            |
| Between 1-5 years         | -            |
| After more than 5 years   | -            |
| <b>Total</b>              | <b>-</b>     |
| <b>March 31, 2025</b>     |              |
| Within 1 year             | 0.68         |
| Between 1-5 years         | 2.58         |
| After more than 5 years   | -            |
| <b>Total</b>              | <b>3.26</b>  |
| <b>September 30, 2025</b> |              |
| Within 1 year             | 6.63         |
| Between 1-5 years         | 24.29        |
| After more than 5 years   | -            |
| <b>Total</b>              | <b>30.92</b> |

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All amounts are in INR millions, unless otherwise stated

**6 Other intangible assets**

| Particulars                               | Computer software | Other intangible assets | Total       |
|---|-------------------|-------------------------|-------------|
| <b>Gross Block</b>                        |                   |                         |             |
| <b>Balance as at April 1, 2022</b>        | -                 | -                       | -           |
| Additions                                 | -                 | -                       | -           |
| Disposals                                 | -                 | -                       | -           |
| <b>Balance as at March 31, 2023</b>       | -                 | -                       | -           |
| <b>Balance as at April 1, 2023</b>        | -                 | -                       | -           |
| Additions                                 | -                 | -                       | -           |
| Disposals                                 | -                 | -                       | -           |
| <b>Balance as at March 31, 2024</b>       | -                 | -                       | -           |
| <b>Balance as at April 1, 2024</b>        | -                 | -                       | -           |
| Additions                                 | 2.37              | 0.68                    | 3.05        |
| Disposals                                 | -                 | -                       | -           |
| <b>Balance as at March 31, 2025</b>       | <b>2.37</b>       | <b>0.68</b>             | <b>3.05</b> |
| <b>Balance as at April 1, 2025</b>        | <b>2.37</b>       | <b>0.68</b>             | <b>3.05</b> |
| Additions                                 | 0.30              | -                       | 0.30        |
| Disposals                                 | -                 | -                       | -           |
| <b>Balance as at September 30, 2025</b>   | <b>2.67</b>       | <b>0.68</b>             | <b>3.35</b> |
| <b>Accumulated Amortisation</b>           |                   |                         |             |
| <b>Balance as at April 1, 2022</b>        | -                 | -                       | -           |
| Amortisation for the year                 | -                 | -                       | -           |
| Disposals                                 | -                 | -                       | -           |
| <b>Balance as at March 31, 2023</b>       | -                 | -                       | -           |
| <b>Balance as at April 1, 2023</b>        | -                 | -                       | -           |
| Amortisation for the year                 | -                 | -                       | -           |
| Disposals                                 | -                 | -                       | -           |
| <b>Balance as at March 31, 2024</b>       | -                 | -                       | -           |
| <b>Balance as at April 1, 2024</b>        | -                 | -                       | -           |
| Amortisation for the year                 | 0.01              | 0.00                    | 0.01        |
| Disposals                                 | -                 | -                       | -           |
| <b>Balance as at March 31, 2025</b>       | <b>0.01</b>       | <b>0.00</b>             | <b>0.01</b> |
| <b>Balance as at April 1, 2025</b>        | <b>0.01</b>       | <b>0.00</b>             | <b>0.01</b> |
| Amortisation for the period               | 0.13              | 0.02                    | 0.15        |
| Disposals                                 | -                 | -                       | -           |
| <b>Balance as at September 30, 2025</b>   | <b>0.14</b>       | <b>0.02</b>             | <b>0.16</b> |
| <b>Net Block as on March 31, 2023</b>     | -                 | -                       | -           |
| <b>Net Block as on March 31, 2024</b>     | -                 | -                       | -           |
| <b>Net Block as on March 31, 2025</b>     | <b>2.36</b>       | <b>0.68</b>             | <b>3.04</b> |
| <b>Net Block as on September 30, 2025</b> | <b>2.53</b>       | <b>0.66</b>             | <b>3.19</b> |

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**7 Other financial assets**

| Particulars   | September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|--------------------|----------------|----------------|----------------|
| <b>Non- current</b>   |                    |                |                |                |
| Measured at amortised cost  |                    |                |                |                |
| <b>Unsecured, considered good</b>   |                    |                |                |                |
| Fixed deposits with remaining maturity of more than 12 months from balance sheet date*  | 25.00              | -              | 3.38           | 63.25          |
| Security deposits   | 2.53               | -              | -              | -              |
| <b>Total</b>  | <b>27.53</b>       | <b>-</b>       | <b>3.38</b>    | <b>63.25</b>   |
| <b>Current</b>  |                    |                |                |                |
| Measured at amortised cost  |                    |                |                |                |
| Security deposits   | 0.03               | 0.35           | -              | -              |
| Fixed deposits with original maturity of more than 12 months but remaining maturity of less than 12 months from balance sheet date* | 29.44              | 3.38           | 60.00          | 0.15           |
| Deposit money with broker   | -                  | -              | 3.33           | 0.02           |
| Derivative financial asset  | -                  | -              | 0.01           | -              |
| Other receivables   | 0.71               | 0.21           | -              | -              |
| <b>Total</b>  | <b>30.18</b>       | <b>3.94</b>    | <b>63.34</b>   | <b>0.17</b>    |

\*Fixed Deposits include accrued interest

**8 Deferred tax asset/ (liabilities) (net)**

**(a) Breakup of closing deferred tax asset/ (liabilities) :**

| Particulars  | September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|--|--------------------|----------------|----------------|----------------|
| The balance comprises temporary differences attributable to: |                    |                |                |                |
| <b>Deferred tax assets</b>                                   |                    |                |                |                |
| Provision for Gratuity                                       | 2.01               | 1.23           | 1.02           | 0.82           |
| Provision for Leave encashment                               | 0.09               | 0.02           | -              | -              |
| Provision for Bonus  | 1.46               | 0.06           | -              | -              |
| Pre-incorporation expenses                                   | 0.20               | 0.22           | -              | -              |
| Impact of lease accounting as per IND AS 116                 | 0.44               | -              | -              | -              |
| <b>Deferred tax liabilities</b>                              |                    |                |                |                |
| Property, plant and equipment                                | (0.30)             | (0.16)         | -              | -              |
| Impact of lease accounting as per IND AS 116                 | -                  | (0.01)         | -              | -              |
| <b>Net Deferred tax asset/ (liabilities)</b>                 | <b>3.90</b>        | <b>1.36</b>    | <b>1.02</b>    | <b>0.82</b>    |

**(b) Movement in Deferred tax asset/ (liabilities)**

| Particulars   | September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|--------------------|----------------|----------------|----------------|
| <b>Opening balance</b>  | <b>1.36</b>        | <b>1.02</b>    | <b>0.82</b>    | <b>0.68</b>    |
| Tax income/(expense) during the year recognised in restated statement of profit and loss            | 2.49               | 1.46           | 0.17           | 0.12           |
| Tax income/(expense) during the year recognised in restated statement of other comprehensive income | 0.05               | (1.14)         | 0.04           | 0.01           |
| <b>Closing balance</b>  | <b>3.90</b>        | <b>1.36</b>    | <b>1.02</b>    | <b>0.82</b>    |

**9 Other non-current assets**

| Particulars      | September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|------------------|--------------------|----------------|----------------|----------------|
| Prepaid expenses | 1.50               | 0.16           | -              | -              |
| <b>Total</b>     | <b>1.50</b>        | <b>0.16</b>    | <b>-</b>       | <b>-</b>       |

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**10 Inventories (valued at lower of cost and net realisable value)**

| Particulars    | September 30, 2025 | March 31, 2025  | March 31, 2024  | March 31, 2023  |
|----------------|--------------------|-----------------|-----------------|-----------------|
| Finished goods | 3,130.65           | 1,794.17        | 1,489.59        | 1,149.00        |
| <b>Total</b>   | <b>3,130.65</b>    | <b>1,794.17</b> | <b>1,489.59</b> | <b>1,149.00</b> |

**11 Investments**

| Particulars   | September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|--------------------|----------------|----------------|----------------|
| <b>Current Investment</b>   |                    |                |                |                |
| <b>Investments carried at FVTPL</b>   |                    |                |                |                |
| <b>Investment in equity instruments (Quoted)</b>  |                    |                |                |                |
| Investments in Mutual Funds   | -                  | -              | 9.12           | 8.64           |
| Investment in Shares  | -                  | -              | -              | 1.77           |
| September 2025: Nil (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 |                    |                |                |                |
| September 2025: Nil (March 2025: Nil, March 31, 2024: Nil, March 31, 2023: 61,000) equity shares IFCL Limited face value of INR 10 each, fully paid up          |                    |                |                |                |
| <b>Total</b>  | <b>-</b>           | <b>-</b>       | <b>9.12</b>    | <b>10.41</b>   |

| Particulars   | September 30, 2025 | 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           | -                  | -              | -              | -              |

**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

**12 Trade receivables**

| Particulars                  | September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|------------------------------|--------------------|----------------|----------------|----------------|
| - Unsecured, considered good | 11.91              | 1.57           | -              | -              |
| <b>Total</b>                 | <b>11.91</b>       | <b>1.57</b>    | <b>-</b>       | <b>-</b>       |

Refer note 34 for information on company's Risk management process.

Refer note 40 for related party transactions.

No trade receivables are due from directors or other officers of the company either severally or jointly with any other person or firms or private companies in which any director is a partner, a director or a member.

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 |              |
| <b>As at September 30, 2025</b>                                  |   |                   |           |           |                   |              |
| Undisputed trade receivables - considered good                   | 11.91   | -                 | -         | -         | -                 | 11.91        |
| Undisputed Trade Receivables - Credit impaired                   | -   | -                 | -         | -         | -                 | -            |
| Disputed Trade Receivables - Significant increase in credit risk | -   | -                 | -         | -         | -                 | -            |
| <b>Total Trade receivables</b>                                   | <b>11.91</b>  | <b>-</b>          | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>11.91</b> |

| 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 |             |
| <b>As at March 31, 2025</b>                                      |   |                   |           |           |                   |             |
| Undisputed trade receivables - considered good                   | 1.57  | -                 | -         | -         | -                 | 1.57        |
| Undisputed Trade Receivables - Credit impaired                   | -   | -                 | -         | -         | -                 | -           |
| Disputed Trade Receivables - Significant increase in credit risk | -   | -                 | -         | -         | -                 | -           |
| <b>Total Trade receivables</b>                                   | <b>1.57</b>   | <b>-</b>          | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>1.57</b> |

| 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 |          |
| <b>As at March 31, 2024</b>                    |   |                   |           |           |                   |          |
| Undisputed trade receivables - considered good | -   | -                 | -         | -         | -                 | -        |
| <b>Total Trade receivables</b>                 | <b>-</b>  | <b>-</b>          | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>-</b> |

| 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 |          |
| <b>As at March 31, 2023</b>                    |   |                   |           |           |                   |          |
| Undisputed trade receivables - considered good | -   | -                 | -         | -         | -                 | -        |
| <b>Total Trade receivables</b>                 | <b>-</b>  | <b>-</b>          | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>-</b> |

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**Annexure VI- Notes to Restated Financial Information**

All amounts are in INR millions, unless otherwise stated

**13 Cash & cash equivalents**

| Particulars  | September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|--|--------------------|----------------|----------------|----------------|
| Cash on hand   | 4.53               | 5.68           | 0.01           | 0.01           |
| Balances with bank   |                    |                |                |                |
| - In current accounts                                      | 142.92             | 34.44          | 11.97          | 10.65          |
| - In deposits with original maturity of less than 3 months | -                  | 350.00         | -              | -              |
| Cheques on hand  | 0.05               | 0.08           | -              | -              |
| <b>Total</b>   | <b>147.50</b>      | <b>390.20</b>  | <b>11.98</b>   | <b>10.66</b>   |

Refer note 34 for information on company's Risk management process.

**14 Other current assets**

| Particulars                                   | September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|--------------------|----------------|----------------|----------------|
| Advances to Staff                             | 0.02               | -              | -              | -              |
| Advance to creditors                          | 2.78               | 5.41           | -              | -              |
| Prepaid expenses*                             | 47.76              | 11.38          | -              | -              |
| Balance receivable from statutory authorities | 89.00              | 52.46          | -              | -              |
| <b>Total</b>                                  | <b>139.56</b>      | <b>69.25</b>   | <b>-</b>       | <b>-</b>       |

\*Prepared expense includes share issue expenses in connection with the proposed IPO by the company  
(September 30, 2025 - INR 46.51 million and March 31, 2025 - INR 9.43 million)

**Annexure VI- Notes to Restated Financial Information**

All amounts are in INR millions, unless otherwise stated

**15 Equity share capital/ Partner's capital**

| Particulars  | September 30,<br>2025 | March 31, 2025 | March 31, 2024 | March 31,<br>2023 |
|--|-----------------------|----------------|----------------|-------------------|
| <b>Authorised share capital</b><br>3,00,00,000 equity shares of INR 10/- each  | 300.00                | 300.00         | -              | -                 |
| <b>Issued, subscribed and fully paid Up</b><br>(September 2025: 2,18,66,400 equity shares of INR 10/-each fully paid up)<br>(March 31 2025 : 48,59,200 equity shares of INR 10/- each fully paid up)<br>(March 31 2024 : NIL)<br>(March 31 2023 : NIL) | 218.66                | 48.59          | -              | -                 |
| <b>Partner's capital account</b>   | -                     | -              | 91.44          | 87.25             |
| <b>Total</b>   | <b>218.66</b>         | <b>48.59</b>   | <b>91.44</b>   | <b>87.25</b>      |

**a) Reconciliation of authorised equity shares:**

| Particulars   | Number of shares   | Amount        |
|---|--------------------|---------------|
| <b>Balance as at April 1, 2022</b>  | -                  | -             |
| Increase in authorised capital  | -                  | -             |
| <b>Balance as at March 31, 2023</b>   | -                  | -             |
| <b>Balance as at April 1, 2023</b>  | -                  | -             |
| Increase in authorised capital  | -                  | -             |
| <b>Balance as at March 31, 2024</b>   | -                  | -             |
| <b>Balance as at April 1, 2024</b>  | -                  | -             |
| 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        |
| <b>Balance as at March 31, 2025</b>   | <b>3,00,00,000</b> | <b>300.00</b> |
| <b>Balance as at April 1, 2025</b>  | <b>3,00,00,000</b> | <b>300.00</b> |
| Increase in authorised capital  | -                  | -             |
| <b>Balance as at September 30, 2025</b>   | <b>3,00,00,000</b> | <b>300.00</b> |

**b) Reconciliation of the number of shares outstanding and the amount of share capital:**

| Particulars   | Number of shares   | Amount        |
|---|--------------------|---------------|
| <b>Issued, subscribed and fully paid up</b>                                       |                    |               |
| <b>Balance as at April 1, 2022</b>  | -                  | -             |
| Issue of shares during the year   | 11,99,200          | 11.99         |
| <b>Balance as at March 31, 2023</b>   | -                  | -             |
| <b>Balance as at April 1, 2023</b>  | -                  | -             |
| Issue of shares during the year   | -                  | -             |
| <b>Balance as at March 31, 2024</b>   | -                  | -             |
| <b>Balance as at April 1, 2024</b>  | -                  | -             |
| 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         |
| <b>Balance as at March 31, 2025</b>   | <b>48,59,200</b>   | <b>48.59</b>  |
| <b>Balance as at April 1, 2025</b>  | <b>48,59,200</b>   | <b>48.59</b>  |
| Issue of Bonus shares   | 1,70,07,200        | 170.07        |
| <b>Balance as at September 30, 2025</b>   | <b>2,18,66,400</b> | <b>218.66</b> |

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         | September 30, 2025 |               |
|-----------------------------|--------------------|---------------|
|                             | Number of shares   | % holding     |
| <b>Equity shares</b>        |                    |               |
| Govind Vishwanath Gadgil    | 69,75,000          | 31.90%        |
| Renu Vishwanath Gadgil      | 69,75,000          | 31.90%        |
| P. N. Gadgil & Sons Limited | 42,07,500          | 19.24%        |
| <b>Total</b>                | <b>1,81,57,500</b> | <b>83.04%</b> |

| Name of shareholder         | March 31, 2025   |               |
|-----------------------------|------------------|---------------|
|                             | Number of shares | % holding     |
| <b>Equity shares</b>        |                  |               |
| 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%        |
| <b>Total</b>                | <b>40,35,000</b> | <b>83.04%</b> |

**Partner's % of profit sharing:**

| Particulars             | March 31, 2024               | March 31, 2023               |
|-------------------------|------------------------------|------------------------------|
| <b>Name of Partners</b> | <b>(%) of profit sharing</b> | <b>(%) of profit sharing</b> |
| Govind Gadgil           | 51.00%                       | 51.00%                       |
| Renu Gadgil             | 33.00%                       | 33.00%                       |
| Sunita Modak            | 16.00%                       | 16.00%                       |
| <b>Total</b>            | <b>100.0%</b>                | <b>100.00%</b>               |

e) **Shareholding of Promoters:**

| Promoters Name*             | September 30, 2025 |                   | As at March 31, 2025 |                   | As at December 20, 2024 |              | % change As at September 30, 2025 | % change As at March 31, 2025 |
|-----------------------------|--------------------|-------------------|----------------------|-------------------|-------------------------|--------------|-----------------------------------|-------------------------------|
|                             | No. of shares      | % of Total shares | No. of shares        | % of Total shares | No. of shares           | % of capital |                                   |                               |
| <b>Equity Shares</b>        |                    |                   |                      |                   |                         |              |                                   |                               |
| Govind Vishwanath Gadgil    | 69,75,000          | 31.90%            | 15,50,000            | 31.90%            | 15,50,000               | 42.35%       | 0.00%                             | -24.68%                       |
| Renu Govind Gadgil          | 69,75,000          | 31.90%            | 15,50,000            | 31.90%            | 15,50,000               | 42.35%       | 0.00%                             | -24.68%                       |
| P. N. Gadgil & Sons Limited | 42,07,500          | 19.24%            | 9,35,000             | 19.24%            | -                       | 0.00%        | 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 period for consideration other than cash.

- No shares were brought back during the year or in 5 years immediately preceding the reporting date.

-During the period ended September 30, 2025, the company allotted 1,70,07,200 bonus equity shares of Rs.10 each as fully paid-up bonus equity shares, in the proportion of 350 (Three hundred & fifty) new bonus equity share of Rs. 10/- each for every 100 (Hundred) existing fully paid equity shares of Rs. 10/- each to the eligible members whose names appeared in the register of members / list of beneficial owners as on May 16, 2025, i.e. record date and were allotted on 21st May, 2025.

- No dividend has been declared during the period.

g) **Partner's capital account:**

| Particulars   | Amount       |
|---|--------------|
| <b>Balance as at April 1, 2022</b>  | <b>92.01</b> |
| Capital/(Drawings) during the year (net)  | (7.60)       |
| Profit appropriated for the year  | 2.84         |
| <b>Balance as at March 31, 2023</b>   | <b>87.25</b> |
| <b>Balance as at April 1, 2023</b>  | <b>87.25</b> |
| Capital/(Drawings) during the year (net)  | 0.50         |
| Profit appropriated for the year  | 3.69         |
| <b>Balance as at March 31, 2024</b>   | <b>91.44</b> |
| <b>Balance as at April 1, 2024</b>  | <b>91.44</b> |
| 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)      |
| <b>Balance as at December 19, 2024</b>  | <b>-</b>     |

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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 |                 |
| <b>Balance as at April 1, 2022</b>                            | -                    | -                  | (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)        |
| <b>Balance as at March 31, 2023</b>                           | <b>514.63</b>        | -                  | <b>(1,122.09)</b> | <b>0.04</b>                                | <b>(607.42)</b> |
| <b>Balance as at April 1, 2023</b>                            | <b>514.63</b>        | -                  | <b>(1,122.09)</b> | <b>0.04</b>                                | <b>(607.42)</b> |
| 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)        |
| <b>Balance as at March 31, 2024</b>                           | <b>935.08</b>        | -                  | <b>(1,311.42)</b> | <b>(0.06)</b>                              | <b>(376.40)</b> |
| <b>Balance as at April 1, 2024</b>                            | <b>935.08</b>        | -                  | <b>(1,311.42)</b> | <b>(0.06)</b>                              | <b>(376.40)</b> |
| 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)        |
| <b>Balance as at March 31, 2025</b>                           | <b>1,524.06</b>      | <b>887.41</b>      | <b>(1,461.46)</b> | <b>3.31</b>                                | <b>953.32</b>   |
| <b>Balance as at April 01, 2025</b>                           | <b>1,524.06</b>      | <b>887.41</b>      | <b>(1,461.46)</b> | <b>3.31</b>                                | <b>953.32</b>   |
| Add: Profit for the period                                    | 201.33               | -                  | -                 | (0.16)                                     | 201.17          |
| Less: Utilised for Bonus Shares                               | -                    | (170.07)           | -                 | -  | (170.07)        |
| <b>Balance as at September 30, 2025</b>                       | <b>1,725.39</b>      | <b>717.34</b>      | <b>(1,461.46)</b> | <b>3.15</b>                                | <b>984.42</b>   |

**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

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All amounts are in INR millions, unless otherwise stated

**17 Borrowings**

| Particulars  | September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|--|--------------------|----------------|----------------|----------------|
| <b>Current</b>   |                    |                |                |                |
| <b>Secured</b>   |                    |                |                |                |
| Working capital demand loan from bank<br>(Refer note: 17(a)) | 1,302.49           | 906.50         | -              | -              |
| <b>Total</b>   | <b>1,302.49</b>    | <b>906.50</b>  | <b>-</b>       | <b>-</b>       |

**18 Provisions**

| Particulars                             | September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|--------------------|----------------|----------------|----------------|
| <b>Non- Current</b>                     |                    |                |                |                |
| Provision for employee benefits:        |                    |                |                |                |
| Provision for Gratuity (Refer note: 38) | 5.79               | 4.74           | 3.93           | 3.13           |
| <b>Total</b>                            | <b>5.79</b>        | <b>4.74</b>    | <b>3.93</b>    | <b>3.13</b>    |
| <b>Current</b>                          |                    |                |                |                |
| Provision for employee benefits:        |                    |                |                |                |
| Provision for Gratuity (Refer note: 38) | 2.22               | 0.16           | 0.14           | 0.12           |
| Provison for Leave encashment           | 0.36               | 0.09           | -              | -              |
| <b>Total</b>                            | <b>2.58</b>        | <b>0.25</b>    | <b>0.14</b>    | <b>0.12</b>    |

**PNGS Reva Diamond Jewellery Limited**

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Notes forming parts of the financial statements

All amounts are in INR millions, unless otherwise stated

**17(a) Borrowings**

| Sr. No. | Name of Lender       | Type of Facility                    | Amount outstanding as at September 30, 2025 (incl. interest accrued) | Rate of interest    | Repayment Terms As at September 30, 2025                  | Security Provided  |
|---------|----------------------|-------------------------------------|--|---------------------|---|--|
| 1       | Federal Bank Limited | Non-LDS Working Capital Demand loan | 700.00   | 7.25% to 8.25% p.a. | Repayable within 12 months upto 180 days on lumpsum basis | Exclusive charge on the current assets of the company both present & future  |
| 2       | Federal Bank Limited | Cash Credit (SL)*                   | (0.19)   | 8.75% p.a.          |   |  |
| 3       | HDFC Bank Limited    | Working Capital Demand Loan         | 400.00   | 7.30% p.a.          | Upto 6 Months   | <b>Stocks &amp; Receivables:</b> First Pari Passu charge on current assets of the company (Present & Future)<br><b>Personal Gurantee:</b> Personal Guarantee of Mr. Govind Gadgil and Mrs. Renu Gadgil<br><b>Fixed Deposit:</b> Fixed Deposit for 5% of Facility amount for Collateral Cover   |
|         |                      | Accrued interest                    | 1.72   |                     |   |  |
| 4       | Yes Bank Limited     | Working Capital Demand Loan         | 200.00   | 7.20% p.a.          | Upto 6 Months   | <b>Stocks &amp; Receivables:</b> First Pari Passu charge on current assets of the company (Present & Future)<br><b>Personal Gurantee:</b> Personal Guarantee of Mr. Govind Gadgil and Mrs. Renu Gadgil only upto listing of PNGS Reva<br><b>Fixed Deposit:</b> Fixed Deposit for 5% of Facility amount for Collateral Cover<br><b>Undated Cheque -</b> For INR.50 Cr |
|         |                      | Accrued interest                    | 0.77   |                     |   |  |

\*Cash Credit (SL) facility from Bank has debit balance hence shown under cash and cash equivalent.

**Annexure VI- Notes to Restated Financial Information**

All amounts are in INR millions, unless otherwise stated

**19 Trade payables**

| Particulars  | September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|--|--------------------|----------------|----------------|----------------|
| Total outstanding dues of micro enterprises and small enterprises (Refer note: 19.1)   | 213.51             | 49.54          | 42.63          | 4.18           |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 663.13             | 275.28         | 148.89         | 78.54          |
| <b>Total</b>   | <b>876.64</b>      | <b>324.82</b>  | <b>191.52</b>  | <b>82.72</b>   |

Trade payables are non-interest bearing and are normally settled in 30-45 days 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         |
| <b>As at September 30, 2025</b> |  |             |           |                   |               |
| Undisputed - MSME               | 213.51   | -           | -         | -                 | 213.51        |
| Undisputed - Others             | 663.13   | -           | -         | -                 | 663.13        |
| Disputed - MSME                 | -  | -           | -         | -                 | -             |
| Disputed - Others               | -  | -           | -         | -                 | -             |
| <b>Total</b>                    | <b>876.64</b>  | <b>-</b>    | <b>-</b>  | <b>-</b>          | <b>876.64</b> |
| <b>As at March 31, 2025</b>     |  |             |           |                   |               |
| Undisputed - MSME               | 49.54  | -           | -         | -                 | 49.54         |
| Undisputed - Others             | 275.28   | -           | -         | -                 | 275.28        |
| Disputed - MSME                 | -  | -           | -         | -                 | -             |
| Disputed - Others               | -  | -           | -         | -                 | -             |
| <b>Total</b>                    | <b>324.82</b>  | <b>-</b>    | <b>-</b>  | <b>-</b>          | <b>324.82</b> |
| <b>As at March 31, 2024</b>     |  |             |           |                   |               |
| Undisputed - MSME               | 42.63  | -           | -         | -                 | 42.63         |
| Undisputed - Others             | 148.81   | 0.09        | -         | -                 | 148.89        |
| Disputed - MSME                 | -  | -           | -         | -                 | -             |
| Disputed - Others               | -  | -           | -         | -                 | -             |
| <b>Total</b>                    | <b>191.44</b>  | <b>0.09</b> | <b>-</b>  | <b>-</b>          | <b>191.52</b> |
| <b>As at March 31, 2023</b>     |  |             |           |                   |               |
| Undisputed - MSME               | 4.18   | -           | -         | -                 | 4.18          |
| Undisputed - Others             | 78.54  | -           | -         | -                 | 78.54         |
| Disputed - MSME                 | -  | -           | -         | -                 | -             |
| Disputed - Others               | -  | -           | -         | -                 | -             |
| <b>Total</b>                    | <b>82.72</b>   | <b>-</b>    | <b>-</b>  | <b>-</b>          | <b>82.72</b>  |

**19.1 MSMED disclosure**

Disclosure relating to suppliers registered under MSMED Act based on the information available with the company:

| Particulars   | September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|--------------------|----------------|----------------|----------------|
| Dues remaining unpaid to any supplier   | 213.51             | 49.54          | 42.63          | 4.18           |
| Principal -   | -                  | -              | -              | -              |
| 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 | -                  | -              | -              | -              |

**PNGS Reva Diamond Jewellery Limited**

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All amounts are in INR millions, unless otherwise stated

**20 Other financial liabilities**

| Particulars   | September 30, 2025 | March 31, 2025 | March 31, 2024  | March 31, 2023  |
|---|--------------------|----------------|-----------------|-----------------|
| <b>Non-current</b>  |                    |                |                 |                 |
| <b>Financial liabilities measured at amortised cost</b>   |                    |                |                 |                 |
| Payable on account of common control transaction*<br>(Refer note: 44 for Common control business combination) | -                  | -              | -               | 1,670.96        |
| <b>Total</b>  | <b>-</b>           | <b>-</b>       | <b>-</b>        | <b>1,670.96</b> |
| <b>Current</b>  |                    |                |                 |                 |
| <b>Financial liabilities measured at amortised cost</b>   |                    |                |                 |                 |
| Salary and wages payable  | 9.40               | 0.30           | 0.47            | 0.39            |
| Derivative financial liability  | -                  | -              | 0.06            | 0.15            |
| Security deposits   | 0.10               | 0.10           | -               | -               |
| Payable on account of common control transaction*<br>(Refer note: 44 for Common control business combination) | -                  | -              | 1,670.96        | -               |
| Other payables  | 0.14               | 0.04           | 0.87            | 1.71            |
| <b>Total</b>  | <b>9.64</b>        | <b>0.44</b>    | <b>1,672.36</b> | <b>2.25</b>     |

\* Payable on account of common control transaction consist of following

- Purchase consideration as per business transfer agreement
- Applicable taxes on above - GST

1,623.01  
47.95

Total

1,670.96

**21 Other current liabilities**

| Particulars            | September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|------------------------|--------------------|----------------|----------------|----------------|
| Statutory dues payable | 2.16               | 2.07           | -              | -              |
| Contract liabilities   | 70.22              | 14.70          | -              | -              |
| <b>Total</b>           | <b>72.38</b>       | <b>16.77</b>   | <b>-</b>       | <b>-</b>       |

**22 Current tax liabilities (net)**

| Particulars  | September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|--|--------------------|----------------|----------------|----------------|
| Provision for income tax (net of TDS receivable and advance tax) | 28.90              | 10.27          | 0.29           | 0.25           |
| <b>Total</b>   | <b>28.90</b>       | <b>10.27</b>   | <b>0.29</b>    | <b>0.25</b>    |

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All amounts are in INR millions, unless otherwise stated

**23 Revenue from operations**

| Particulars                                      | From April 01, 2025 to September 30, 2025 | March 31, 2025  | March 31, 2024  | March 31, 2023  |
|--|---|-----------------|-----------------|-----------------|
| Revenue from sale of ornaments (net of discount) | 1,567.18                                  | 2,581.83        | 1,956.34        | 1,988.48        |
| <b>Total</b>                                     | <b>1,567.18</b>                           | <b>2,581.83</b> | <b>1,956.34</b> | <b>1,988.48</b> |

**Disaggregation of revenue by nature of goods:**

| Particulars   | From April 01, 2025 to September 30, 2025 | March 31, 2025  | March 31, 2024  | March 31, 2023  |
|---|---|-----------------|-----------------|-----------------|
| <b>Sales of:</b>                                    |   |                 |                 |                 |
| Diamond studded jewellery including precious stones | 1,345.84                                  | 2,581.83        | 1,956.34        | 1,988.48        |
| Gold Sales *  | 221.34                                    | -               | -               | -               |
| <b>Total</b>  | <b>1,567.18</b>                           | <b>2,581.83</b> | <b>1,956.34</b> | <b>1,988.48</b> |

\*The Gold sale as reported above represents sale of excess gold available with the Company after internal consumption from the gold exchanged by the customers during the period ended September 30, 2025.

Further, in the previous years ended March 31, 2025, March 31, 2024 and March 31, 2023 there is no such gold sales as only the diamond business was taken over by the Company from P.N. Gadgil and Sons Limited and the revenue accounted in the Restated Financial Information of the Company relates only to carve out business of diamond studded jewellery including precious stone (Refer Note 2(A)(i)(a) to Annexure V)

**Disaggregation of revenue by geography:**

| Particulars       | From April 01, 2025 to September 30, 2025 | March 31, 2025  | March 31, 2024  | March 31, 2023  |
|-------------------|---|-----------------|-----------------|-----------------|
| India             | 1,567.18                                  | 2,581.83        | 1,956.34        | 1,988.48        |
| Rest of the world | -   | -               | -               | -               |
| <b>Total</b>      | <b>1,567.18</b>                           | <b>2,581.83</b> | <b>1,956.34</b> | <b>1,988.48</b> |

**23.1 Timing of revenue recognition:**

| Particulars                          | From April 01, 2025 to September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|--------------------------------------|---|----------------|----------------|----------------|
| Point in time (delivery to customer) | 1,567.18                                  | 2,581.83       | 1,956.34       | 1,988.48       |

**23.2 Reconciliation of revenue recognised with contract price**

| Particulars                   | From April 01, 2025 to September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|-------------------------------|---|----------------|----------------|----------------|
| Revenue as per contract price | 1,567.18                                  | 2,581.83       | 1,956.34       | 1,988.48       |

**23.3 Contract balances**

| Particulars                           | From April 01, 2025 to September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---------------------------------------|---|----------------|----------------|----------------|
| Trade receivables                     | 11.91                                     | 1.57           | -              | -              |
| Contract liabilities (refer note: 21) | 70.22                                     | 14.70          | -              | -              |

**24 Other income**

| Particulars                           | From April 01, 2025 to September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---------------------------------------|---|----------------|----------------|----------------|
| Interest income on fixed deposits     | 3.95                                      | 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           | -              | -              |
| Miscellaneous Income                  | 0.04                                      | 0.89           | 0.26           | 0.12           |
| <b>Total</b>                          | <b>3.99</b>                               | <b>9.23</b>    | <b>6.02</b>    | <b>4.99</b>    |

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**25 Purchases of stock-in-trade**

| Particulars                 | From April 01, 2025 to September 30, 2025 | March 31, 2025  | March 31, 2024  | March 31, 2023  |
|-----------------------------|---|-----------------|-----------------|-----------------|
| Purchases of stock-in-trade | 2,485.72                                  | 1,971.41        | 1,663.63        | 1,392.64        |
| <b>Total</b>                | <b>2,485.72</b>                           | <b>1,971.41</b> | <b>1,663.63</b> | <b>1,392.64</b> |

**26 Changes in inventories of finished goods**

| Particulars                   | From April 01, 2025 to September 30, 2025 | March 31, 2025  | March 31, 2024  | March 31, 2023  |
|-------------------------------|---|-----------------|-----------------|-----------------|
| Inventories at the beginning  | 1,794.17                                  | 1,489.59        | 1,149.00        | 990.07          |
| Less : Inventories at the end | 3,130.65                                  | 1,794.17        | 1,489.59        | 1,149.00        |
| <b>Total</b>                  | <b>(1,336.48)</b>                         | <b>(304.58)</b> | <b>(340.59)</b> | <b>(158.93)</b> |

**27 Employee benefits expense**

| Particulars                                    | From April 01, 2025 to September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|--|---|----------------|----------------|----------------|
| Salaries, wages and bonus                      | 31.16                                     | 28.35          | 22.09          | 18.80          |
| Contribution to provident fund and other funds | 0.89                                      | 1.39           | 1.25           | 1.12           |
| Gratuity expense (Refer note:38)               | 0.53                                      | 5.26           | 0.67           | 0.59           |
| Leave encashment                               | 0.28                                      | 0.09           | -              | -              |
| Staff welfare expenses                         | 0.66                                      | 2.51           | 1.53           | 1.22           |
| <b>Total</b>                                   | <b>33.52</b>                              | <b>37.60</b>   | <b>25.54</b>   | <b>21.73</b>   |

**28 Finance costs**

| Particulars                   | From April 01, 2025 to September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|-------------------------------|---|----------------|----------------|----------------|
| Interest on                   |   |                |                |                |
| - Working capital demand loan | 37.42                                     | 9.63           | -              | -              |
| - Bank overdraft              | -   | -              | 0.17           | 0.03           |
| Bank Charges                  | 0.03                                      | 0.34           | 0.38           | 0.39           |
| Interest on Lease liability   | 0.61                                      | 0.04           | -              | -              |
| Loan processing fees          | 3.01                                      | 2.90           | -              | -              |
| Interest on Unsecured Loan    | 0.49                                      | -              | -              | -              |
| <b>Total</b>                  | <b>41.56</b>                              | <b>12.91</b>   | <b>0.55</b>    | <b>0.42</b>    |

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**29 Depreciation and amortisation expenses**

| Particulars                                   | From April 01, 2025 to September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|---|----------------|----------------|----------------|
| Depreciation on property, plant and equipment | 0.51                                      | 0.10           | -              | -              |
| Depreciation on investment property           | -   | 0.07           | 0.10           | 0.10           |
| Amortisation of intangible assets             | 0.15                                      | 0.01           | -              | -              |
| Amortisation on right-of-use assets           | 1.47                                      | 0.15           | -              | -              |
| <b>Total</b>                                  | <b>2.13</b>                               | <b>0.33</b>    | <b>0.10</b>    | <b>0.10</b>    |

**30 Other expenses**

| Particulars                            | From April 01, 2025 to September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|--|---|----------------|----------------|----------------|
| Commission expenses                    | 62.13                                     | 30.33          | -              | -              |
| Advertisement expenses                 | 1.11                                      | 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                | 0.38                                      | 6.93           | 7.52           | 7.59           |
| Legal and professional fees            | 2.36                                      | 4.17           | 1.82           | 1.66           |
| Credit card commission                 | 3.21                                      | 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                        | 2.86                                      | 0.66           | 1.07           | 1.00           |
| Insurance                              | 0.86                                      | 0.64           | 0.57           | 0.60           |
| Payment to auditors (refer note below) | 0.61                                      | 0.55           | 0.25           | 0.25           |
| Pre-incorporation expenses             | -   | 1.09           | -              | -              |
| Directors' sitting fees                | 0.16                                      | -              | -              | -              |
| Space Facility Charges                 | 1.35                                      | -              | -              | -              |
| Miscellaneous expenses                 | 1.47                                      | 3.01           | 2.47           | 2.21           |
| <b>Total</b>                           | <b>76.50</b>                              | <b>81.29</b>   | <b>46.37</b>   | <b>45.73</b>   |

**Note:**

| Particulars                                     | From April 01, 2025 to September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|---|----------------|----------------|----------------|
| <b>Payment to auditors (exclusive of taxes)</b> |   |                |                |                |
| Audit fees                                      | 0.60                                      | 0.30           | 0.25           | 0.25           |
| Tax audit fees                                  | -   | 0.20           | -              | -              |
| Others  | 0.01                                      | 0.05           | -              | -              |
| <b>Total</b>                                    | <b>0.61</b>                               | <b>0.55</b>    | <b>0.25</b>    | <b>0.25</b>    |

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**31 Basic and diluted Earnings per share [EPS] computed in accordance with Ind AS 33 "Earnings per share":**

| Particulars  | From April 01, 2025 to<br>September 30, 2025 | March 31, 2025 |
|--|--|----------------|
| <b>I) Basic earnings per share</b>                               |  |                |
| a) Earnings available for equity shareholders (in INR Millions)  | 201.33                                       | 594.74         |
| b) Number of equity shares                                       | 2,18,66,400                                  | 1,68,93,247    |
| c) Weighted average number of equity shares                      | 2,18,66,400                                  | 1,68,93,247    |
| d) Basic EPS (a/c)   | 9.21   | 35.21          |
| <b>II) Diluted earnings per share</b>                            |  |                |
| a) Adjusted profit for the year for calculation of diluted EPS   | 201.33                                       | 594.74         |
| b) Weighted average number of shares outstanding for diluted EPS | 2,18,66,400                                  | 1,68,93,247    |
| c) Diluted EPS (a/c)   | 9.21   | 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 year ended March 31, 2025 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.

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**32 Financial Instruments by category**

The carrying value of Financial Instruments by categories as at September 30, 2025 are as follows:

| Particulars                  | Amortized cost  | Fair value through profit or loss | Fair value through other comprehensive income | Total carrying value |
|------------------------------|-----------------|-----------------------------------|---|----------------------|
| <b>Financial assets</b>      |                 |                                   |   |                      |
| Cash & cash equivalents      | 147.50          | -                                 | -   | 147.50               |
| Trade receivables            | 11.91           | -                                 | -   | 11.91                |
| Other financial assets       | 57.71           | -                                 | -   | 57.71                |
| <b>Total</b>                 | <b>217.12</b>   | <b>-</b>                          | <b>-</b>                                      | <b>217.12</b>        |
| <b>Financial liabilities</b> |                 |                                   |   |                      |
| Borrowings                   | 1,302.49        | -                                 | -   | 1,302.49             |
| Trade payables               | 876.64          | -                                 | -   | 876.64               |
| Lease liabilities            | 25.52           | -                                 | -   | 25.52                |
| Other financial liabilities  | 9.64            | -                                 | -   | 9.64                 |
| <b>Total</b>                 | <b>2,214.29</b> | <b>-</b>                          | <b>-</b>                                      | <b>2,214.29</b>      |

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 |
|------------------------------|-----------------|-----------------------------------|---|----------------------|
| <b>Financial assets</b>      |                 |                                   |   |                      |
| Cash & cash equivalents      | 390.20          | -                                 | -   | 390.20               |
| Trade receivables            | 1.57            | -                                 | -   | 1.57                 |
| Other financial assets       | 3.94            | -                                 | -   | 3.94                 |
| <b>Total</b>                 | <b>395.71</b>   | <b>-</b>                          | <b>-</b>                                      | <b>395.71</b>        |
| <b>Financial liabilities</b> |                 |                                   |   |                      |
| Borrowings                   | 906.50          | -                                 | -   | 906.50               |
| Trade payables               | 324.82          | -                                 | -   | 324.82               |
| Lease liabilities            | 2.65            | -                                 | -   | 2.65                 |
| Other financial liabilities  | 0.44            | -                                 | -   | 0.44                 |
| <b>Total</b>                 | <b>1,234.41</b> | <b>-</b>                          | <b>-</b>                                      | <b>1,234.41</b>      |

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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 |
|--|-----------------|-----------------------------------|---|----------------------|
| <b>Financial assets</b>  |                 |                                   |   |                      |
| Investments  | -               | 9.12                              | -   | 9.12                 |
| Cash & cash equivalents  | 11.98           | -                                 | -   | 11.98                |
| Other financial assets   | 66.71           | 0.01                              | -   | 66.72                |
| <b>Total</b>   | <b>78.69</b>    | <b>9.13</b>                       | <b>-</b>                                      | <b>87.82</b>         |
| <b>Financial liabilities</b>   |                 |                                   |   |                      |
| Trade payables   | 191.52          | -                                 | -   | 191.52               |
| 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             |
| <b>Total</b>   | <b>1,863.82</b> | <b>0.06</b>                       | <b>-</b>                                      | <b>1,863.88</b>      |

The carrying value of Financial Instruments by categories as at March 31, 2023 are as follows:

| Particulars  | Amortized Cost  | Fair Value through Profit or loss | Fair Value through other comprehensive income | Total Carrying Value |
|--|-----------------|-----------------------------------|---|----------------------|
| <b>Financial assets</b>  |                 |                                   |   |                      |
| Investments  | -               | 10.41                             | -   | 10.41                |
| Cash & cash equivalents  | 10.66           | -                                 | -   | 10.66                |
| Other financial assets   | 63.42           | -                                 | -   | 63.42                |
| <b>Total</b>   | <b>74.08</b>    | <b>10.41</b>                      | <b>-</b>                                      | <b>84.49</b>         |
| <b>Financial liabilities</b>   |                 |                                   |   |                      |
| Trade payables   | 82.72           | -                                 | -   | 82.72                |
| 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             |
| <b>Total</b>   | <b>1,755.78</b> | <b>0.15</b>                       | <b>-</b>                                      | <b>1,755.93</b>      |

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.

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#### 33 Fair value hierarchy

Fair value hierarchy for assets and liabilities which are measured at FVTPL for which fair values are disclosed:

| Particulars                     | Level 1      | Level 2 | Level 3 |
|---------------------------------|--------------|---------|---------|
| <b>As at September 30, 2025</b> |              |         |         |
| <b>Financial assets</b>         | -            | -       | -       |
| <b>Total</b>                    | -            | -       | -       |
| <b>Financial liabilities</b>    | -            | -       | -       |
| <b>Total</b>                    | -            | -       | -       |
| <b>As at March 31, 2025</b>     |              |         |         |
| <b>Financial assets</b>         | -            | -       | -       |
| <b>Total</b>                    | -            | -       | -       |
| <b>Financial liabilities</b>    | -            | -       | -       |
| <b>Total</b>                    | -            | -       | -       |
| <b>As at March 31, 2024</b>     |              |         |         |
| <b>Financial assets</b>         |              |         |         |
| Investments                     | 9.12         | -       | -       |
| Other financial assets          | 0.01         | -       | -       |
| <b>Total</b>                    | <b>9.13</b>  | -       | -       |
| <b>Financial liabilities</b>    |              |         |         |
| Other financial liabilities     | 0.06         | -       | -       |
| <b>Total</b>                    | <b>0.06</b>  | -       | -       |
| <b>As at March 31, 2023</b>     |              |         |         |
| <b>Financial assets</b>         |              |         |         |
| Investment                      | 10.41        | -       | -       |
| <b>Total</b>                    | <b>10.41</b> | -       | -       |
| <b>Financial liabilities</b>    |              |         |         |
| Other financial liabilities     | 0.15         | -       | -       |
| <b>Total</b>                    | <b>0.15</b>  | -       | -       |

## PNGS Reva Diamond Jewellery Limited

(Converted into company from erstwhile partnership firm named as Gadgil Metals and Commodities)

CIN: U32111PN2024PLC236494

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All amounts are in INR millions, unless otherwise stated

**Level 1-** Quoted prices unadjusted in active markets for identical assets or liabilities

**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 financial 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 September 30, 2025 | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---------------------------------------|--------------------------|----------------------|----------------------|----------------------|
| Working capital demand loan from bank | 1,302.49                 | 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 September 30, 2025 | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|--------------------------|----------------------|----------------------|----------------------|
| <b>Increase in borrowing rates by 50 basis points</b> |                          |                      |                      |                      |
| Impact on profits – Increase/(decrease)               | (6.51)                   | (4.53)               | -                    | -                    |
| Impact on equity (net of tax) – Increase/(decrease)   | (4.87)                   | (3.39)               | -                    | -                    |
| <b>Decrease in borrowing rates by 50 basis points</b> |                          |                      |                      |                      |
| Impact on profits – Increase/(decrease)               | 6.51                     | 4.53                 | -                    | -                    |
| Impact on equity (net of tax) – Increase/(decrease)   | 4.87                     | 3.39                 | -                    | -                    |

#### 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.

## PNGS Reva Diamond Jewellery Limited

(Converted into company from erstwhile partnership firm named as Gadgil Metals and Commodities)

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#### (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 payments.

The Company's maximum exposure to credit risk for the components of the balance sheet at September 30, 2025, 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           |
|--|-----------|-----------------|-----------------|-----------------|
| <b>As at September 30, 2025</b>  |           |                 |                 |                 |
| Lease liabilities  | -         | 6.63            | 24.29           | 30.92           |
| Borrowings   | -         | 1,302.49        | -               | 1,302.49        |
| Trade payables   | -         | 876.64          | -               | 876.64          |
| Other financial liabilities  | -         | 9.64            | -               | 9.64            |
| <b>Total</b>   | <b>-</b>  | <b>2,195.40</b> | <b>24.29</b>    | <b>2,219.69</b> |
| <b>As at March 31, 2025</b>  |           |                 |                 |                 |
| 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            |
| <b>Total</b>   | <b>-</b>  | <b>1,232.44</b> | <b>2.58</b>     | <b>1,235.02</b> |
| <b>As at March 31, 2024</b>  |           |                 |                 |                 |
| 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        |
| <b>Total</b>   | <b>-</b>  | <b>1,863.88</b> | <b>-</b>        | <b>1,863.88</b> |
| <b>As at March 31, 2023</b>  |           |                 |                 |                 |
| 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        |
| <b>Total</b>   | <b>-</b>  | <b>84.97</b>    | <b>1,670.96</b> | <b>1,755.93</b> |

## **PNGS Reva Diamond Jewellery Limited**

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#### **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 had no contingent liabilities or capital commitments as at the end of reporting period.

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**37 Income tax expense**

**(a) Income tax expense**

| Particulars   | September 30,2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|-------------------|----------------|----------------|----------------|
| <b>In restated statement of profit and loss :</b>                               |                   |                |                |                |
| <b>Income tax expense:</b>  |                   |                |                |                |
| In respect of current year/ period  | 69.38             | 198.82         | 142.79         | 174.43         |
| <b>Deferred tax:</b>  |                   |                |                |                |
| On account of timing difference in  |                   |                |                |                |
| (i) Depreciation and amortisation expense                                       | 0.10              | 0.16           | -              | -              |
| (ii) Employee benefits payable  | (2.20)            | (1.42)         | (0.17)         | (0.12)         |
| (iii) Treatment of leases as per Ind As 116                                     | (0.41)            | 0.01           | -              | -              |
| (v) Pre-incorporation expenses  | 0.02              | (0.22)         | -              | -              |
| <b>Income tax expense reported in the restated statement of profit and loss</b> | <b>66.89</b>      | <b>197.33</b>  | <b>142.62</b>  | <b>174.31</b>  |
| <b>In Other comprehensive income (OCI) :</b>                                    |                   |                |                |                |
| <b>Deferred tax related to items recognised in OCI during the year:</b>         |                   |                |                |                |
| Income tax relating to items that will not be reclassified to profit or loss    | 0.05              | (1.14)         | 0.04           | (0.01)         |
| <b>Income tax charged to OCI</b>  | <b>0.05</b>       | <b>(1.14)</b>  | <b>0.04</b>    | <b>(0.01)</b>  |

**(b) The reconciliation of effective tax rate:**

| Particulars   | September 30,2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|-------------------|----------------|----------------|----------------|
| <b>Accounting profit before tax</b>                             | <b>268.22</b>     | <b>792.10</b>  | <b>566.76</b>  | <b>691.78</b>  |
| Statutory tax rate (%)  | 25.17%            | 25.17%         | 25.17%         | 25.17%         |
| <b>Estimated tax expense on profit</b>                          | <b>67.51</b>      | <b>199.35</b>  | <b>142.64</b>  | <b>174.11</b>  |
| Capital gain on sale of Investment property taxed at lower rate | -                 | (0.76)         | -              | -              |
| Others  | (0.62)            | (1.24)         | (0.02)         | 0.20           |
| <b>Total income tax expense</b>                                 | <b>66.89</b>      | <b>197.35</b>  | <b>142.62</b>  | <b>174.31</b>  |

**(c) Uncertain tax position**

No material uncertain tax positions exist as at the end of reporting period.

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**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.

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**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   | September 30, 2025  | March 31, 2025  | March 31, 2024   | March 31, 2023   |
|---|---|---|--|--|
| <b>Assumption:</b>  |   |   |  |  |
| Discount rate   | 6.75% p.a.  | 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.   | 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 | 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  | 55 & 60 years  |
| Weighted average duration of defined benefit obligation   | 8.73 Years  | 11.92 Years   | 11.64 years  | 11.94 years  |
| <b>Reconciliation of opening and closing balances of the present value of the defined obligation:</b> |   |   |  |  |
| <b>Defined benefit obligation at the beginning of period</b>  | <b>4.90</b>   | <b>4.06</b>   | <b>3.25</b>  | <b>2.72</b>  |
| Net current service cost  | 0.37  | 5.05  | 0.43   | 0.39   |
| Interest cost   | 0.16  | 0.22  | 0.24   | 0.19   |
| Past service cost   | -   | -   | -  | -  |
| Transfer (out)/in   | 2.45  | 0.08  | -  | -  |
| Benefit paid  | (0.08)  | -   | -  | -  |
| Remeasurements - actuarial (gain)/loss on obligations   | 0.21  | (4.52)  | 0.14   | (0.05)   |
| <b>Closing defined benefit obligation at the end of the year</b>                                      | <b>8.01</b>   | <b>4.90</b>   | <b>4.06</b>  | <b>3.25</b>  |
| <b>Expense recognized in restated statement of profit and loss:</b>                                   |   |   |  |  |
| Current service cost  | 0.37  | 5.05  | 0.43   | 0.39   |
| Net interest on the net defined benefit   | 0.16  | 0.22  | 0.24   | 0.19   |
| Past service cost   | -   | -   | -  | -  |
| <b>Expenses recognised in the restated statement of profit &amp; loss</b>                             | <b>0.53</b>   | <b>5.27</b>   | <b>0.67</b>  | <b>0.58</b>  |
| <b>Amounts recognised in OCI at the beginning of the year</b>   |   |   |  |  |
| <b>Remeasurements due to :</b>  |   |   |  |  |
| Effect of change in financial assumptions   | 0.03  | 0.10  | 0.13   | (0.09)   |
| Effect of change in demographic assumptions   | -   | -   | -  | -  |
| Effect of experience adjustments  | 0.18  | (4.62)  | 0.01   | 0.04   |
| (Gain)/loss on curtailments/settlements   | -   | -   | -  | -  |
| <b>Total remeasurement recognized in OCI</b>  | <b>0.21</b>   | <b>(4.52)</b>   | <b>0.14</b>  | <b>(0.05)</b>  |
| <b>Amounts recognised in OCI at the end of the year</b>   | <b>0.21</b>   | <b>(4.52)</b>   | <b>0.14</b>  | <b>(0.05)</b>  |
| <b>Reconciliation of amount recognised in Balance sheet</b>   |   |   |  |  |
| <b>Balance sheet liability at the beginning of the year</b>   | <b>4.90</b>   | <b>4.06</b>   | <b>3.25</b>  | <b>2.72</b>  |
| Total charge recognised in profit and loss  | 0.53  | 5.27  | 0.67   | 0.58   |
| Transfer (out)/in   | 2.45  | 0.08  | -  | -  |
| Total remeasurement recognised in OCI(Income)/Loss  | 0.21  | (4.52)  | 0.14   | (0.05)   |
| Benefits paid   | (0.08)  | -   | -  | -  |
| <b>Balance sheet liability at the end of the year</b>   | <b>8.01</b>   | <b>4.90</b>   | <b>4.06</b>  | <b>3.25</b>  |
| Current liability   | 2.22  | 0.16  | 0.14   | 0.12   |
| Non-current liability   | 5.79  | 4.74  | 3.93   | 3.13   |
| <b>Total amount of provision</b>  | <b>8.01</b>   | <b>4.90</b>   | <b>4.06</b>  | <b>3.25</b>  |

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**Annexure VI- Notes to Restated Financial Information****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                 | September 30, 2025 | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|-----------------------------|--------------------|----------------------|----------------------|----------------------|
| <b>Discount rate</b>        |                    |                      |                      |                      |
| Increase by 50 basis points | 7.68               | 4.62                 | 3.85                 | 3.07                 |
| Decrease by 50 basis points | 8.36               | 5.19                 | 4.30                 | 3.44                 |
| <b>Salary escalation</b>    |                    |                      |                      |                      |
| Increase by 50 basis points | 8.29               | 5.14                 | 4.28                 | 3.42                 |
| Decrease by 50 basis points | 7.73               | 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   | September 30, 2025 | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---------------|--------------------|----------------------|----------------------|----------------------|
| Within 1 year | 2.22               | 0.16                 | 0.14                 | 0.12                 |
| 1-2 year      | 0.22               | 0.17                 | 0.15                 | 0.12                 |
| 2-3 year      | 0.31               | 0.25                 | 0.16                 | 0.13                 |
| 3-4 year      | 0.38               | 0.19                 | 0.23                 | 0.14                 |
| 4-5 year      | 0.42               | 0.33                 | 0.18                 | 0.20                 |
| 5-10 years    | 1.40               | 1.31                 | 1.97                 | 1.76                 |

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#### 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              | As at           | As at           | As at           |
|---|--------------------|-----------------|-----------------|-----------------|
|   | September 30, 2025 | March 31, 2025  | March 31, 2024  | March 31, 2023  |
| Gross debt*                             | 1,302.49           | 906.50          | -               | -               |
| Cash and marketable securities**        | 176.94             | 393.58          | 71.98           | 10.80           |
| <b>Net debt (A)</b>                     | <b>1,125.55</b>    | <b>512.92</b>   | <b>(71.98)</b>  | <b>(10.80)</b>  |
| Equity share capital/ Partner's capital | 218.66             | 48.59           | 91.44           | 87.25           |
| Other equity                            | 984.42             | 953.32          | (376.40)        | (607.42)        |
| <b>Total equity (B)</b>                 | <b>1,203.09</b>    | <b>1,001.91</b> | <b>(284.96)</b> | <b>(520.17)</b> |
| <b>Net gearing (A/B)</b>                | <b>0.94</b>        | <b>0.51</b>     | <b>0.25</b>     | <b>0.02</b>     |

\* 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

40 Related party disclosure

A Name of related parties and description of relationship

| Nature of relationship   | Name of related parties  |
|--|--|
| Key managerial personnel   | Govind Vishwanath Gadgil- Chairman and Non-Executive Director<br>Amit Yeshwant Modak- Whole Time Director & Chief Executive Office (w.e.f May 01, 2025)<br>Kisan Maruti Shendkar- Chief Financial Officer (w.e.f May 01, 2025)<br>Kirti Suryakant Vaidya- Company Secretary<br>Aditya Amit Modak- Non-executive Director<br>Ravindra Kamalakar Lale- Independent Director (w.e.f April 28, 2025)<br>Ranjeet Sadashiv Natu- Independent Director (w.e.f April 28, 2025)<br>Aparna Prasad Purohit- Independent Director (w.e.f April 28, 2025) |
| Person having significant influence  | Govind Vishwanath Gadgil- Promoter<br>Renu Govind Gadgil- Promoter<br>P.N. Gadgil & Sons Limited- Corporate Promoter   |
| Relative of person having significant influence                                    | Ravindra Vinayak Khadilkar<br>Jyoti Ravindra Paranjape<br>Rohini Uday Kalkundrikar<br>Anjali Vishwanath Gadgil<br>Sunita Amit Modak  |
| Enterprise over which KMP(s) or their relatives have control/significant influence | P. N. Gadgil & Sons Limited<br>PNGS Gargi Fashion Jewellery Ltd<br>P.N. Gadgil Art & Culture Foundation<br>Bhide Gadgil Associates<br>Puneet Shares & Finance Private Limited<br>Shree Construction Company<br>Bhide Gadgil Developers<br>Govind Vishwanath Gadgil (HUF)<br>Abhiruchi Fun & Food Village Pvt. Ltd.   |

| Nature of relationship                                       | Name of related parties  |
|--|--|
| Partners of partnership firm - Gadgil Metals and Commodities | Govind Vishwanath Gadgil<br>Renu Govind Gadgil<br>Sunita Amit Modak<br>Anjali Vishwanath Gadgil<br>Rohini Kalkundrikar<br>Amit Yeshwant Modak<br>Aditya Amit Modak |
| Relative of partner  | Mugdha Aditya Modak  |

40 Related party disclosure

B Transactions with related parties

| Name of the related party        | Description of relationship  | Nature of transactions   | September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|----------------------------------|--|--|--------------------|----------------|----------------|----------------|
| Govind Vishwanath Gadgil         | Partners of partnership firm - Gadgil Metals and Commodities                       | 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           | -              | -              |
| Govind Vishwanath Gadgil         | Key managerial person  | Unsecured Loan Received  | 250.00             | -              | -              | -              |
|                                  |  | Unsecured Loan Repaid  | 250.00             | -              | -              | -              |
|                                  |  | Interest Paid on Unsecured loan received   | 0.49               | -              | -              | -              |
| Renu Govind Gadgil               | Partners of partnership firm - Gadgil Metals and Commodities                       | 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 - Gadgil Metals and Commodities                       | 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           | -              |
| Sunita Amit Modak                | Relative of person having significant influence                                    | Sale of goods  | 0.06               | -              | -              | -              |
| Kisan Maruti Shendkar            | Key managerial personnel   | Employee benefits expense  | 1.13               | -              | -              | -              |
| Ravindra Kamalakar Lale          | Key managerial personnel   | Director sitting fee   | 0.06               | -              | -              | -              |
| Ranjeet Sadashiv Natu            | Key managerial personnel   | Director sitting fee   | 0.05               | -              | -              | -              |
| Aparna Prasad Purohit            | Key managerial personnel   | Director sitting fee   | 0.05               | -              | -              | -              |
| Mugdha Aditya Modak              | Relative of partners of partnership firm - Gadgil Metals and Commodities           | Sale of Goods  | -                  | -              | 0.22           | -              |
| Aditya Amit Modak                | Partners of partnership firm - Gadgil Metals and Commodities                       | Sale of Goods  | -                  | 0.16           | 0.05           | 0.10           |
|                                  |  | Share of profit in partnership firm  | -                  | 0.01           | -              | -              |
|                                  |  | Capital introduced   | -                  | 1.00           | -              | -              |
| Aditya Amit Modak                | Key managerial personnel   | Sale of Goods  | 0.01               | -              | -              | -              |
| Rohini Kalkundrikar              | Partners of partnership firm - Gadgil Metals and Commodities                       | Share of profit in partnership firm  | -                  | 0.01           | -              | -              |
|                                  |  | Capital introduced   | -                  | 1.00           | -              | -              |
| Anjali Vishwanath Gadgil         | Partners of partnership firm - Gadgil Metals and Commodities                       | 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  | 134.40             | 95.91          | -              | -              |
|                                  |  | Payable on account of common control transaction (including applicable taxes on above - GST) | -                  | 1,670.96       | -              | -              |
|                                  |  | Commission expenses  | 62.13              | 30.01          | -              | -              |
|                                  |  | Gratuity Expense   | 2.46               | -              | -              | -              |
|                                  |  | Purchase of goods  | 84.50              | -              | -              | -              |
|                                  |  | Facility Charges   | 1.35               | -              | -              | -              |
| PNGS Gargi Fashion Jewellery Ltd | Enterprise over which KMP(s) or their relatives have control/significant influence | Purchase of goods  | 11.20              | -              | -              | -              |
| Amit Yeshwant Modak              | Partners of partnership firm - Gadgil Metals and Commodities                       | 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           |
|                                  |  | Employee benefits expense  | 8.53               | -              | -              | -              |
| Kirti Suryakant Vaidya           | Key managerial personnel   | Employee benefits expense  | 0.39               | 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  | 0.02               | 0.07           | -              | -              |

\* Proportinate share of remuneration allocated relating to Diamond business.

**PNGS Reva Diamond Jewellery Limited**  
*(Converted into company from erstwhile partnership firm named as Gadgil Metals and Commodities)*  
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**Annexure VI- Notes to Restated Financial Information**

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   | September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|--|--|---|--------------------|----------------|----------------|----------------|
| Govind Vishwanath Gadgil                             | Partners of partnership firm - Gadgil Metals and Commodities   | Other payables  | -                  | -              | -              | 0.52           |
| Sunita Amit Modak                                    | Partners of partnership firm - Gadgil Metals and Commodities   | Other payables  | -                  | -              | -              | 0.32           |
| Govind Vishwanath Gadgil                             | Partners of partnership firm - Gadgil Metals and Commodities   | Capital balance   | -                  | -              | 38.24          | 36.36          |
| Renu Govind Gadgil                                   | Partners of partnership firm - Gadgil Metals and Commodities   | Capital balance   | -                  | -              | 49.60          | 48.38          |
| Sunita Amit Modak                                    | Partners of partnership firm - Gadgil Metals and Commodities   | Capital balance   | -                  | -              | 3.60           | 2.51           |
| Amit Yeshwant Modak                                  | Key Managerial Personnel   | Incentive Payable   | 3.13               | -              | -              | -              |
| Kisan Maruti Shendkar                                | Key Managerial Personnel   | Incentive Payable   | 0.61               | -              | -              | -              |
| Ranjeet Sadashiv Natu                                | Key Managerial Personnel   | Director Sitting Fees Payable   | 0.01               | -              | -              | -              |
| Ravindra Kamalakar Lale                              | Key managerial personnel   | Director Sitting Fees Payable   | 0.01               | -              | -              | -              |
| Aparna Prasad Purohit<br>P. N. Gadgil & Sons Limited | Key managerial personnel<br>Enterprise over which KMP(s) or their relatives have control/significant influence | Director Sitting Fees Payable   | 0.01               | -              | -              | -              |
|  |  | Trade payables  | 14.36              | 4.44           | -              | -              |
|  |  | Trade receivables   | -                  | 1.43           | -              | -              |
|  |  | Contract Liabilities  | 3.67               | -              | -              | -              |
|  |  | Gratuity Liability  | 0.11               | -              | -              | -              |
|  |  | Commission expenses   | 7.57               | -              | -              | -              |
|  |  | Payable on account of common control transaction (including applicable taxes on above - GST)<br>(refer note 44) | -                  | -              | 1,670.96       | 1,670.96       |
| PNGS Gargi Fashion Jewellery Ltd                     | Enterprise over which KMP(s) or their relatives have control/significant influence                             | Trade payables  | 9.03               | -              | -              | -              |

**Transactions with Key Management Personnel**

| Particulars        | September 30, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|--------------------|--------------------|----------------|----------------|----------------|
| Employee benefits* | 10.05              | 0.70           | 0.20           | 0.20           |
| <b>Total</b>       | <b>10.05</b>       | <b>0.70</b>    | <b>0.20</b>    | <b>0.20</b>    |

\* 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.

**Annexure VI- Notes to Restated Financial Information**

All amounts are in INR millions, unless otherwise stated

**41 Ratios**

| Sr. No. | Ratios                           | Numerator  | Denominator   | September 30, 2025 | 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   | 1.50               | 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 reclassified to current liabilities in March 2024 |
| 2       | Debt Equity Ratio                | Total Debt   | Shareholder's Equity excluding capital reserve  | 0.49               | 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  | 5.80               | 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                                    | 7.85%              | 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   | 0.47               | 1.02           | 1.00           | 1.15           | 1.23%                 | (13.06%)              |   |   |
| 6       | Trade Receivables Turnover Ratio | Sales  | Average Account Receivables   | 232.60             | 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  | 4.14               | 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   | 1.35               | 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 reclassified to current liabilities in March 2024 |
| 9       | Net Profit Ratio                 | Net Profit/(Loss) after Tax  | Net Sales   | 12.85%             | 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) | 7.82%              | 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 Investments in Fixed Deposit and Mutual Funds, Shares and Treasury Bills | Average Investment in Fixed Deposits and Mutual Funds, Shares and Treasury Bills          | 1.94%              | 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                   |   |

Variance for the Financial Ratios for the period ended September 30, 2025 is not calculated and disclosed as the same is not comparable to previous 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 Government of India has announced the implementation of the four Labour Codes i.e. the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020 with effect from 21st November 2025, rationalising 29 existing labour laws.

Since, the effective date is November 21, 2025 the impact if any of these Labour Codes are not considered in this Restated Financial Information. The management of the Company is in process of assessing the impact of the Labour Codes and will record any related impact in the period post November 21, 2025.

**PNGS Reva Diamond Jewellery Limited***(Converted into company from erstwhile partnership firm named as Gadgil Metals and Commodities)*

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**Annexure VI- Notes to Restated Financial Information****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 Transferee 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.

Applying 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 acquired as part of the BTA and capital reserve**

| Particulars  | As at January 31, 2025 | March 31, 2024  | March 31, 2023  |
|--|------------------------|-----------------|-----------------|
| <b>Purchase consideration</b>  | <b>1,623.01</b>        | <b>1,623.01</b> | <b>1,623.01</b> |
| <b>Add: Applicable Taxes</b>   | <b>47.95</b>           | <b>47.95</b>    | <b>47.95</b>    |
| <b>Total</b>   | <b>1,670.96</b>        | <b>1,670.96</b> | <b>1,670.96</b> |
| <b>Net assets of Diamond business:</b>                                 |                        |                 |                 |
| - 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 Liabilities  | -                      | (0.47)          | (0.39)          |
| <b>Net assets</b>  | <b>1,672.11</b>        | <b>1,294.56</b> | <b>1,063.52</b> |
| Accumulated profit earned from diamond business                        | 1,462.61               | 935.02          | 514.67          |
| <b>Capital Reserve</b>   | <b>1,461.46</b>        | <b>1,311.42</b> | <b>1,122.11</b> |

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 period ended September 30, 2025 and 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 September 30, 2025 | 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) | 1,203.08                 | 1,001.91             | (284.96)             | (520.17)             |
| Adjustments  | -                        | -                    | -                    | -                    |
| <b>Total equity as per the restated statement of assets and liabilities</b>                          | <b>1,203.08</b>          | <b>1,001.91</b>      | <b>(284.96)</b>      | <b>(520.17)</b>      |

Reconciliation of profit for the period after tax as per the audited financial statements for the period ended September 30, 2025 and March 31, 2025 and the audited special purpose carveout financial statements for the year ended March 31, 2024 and March 31, 2023 with the restated profit after tax as per the Restated Financial Information

| Particulars   | As at September 30, 2025 | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|--------------------------|----------------------|----------------------|----------------------|
| Profit for the period (as per the audited financial statements/ audited special purpose financial statements) | 201.33                   | 594.74               | 424.14               | 517.47               |
| Adjustments   | -                        | -                    | -                    | -                    |
| <b>Restated profit for the period as per the restated statement of profit and loss</b>                        | <b>201.33</b>            | <b>594.74</b>        | <b>424.14</b>        | <b>517.47</b>        |

#### 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, 2025, 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, 2025, 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 period ended September 30, 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 September 30, 2025 and for the period April 01, 2025 to September 30, 2025 and 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

For and on behalf of the Board of Directors  
**PNGS Reva Diamond Jewellery Limited**

**Nitin Manohar Jumani**  
Partner  
Membership No.: 111700  
Date: 19-Dec-2025  
Place: Pune

**Govind Gadgil**  
Director  
DIN No: 00616617  
Date: 19-Dec-2025  
Place: Pune

**Amit Modak**  
Whole Time Director & Chief Executive Officer  
DIN No: 00396631  
Date: 19-Dec-2025  
Place: Pune

**Kisan Shendkar**  
Chief Financial Officer  
Date: 19-Dec-2025  
Place: Pune

**Kirti Suryakant Vaidya**  
Company Secretary  
Membership No.: A31430  
Date: 19-Dec-2025  
Place: Pune

## OTHER FINANCIAL INFORMATION

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company for six-months period ended September 30, 2025 and the 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](http://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 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:

| Particulars  | Six-months period ended September 30, 2025 | <i>(in ₹ million other than share data)</i> |             |             |
|--|--|---|-------------|-------------|
|  |  | Fiscal 2025                                 | Fiscal 2024 | Fiscal 2023 |
| Restated earnings per Equity Shares – Basic <sup>(1)</sup> (in ₹)  | 9.21                                       | 35.21                                       | NA          | NA          |
| Restated earnings per Equity Share – Diluted <sup>(2)</sup> (in ₹) | 9.21                                       | 35.21                                       | NA          | NA          |
| Return on net worth <sup>(3)</sup> (in %)                          | 16.73                                      | 59.36                                       | (148.84)    | (99.48)     |
| Net asset value per Equity Share <sup>(4)</sup> (in ₹)             | 55.02                                      | 45.82                                       | NA          | NA          |
| Adjusted EBITDA <sup>(5)</sup>                                     | 307.92                                     | 796.11                                      | 561.39      | 687.31      |

**Notes:**

- <sup>(1)</sup> 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 had 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 was May 16, 2025. This bonus issue was 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.
- <sup>(2)</sup> 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.
- <sup>(3)</sup> Return on net worth is calculated as profit for the year divided by Net Worth (including partners’ capital and capital reserve).
- <sup>(4)</sup> 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 had 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 was May 16, 2025. This bonus issue was 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 is adjusted for Bonus Issue in the table above.

- <sup>(5)</sup> 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 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 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 67.

## 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 269.*

*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 six-months period ended September 30, 2025, Fiscals 2025, 2024, and 2023, included herein is based on or derived from our Restated Financial Information included in this Red Herring Prospectus. For details, please see "Restated Financial Information" beginning on page 269. 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 71.*

*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 January 13, 2026 (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](http://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 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 69. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 18.*

*This 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 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 1, 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 242.

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 Franchise Agreement dated February 1, 2025, as amended pursuant to amendment agreement dated June 26, 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 Franchise 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 Franchise Agreement, see “*History and Certain Corporate Matters*” on page 242.

For details in relation to our business overview, competitive strengths, business strategies and business operations, please see “*Our Business*” beginning on page 216.

## 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 216 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-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 September 30, 2025, we operated 34 Stores under the 'PNGS Reva' brand located across 25 cities with an aggregate area of 647.15 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 269.

### Principal Component of Statement of Profit and Loss

| Particulars              | Six months period ended September 30, 2025 |                          | Fiscal 2025        |                          | Fiscal 2024        |                          | Fiscal 2023        |                          |
|--------------------------|--|--------------------------|--------------------|--------------------------|--------------------|--------------------------|--------------------|--------------------------|
|                          | Amount (₹ million)                         | % of total income (in %) | Amount (₹ million) | % of total income (in %) | Amount (₹ million) | % of total income (in %) | Amount (₹ million) | % of total income (in %) |
| Revenue from Operations  | 1,567.18                                   | 99.75                    | 2,581.83           | 99.64                    | 1,956.34           | 99.69                    | 1,988.48           | 99.75                    |
| Other Income             | 3.99                                       | 0.25                     | 9.23               | 0.36                     | 6.02               | 0.31                     | 4.99               | 0.25                     |
| Total Income             | 1,571.17                                   | 100.00                   | 2,591.06           | 100.00                   | 1,962.36           | 100.00                   | 1,993.47           | 100.00                   |
| Total expenses           | 1,302.95                                   | 82.93                    | 1,798.96           | 69.43                    | 1,395.60           | 71.12                    | 1,301.69           | 65.30                    |
| Profit/(loss) before tax | 268.22                                     | 17.07                    | 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 of Results of Operations

The following table sets forth financial data from our statement of profit and loss for the six-months period ended September 30, 2025, 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                              | Six months period ended September 30, 2025 |                         | Fiscal 2025        |                          | Fiscal 2024        |                   | Fiscal 2023        |                   |
|--|--|-------------------------|--------------------|--------------------------|--------------------|-------------------|--------------------|-------------------|
|  | Amount (₹ million)                         | % of total income (in%) | Amount (₹ million) | % of total income (in %) | Amount (₹ million) | % of total income | Amount (₹ million) | % of total income |
| <b>Income:</b>                           |  |                         |                    |                          |                    |                   |                    |                   |
| Revenue from Operations                  | 1,567.18                                   | 99.75%                  | 2,581.83           | 99.64%                   | 1,956.34           | 99.69%            | 1,988.48           | 99.75%            |
| Other Income                             | 3.99                                       | 0.25%                   | 9.23               | 0.36%                    | 6.02               | 0.31%             | 4.99               | 0.25%             |
| <b>Total Income</b>                      | <b>1,571.17</b>                            | <b>100.00%</b>          | <b>2,591.06</b>    | <b>100%</b>              | <b>1,962.36</b>    | <b>100.00%</b>    | <b>1,993.47</b>    | <b>100%</b>       |
| <b>Expenses:</b>                         |  |                         |                    |                          |                    |                   |                    |                   |
| Purchases of stock-in-trade              | 2,485.72                                   | 158.21%                 | 1,971.41           | 76.09%                   | 1,663.63           | 84.78%            | 1,392.64           | 69.86%            |
| Changes in inventories of finished goods | (1,336.48)                                 | (85.06)%                | (304.58)           | (11.76)%                 | (340.59)           | (17.36)%          | (158.93)           | (7.97)%           |

| Particulars  | Six months period ended<br>September 30, 2025 |                               | Fiscal 2025              |                                   | Fiscal 2024              |                         | Fiscal 2023              |                         |
|--|---|-------------------------------|--------------------------|-----------------------------------|--------------------------|-------------------------|--------------------------|-------------------------|
|  | Amount (₹<br>million)                         | % of total<br>income<br>(in%) | Amount<br>(₹<br>million) | % of<br>total<br>income<br>(in %) | Amount<br>(₹<br>million) | % of<br>total<br>income | Amount<br>(₹<br>million) | % of<br>total<br>income |
| Employee benefits expense  | 33.52   | 2.13%                         | 37.60                    | 1.45%                             | 25.54                    | 1.30%                   | 21.73                    | 1.09%                   |
| Finance costs  | 41.56   | 2.65%                         | 12.91                    | 0.50%                             | 0.55                     | 0.03%                   | 0.42                     | 0.02%                   |
| Depreciation and amortisation expenses                                       | 2.13  | 0.14%                         | 0.33                     | 0.01%                             | 0.10                     | 0.00%                   | 0.10                     | 0.00%                   |
| Other expenses   | 76.50   | 4.87%                         | 81.29                    | 3.14%                             | 46.37                    | 2.36%                   | 45.73                    | 2.29%                   |
| <b>Total expenses</b>  | <b>1,302.95</b>                               | <b>82.93%</b>                 | <b>1,798.96</b>          | <b>69.43%</b>                     | <b>1,395.60</b>          | <b>71.12%</b>           | <b>1,301.69</b>          | <b>65.30%</b>           |
| <b>Profit/(loss) before tax</b>  | <b>268.22</b>                                 | <b>17.07%</b>                 | <b>792.10</b>            | <b>30.57 %</b>                    | <b>566.76</b>            | <b>28.88%</b>           | <b>691.78</b>            | <b>34.70%</b>           |
| <b>Income Tax Expense</b>  |   |                               |                          |                                   |                          |                         |                          |                         |
| Current Tax  | 69.38   | 4.42%                         | 198.82                   | 7.67%                             | 142.79                   | 7.28%                   | 174.43                   | 8.75%                   |
| Deferred Tax   | (2.49)  | (0.16)%                       | (1.46)                   | (0.06) %                          | (0.17)                   | (0.01)%                 | (0.12)                   | (0.01)%                 |
| <b>Total income tax expense</b>  | <b>66.89</b>                                  | <b>4.26%</b>                  | <b>197.36</b>            | <b>7.62%</b>                      | <b>142.62</b>            | <b>7.27%</b>            | <b>174.31</b>            | <b>8.74%</b>            |
| <b>Profit for the year/ period</b>   | <b>201.33</b>                                 | <b>12.81%</b>                 | <b>594.74</b>            | <b>22.95%</b>                     | <b>424.14</b>            | <b>21.61%</b>           | <b>517.47</b>            | <b>25.96%</b>           |
| <b>Other Comprehensive Income</b>  |   |                               |                          |                                   |                          |                         |                          |                         |
| <b>Items that will not be Reclassified to Profit or Loss:</b>                |   |                               |                          |                                   |                          |                         |                          |                         |
| Remeasurements of post-employment defined benefits plan                      | (0.21)  | (0.01)%                       | 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 | 0.05  | 0.00%                         | (1.14)                   | (0.04) %                          | 0.04                     | 0.00%                   | (0.01)                   | 0.00%                   |
| <b>Total other Comprehensive Income (net of tax)</b>                         | <b>(0.16)</b>                                 | <b>(0.01)%</b>                | <b>3.37</b>              | <b>0.13%</b>                      | <b>(0.10)</b>            | <b>(0.01)%</b>          | <b>0.04</b>              | <b>0.00%</b>            |
| <b>Total Comprehensive Income for the year/ period</b>                       | <b>201.17</b>                                 | <b>12.80%</b>                 | <b>598.11</b>            | <b>23.08%</b>                     | <b>424.04</b>            | <b>21.61%</b>           | <b>517.51</b>            | <b>25.96%</b>           |
| <b>Earning per equity share (Face value of INR 10 each)</b>                  |   |                               |                          |                                   |                          |                         |                          |                         |
| Basic (In INR)   | 9.21  | -                             | 35.21                    | -                                 | -                        | -                       | -                        | -                       |
| Diluted (In INR)   | 9.21  | -                             | 35.21                    | -                                 | -                        | -                       | -                        | -                       |

*Six months ended September 30, 2025*

**Total Income:**

Our total income was ₹1,571.17 million for the September 30, 2025, which primarily includes revenue from operations and other income. Our revenue from operations primarily included revenue from sales of diamond studded jewellery which includes precious stones of ₹1,345.84 million and gold sales of ₹221.34 million. Further, other income of ₹3.99 million, included income from interest income on fixed deposits of ₹3.95 million, and miscellaneous income of ₹0.04 million.

#### Expenses:

Our total expenses were ₹1,302.95 million for the six-months period of September 30, 2025, which primarily includes purchase of stock-in-trade, employee benefits expenses, finance costs, depreciation and amortization expenses, and other expenses.

*Purchases of stock-in-trade:* Our purchases of stock-in-trade was ₹2,485.72 million for the six months period of September 30, 2025.

*Employee benefits expenses:* Employee benefits expenses was ₹33.52 million which included salaries, wages and bonus of ₹31.16 million, contribution to provident fund and other funds of ₹0.89 million, gratuity expense of ₹0.53 million, leave encashment of ₹0.28 million, and staff welfare expenses of ₹0.66 million.

*Finance Cost:* Finance cost of our Company stood at ₹41.56 million which included interest on working capital demand loan of ₹37.42 million, bank charges of ₹0.03 million, interest on lease liability of ₹0.61 million, loan processing fees of ₹3.01 million, and interest on unsecured loan of ₹0.49 million.

*Depreciation and Amortization Expenses:* Depreciation and Amortization Expenses stood at ₹2.13 million which included depreciation on property, plant and equipment of ₹0.51 million, amortisation on right-of-use assets of ₹1.47 million and amortization of intangible assets of ₹0.15 million.

*Other Expenses:* Other expenses stood at ₹76.50 million which majorly included commission expenses of ₹62.13 million, advertisement expenses of ₹1.11 million, repairs and maintenance of ₹0.38 million, legal and professional expenses of ₹2.36 million, credit card commission of ₹3.21 million, freight charges of ₹2.86 million, insurance of ₹0.86 million, payment to auditors of ₹0.61 million, directors' sitting fees of ₹0.16 million, space facility charges of ₹1.35 million and miscellaneous charges of ₹1.47 million.

*Profit before tax:* Profit before tax of our Company for the six months ended September 30, 2025 was ₹268.22 million.

*Profit for the period:* Our total income tax expense was ₹66.89 million. Our net profit post the total tax expenses was ₹201.33 million.

#### Fiscal 2025 compared to Fiscal 2024

| Particulars                              | ₹ in million, except percentages |             |            |
|--|----------------------------------|-------------|------------|
|  | 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:                      |                                  |             |            |

| Particulars  | Fiscal 2025 | Fiscal 2024 | Change (%)   |
|--|-------------|-------------|--------------|
| 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 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. The increase in revenue reflects a combination of strategic operational improvements and a responsive approach to market dynamics. Our Company leveraged ERP-based forecasting reports to guide product strategy, enabling better management of inventory levels and alignment with consumer demand trends. During Fiscal 2025, we launched four new jewellery collections, 'The Signature Spark', 'Essence of Elegance', 'The Radiance Collection', and 'Veritas by Reva' and introduced new designs across core categories such as neckwear, rings, earrings, bangles/bracelets, and chains. These additions, spread across multiple price points, broadened customer appeal and drove improved conversions and repeat purchases. Sales volume increased across diamond-studded jewellery, platinum jewellery, and precious stones, with notable growth in demand for gold jewellery embedded with diamonds, supported by favourable price movements in gold and diamonds. Our premium product mix and focus on design innovation contributed to higher average order values. Revenue growth was further driven by retail expansion, with both new and existing stores performing better due to refined merchandising, improved stock rotation, and targeted promotional activities. This expansion enabled deeper market penetration and higher footfalls. Additionally, our ability to navigate a favourable pricing environment while maintaining stable customer demand allowed us to preserve margins and strengthen overall revenue performance.

### **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 miscellaneous income by 240.07% to ₹0.89 million in Fiscal 2025 from ₹0.26 million in Fiscal 2024 and (ii) 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 ₹ 3.97 million in Fiscal 2024 to ₹ 3.26 million in Fiscal 2025, (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 269.

**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. The Profit After Tax (PAT) of our Company increased significantly in Fiscal 2025 as compared to Fiscal 2024, primarily due to strong sales performance across multiple product categories, favourable market conditions, reduced inventory pressure, and prudent management of operational expenses, all of which contributed to an improved bottom line. The Company recorded a revenue growth of 31.97%, with total revenue rising from ₹1,956.34 million in Fiscal 2024 to ₹2,581.83 million in Fiscal 2025, which served as the key driver behind the increase in PAT. This growth was supported by higher sales in core segments such as diamond-studded jewellery, stone-studded jewellery, and platinum jewellery, all of which benefitted from sustained consumer demand and effective inventory planning. Further, favourable market price movements in gold and diamonds during the fiscal led to better price realisations, thereby enhancing margins. Efficient inventory turnover and reduced accumulation of slow-moving stock also contributed positively to profitability. In addition, the Company strategically focused on transferring diamonds into gold-studded jewellery designs, which increased the appeal of the product mix and helped cater to a broader customer base. While operational and employee-related expenses did increase, the rise was moderate in relation to the revenue growth. The Company's ability to manage its cost structure efficiently enabled the higher revenue to translate effectively into improved net profitability.

**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       | 21.73       | 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   | 1,395.60    | 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)   | -           | -           |            |

| Particulars      | Fiscal 2024 | Fiscal 2023 | Change (%) |
|------------------|-------------|-------------|------------|
| 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 decline was primarily attributable to lower sales of diamond-studded jewellery, including precious stones, coupled with subdued demand conditions, volume-led pressures across key segments, and heightened competitive intensity during the year. Our Company recorded a 3.35% reduction in sales volume of diamond-studded jewellery, from 11,552.09 carats in Fiscal 2023 to 11,165.04 carats in Fiscal 2024. Although the price realisation remained broadly stable, it was insufficient to offset the impact of reduced volumes, thereby contributing adversely to overall revenue performance. The sales of precious stones also declined by 3.62%, from ₹1,258.22 million in Fiscal 2023 to ₹1,212.62 million in Fiscal 2024, primarily due to unfavourable market pricing trends and weakened customer demand, which further weighed on the performance of this segment. Although the Company maintained stable pricing across key product categories, marginal improvements in realisation were inadequate to counter the broader volume contraction. The external operating environment during Fiscal 2024 remained subdued, particularly affecting demand within the premium jewellery segment. Consumer sentiment remained cautious, resulting in restrained discretionary spending and a consequent moderation in sales volumes. In addition, the Company experienced intensified competition from organised national and regional players, as well as growing traction from online jewellery platforms. This heightened competitive landscape exerted pressure on store-level conversions and constrained pricing flexibility, contributing further to the overall decline in revenue for the Fiscal Year.

### **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. This decline is primarily attributable to a combination of reduced revenue, increased procurement costs, and rising operational expenditures. During Fiscal 2024, the Company experienced a decline in revenue, which, when coupled with an increase in the average purchase cost of raw materials and finished goods, led to a higher cost of goods sold (COGS). This compression in gross margins adversely impacted the overall profitability. In addition, employee benefit expenses grew by 17.53%, increasing from ₹21.73 million in Fiscal 2023 to ₹25.54 million in Fiscal 2024. This rise was driven by planned recruitment for retail expansion, annual increments, and strengthening of managerial and operational teams to support future business growth. Finance costs also rose significantly by 29.70%, from ₹0.42 million in Fiscal 2023 to ₹0.55 million in Fiscal 2024, primarily due to increased reliance on working capital borrowings for inventory procurement and store-level operations. Moreover, other expenses marginally increased by 1.41%, from ₹45.73 million to ₹46.37 million over the same period. Although the increase in these operating costs was not substantial on a standalone basis, their cumulative impact—along with stagnant or reduced revenue, further affected the Company's bottom line. As a result of the foregoing, our profit for the year from 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 the six-months period ended September 30, 2025, Fiscal 2025, Fiscal 2024, and Fiscal 2023, as per the Restated Financial Information:

(₹ in million)

| Particulars   | Six-months period ended September 30, 2025 | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|---|--|-------------|-------------|-------------|
| Net cash inflows from operating activities  | (546.71)                                   | 390.13      | 183.65      | 394.96      |
| Net cash generated outflow from investing activities                              | (53.74)                                    | (1,594.18)  | 7.06        | 4.51        |
| Net cash generated inflow/ (outflow) from financing activities                    | 357.75                                     | 1,732.32    | (0.06)      | (8.04)      |
| Net increase / (decrease) in cash and cash equivalents                            | (242.70)                                   | 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                            | 390.20                                     | 11.98       | 10.66       | 8.43        |
| Cash and cash equivalents at the end of the year                                  | 147.50                                     | 390.20      | 11.98       | 10.66       |

### *Cash flows from operating activities*

Net cash inflow from operating activities was ₹(546.71) million in the six-month period ended September 30, 2025. While our profit before tax for the period was ₹268.22 million, we had operating profit before working capital changes of ₹304.93 million, which was primarily due to depreciation on property, plant and equipment of ₹0.51 million, depreciation on right-of-use of assets of ₹1.47 million, amortisation of intangible assets of ₹0.15 million, interest on lease liability of ₹0.61 million, interest income of ₹(3.99) million, finance costs of ₹37.91 million, and amortisation of prepaid security deposit of ₹0.05 million. Our working capital changes for the six-months period ended September 30, 2025, primarily consisted of increase in inventory to ₹(1,336.45) million, increase in other financial assets of ₹(2.22) million, increase in other current assets of ₹(70.31) million, increase in other non-current assets of ₹(1.34) million, increase in trade receivables of ₹(10.34) million, increase in trade payables of ₹551.82 million, increase in other financial liabilities of ₹9.20 million, increase in provisions of ₹3.16 million, increase in other current liabilities of ₹55.61 million, and income tax paid of ₹(50.76) million.

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 ₹(53.74) million for the six-months period ended September 30, 2025, primarily due to investments in fixed deposits of ₹(51.06) million, dividend and interest income of ₹3.45 million, payment for acquisition of property, plant and equipment of ₹(5.72) million, payment for acquisition of intangible assets of ₹ (0.30) million, and payment on account of fitness charges for right of use assets of ₹(0.11) million.

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 ₹357.75 million for the six-months period ended September 30, 2025, due to the principal paid on lease liabilities of ₹(0.34) million, proceeds from borrowing of ₹400.00 million and interest paid of ₹(41.91) million.

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 3,158.03% 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 in Fiscal 2024 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 ₹953.32 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 in Fiscal 2025 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 in Fiscal 2024 to ₹ 0.44 million in Fiscal 2025, (v) a 3,484.99% 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 82.26% from ₹0.14 million in Fiscal 2024 to ₹0.25 million in Fiscal 2025.

Our total current liabilities increased by 2,084.56% 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 74,127.06% 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 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 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 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 67.

**Total Indebtedness.** As at September 30, 2025, we had total borrowings of ₹1,302.49 million and details of the same are as follows:

| (₹ in million)                            |                           |
|---|---------------------------|
| Indebtedness                              | As at September 30, 2025* |
| <b>Current</b>                            |                           |
| <b>Secured Borrowings, comprising of:</b> |                           |
| - Working capital loans from banks        | 1302.49                   |
| - Cash credit                             |                           |
| <b>Total current borrowings</b>           | <b>1302.49</b>            |
| <b>Total Borrowings</b>                   | <b>1302.49</b>            |

Note: As certified by Joshi & Sahney, Chartered Accountants through their certificate dated February 10, 2026.

\* Outstanding amount as on 30<sup>th</sup> September 2025 includes interest accrued on loan.

See "Financial Indebtedness" for a description of broad terms of our indebtedness on page 351.

## 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 September 30, 2025, March 31, 2025, March 31, 2024, and March 31, 2023, as per the Restated Financial Information, broken down by period:

*(₹ in million)*

| Particulars  | Six month period ended September 30, 2025 | As at 31st March 2025 | As at 31st March 2024 | As at 31st March 2023 |
|--------------|---|-----------------------|-----------------------|-----------------------|
| Current      | 6.63                                      | 0.64                  | -                     | -                     |
| Non-Current  | 18.89                                     | 2.01                  | -                     | -                     |
| <b>Total</b> | <b>25.52</b>                              | <b>2.65</b>           | -                     | -                     |

#### 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 on September 30, 2025, 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                            | Six months period ended September 30, 2025 | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---------------------------------------|--|----------------------|----------------------|----------------------|
| Working capital demand loan from bank | 1,302.49                                   | 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 September 30, 2025, 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 million)*

| Particulars              | On demand | Within 1 year | 1-5 years | Total    |
|--------------------------|-----------|---------------|-----------|----------|
| As at September 30, 2025 |           |               |           |          |
| Lease liabilities        | -         | 6.63          | 24.29     | 30.92    |
| Borrowings               | -         | 1,302.49      | -         | 1,302.49 |

| Particulars   | On demand | Within 1 year   | 1-5 years       | Total           |
|---|-----------|-----------------|-----------------|-----------------|
| Trade payables  | -         | 876.64          | -               | 876.64          |
| Other financial liabilities   | -         | 9.64            | -               | 9.64            |
| <b>Total</b>  | -         | <b>2,195.40</b> | <b>24.29</b>    | <b>2,219.69</b> |
| 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            |
| <b>Total</b>  | -         | <b>1,232.44</b> | <b>2.58</b>     | <b>1,235.02</b> |
| 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        |
| <b>Total</b>  | -         | <b>1,863.88</b> | -               | <b>1,863.88</b> |
| 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        |
| <b>Total</b>  | -         | <b>84.97</b>    | <b>1,670.96</b> | <b>1,755.93</b> |

### Contingent liabilities and off-balance sheet arrangements

As of September 30, 2025, 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 321.

### 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 September 30, 2025, March 31, 2025, March 31, 2024, and March 31, 2023.

### Unusual or Infrequent Events or Transactions

Except as described in this 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 330 and 39, respectively. To our knowledge, except as disclosed in this 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, 216 and 329, 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 216, as on the date of the 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 330.

#### **Seasonality of Business**

Our business is affected by seasonal variations and adverse weather conditions. For further details, see “*Risk Factors – 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*” on page 44 of this Red Herring Prospectus.

#### **Changes in the accounting policies, if any, in the six months period ended September 30, 2025, and Fiscals 2025, 2024, and 2023, and their effect on our profits and reserves**

There are no changes in the accounting policies in the six months period ended September 30, 2025, and 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 216, 162, 39 and 330, respectively, for further information on our industry and competition.

#### **Significant developments subsequent to September 30, 2025**

Except as set out in this Red Herring Prospectus, to our knowledge, no circumstances have arisen since the date of the last financial statements as disclosed in this 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 September 30, 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, 327 and 329, respectively.

| Particulars  | Pre-Issue as at September 30, 2025 <sup>(3)</sup> | As adjusted for the proposed Issue <sup>(1)</sup> |
|--|---|---|
| <i>(₹ in million, except ratios)</i>   |   |   |
| <b>Total Borrowings</b>  |   |   |
| Current borrowings <sup>(2)</sup> (A)  | 1,302.49  | -   |
| Non-current borrowings (including current maturity on non-current borrowings) <sup>2</sup> (B) | NIL   | -   |
| <b>Total Borrowings (C) = (A+B)</b>  | <b>1,302.49</b>                                   | -   |
| <b>Equity excluding capital reserve</b>  |   |   |
| Equity share capital <sup>(2)</sup> (D)  | 218.66  | -   |
| Other equity excluding capital reserve <sup>(2)</sup> (E)                                      | 2,445.88  | -   |
| <b>Equity excluding capital reserve (F=D+E)</b>  | <b>2,664.54</b>                                   | -   |
| <b>Total borrowings/ Equity excluding capital reserve (C/F)</b>                                | <b>0.49</b>                                       | -   |
| <b>Non-current borrowings/ Equity excluding capital reserve (B/F)</b>                          | <b>NIL</b>  | -   |

Notes:

<sup>(1)</sup> Post Issue capitalization data will be determined after finalization of Issue Price.

<sup>(2)</sup> The above terms carry the meaning as per division II of Schedule III to the Companies Act, 2013 (as amended). Current Borrowings includes accrued interest).

<sup>(3)</sup> As certified by Joshi & Sahney, Chartered Accountants through their certificate dated February 10, 2026.

## 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 252.

Set forth below is a summary of our aggregate outstanding borrowings amounting to ₹1,302.49 million, as on September 30, 2025:

(in ₹ million)

| Category of borrowing                  | Sanctioned Amounts | Outstanding amount*<br>(as at September 30, 2025) |
|--|--------------------|---|
| <b>Unsecured</b>                       |                    |   |
| <b>Fund Based</b>                      |                    |   |
| Working Capital Facilities             | -                  | -   |
| Term Loan                              | -                  | -   |
| Business Loan                          | -                  | -   |
| <b>Total Fund Based (A)</b>            | -                  | -   |
| <b>Non-Fund Based</b>                  |                    |   |
| Bank Guarantee                         | -                  | -   |
| <b>Total Non-Fund Based (B)</b>        | -                  | -   |
| <b>Total Unsecured (C) = (A) + (B)</b> | -                  | -   |
| <b>Secured</b>                         |                    |   |
| <b>Fund Based</b>                      |                    |   |
| Working Capital Facilities             |                    |   |
| - Federal Bank Limited                 | 900                | 700.00  |
| - YES Bank Limited                     | 500 <sup>#</sup>   | 200.77  |
| Cash Credit                            | 500                | 401.72  |
| - HDFC Bank Limited                    |                    |   |
| Term Loans                             | -                  | -   |
| Emergency Credit Line                  | -                  | -   |
| <b>Total Fund Based (D)</b>            | 1,900              | 1,302.49  |
| <b>Non-Fund Based</b>                  |                    |   |
| Bank Guarantees                        | -                  | -   |
| Letter of Credit                       | -                  | -   |
| <b>Total Non-Fund Based (E)</b>        | -                  | -   |
| <b>Total Secured (F) = (D) + (E)</b>   | 1,900              | 1,302.49  |
| <b>Total (G) = (C) + (F)</b>           | 1,900              | 1,302.49  |

*As certified by Joshi & Sahney, Chartered Accountants by way of their certificate dated February 10, 2026.*

<sup>#</sup> *In respect of the facility from Yes Bank Limited, a total sanction of ₹500 million has been obtained, out of which ₹200 million was disbursed up to September 30, 2025. Disbursement of the remaining amount is pending as of September 30, 2025*

\* *Outstanding amount as on 30<sup>th</sup> September 2025 includes interest accrued on loan.*

Key terms of our borrowings are disclosed below:

- **Tenor:** The tenor of the secured facilities availed by our Company is typically 360 days.
- **Interest rate:** The rate of interest for our secured facilities ranges from 7.20% 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, fixed deposit of 5% of the credit facility amount, sole charge by way of lien on fixed deposit receipt, and an undated cheque for ₹500 million.
- **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 or penal charges to our lenders for defaults in the payment of interest or other monies due and payable. The 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. The penal charge is 4.00% applicable till cure of breach in any sanction order condition.
- **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, delay in submission of stock statement, stock audit report, external credit rating letter, audited financials, etc.
- **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.

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 62.

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Set forth below is a tabulation of our aggregate outstanding borrowings as on the six-months period ended September 30, 2025 and the last three Fiscals:

For the six-months period ended

(₹ in million)

| Particulars                         |                          |                          |   | Six-months period ended September 30, 2025 |   |   |  |
|-------------------------------------|--------------------------|--------------------------|---|--|---|---|--|
| Name of Borrower                    | Name of lender           | Date of sanction of loan | Type of loan                                | Opening balance as of April 1, 2025        | Closing balance as of September 30, 2025 <sup>^</sup> | Net Principal Amount repaid during six-months period ended September 30, 2025 | New loans sanctioned during six-months period ended September 30, 2025 |
| PNGS Reva Diamond Jewellery Limited | The Federal Bank Limited | February 11, 2025        | Working demand capital loan                 | 906.50                                     | 700.00  | 200.00  | Nil  |
| PNGS Reva Diamond Jewellery Limited | HDFC Bank Limited        | May 15, 2025             | Working capital demand loan                 | NA   | 401.72  | 100.00  | 500.00   |
| PNGS Reva Diamond Jewellery Limited | YES Bank Limited         | July 16, 2025            | Cash Credit and Working capital demand loan | NA   | 200.77  | Nil   | 500.00 <sup>#</sup>  |

<sup>#</sup> Loan amount of ₹500.00 million has been sanctioned, out of which ₹200.00 million was disbursed up to September 30, 2025, and the disbursal of the remaining amount is awaited.

<sup>^</sup> Amount including interest

For the Fiscal Year ended March 31, 2025

(₹ in million)

| Particulars                         |                          |                          |                             | Fiscal 2025                         |   |  |   |
|-------------------------------------|--------------------------|--------------------------|-----------------------------|-------------------------------------|---|--|---|
| Name of Borrower                    | Name of lender           | Date of sanction of loan | Type of loan                | Opening balance as of April 1, 2024 | Closing balance as of March 31, 2025 <sup>^</sup> | Net Principal amount repaid during Fiscal 2025 | New loans sanctioned during Fiscal 2025 |
| PNGS Reva Diamond Jewellery Limited | The Federal Bank Limited | February 11, 2025        | Working demand capital loan | Nil                                 | 906.50  | Nil  | 900.00                                  |
| PNGS Reva Diamond Jewellery Limited | HDFC Bank Limited        | May 15, 2025             | Working capital demand loan | NA                                  | NA  | NA   | NA                                      |

|                                     |                  |               |   |    |    |    |    |
|-------------------------------------|------------------|---------------|---|----|----|----|----|
| PNGS Reva Diamond Jewellery Limited | YES Bank Limited | July 16, 2025 | Cash Credit and Working capital demand loan | NA | NA | NA | NA |
|-------------------------------------|------------------|---------------|---|----|----|----|----|

<sup>^</sup> Amount including interest

For the Fiscal Year ended March 31, 2024

(₹ in million)

| Particulars                         |                          |                          |   | Fiscal 2024                         |   |  |   |
|-------------------------------------|--------------------------|--------------------------|---|-------------------------------------|---|--|---|
| Name of Borrower                    | Name of lender           | Date of sanction of loan | Type of loan                                | Opening balance as of April 1, 2023 | Closing balance as of March 31, 2024 <sup>^</sup> | Net Principal amount repaid during Fiscal 2024 | New loans sanctioned during Fiscal 2024 |
| PNGS Reva Diamond Jewellery Limited | The Federal Bank Limited | February 11, 2025        | Working demand capital loan                 | NA                                  | NA  | NA   | NA                                      |
| PNGS Reva Diamond Jewellery Limited | HDFC Bank Limited        | May 15, 2025             | Working capital demand loan                 | NA                                  | NA  | NA   | NA                                      |
| PNGS Reva Diamond Jewellery Limited | YES Bank Limited         | July 16, 2025            | Cash Credit and Working capital demand loan | NA                                  | NA  | NA   | NA                                      |

<sup>^</sup> Amount including interest

For the Fiscal Year ended March 31, 2023

(₹ in million)

| Particulars                         |                          |                          |                             | Fiscal 2023                         |   |  |   |
|-------------------------------------|--------------------------|--------------------------|-----------------------------|-------------------------------------|---|--|---|
| Name of Borrower                    | Name of lender           | Date of sanction of loan | Type of loan                | Opening balance as of April 1, 2022 | Closing balance as of March 31, 2023 <sup>^</sup> | Net Principal 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 | NA                                  | NA  | NA   | NA                                      |
| PNGS Reva Diamond Jewellery Limited | HDFC Bank Limited        | May 15, 2025             | Working capital demand loan | NA                                  | NA  | NA   | NA                                      |

|                                      |      |                  |               |   |    |    |    |    |
|--------------------------------------|------|------------------|---------------|---|----|----|----|----|
| PNGS<br>Diamond Jewellery<br>Limited | Reva | YES Bank Limited | July 16, 2025 | Cash Credit and<br>Working capital<br>demand loan | NA | NA | NA | NA |
|--------------------------------------|------|------------------|---------------|---|----|----|----|----|

*^ Amount including interest*

## 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 Red Herring Prospectus. In terms of the Materiality Policy, the following shall be considered ‘material’ for the purposes of disclosure in this 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 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 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 Red Herring Prospectus.

As on the date of the Red Herring Prospectus, the aggregate number of litigations is 14 and the aggregate claim value is 274.15 million, irrespective of materiality considered for disclosure of litigations in this section.

### **Litigation involving our Company**

#### ***Outstanding litigation against our Company***

##### *Criminal proceedings*

As on date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Company.

##### *Actions by regulatory/ statutory authorities*

As on date of the 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 Red Herring Prospectus, there are no outstanding other material proceedings initiated against our Company.

##### *Material tax proceedings*

As on date of the 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 Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Company.

##### *Other material pending proceedings*

As on date of this 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 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 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 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 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 Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Promoters.

*Other material pending proceedings*

As on date of the 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 Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Promoters.

*Actions by regulatory/ statutory authorities*

As on date of the 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 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 Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Promoters.

*Other material pending proceedings*

As on date of the 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 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 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 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 <sup>(1)</sup> | Aggregate amount involved to the extent ascertainable <sup>(1)</sup><br>(₹ in million) |
|------------------|--------------------------------|--|
| <b>Company</b>   |                                |  |
| Direct tax       | NIL                            | NIL  |
| Indirect tax     | NIL                            | NIL  |
| <b>Promoters</b> |                                |  |
| Direct tax       | 8                              | 227.52   |
| Indirect tax     | 4                              | 46.38  |
| <b>Directors</b> |                                |  |
| Direct tax       | 2 <sup>(2)</sup>               | 3.74 <sup>(2)</sup>  |
| Indirect tax     | NIL                            | NIL  |

<sup>(1)</sup> As certified by Joshi & Sahney, Chartered Accountants by way of their certificate dated February 10, 2026.

<sup>(2)</sup> 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 September 30, 2025. Our Company owed a total sum of ₹876.64 million to a total number of 84 creditors as at September 30, 2025.

The details of outstanding dues owed to MSME creditors, material creditors and other creditors, as at September 30, 2025 are set out below:

| Type of creditors                           | Number of creditors <sup>(1)</sup> | Amount involved <sup>(1)</sup><br>(₹ in million) |
|---|------------------------------------|--|
| Dues to Micro, small and medium enterprises | 33                                 | 213.51   |
| Dues to Material creditors                  | 2                                  | 296.31   |
| Dues to Other creditors                     | 49                                 | 366.82   |
| <b>Total</b>                                | <b>84</b>                          | <b>876.64</b>                                    |

<sup>(1)</sup> As certified by Joshi & Sahney, Chartered Accountants by way of their certificate dated February 10, 2026.

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](http://www.revabypng.com).

#### **Confirmation**

Except as disclosed in this 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 329, there have not arisen, since the date of the last financial information disclosed in this 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 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 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 366.

### **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, 2027 by the Legal Entity Identity India Limited.

***Material approvals in relation to our business and operations***

As on the date of this Red Herring Prospectus, there are 34 stores of which, 32 stores are under the FOCO model, 1 store is under the FOFO model, and one store is under the COCO 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 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 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 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 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 Red Herring Prospectus, our Company has one registered trademark and has made applications for registration of 3 trademarks before the Trade Marks Registry, for our logo which appears on the cover page of this Red Herring Prospectus, which have passed the examination stage and is published in the trademarks journal for objections by third-parties in India. For details of our intellectual property, see “*Our Business – Intellectual Property*” on page 233.

The following table provides the details of the registered trademarks or applications of such trademarks:

| Sr No. | Particulars  | Class | Issuing Authority   | Application/Registration number | Date of application/registration | Application status      |
|--------|--|-------|---|---------------------------------|----------------------------------|-------------------------|
| 1.     | REVA DIAMONDS<br>  | 14    | Trademarks Registry, Office of the Controller General of Patents, Designs & Trade Marks | 6817174                         | February 5, 2026                 | Registered              |
| 2.     | REVA DIAMONDS<br> | 35    | Trademarks Registry, Office of the Controller General of Patents, Designs & Trade Marks | 6817176                         | January 22, 2025                 | Accepted and Advertised |
| 3.     | REVA DIAMONDS<br> | 14    | Trademarks Registry, Office of the Controller General of Patents, Designs & Trade Marks | 6817177                         | January 22, 2025                 | Accepted and Advertised |
| 4.     | REVA DIAMONDS<br> | 35    | Trademarks Registry, Office of the Controller General of Patents, Designs & Trade Marks | 6817179                         | January 22, 2025                 | Accepted and Advertised |

Except as disclosed in “*Promoter and Promoter Group – Interest in property, land, construction of building, supply of machinery etc.*” on page 263, 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 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 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 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 Red Herring Prospectus, we have identified the following as our Group Company, the details of which are set forth below:

| Name                                 | Registered Office   |
|--------------------------------------|---|
| PNGS Gargi Fashion Jewellery Limited | Plot No.8A ,Sr No.37/1 and 37/2, Opposite Maruti Service Centre, Sinhgad Road, Wadgaon Khurd, Pune – 411041 |

### Details of our Group Company

In accordance with the SEBI ICDR Regulations, information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit/(loss) after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, of our top five Group Companies determined on the basis of their annual turnover, based on their respective audited financial statements for the preceding three years shall be hosted on the website as indicated below:

| Name                                 | Website  |
|--------------------------------------|--|
| PNGS Gargi Fashion Jewellery Limited | <a href="http://www.gargibypng.com">www.gargibypng.com</a> |

Our Company has provided the link to such website solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information of the Group Company and other information provided on the website given above does not constitute a part of this Red Herring Prospectus. The information provided on the website given above should not be relied upon or used as a basis for any investment decision.

Neither our Company nor the BRLM or any of their respective directors, employees, affiliates, associates, advisors, agents or representatives accept any liability whatsoever for any loss arising from any information presented or contained on the website given above.

### Nature and extent of interests of our Group Company

#### *In the promotion of our Company*

As on the date of this Red Herring Prospectus, our Group Company do not have any interest in the promotion or formation of our Company.

#### *In the properties acquired by our Company in the past three years before filing this Red Herring Prospectus or proposed to be acquired by our Company*

Our Group Company is not interested in any property acquired by our Company in the three years preceding the date of this Red Herring Prospectus or proposed to be acquired by our Company.

***In transactions for acquisition for land, construction of building and supply of machinery, etc. with details of the transaction and the amount involved***

Our Group Company is not interested in any transaction for acquisition of land, construction of building or supply of machinery, etc., entered into by the Company.

***Business interest of our Group Company***

Except as disclosed in and under “*Annexure VI – Notes to Restated Financial Information – Note 40*” on page 321, our Group Company do not have any business interest in our Company.

***Common pursuits***

Our Group Company is engaged in the business which is similar to that of our Company as on the date of this Red Herring Prospectus. Our Company and our Group Company will adopt the necessary procedures and practices as permitted by law and regulatory guidelines to address any conflict situation as and when they arise.

***Other confirmations***

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 Group Company.

There is no conflict of interest between the lessor of the immovable properties (which are crucial for operations of our Company) and our Group Company.

The equity shares of the Group Company are listed on the SME platform of BSE Limited.

***Litigation***

As on the date of this Red Herring Prospectus, our Group Company is not party to any pending litigation which have a material impact on our 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.
- The 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.
- This Red Herring Prospectus was approved pursuant to resolutions passed by our Board on February 10, 2026.

### 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 August 8, 2025 and August 8, 2025, 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 Red Herring Prospectus.

### Directors associated with the securities market

As of the date of the 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 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 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, members of the Promoter Group, Directors, Key Managerial Personnel and Senior Management are in the dematerialized 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 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 THE 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 THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, BEING SMART HORIZON CAPITAL ADVISORS PRIVATE LIMITED (*FORMERLY KNOWN AS SHRENI CAPITAL ADVISORS PRIVATE LIMITED*), HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE 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 THE 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 (FORMERLY KNOWN AS SHRENI 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 THE DRAFT RED HERRING PROSPECTUS AND THIS 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 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 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](http://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 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 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, Selling and transfer restrictions**

The Equity Shares issued in the Issue have not been and will not be registered under the U.S. Securities Act or any other applicable laws in the United States, and unless so registered, may not be issued 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’ as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions 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 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.

Invitations to subscribe to or purchase the Equity Shares offered in the Issue will be made only pursuant to this Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Issue, which comprises this Red Herring Prospectus and the preliminary international wrap for the Issue, if the recipient is outside India. **No person outside India is eligible to Bid for Equity Shares offered in the Issue unless that person has received the preliminary offering memorandum for the Issue, which contains the selling restrictions for the Issue outside India.**

#### **Disclaimer clause of the BSE Limited**

As required, a copy of the Draft Red Herring Prospectus was submitted to the BSE. The disclaimer clause as intimated by the BSE to our Company, is set out below:

*"BSE Limited ("the Exchange") has given vide its letter dated August 8, 2025 permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:*

- a. *warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or*
- b. *warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or*

- c. *take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.*

*and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever".*

#### **Disclaimer clause of the National Stock Exchange of India Limited**

As required, a copy of the Draft Red Herring Prospectus was submitted to the NSE. The disclaimer clause as intimated by the NSE to our Company, is set out below:

*"As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/5538 dated August 08, 2025, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.*

*Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."*

#### **Listing**

The Equity Shares proposed to be Allotted pursuant to this 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 BSE 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 this 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 Member, Escrow Collection Bank, Public Issue Account Bank, Sponsor Bank, Refund Bank and Monitoring Agency to act in their respective capacities, have been obtained and filed along with a copy of this 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 Red Herring Prospectus.

### **Experts to the Issue**

Our Company has received written consent dated February 10, 2026 from M S K A & Associates LLP (*formerly known as 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 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 December 19, 2025 relating to the Restated Financial Information and (ii) the statement of special tax benefits dated February 10, 2026 included in this Red Herring Prospectus and such consents have not been withdrawn as on the date of this 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 February 10, 2026 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 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 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 consents dated November 7, 2025 and May 26, 2025, from Satish Joshi, Partner of Archicon design independent architect to include their name in this 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 consents dated February 10, 2026 and June 16, 2025, from Ruchi Bhave practicing company secretary to include her name in this 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 certificates dated February 10, 2026 and 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 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 93, our Company has not made any capital issues during the three years preceding the date of this Red Herring Prospectus. As on the date of this Red Herring Prospectus, our Company does not have any group companies. Further, as on the date of this 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 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 Red Herring Prospectus, we do not have any subsidiary or listed promoter.

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

**Price information of past issues handled by the Book Running Lead Manager, Smart Horizon Capital Advisors Private Limited (formerly known as Shreni 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 (formerly known as Shreni Capital Advisors Private Limited)

| Sr. No.                     | Issue Name                               | Issue Size (₹ in crore) | Issue price (₹) | Listing Date       | Opening Price on Listing Date | +/- % change in closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing |
|-----------------------------|--|-------------------------|-----------------|--------------------|-------------------------------|---|---|--|
| <b>Mainboard IPO Issues</b> |  |                         |                 |                    |                               |   |   |  |
| 1.                          | Om Freight Forwarders Limited*           | 122.31                  | 135.00          | October 8, 2025    | 81.50                         | -32.58% [+1.85%]  | -31.61% [+4.81%]  | -  |
| <b>SME IPO Issues</b>       |  |                         |                 |                    |                               |   |   |  |
| 2.                          | Nanta Tech Limited                       | 31.81                   | 220.00          | December 31, 2025  | 234.00                        | +29.98% [-3.11%]  | -   | -  |
| 3.                          | Pajson Agro India Limited                | 74.75                   | 118.00          | December 18, 2025  | 124.00                        | +25.16% [-1.08%]  | -   | -  |
| 4.                          | Purple Wave Infocom Limited              | 31.44                   | 126.00          | December 05, 2025  | 132.00                        | -7.94% [+0.06%]   | -   | -  |
| 5.                          | Greenleaf Envirotech Limited             | 21.90                   | 136.00          | October 09, 2025   | 134.90                        | -2.98% [+1.23%]   | +25.00% [+3.96%]  | -  |
| 6.                          | Vijaypd Ceutical Limited                 | 19.25                   | 35.00           | October 07, 2025   | 35.00                         | +25.71% [+1.95%]  | +20.86% [+4.86%]  | -  |
| 7.                          | Bhavik Enterprises Limited               | 77.00                   | 140.00          | October 06, 2025   | 143.00                        | +1.79% [+2.04%]   | +3.75% [+4.19%]   | -  |
| 8.                          | Telge Projects Limited                   | 27.24                   | 105.00          | October 03, 2025   | 108.10                        | +12.38% [+3.36%]  | +2.86% [+4.94%]   | -  |
| 9.                          | BharatRohan Airborne Innovations Limited | 45.04                   | 85.00           | September 30, 2025 | 90.00                         | +3.18% [+5.89%]   | +54.00% [+5.52%]  | -  |
| 10.                         | Umiya Mobile Limited                     | 24.88                   | 66.00           | August 04, 2025    | 69.00                         | +6.06% [-1.06%]   | +61.08% [+3.60%]  | +0.30% [+3.76%]  |

Source: [www.nseindia.com](http://www.nseindia.com); [www.bseindia.com](http://www.bseindia.com)

\* NSE as Designated Stock Exchange.

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.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (initial public offers) managed by the Book Running Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the BRLM are provided.

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 (formerly known as Shreni Capital Advisors Private Limited)

| Financial Year         | Total no. of IPOs | Total amount of funds raised (₹ in crore) | No. of IPOs trading at discount - 30 <sup>th</sup> calendar days from listing |                |               | No. of IPOs trading at premium - 30 <sup>th</sup> calendar days from listing |                |               | No. of IPOs trading at discount - 180 <sup>th</sup> calendar days from listing |                |               | No. of IPOs trading at premium - 180 <sup>th</sup> 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 <sup>1</sup> | 16 <sup>2</sup>   | 750.02                                    | -   | 1              | 4             | 1  | 3              | 7             | 1  | -              | 1             | 1   | 1              | 3             |
| 2024-2025              | 3 <sup>3</sup>    | 202.75                                    | -   | -              | 1             | -  | -              | 2             | -  | -              | 1             | -   | -              | 2             |
| 2023-2024              | -                 | -   | -   | -              | -             | -  | -              | -             | -  | -              | -             | -   | -              | -             |

Notes:

1. The script BharatRohan Airborne Innovations Limited, Telge Projects Limited, Bhavik Enterprises Limited, Vijaypd Ceutical Limited, Om Freight Forwarders Limited, Greenleaf Envirotech Limited, Purple Wave Infocom Limited, Pajson Agro India Limited and Nanta Tech Limited have not completed 180 days from the date of listing.
2. The scripts of Desco Infratech Limited, Virtual Galaxy Infotech Limited, Blue Water Logistics Limited, Samay Project Services Limited, AJC Jewel Manufacturers Limited, Chemkart India Limited, Umiya Mobile Limited, BharatRohan Airborne Innovations Limited, Telge Projects Limited, Bhavik Enterprises Limited, Vijaypd Ceutical Limited, Om Freight Forwarders Limited, Greenleaf Envirotech Limited, Purple Wave Infocom Limited, Pajson Agro India Limited and Nanta Tech Limited were listed on April 01, 2025, May 19, 2025, June 03, 2025, June 23, 2025, July 01, 2025, July 14, 2025, August 04, 2025, September 30, 2025, October 03, 2025, October 06, 2025, October 07, 2025, October 08, 2025, October 09, 2025, December 05, 2025, December 18, 2025 and December 31, 2025.
3. The scripts of Rikhav Securities Limited, Maxvolt Energy Industries Limited and Beezaasan Explotech Limited were 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](http://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 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 86.

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 | <ol style="list-style-type: none"> <li>Instantly revoke the blocked funds other than the original Bid Amount; and</li> <li>₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher</li> </ol> | From the date on which multiple amounts were blocked till the date of actual unblock   |
| Blocking more amount than the Bid Amount                                     | <ol style="list-style-type: none"> <li>Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and</li> <li>₹100 per day or 15% per annum of the difference amount, whichever is higher</li> </ol>                               | 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 has obtained 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 85.

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 255.

Our Company has not received any investor grievances during the three years preceding the date of this Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this 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 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, issued 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 the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus, the Bid cum Application Form, the Revision Form, the CAN, the Allotment Advice, the Abridged Prospectus and other terms and conditions as may be incorporated in 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 Exchanges, the RoC, 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.

#### The Issue

The Issue comprises of a Fresh Issue by our Company. The expenses for the Issue shall be paid by our Company in the manner specified in “*Objects of the Issue – Issue related expenses*” on page 140.

#### 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 419.

#### 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 268 and 419, respectively.

#### Face Value, Issue Price, Floor Price and Price Band

The face value of each Equity Share is ₹10 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 Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Pune edition of Loksatta (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 including rules framed by the RBI; 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, and other applicable laws.

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 419.

#### **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 this 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 on the Stock Exchanges will only 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 ₹10 each, subject to a minimum Allotment of [●] Equity Shares of face value of ₹10 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 391.

### **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 382.

### **Nomination Facility to Investors**

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, 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, as amended, 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**

|                               |                             |
|-------------------------------|-----------------------------|
| <b>BID/ISSUE OPENS ON*</b>    | Tuesday, February 24, 2026  |
| <b>BID/ISSUE CLOSES ON**#</b> | Thursday, February 26, 2026 |

- \* 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                       |
|--|---------------------------------------|
| <b>Bid/ Issue Closing Date</b>   | Thursday, February 26, 2026           |
| <b>Finalisation of Basis of Allotment with the Designated Stock Exchange</b>                       | On or about Friday, February 27, 2026 |
| <b>Initiation of refunds, if any, for Anchor Investors/ unblocking of funds from ASBA Account*</b> | On or about Monday, March 2, 2026     |
| <b>Credit of Equity Shares to demat account of Allottees</b>                                       | On or about Monday, March 2, 2026     |
| <b>Commencement of trading of the Equity Shares on the Stock Exchanges</b>                         | On or about Wednesday, March 4, 2026  |

- \* 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 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):**

| <b>Bid/ Issue Period (except the Bid/Issue Closing Date)</b>  |   |
|---|---|
| Submission and Revision in Bids   | Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))                                      |
| <b>Bid/Issue Closing Date*</b>  |   |
| 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 where bid amount is up to ₹0.50 million)             | 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  |
| <b>Modification/ Revision/cancellation of Bids</b>  |   |
| Upward Revision of Bids by QIBs and Non-Institutional Investors categories <sup>#</sup>   | 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 and applicable law, 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 Member 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 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 Member and by intimation to the Designated Intermediaries and the Sponsor Bank, 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, to the extent applicable, shall pay interest at the rate of 15% per annum in accordance with circulars issued by SEBI including the SEBI ICDR Master Circular.

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, if any, 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 105 and except as provided in our Articles as detailed in "*Terms of the Articles of Association*" beginning on page 419, 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 Bank, 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 and price band 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 (including a premium of ₹[●] per Equity Share) aggregating up to ₹3,800 million.

The Issue comprises of a Net Issue of up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million and Employee Reservation Portion of up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹3.86 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 <sup>#</sup>  | Qualified Institutional Buyers (“QIB”) <sup>(1)</sup>   | Non-Institutional Investors  | Retail Individual Investors  |
|---|--|---|--|--|
| Number of Equity Shares available for Allotment or allocation <sup>*(2)</sup> | Up to [●] Equity Shares of face value of ₹10 or each   | Not more than [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million  | Not less than [●] Equity Shares of face value of ₹10 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 ₹10 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 | Proportionate as follows (excluding the Anchor Investor Portion):<br>a) [●] Equity Shares of face value of ₹10 each shall be available for allocation on a proportionate basis to Mutual Funds only; and  | The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Category shall be subject to the following:<br>(a) One-third of the Non-Institutional Category will be available for allocation to   | 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 |

| Particulars              | Eligible Employees <sup>#</sup>   | Qualified Institutional Buyers (“QIB”) <sup>(1)</sup>   | Non-Institutional Investors   | Retail Individual Investors  |
|--------------------------|---|---|---|--|
|                          | allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹200,000, subject to total Allotment to an Eligible Employee not exceeding ₹500,000. | <p>b) [●] Equity Shares of face value of ₹10 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above</p> <p>Up to 60% of the QIB Category (of up to [●] Equity Shares of face value of ₹10 each) may be allocated on a discretionary basis to Anchor Investors of which 33.33% shall be reserved for domestic Mutual Funds and 6.67% shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price</p> | <p>Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000; and</p> <p>(b) Two-thirds of the Non-Institutional 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.</p> <p>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</p> | “Issue Procedure” beginning on page 391  |
| Mode of Bid <sup>^</sup> | 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 ₹10 each and in multiples of [●] Equity Shares thereafter  | Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10 such that the Bid Amount exceeds ₹200,000   | Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10 each such that the Bid Amount exceeds ₹200,000  | [●] Equity Shares of face value of ₹10 each and in multiples of [●] Equity Shares of face value of ₹10 each thereafter |
| Maximum Bid              | Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10 each, so that the maximum   | Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10 each not exceeding the size   | Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10 each not exceeding the size   | Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10 each so that the Bid Amount        |

| Particulars                        | Eligible Employees <sup>#</sup>  | Qualified Institutional Buyers (“QIB”) <sup>(1)</sup>   | Non-Institutional Investors  | Retail Individual Investors   |
|------------------------------------|--|---|--|---|
|                                    | Bid Amount by each Eligible Employee in Eligible Employee Portion does not exceed ₹500,000.                            | of the Net Issue (excluding the Anchor Portion), subject to applicable limits to each Bidder  | of the Net Issue (excluding the QIB Category), subject to limits applicable to Bidder  | does not exceed ₹200,000  |
| Mode of Allotment                  | Compulsorily in dematerialised form  |   |  |   |
| Bid Lot                            | [●] Equity Shares of face value of ₹10 each and in multiples of [●] Equity Shares of face value of ₹10 each thereafter |   |  |   |
| Allotment Lot                      | [●] Equity Shares of face value of ₹10 each and in multiples of one Equity Share thereafter                            | [●] Equity Shares of face value of ₹10 each and in multiples of one Equity Share thereafter   | For NIIs allotment shall not be less than the minimum non-institutional application size.  | [●] Equity Shares of face value of ₹10 each and in multiples of one Equity Share thereafter |
| Trading Lot                        | One Equity Share   |   |  |   |
| Who can apply <sup>(3)(4)(5)</sup> | 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 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 | Resident individuals, 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 individuals, Indian NRIs and HUFs (in the name of the karta)                       |

| Particulars      | Eligible Employees <sup>#</sup> | Qualified Institutional Buyers (“QIB”) <sup>(1)</sup>  | Non-Institutional Investors | Retail Individual Investors |
|------------------|---------------------------------|--|-----------------------------|-----------------------------|
|                  |                                 | 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, 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 |                                 | <p><b>In case of Anchor Investors:</b> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids<sup>(4)</sup></p> <p><b>In case of all other Bidders:</b> Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder, or by the Sponsor Bank through the UPI Mechanism (other than Anchor Investors), that is specified in the ASBA Form at the time of submission of the ASBA Form</p>  |                             |                             |

Assuming full subscription in the Issue.

<sup>#</sup> 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.

<sup>^</sup> 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.

<sup>(1)</sup> 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 391.

- (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 Offer shall be allocated on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLMs, shall allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which 33.33% of the Anchor Investor Portion shall be reserved for domestic Mutual Funds and 6.67% of the Anchor Investor Portion shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. 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 400 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. SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2-18/138 dated November 1, 2018 read with the circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI mechanism for UPI Bidders applying through the Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application size are up to ₹0.50 million shall use the UPI Mechanism. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹0.20 million and up to ₹0.50 million, using the UPI Mechanism, shall provide their UPI ID in the Bid cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”) and modalities of the implementation of UPI Phase III was notified by the SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide the SEBI ICDR Master Circular has prescribed certain additional measure for streamlining the process of initial public offers and redressing investor grievances. The SEBI RTA Master Circular has consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) and rescinded these circulars to the extent relevant for the RTAs. Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹500,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, sub-syndicate members, Registered

*Brokers, Collecting Depository Participants or RTAs or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers. Pursuant to the SEBI ICDR Master Circular, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). The SEBI ICDR Master Circular has consolidated and rescinded the aforementioned circulars, to the extent they relate to the SEBI ICDR Regulations, and also prescribed certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of the SEBI ICDR Master Circular are deemed to form part of this Red Herring Prospectus.*

*In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular and SEBI ICDR 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 this 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 this Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. SEBI vide its circular no. SEBI/HOD/CFD/CFD-TPD-1/P/CIR/2024/5 dated May 24, 2024 ("AV Circular") has introduced the disclosure of audiovisual presentation of disclosures made in the Offer Documents. Pursuant to the AV Circular, investors are advised not to rely on any other document, content or information provided in respect to the public issue on the internet/online websites/social media platforms/micro-blogging platforms by influencers. SEBI vide its circular no. SEBI/HOD/CFD/CFD-TPD-1/P/CIR/2024/5 dated May 24, 2024 ("AV Circular") has introduced the disclosure of audiovisual presentation of disclosures made in the Offer Documents. Pursuant to the AV Circular, investors are advised not to rely on any other document, content or information provided in respect to the public issue on the internet/online websites/social media platforms/micro-blogging platforms by influencers. 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 Offer shall be allocated on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLMs, shall allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which 40% of the Anchor Investor Portion shall be reserved in the following manner: (i) 33.33% of the Anchor Investor Portion shall be reserved for domestic Mutual Funds and (ii) 6.67% of the Anchor Investor Portion shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension 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 Net QIB 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, in the event of an under-subscription in the Employee Reservation Portion, 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. The unsubscribed portion, if any, in the Employee Reservation Portion shall be added to the Net Offer. Further, up to [●] Equity Shares of face value of ₹10 each, aggregating up to ₹3.86 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”) (for UPI Bidders), 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.

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIIs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till

June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019. and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“T+3 Notification”). In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

This Issue will be made under UPI Phase III of the UPI Circular (on mandatory basis). The Issue will be advertised in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Pune edition of Loksatta (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation on or prior to the Bid/Issue Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering the facility of making application in public issues shall also provide facility to make application using UPI. Our Company has appointed ICICI Bank Limited as the Sponsor Bank 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.

Individual investors bidding under the Non-Institutional Portion bidding for more than ₹200,000 and up to ₹500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

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, subject to applicable laws.
- (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 this 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 IST for Retail Individual Bidders and Eligible Employees and 4:00 pm IST for Non-Institutional Bidders and QIBs, 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](http://www.bseindia.com)) and the National Stock Exchange of India Limited (“NSE”) ([www.nseindia.com](http://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. UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in their respective ASBA Accounts, 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. Since the Issue is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner as follows: (i) RIIs (other than

the UPI Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers; (ii) UPI Bidders using UPI Mechanism may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers; and (iii) QIBs and Non-Institutional Bidders (other than Non-Institutional Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs. 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 <sup>^</sup>   | White                               |
| 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 | Blue                                |
| Anchor Investors <sup>^^</sup>  | White                               |
| Eligible Employees Bidding in the Employee Reservation Portion <sup>#</sup>   | Pink                                |

\* Excluding the electronic Bid cum Application Form.

<sup>^</sup> Electronic Bid cum Application Form will be made available for download on the website of the BSE ([www.bseindia.com](http://www.bseindia.com)) and NSE ([www.nseindia.com](http://www.nseindia.com)).

<sup>^^</sup> Bid cum Application Forms for Anchor Investors will be made available at the office of the BRLM.

<sup>#</sup> Bid cum Application Forms for Eligible Employees will be available at the Registered and Corporate Office of the Company 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 validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. For UPI Bidders, the Stock Exchange shall allow modification of either DP ID/Client ID or PAN ID, bank code, and location code in the Bid details already uploaded. For RIIs using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis through API integration to enable the Sponsor Banks to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Banks shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI mandate request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. In accordance with BSE Circular No: 20220803-40 and

NSE Circular No: 25/2022, each dated August 3, 2022, 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 pm IST on the Bid/Offer 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. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI ICDR Master Circular. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Banks, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to the Issue.

The Sponsor Banks and Bankers to the Offer shall provide the audit trail to the Book Running Lead Managers for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in circulars prescribed by SEBI, from time to time.

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 Bank 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 Bank 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 Bank 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 Bank on a continuous basis.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format prescribed by SEBI in accordance the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

Pursuant to NSE circular dated August 3, 2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

- a. Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and depository participants shall continue till further notice.
- b. There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued.
- c. Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5:00 PM on the initial public offer closure day.
- d. QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.
- e. Exchanges shall display bid details of only successful ASBA blocked applications i.e. Application with latest status as RC 100 –Block Request Accepted by Investor/ Client.

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 Bank 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 Member and their associates and affiliates and the persons related thereto**

The BRLM and the Syndicate Member 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 Member 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 Member, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

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 (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue 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 417.

### **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 ₹10 each and in multiples of [●] Equity Shares of face value of ₹10 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 385.

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 ₹10 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.
- If the aggregate demand in this portion is greater than [●] Equity Shares at or above the Issue Price, the allocation shall be made on a proportionate basis.
- 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”)**

An FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognised stock exchange in India, and/or may purchase or sell securities other than equity instruments. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

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 in accordance with the SEBI master circular bearing reference number SEBI/HO/AFD-2/CIR/P/2022/175 dated December 19, 2022, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids (“**MIM Bids**”). FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilise the multi-investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as “**MIM Structure**”). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with 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.

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.

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 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 this 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.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company, subject to prior approval of the RBI, if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; (ii) the additional acquisition is through restructuring of debt, or to protect the banking company’s interest on loans/investments made to a company; and (iii) hold along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company’s paid up share capital engaged in non-financial services. However, this cap does not apply to the cases mentioned in (i) and (ii) above.

Further, the aggregate investment by a banking company in all its subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments, cannot exceed 20% of the banking company’s paid-up share capital and reserves. The banking company is required to submit a time-bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make investment in a (i) subsidiary ora financial services company that is not a subsidiary (with certain exceptions prescribed); and (ii) non-financial services company in excess of 10% of such investee company’s paid-up share capital as stated in para 5(a)(v)(c)(i) of the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

#### **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) 33.33% of the Anchor Investor Portion shall be reserved for domestic Mutual Funds and 6.67% of the Anchor Investor Portion shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.

- (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 Member 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.

By submitting the Bid cum Application Form, Bidders consent to the processing and use of their information included in the Bid cum Application form, in relation to the Issue, by the Company and the Book Running Lead Manager in terms of the applicable laws including the Digital Personal Data Protection Act, 2023 and the rules issued thereunder.

### **Information for Bidders**

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. Ensure that your PAN is linked with Aadhaar and you are in compliance with the notification of the Central Board of Direct Taxes dated February 13, 2020 read with press releases dated June 25, 2021 and September 17, 2021, read with press release dated September 17, 2021. CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023;
2. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
3. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
4. Ensure that you have Bid within the Price Band;
5. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

6. 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;
7. UPI Bidders through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;
8. 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;
9. 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;
10. Ensure that you mandatorily have funds equal to or higher than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;
11. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 5:00 pm on the Bid/Issue Closing Date;
12. 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;
13. 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;
14. 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;
15. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
16. 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;
17. 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;

18. 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;
19. 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;
20. 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;
21. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
22. 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;
23. 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](http://www.sebi.gov.in));
24. 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 Bank, 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 Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
25. Ensure that the Demographic Details are updated, true and correct in all respects;
26. 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;
27. The ASBA Bidders shall ensure that bids above ₹500,000, are uploaded only by the SCSBs;
28. 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 Bank 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;
29. 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 Bank issue a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;

30. 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;
31. 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 Bank to authorise blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.
32. 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
33. 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 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. IST on the QIB Bid/Issue Closing Date (for online applications) and after 12:00 p.m. IST 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 86.

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 85.

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, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

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.

#### **Grounds for Technical Rejection**

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Documents, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

- (a) Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
- (b) Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
- (c) Bids submitted on a plain paper;
- (d) Bids submitted by UPI Bidders through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
- (e) Bids under the UPI Mechanism submitted by UPI Bidders using third-party bank accounts or using a third-party linked bank account UPI ID (subject to availability of information regarding third-party account from Sponsor Bank);
- (f) Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Manager;
- (g) 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;
- (h) ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;
- (i) ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
- (j) Bids submitted without the signature of the first bidder or sole bidder;

- (k) The ASBA Form not being signed by the account holders, if the account holder is different from the bidder;
- (l) Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
- (m) GIR number furnished instead of PAN;
- (n) Bids by RIIs with Bid Amount of a value of more than ₹200,000;
- (o) Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
- (p) Bids accompanied by stock invest, money order, postal order, or cash; and
- (q) Bids uploaded by QIBs after 4.00 pm IST on the QIB Bid/Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. IST on the Bid/Issue Closing Date, and Bids by RIIs and Eligible Employees uploaded after 5.00 p.m. IST on the Bid/Issue Closing Date, unless extended by the Stock Exchanges. On Bid/Issue Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received RIIs and Eligible Employees under the Employee Reservation Portion, after taking into account the total number of bids received and as reported by the BRLM to the Stock Exchanges.

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 Chief Compliance Officer. For details of the Company Secretary and Compliance Officer, see “*General Information – Company Secretary and Compliance Officer*” on page 85.

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 this RHP and the Prospectus 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: “PNGS Reva – Resident Anchor Investor Account”
- (b) In case of Non-Resident Anchor Investors: “PNGS Reva – Non-Resident Anchor Investor Account”

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 this Red Herring Prospectus with the RoC, publish a pre-Issue and Price Band advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Pune edition of Loksatta (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 Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Pune edition of Loksatta (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, the Prospectus will be filed with the RoC in accordance with applicable law. 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 within three working days of the Bid/Issue Closing Date or 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 draft red herring prospectus 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 Equity Shares issued through this RHP are listed or till the Bid monies are unblocked in ASBA Account/ 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 (“**Restricted Bidder**”) 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 or 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 399 and 400, respectively.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

### Foreign Exchange Laws

The foreign investment in our Company is governed by inter alia the FEMA, the FEMA Rules, the FDI Policy issued and amended by way of press notes, and the SEBI FPI Regulations.

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. The aggregate limit for FPI investments shall be the sectoral cap applicable to our Company. In accordance with the FEMA Rules, the total holding by any individual NRI, on a non-repatriation basis and repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series

of debentures or preference shares or share 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 the aggregate limit for investments by NRIs and FPIs in our Company, see “*Issue Procedure – Bids by Eligible NRIs*” and “*Issue Procedure – Bids by FPIs*” on page 399 and 400, respectively.

**The Equity Shares issued in the Issue have not been and will not be registered under the U.S. Securities Act or any other applicable laws in the United States, and unless so registered, may not be issued 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’ as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions 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 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.**

For further details, see “*Issue Procedure*” beginning on page 391.

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 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 12<sup>th</sup> 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.

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| 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.  | <b>Table ‘F’ shall apply</b>                    |
| (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.          | <b>Company to be governed by these Articles</b> |
| <b>Definitions and Interpretation</b> |   |   |
| 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. | <b>“Act”</b>                                    |
|                                       | (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        | <b>“Applicable Laws”</b>                        |
|                                       | (c) “Articles” or “ ” means these articles of association of the Company or as altered from time to time.   | <b>“Articles”</b>                               |

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|                     | (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.  | <b>“Board of Directors” or “Board”</b> |
|                     | (e) “Company” means PNGS Reva Diamond Jewellery Limited, a public company incorporated with limited liability under the Applicable Laws.  | <b>“Company”</b>                       |
|                     | (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;   | <b>“Lien”</b>                          |
|                     | (g) “Rules” means the applicable rules for the time being in force as prescribed under relevant sections of the Act.  | <b>“Rules”</b>                         |
|                     | (h) “Memorandum” means the memorandum of association of the Company or as altered from time to time.  | <b>“Memorandum”</b>                    |
| <b>Construction</b> |   |  |
|                     | <p>In these Articles (unless the context requires otherwise):</p> <p>(i) References to a party shall, where the context permits, include such party’s respective successors, legal heirs and permitted assigns.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(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”.</p> <p>(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.</p> <p>(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.</p> <p>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).</p> <p>(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.</p> <p>(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.</p> |  |

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|  | (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.  |   |
| <b>Share capital and variation of rights</b> |   |   |
| 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.  | <b>Authorized share capital</b>                       |
| 4.   | <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> | <b>Shares under control of Board</b>                  |
| 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, 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.   | <b>Board may allot shares otherwise than for cash</b> |

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| 5A.    | <p>The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other Applicable Laws:</p> <p>(a) Equity Share capital:</p> <p>(i) with voting rights; and / or</p> <p>(ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and</p> <p>(b) Preference share capital, non-convertible into Equity Shares, as permitted and in accordance with Applicable Laws, from time to time.</p>  | <b>Kinds of share capital</b>  |
| 6. (1) | <p>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.</p> <p>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 –</p> <p>(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</p> <p>(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.</p> | <b>Issue of certificate</b>  |
| (2)    | <p>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.</p>   | <b>Issue of share certificate in case of joint holding</b>                 |
| (3)    | <p>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.</p>  | <b>Option to receive share certificate or hold shares with depository</b>  |
| 7.     | <p>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.</p> <p>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 any medium as may be permitted by law including in any form of electronic medium.</p>              | <b>Option to receive share certificate or hold shares with depository</b>  |
| 8.     | <p>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</p>   | <b>Issue of new certificate in place of one defaced, lost or destroyed</b> |

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|         | <p>Rupees twenty and not more than Rupees fifty for each certificate as may be fixed by the Board.</p> <p>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.</p> <p>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.</p> |   |
| 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.   | <b>Company not compelled to recognize any equitable, contingent interest</b>                |
| 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.                  | <b>Terms of issue of debentures</b>   |
| 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.   | <b>Provisions as to issue of certificates to apply mutatis mutandis to debentures, etc.</b> |
| 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.   | <b>Power to pay commission in connection with securities issued</b>                         |
| (2)     | The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.  | <b>Rate of commission in accordance with Rules</b>  |
| (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.   | <b>Mode of payment of commission</b>  |
| 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.   | <b>Variation of members' rights</b>   |
| (2)     | To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply.  | <b>Provisions as to general meetings to apply mutatis mutandis to each Meeting</b>          |

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| 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 <i>pari passu</i> therewith.   | <b>Issue of further shares not to affect rights of existing members</b> |
| 13.     | <p>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.</p> <p>On the issue of Redeemable Preference Shares under the provisions of the preceding Article, the following provisions shall take effect:-</p> <p>(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.</p> <p>(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;</p> <p>(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</p> <p>(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.</p> <p>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 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, <i>mutatis mutandis</i>, apply to every such meeting.</p> | <b>Power to issue redeemable preference shares</b>                      |
| 14. (1) | <p>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:</p> <p>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 :-</p> <p>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</p> <p>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</p>   | <b>Further issue of share capital</b>                                   |

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|     | <p>favour of any other person and the notice mentioned in sub-Article (i), above shall contain a statement of this right; and</p> <p>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</p> <p>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</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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 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.</p> <p>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.</p> <p>Nothing in sub-clause above hereof shall be deemed:</p> <p>a) To extend the time within the offer should be accepted; or</p> <p>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.</p> |  |
| (2) | <p>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.</p> <p>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.</p>   |  |
| (3) | <p>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.</p>  | <b>Mode of further issue of shares</b> |

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|         | 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.  |  |
|         | 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.   | <b>Power to make compromise or arrangement</b> |
| 15. (1) | <p>The Company shall have a first and paramount Lien –</p> <p>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</p> <p>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:</p> <p>Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article.</p> <p>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.</p> | <b>Company's lien on shares</b>                |
| (2)     | <p>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.</p> <p>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.</p>   | <b>Lien to extend to dividends, etc.</b>       |
| (3)     | Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's Lien.  | <b>Waiver of Lien in case of registration</b>  |
| 16.     | <p>The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a Lien:</p> <p>Provided that no sale shall be made—</p> <p>a) unless a sum in respect of which the Lien exists is presently payable; or</p> <p>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.</p>  | <b>As to enforcing Lien by sale</b>            |
| 17. (1) | To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof  | <b>Validity of sale</b>                        |
| (2)     | The purchaser shall be registered as the holder of the shares comprised in any such transfer.  | <b>Purchaser to be registered holder</b>       |
| (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.   | <b>Validity of Company's receipt</b>           |
| (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  | <b>Purchaser not affected</b>                  |
| 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.   | <b>Application of proceeds of sale</b>         |

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| (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.   | <b>Payment of residual money</b>   |
| 19.                    | The provisions of these Articles relating to Lien shall mutatis mutandis apply to any other securities including debentures of the Company.   | <b>Provisions as to Lien to apply mutatis mutandis to debentures, etc.</b> |
| <b>Calls on shares</b> |   |  |
| 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.<br><br>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.  | <b>Board may make Calls</b>  |
| (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.   | <b>Notice of call</b>  |
| (3)                    | A call may be revoked or postponed at the discretion of the Board   | <b>Revocation or postponement of call</b>                                  |
| 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.  | <b>Call to take effect from date of resolution</b>                         |
| 22.                    | The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.   | <b>Liability of joint holders of shares</b>                                |
| 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.  | <b>When interest on call or instalment payable</b>                         |
| (2)                    | The Board shall be at liberty to waive payment of any such interest wholly or in part.  | <b>Board may waive interest</b>  |
| 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.   | <b>Sums deemed to be calls</b>   |
| (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.   | <b>Effect of nonpayment of sums</b>  |
| (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 duly been convened or constituted nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive of the debt. | <b>Suit by company for recovery of money against any member</b>            |

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| (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.   | <b>Enforcing forfeiture of shares by Company</b>                            |
| 25. | <p>The Board –</p> <p>(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</p> <p>(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.</p> <p>The Directors may at any time repay the amount so advanced.</p>   | <b>Payment in anticipation of calls may carry interest</b>                  |
| 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.   | <b>Installments on shares to be duly paid</b>                               |
| 27. | <p>All calls shall be made on a uniform basis on all shares falling under the same class.</p> <p>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.</p>   | <b>Calls on shares of same class to be on uniform basis</b>                 |
| 28. | The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.  | <b>Provisions as to calls to apply mutatis mutandis to debentures, etc.</b> |
| 29. | Dematerialization   |   |
|     | <p>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.</p> <p>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.</p> <p>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</p> | <b>Dematerialization Of Securities</b>                                      |

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|                           | <p>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.</p> <p>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.</p> <p>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.</p> <p>All shares held by a Depository shall be dematerialised and shall be in a fungible form.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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 delivery of disks, drives or any other mode as prescribed by law from time to time.</p> <p>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.</p> |   |
| <b>Transfer of shares</b> |   |   |
| 30. (1)                   | <p>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.</p> <p>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.</p>  | <b>Instrument of transfer to be executed by transferor and transferee</b> |
| (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.  | <b>Register of transfer</b>   |

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|     | 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.  |  |
| 31. | <p>The Board may, subject to the right of appeal conferred by the section 58 of the Act decline to register –</p> <p>(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or</p> <p>(b) any transfer of shares on which the Company has a Lien.</p> <p>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.</p>  | <b>Board may refuse to register transfer</b>   |
| 32. | <p>The Board may decline to recognize any instrument of transfer unless-</p> <p>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;</p> <p>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</p> <p>c) the instrument of transfer is in respect of only one class of shares.</p> <p>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.</p>   | <b>Board may decline to recognize instrument of transfer</b>                             |
| 33. | <p>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:</p> <p>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.</p>  | <b>Transfer of shares when suspended</b>   |
| 33A | <p>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.</p> | <b>Notice of refusal to register transfer</b>  |
| 34. | <p>The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.</p>   | <b>Provisions as to transfer of shares to apply mutatis mutandis to debentures, etc.</b> |
| 35. | <p>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</p>   | <b>Application for registration of transfer of shares</b>                                |

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|                               | 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.  |  |
| <b>Transmission of shares</b> |  |  |
| 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.   | <b>Title to shares on death of a member</b>      |
| (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.  | <b>Estate of deceased member liable</b>          |
| (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 –<br><br>(a) to be registered himself as holder of the share; or<br><br>(b) to make such transfer of the share as the deceased or insolvent member could have made.   | <b>Transmission Clause</b>                       |
| (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.  | <b>Board's right unaffected</b>                  |
| 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.   | <b>Right to election of holder of share</b>      |
| (2)                           | If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.   | <b>Manner of testifying election</b>             |
| (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.   | <b>Limitations applicable to notice</b>          |
| 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:<br><br>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. | <b>Claimant to be entitled to same advantage</b> |

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| 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  | <b>Provisions as to transmission to apply mutatis mutandis to debentures, etc.</b> |
| 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  | <b>No fee for transfer or transmission</b>   |
| <b>Nomination by security holder</b> |   |  |
|                                      | <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(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 –</p> <p>(a) to be registered himself as holder of the Share(s); or</p> <p>(b) to make such transfer of the Share(s) as the deceased Shareholder could have made.</p> <p>(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</p> | <b>Manner of nomination by security holder</b>                                     |

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|                             | <p>notice shall be accompanied with the death certificate of the deceased shareholder.</p> <p>(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.</p> <p>(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:</p> <p>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.</p> |  |
| <b>Forfeiture of shares</b> |   |  |
| 40.                         | <p>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.</p>  | <b>If call or instalment not paid notice must be given</b> |
| 41.                         | <p>The notice aforesaid shall:</p> <p>(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</p> <p>(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.</p>   | <b>Form of Notice</b>                                      |
| 42.                         | <p>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.</p>  | <b>In default of payment of shares to be forfeited</b>     |

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| 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.<br><br>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.  | <b>Entry of forfeiture in register of members</b>                        |
| 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.  | <b>Effect of forfeiture</b>  |
| 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.   | <b>Forfeited shares may be sold, etc.</b>                                |
| (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.   | <b>Cancellation of forfeiture</b>  |
| 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.   | <b>Members still liable to pay money owing at the time of forfeiture</b> |
| (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.   | <b>Cesser of liability</b>   |
| 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;  | <b>Certificate of forfeiture</b>   |
| (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   | <b>Title of purchaser and transferee of forfeited shares</b>             |
| (3)     | The transferee shall thereupon be registered as the holder of the share; and  | <b>Transferee to be registered as holder</b>                             |
| (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  | <b>Transferee not affected</b>   |
| 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. | <b>Validity of sales</b>   |
| 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   | <b>Cancellation of share certificate in respect of forfeited shares</b>  |

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|                              | to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.  |  |
| 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.   | <b>Surrender of share certificates</b>   |
| 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.  | <b>Sums deemed to be calls</b>   |
| 52.                          | The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.   | <b>Provisions as to forfeiture of shares to apply mutatis mutandis to debentures, etc.</b> |
| <b>Alteration of capital</b> |   |  |
| 53.                          | <p>Subject to the provisions of the Act, the Company may, by ordinary resolution -</p> <p>(a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;</p> <p>(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares:</p> <p>Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;</p> <p>(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;</p> <p>(d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum;</p> <p>(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.</p> | <b>Power to alter share capital</b>  |

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| 54.  | <p>Where shares are converted into stock:</p> <p>(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:</p> <p>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;</p> <p>(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;</p> <p>(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.</p> <p>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.</p> <p>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.</p> | <b>Right of stockholders</b>  |
| 54 A | <p>Share warrants-</p> <p>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</p> <p>Members and the following particulars shall be entered therein.</p> <p>(i) fact of the issue of the warrant.</p> <p>(ii) a statement of the Shares or stock included in the warrant distinguishing each Share by its number, and</p>   | <b>Issue of share warrants and rights of holder of share warrants</b> |

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|     | <p>(iii) the date of the issue of the warrant.</p> <p>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.</p> <p>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.</p> <p>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 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.</p> |                                   |
| 55. | <p>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, —</p> <p>(a) its share capital; and/or</p> <p>(b) any capital redemption reserve account; and/or</p> <p>(c) any securities premium account; and/or</p> <p>(d) any other reserve in the nature of share capital.</p>   | <b>Reduction of capital</b>       |
| 56. | <p>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:</p>   | <b>Joint holders</b>              |
|     | <p>(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.</p>  | <b>Liability of Joint holders</b> |

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|                                  | (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.  | <b>Death of one or more joint-holders</b>  |
|                                  | (c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.  | <b>Receipt of one Sufficient</b>   |
|                                  | (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.   | <b>Delivery of certificate and giving of notice to first named holder</b>                        |
|                                  | (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.   | <b>Vote of joint holders</b>   |
|                                  | (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.   | <b>Executors or administrators as joint holders</b>  |
|                                  | (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.   | <b>Provisions as to joint holders as to shares to apply mutatis mutandis to debentures, etc.</b> |
| <b>Capitalization of profits</b> |  |  |
| 57. (1)                          | The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve —<br><br>(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<br><br>(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. | <b>Capitalization</b>  |
| (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:  | <b>Sum how applied</b>   |

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|         | <p>(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(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;</p> <p>(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B).</p>   |   |
| (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;   | <b>Source of issue of bonus issue</b>                                 |
| (4)     | The Board shall give effect to the resolution passed by the Company in pursuance of these Article.   | <b>Articles to be considered at the time of passing of Resolution</b> |
| 58. (1) | <p>Whenever such a resolution as aforesaid shall have been passed, the Board shall –</p> <p>(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</p> <p>(b) generally do all acts and things required to give effect thereto.</p>   | <b>Powers of the Board for capitalization</b>                         |
| (2)     | <p>The Board shall have power—</p> <p>(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/- (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</p> <p>(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</p> | <b>Board's power to issue fractional certificate/ coupon etc.</b>     |

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|                           | 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.   | <b>Agreement binding on members</b>                          |
| (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.  | <b>Surplus money to be distributed to the members</b>        |
| <b>Buy-back of shares</b> |   |  |
| 59.                       | <p>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.</p> <p>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.</p> <p>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.</p> | <b>Buy-back of shares</b>                                    |
| <b>General meetings</b>   |   |  |
| 60.                       | All general meetings other than annual general meeting shall be called extraordinary general meeting.   | <b>Extraordinary general meeting</b>                         |
| 61.                       | The Board may, whenever it thinks fit, call an extraordinary general meeting.   | <b>Powers of Board to call extraordinary general meeting</b> |
| 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.   | <b>Calling of Extra-ordinary General Meeting</b>             |

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|  | <p>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.</p> <p>Upon receipt of any such requisition, the Board shall forthwith call an Extraordinary General Meeting and if they do not proceed within 21 (Twenty-one) days or such other lesser 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 lesser 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.</p> <p>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.</p> |   |
| <b>Proceedings at general meetings</b> |   |   |
| 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.   | <b>Presence of Quorum</b>   |
| 63.                                    | No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.  | <b>Business confined to election of Chairperson whilst chair vacant</b> |
| 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.   | <b>Gap between two Annual General Meetings</b>                          |
| 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.   | <b>Time for Annual General Meeting</b>                                  |

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|         | <p>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</p> <ol style="list-style-type: none"> <li>i. the consideration of the Accounts, Balance Sheet and Reports of the Board and the Auditors thereon</li> <li>ii. the declaration of dividend,</li> <li>iii. appointment of directors in place of those retiring,</li> <li>iv. the appointment of, and fixing the remuneration of, the Auditors,</li> </ol> <p>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 Shareholding 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.</p> <p>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.</p> <p>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.</p> <p>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.</p> | <p><b>Dispatch of documents before Annual General Meeting</b></p>                 |
| 64.     | The quorum for a general meeting shall be as provided in the Act.  | <b>Quorum for general meeting</b>   |
| 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.   | <b>Members to elect a Chairperson</b>   |
| 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.   | <b>Casting vote of Chairperson at general meeting</b>                             |
| 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.   | <b>Minutes of proceedings of meetings and resolutions passed by postal ballot</b> |

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| (2)                           | There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting –<br>a) is, or could reasonably be regarded, as defamatory of any person; or<br>b) is irrelevant or immaterial to the proceedings; or<br>c) is detrimental to the interests of the Company.  | <b>Certain matters not to be included in Minutes</b>    |
| (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.   | <b>Discretion of Chairperson in relation to Minutes</b> |
| (4)                           | The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.  | <b>Minutes to be Evidence</b>                           |
| 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:<br>a) be kept at the registered office of the Company; and<br>b) be open to inspection of any member without charge, during business hours on all working days.   | <b>Inspection of minute books of general meeting</b>    |
| (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.   | <b>When body corporate is member of the company</b>     |
| (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.  | <b>Members may obtain copy of minutes</b>               |
| <b>Adjournment of meeting</b> |  |   |
| 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  | <b>Chairperson may adjourn the meeting</b>              |
| (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.   | <b>Business at adjourned meeting</b>                    |
| (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 | <b>Adjournment in case quorum is not present</b>        |
| (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.   | <b>Notice of adjourned meeting</b>                      |
| (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.  | <b>Notice of adjourned meeting not required</b>         |
| <b>Voting rights</b>          |  |   |
| 70.                           | Subject to any rights or restrictions for the time being attached to any class or classes of shares -  | <b>Entitlement to vote on show of hands and on poll</b> |

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|         | <p>(a) on a show of hands, every member present in person shall have one vote; and</p> <p>(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.</p> <p>(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</p> <p>(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.</p> |   |
| 71.     | <p>A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.</p> <p>(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</p>  | <b>Voting through electronic means</b>                  |
| 72. (1) | <p>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.</p> <p>The proxy so appointed shall not have any right to speak at the meeting.</p> <p>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.</p>  | <b>Vote of joint holders, proxy</b>                     |
| (2)     | <p>For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p> <p>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.</p>  | <b>Seniority of names</b>                               |
| 73.     | <p>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.</p>   | <b>How members non compos mentis and minor may vote</b> |
| 74.     | <p>Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.</p> <p>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</p>                                   | <b>Voting by poll</b>                                   |

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|  | <p>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.</p> <p>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.</p> <p>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 scrutinisher from office and fill the vacancy so caused in the office of a scrutinisher arising from such removal or from any other cause.</p> <p>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.</p> <p>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.</p> <p>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</p> <p>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.</p> |  |
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| 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.  | <b>Restriction on voting rights</b>                                       |
| 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.   | <b>Restriction on exercise of voting rights in other cases to be void</b> |
| 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.   | <b>Equal rights of members</b>  |
| <b>Proxy</b> |   |   |
| 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.<br><br>A member, present by proxy, shall be entitled to vote only on a poll.  | <b>Member may vote in person or otherwise</b>                             |
| (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.<br><br>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. | <b>Proxies when to be deposited</b>                                       |
| 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.<br><br>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  | <b>Form of proxy</b>  |
| 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:<br><br>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.  | <b>Proxy to be valid notwithstanding death of the principal</b>           |
| 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   | <b>Manner of appointment of proxy</b>                                     |

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|                           | 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.  |   |
| <b>Board of Directors</b> |  |   |
| 81.                       | <p>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.</p> <p>The Company shall have such number of Independent Directors on the Board or Committees of the Board 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.</p> | <b>Board of Directors</b>                     |
| 81A                       | The Directors shall not be required to hold any qualification shares in the Company.   | <b>Qualification shares</b>                   |
| 82. (1)                   | <p>The Board of Directors shall appoint the Chairperson of the Company.</p> <p>The same individual may, at the same time, be appointed as the Chairperson as well as the Managing Director of the Company.</p>   | <b>Chairperson and Managing Director</b>      |
| (2)                       | <p>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.</p> <p>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.</p> <p>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.</p>   | <b>Directors liable to retire by rotation</b> |

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|         | <p>A retiring director shall be eligible for re-election and shall act as a director throughout the meeting at which he retires.</p> <p>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.</p> <p>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.</p> <p>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:-</p> <p>(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;</p> <p>(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;</p> <p>(c) he is not qualified, or is disqualified, for appointment.</p> <p>(d) a resolution, whether special or ordinary, is required for the appointment or reappointment by virtue of any provisions of the Act; or</p> <p>(e) Section 162 of the Act is applicable to the case.</p> |   |
| 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.  | <b>Remuneration of Directors</b>                |
| (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.   | <b>Remuneration to require members' consent</b> |
| (3)     | <p>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—</p> <p>(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or</p> <p>(b) in connection with the business of the Company.</p> <p>(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</p>  | <b>Travelling and other expenses</b>            |

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|  | 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  | <b>Sitting Fees</b>              |
| <b>Appointment and Remuneration of Directors</b> |   |                                  |
| 84.  | <p>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.</p> <p>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</p> | <b>Appointment</b>               |
| 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.   | <b>Independent Director</b>      |
| 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.  | <b>Remuneration</b>              |
| (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  | <b>Payment for Extra Service</b> |

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| 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.   | <b>Execution of negotiable instruments</b>                             |
| 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.  | <b>Appointment of additional directors</b>                             |
| (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.   | <b>Duration of office of additional director</b>                       |
| 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.  | <b>Appointment of alternate director</b>                               |
| (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   | <b>Duration of office of alternate director</b>                        |
| (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.  | <b>Re-appointment provisions applicable to Original Director</b>       |
| 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.  | <b>Appointment of director to fill a casual vacancy</b>                |
| (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.  | <b>Duration of office of Director appointed to fill casual vacancy</b> |
| (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<br><br>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. | <b>Manner of vacation of office of director</b>                        |
| (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  | <b>Debenture Director</b>  |

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|     | <p>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. A Debenture Director shall not be required to hold any qualification Share(s) in the Company.</p>  |   |
| (5) | <p>(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.</p> <p>(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.</p> <p>(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.</p> | <b>Right of Persons Other than retiring Directors to Stand for Directorship</b>                     |
| (6) | <p>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.</p> <p>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.</p>   | <b>Register of Directors and key Managerial Personnel and their Shareholding</b>                    |
| (7) | <p>(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;</p>   | <b>Remuneration of director who is neither in the Whole-time employment nor a Managing Director</b> |

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|                        | <p>(a) by way of monthly, quarterly or annual payment with the approval of the Central Government; or</p> <p>(b) by way of commission, if the Company, by a special resolution, authorises such payment.</p> <p>(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 and subject to the limit prescribed by the Central Government pursuant to the provisions, for the time being, under the Act.</p>  |  |
| <b>Powers of Board</b> |  |  |
| 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.   | <b>General powers of the Company vested in Board</b> |
| (2)                    | <p>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 -</p> <p>(i) to pay the costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Company;</p> <p>(ii) to pay and charge, to the account of the Company, any commission or interest lawfully payable thereon under the provision of the Act;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> | <b>Powers of the Board</b>                           |

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|  | <p>(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 may be permitted, from time to time, under the Act or any other Law or the Regulations, for the time being, in force,</p> <p>(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;</p> <p>(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;</p> <p>(ix) to act on behalf of the Company in all matters relating to bankruptcy and insolvents;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(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</p> |  |
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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

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|                                 | <p>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;</p> <p>(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;</p> <p>(xxi) from time to time, make, vary and repeal bylaws for the regulation of the business of the Company, its Officers and Servants.</p> |  |
| <b>Proceedings of the Board</b> |   |  |
| 92. (1)                         | <p>The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.</p> <p>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.</p>   | <b>When meeting to be convened</b>     |
| (2)                             | <p>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.</p>  | <b>Who may summon Board meeting</b>    |
| (3)                             | <p>The quorum for a Board meeting shall be as provided in the Act.</p> <p>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.</p> <p>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.</p> <p>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.</p>   | <b>Quorum for Board meetings</b>       |
| (4)                             | <p>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.</p>  | <b>Participation at Board meetings</b> |
| (5)                             | <p>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.</p> <p>Subject to the provisions of section 173(3) meeting may be called at shorter notice.</p>  | <b>Notice of Board meetings</b>        |

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| 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.  | <b>Questions at Board meeting how decided</b>                                 |
| (2)     | In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.  | <b>Casting vote of Chairperson at Board meeting</b>                           |
| 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.   | <b>Directors not to act when number falls below minimum</b>                   |
| 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.   | <b>Who to preside at meetings of the Board</b>                                |
| (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  | <b>Directors to elect a Chairperson</b>                                       |
| 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.   | <b>Delegation of powers</b>   |
| (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.  | <b>Committee to conform to Board regulations</b>                              |
| (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.  | <b>Participation at Committee meetings</b>                                    |
| 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.   | <b>Chairperson of Committee</b>   |
| (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 members present may choose one of their members to be Chairperson of the meeting.  | <b>Who to preside at meetings of Committee</b>                                |
| 98. (1) | A Committee may meet and adjourn as it thinks fit.   | <b>Committee to meet</b>  |
| (2)     | Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.   | <b>Questions at Committee meeting how decided</b>                             |
| (3)     | In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.   | <b>Casting vote of Chairperson at Committee meeting</b>                       |
| 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<br><br>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 | <b>Acts of Board or Committee valid notwithstanding defect of appointment</b> |

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|                  | valid as if every such director or such person had been duly appointed and was qualified to be a director.  |   |
| 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.   | <b>Passing of resolution by Circulation</b>   |
| 101. (1)         | Subject to the provisions of the Act, -<br><br>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.   | <b>Chief Executive Officer, etc.</b>  |
| (2)              | A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.  | <b>Director may be chief executive officer, etc.</b>  |
| (3)              | The Company shall not appoint or employ, at the same time, more than one of the following categories of managerial personnel, namely<br><br>(i) Managing Director, and<br><br>(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.  | <b>Authorisation of act done in respect of any director, chief executive officer, manager, company secretary, chief financial officer</b> |
| <b>Registers</b> |   |   |
| 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.<br><br>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. | <b>Statutory registers</b>  |
| 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  | <b>Foreign register</b>   |

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|                              | provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such 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.   |   |
| <b>Dividends and Reserve</b> |   |   |
| 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.  | <b>Company in general meeting may declare dividends</b> |
| 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.  | <b>Interim dividends</b>                                |
| 106. (1)                     | <p>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.</p> <p>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 :-</p> <p>(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;</p> <p>(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.</p> | <b>Dividends only to be paid out of profits</b>         |
| (2)                          | The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.  | <b>Carry forward of Profits</b>                         |
| 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.   | <b>Division of profits</b>                              |

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| (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.   | <b>Payments in advance</b>   |
| (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.  | <b>Dividends to be apportioned</b>   |
| 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.   | <b>No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom</b> |
| (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..  | <b>Retention of dividends</b>  |
| 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. | <b>Dividend how remitted</b>   |
| (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.                  | <b>Instrument of Payment</b>   |
| (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 made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.   | <b>Discharge to Company</b>  |
| 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.  | <b>Receipt of one holder sufficient</b>  |
| 111.     | No dividend shall bear interest against the Company.  | <b>No interest on dividends</b>  |
| 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.   | <b>Waiver of dividends</b>   |

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| 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.   | <b>Setting off dividend against calls</b>                   |
| 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.   | <b>When transfer of share shall not pass dividend right</b> |
| <b>Unpaid or unclaimed dividend</b> |  |   |
| 115. (1)                            | <p>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.</p> <p>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.</p> | <b>Transfer of unclaimed dividend</b>                       |
| (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.   | <b>Transfer to IEPF Account</b>                             |
| (3)                                 | No unclaimed or unpaid dividend shall be forfeited by the Board until the claim becomes barred by Applicable Laws.   | <b>Forfeiture of unclaimed dividend</b>                     |
| <b>Accounts</b>                     |  |   |
| 116. (1)                            | <p>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 :-</p> <p>(i) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place;</p> <p>(ii) all sales and purchases of goods by the Company;</p> <p>(iii) the assets and liabilities of the Company;</p> <p>(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.</p>  | <b>Inspection by Directors</b>                              |

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|                         | <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> |  |
| (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.  | <b>Restriction on inspection by members</b>  |
| (3)                     | <p>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.</p> <p>A copy of every such Profit &amp; 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.</p> <p>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.</p>  | <p><b>Annual Reports, Financial Statements to be laid in Annual General Meeting and sent to members, trustees.</b></p> <p><b>Appointment of various auditors</b></p> |
| <b>Borrowing Powers</b> |   |  |

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| 117.                           | <p>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.</p> <p>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.</p> <p>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.</p> | <b>Power of the Board to borrow monies</b>       |
| <b>Winding up</b>              |   |  |
| 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).—   | <b>Winding up of Company</b>                     |
| (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.   |  |
| <b>Indemnity and Insurance</b> |   |  |
| 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, 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>Directors and officers right to indemnity</b> |

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| (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.  | <b>Director, Managing director, Manager, Company Secretary or other officer of the Company shall be indemnified</b> |
| (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.  | <b>Insurance</b>  |
| <b>Secrecy</b>       |  |   |
| 120.                 | <p>(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.</p> <p>(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.</p> | <b>Directors, manager, auditor, members, etc to maintain secrecy</b>  |
| <b>General Power</b> |  |   |
| 121.                 | <p>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.</p> <p>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 such extent and the Company shall discharge all its obligations as prescribed under the SEBI Listing Regulations, from time to time.</p>  | <b>General power</b>  |

## 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 Red Herring Prospectus) which are, or may be deemed material will be attached to the copy of this 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](http://www.revabypng.com) from the date of this 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 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 February 2, 2026 entered into between our Company and the Monitoring Agency.
4. Cash Escrow and Sponsor Bank Agreement dated February 10, 2026 entered into among our Company, the BRLM, the Syndicate Member, Banker(s) to the Issue and the Registrar to the Issue.
5. Syndicate Agreement dated February 10, 2026 entered into among the Members of the Syndicate, our Company, and the Registrar to the Issue.
6. Underwriting Agreement dated [●], 2026 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 the Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.
6. Resolution of our IPO Committee dated June 17, 2025 approving the Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.
7. Resolution of our Board dated February 10, 2026 approving this Red Herring Prospectus.
8. The examination report dated December 19, 2025, of the Statutory Auditor on our Restated Financial Information.

9. The report dated February 10, 2026 on the statement of special tax benefits available to the Company, its shareholders from M S K A & Associates LLP (*formerly known as M S K A & Associates*), Chartered Accountants, our Statutory Auditor.
10. Consent dated February 10, 2026 from M S K A & Associates LLP (*formerly known as 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 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 December 19, 2025 on our Restated Financial Information; (ii) their report dated February 10, 2026 on the statement of special tax benefits included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.
11. Consent letter dated February 10, 2026 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 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 Red Herring Prospectus.
12. Consents dated November 7, 2025 and May 26, 2025 from Satish Joshi, Archicon Design, independent architect, to include his name in this 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 November 7, 2025 and May 26, 2025.
13. Consents dated February 10, 2026 and June 16, 2025 from Ruchi Bhawe, Practising Company Secretary, to include her name in this 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 certificates dated February 10, 2026 and June 16, 2025.
14. Resolution of our Board dated May 5, 2025 appointing Govind Vishwanath Gadgil as the Chairman of our Board.
15. Business Transfer Agreement dated January 31, 2025, amongst our Company and P N Gadgil & Sons Limited.
16. Franchise Agreement dated February 1, 2025, as amended pursuant to the amendment agreement dated June 26, 2025, amongst our Company and our Corporate Promoter, P. N. Gadgil & Sons Limited.
17. Space Facility Agreement dated June 26, 2025 between our Company and our Corporate Promoter, P. N. Gadgil & Sons Limited.
18. Valuation report dated March 7, 2025, issued by CA Shubham Sunil Jaju, a registered valuer under the Insolvency and Bankruptcy Board of India (registration number IBBI/RV/06/2021/14500) in relation to the valuation of equity shares (equity valuation and per share value) of the Company for preferential issue dated March 24, 2025.
19. 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.
20. Copy of the annual report of our Company for the preceding financial year ending on March 31, 2025.
21. Certificate dated February 10, 2026, from independent chartered accountant, namely, Joshi & Sahney, Chartered Accountants, certifying related party transactions.

22. Certificate dated February 10, 2026, from independent chartered accountant, namely, Joshi & Sahney, Chartered Accountants, certifying insurance coverage.
23. Certificate dated February 10, 2026, from independent chartered accountant, namely, Joshi & Sahney, Chartered Accountants, certifying the capital structure.
24. Certificate dated February 10, 2026, from independent chartered accountant, namely, Joshi & Sahney, Chartered Accountants, certifying inventory requirements for the New Stores proposed to be opened by the Company.
25. Certificate dated February 10, 2026, from independent chartered accountant, namely, Joshi & Sahney, Chartered Accountants, certifying key performance indicators of the Company.
26. Certificate dated February 10, 2026, from independent chartered accountant, namely, Joshi & Sahney, Chartered Accountants, certifying basis of issue.
27. Certificate dated February 10, 2026, from independent chartered accountant, namely, Joshi & Sahney, Chartered Accountants, certifying the financial indebtedness of the Company.
28. Certificate dated February 10, 2026, from independent chartered accountant, namely, Joshi & Sahney, Chartered Accountants, certifying the tax proceedings.
29. Certificate dated February 10, 2026, from independent chartered accountant, namely, Joshi & Sahney, Chartered Accountants, certifying outstanding dues to MSMEs and creditors.
30. 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.
31. Consent letter dated January 13, 2026 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 Red Herring Prospectus.
32. Industry report titled “*Gems and Jewellery Industry in India*” dated January 13, 2026 prepared and issued by CARE Analytics and Advisory Private Limited, commissioned and paid for by our Company and engagement letter dated April 23, 2025.
33. In-principle listing approvals dated August 8, 2025 each from the BSE and the NSE, respectively.
34. Tripartite Agreement dated March 12, 2025 among our Company, NSDL and the Registrar to the Issue.
35. Tripartite Agreement dated March 18, 2025 among our Company, CDSL and the Registrar to the Issue.
36. Due diligence certificate to SEBI from the BRLM, dated June 17, 2025.
37. Final observation letter number SEBI/CFD/RAC/DIL-2/P/OW/25788/2025 dated October 1, 2025 issued by SEBI.

## **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 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 Red Herring Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Govind Vishwanath Gadgil**

**Designation:** Chairman and Non-Executive Director

**Date:** February 10, 2026

**Place:** Pune

## **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 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 Red Herring Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Amit Yeshwant Modak**

**Designation:** Whole-time Director and Chief Executive Officer

**Date:** February 10, 2026

**Place:** Pune

## **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 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 Red Herring Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Aditya Amit Modak**

**Designation:** Non-executive Director

**Date:** February 10, 2026

**Place:** Pune

## **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 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 Red Herring Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Ravindra Kamalakar Lale**

**Designation:** Independent Director

**Date:** February 10, 2026

**Place:** Pune

## **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 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 Red Herring Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Ranjeet Sadashiv Natu**

**Designation:** Independent Director

**Date:** February 10, 2026

**Place:** Pune

## **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 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 Red Herring Prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**

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**Aparna Prasad Purohit**

**Designation:** Independent Director

**Date:** February 10, 2026

**Place:** Pune

## **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 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 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:** February 10, 2026

**Place:** Pune