



(Please scan this QR Code to view the Prospectus)

**Prospectus**  
**Dated: March 06, 2025**  
Please read Section 26 of the Companies Act, 2013  
**100% Fixed Price Issue**



**DIVINE HIRA JEWELLERS LIMITED**

CIN: U36999MH2022PLC387009

REGISTERED OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
74/A, 1 <sup>st</sup> Floor, Office No.2, Opp. Hotel Bhagat Tarachand, Zaveri Bazar, Mumbai-400 002, Maharashtra, India.	Jai Dilip Shrimankar, Company Secretary and Compliance Officer	<b>Tel:</b> +91 222 240 2662 <b>Email:</b> info@divinehirajewellers.com	www.divinehirajewellers.com

**PROMOTERS OF OUR COMPANY: HIRACHAND PUKHRAJ GULECHA, NIRAJ HIRACHAND GULECHA, KHUSHBU NIRAJ GULECHA, AND HIRACHAND P GULECHA (HUF)**

**DETAILS OF THE ISSUE**

TYPE	FRESH ISSUE SIZE (IN ₹ LAKHS)	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)	TOTAL ISSUE SIZE	ELIGIBILITY
Fresh Issue	35,37,600 Equity Shares of ₹ 10/- each aggregating to ₹ 3,183.84 Lakhs	Nil	35,37,600 Equity Shares of ₹ 10/- each aggregating to ₹ 3,183.84 Lakhs	The Issue is being made pursuant to Regulation 229 (2) of SEBI (ICDR) Regulations as the Company's post issue paid-up capital shall be more than ten crore rupees but less than twenty five crore rupees. For details in relation to share reservation among NIIs and RIIs, see "Issue Structure" on page 234 of this Prospectus.

**DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES**

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first Public Issue of our Company, there has been no formal market for the Equity Shares of our Company. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under "Basis for Issue Price" beginning on page no. 84 of this Prospectus should not be taken 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 or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

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 in the Issue 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 Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" on page 23 of this Prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and this Issue, which is material in the context of this Issue, that the information contained in this 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 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 Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge" or "NSE") in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an 'in-principle' approval letter dated February 10, 2025 from NSE for using its name in this offer document for listing our shares on the NSE. For the purpose of this Issue, the Designated Stock Exchange will be NSE.

**LEAD MANAGER: HORIZON MANAGEMENT PRIVATE LIMITED**

NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE
 Horizon Management Private Limited	Mr. Manav Goenka	<b>Email ID:</b> smeipo@horizon.net.co <b>Telephone:</b> +91 33 4600 0607

**REGISTRAR TO THE ISSUE: BIG SHARE SERVICES PRIVATE LIMITED**

NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE
 Bigshare Services Private Limited	Mr. Ganesh Shinde	<b>E-mail:</b> ipo@bigshareonilne.com <b>Telephone:</b> +91 226 263 8200

**ISSUE PROGRAMME**

**ISSUE OPENS ON: MONDAY, MARCH 17, 2025**

**ISSUE CLOSSES ON: WEDNESDAY, MARCH 19, 2025**



### DIVINE HIRA JEWELLERS LIMITED

Divine Hira Jewellers Limited (the “Company”) was incorporated on July 19, 2022 as ‘Divine Hira Jewellers Limited’, as a public limited company under the Companies Act, 2013, pursuant to a certificate of incorporation issued by Registrar of Companies, Central Registration Centre. Pursuant to a Business Succession Agreement dated September 13, 2022, our Company acquired the entire assets, assumed liabilities, clients and employees and business of Hira Traders (proprietorship firm of Hirachand P Gulecha HUF established in the year 1997) with effect from the closing date i.e. September 30, 2022.

**Registered Office:** 74/A, 1<sup>st</sup> Floor, Office No.2, Opp. Hotel Bhagat Tarachand, Zaveri Bazar, Mumbai – 400 002, Maharashtra, India, **Telephone:** +91 222 240 2662;  
**E-mail:** info@divinehirajewellers.com; **Website:** www.divinehirajewellers.com; **Contact Person:** Jai Dilip Shrimankar, Company Secretary and Compliance Officer;  
**CIN:**U36999MH2022PLC387009

<b>PROMOTERS OF OUR COMPANY: HIRACHAND PUKHRAJ GULECHA, NIRAJ HIRACHAND GULECHA, KHUSHBU NIRAJ GULECHA AND HIRACHAND P GULECHA (HUF)</b>	
<b>THE ISSUE</b>	
<p><b>PUBLIC ISSUE OF 35,37,600 EQUITY SHARES OF FACE VALUE ₹ 10 EACH (“EQUITY SHARES”) OF THE COMPANY FOR CASH AT A PRICE OF ₹ 90/- PER EQUITY SHARE (INCLUDING A SECURITIES PREMIUM OF ₹ 80/- PER EQUITY SHARE) (THE “ISSUE PRICE”), AGGREGATING TO ₹ 3,183.84 LACS (“ISSUE”) OF THE ISSUE, 1,77,600 EQUITY SHARES AGGREGATING TO ₹ 159.84 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 33,60,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AT AN ISSUE PRICE OF ₹ 90/- PER EQUITY SHARE AGGREGATING TO ₹ 3,024.00 LAKHS IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.11% AND 25.75%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, SEE “TERMS OF THE ISSUE” ON PAGE 228 OF THE PROSPECTUS.</b></p>	
<b>THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10/- AND THE ISSUE PRICE IS 9 TIMES OF THE FACE VALUE</b>	
<p>In terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the post- Issue paid-up Equity Share capital of our Company. This Issue is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price. Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. For further details please refer the section titled – “Issue Information” beginning on page 228 of this Prospectus.</p>	
<p>In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, dated November 10, 2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details of the respective bank accounts and / or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to “Issue Procedure” on page 237 of this Prospectus. A copy will be delivered for registration to the Registrar of Companies as required under Section 26 and 28 of the Companies Act, 2013.</p>	
<b>RISK IN RELATION TO THE FIRST ISSUE</b>	
<p>This being the first Public Issue of our Company, there has been no formal market for the Equity Shares of our Company. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under “Basis for Issue Price” beginning on page no. 84 of this Prospectus should not be taken 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 or regarding the price at which the Equity Shares will be traded after listing.</p>	
<b>GENERAL RISKS</b>	
<p>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 in the Issue 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 Prospectus. Specific attention of the investors is invited to the section titled “Risk Factors” on page 23 of this Prospectus.</p>	
<b>COMPANY’S ABSOLUTE RESPONSIBILITY</b>	
<p>Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and this Issue, which is material in the context of this Issue, that the information contained in this 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.</p>	
<b>LISTING</b>	
<p>The Equity Shares offered through this Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge” or “NSE”) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an ‘in-principle’ approval letter dated February 10, 2025 from NSE for using its name in this offer document for listing our shares on NSE. For the purpose of this Issue, the Designated Stock Exchange will be NSE.</p>	
<b>LEAD MANAGER TO THE ISSUE</b>	<b>REGISTRAR TO THE ISSUE</b>
 <p><b>Horizon Management Private Limited</b>  19 R N Mukherjee Road, Main Building, 2<sup>nd</sup> Floor,  Kolkata- 700 001, West Bengal, India.  <b>Telephone:</b> +91 33 4600 0607  <b>Facsimile:</b> +91 33 4600 0607  <b>E-mail:</b> smeipo@horizon.net.co  <b>Website:</b> www.horizonmanagement.in  <b>Investor grievance:</b>  investor.relations@horizon.net.co  <b>SEBI Registration Number:</b> INM000012926  <b>Contact Person:</b> Manav Goenka</p>	 <p><b>Bigshare Services Private Limited</b>  Office No. S6-2, 6th floor,  Pinnacle Business Park, Next to Ahura Centre,  Mahakali Caves Road, (East),  Andheri, Mumbai – 400 093,  Maharashtra, India.  <b>Telephone:</b> +91 226 263 8200  <b>Facsimile:</b> +91 226 263 8299  <b>E-mail:</b> ipo@bigshareonline.com  <b>Website:</b> www.bigshareonline.com  <b>Investor grievance:</b> investor@bigshareonline.com  <b>SEBI Registration No.:</b> INR000001385  <b>Contact Person:</b> Ganesh Shinde</p>
<b>ISSUE OPENS ON</b>	<b>ISSUE CLOSES ON</b>
<b>ISSUE OPENS ON: MONDAY, MARCH 17, 2025</b>	<b>ISSUE CLOSES ON: WEDNESDAY, MARCH 19, 2025</b>

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This 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 or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time.*

*The words and expressions used in this Prospectus but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under. If there is any inconsistency between the definitions given below and the definitions contained in the General Information Document (defined hereinafter), the following definitions shall prevail.*

#### General Terms

Term	Description
“Company”, “our Company”, “Divine”, “the Company”, “the Issuer”	Divine Hira Jewellers Limited, a company incorporated under the Companies Act, 2013, having its Registered Office at 74/A, 1st Floor, Office No.2, Opp. Hotel Bhagat Tarachand, Zaveri Bazar, Mumbai – 400 002, Maharashtra, India.
“we”, “us”, or “our”	Unless the context otherwise indicates or implies, refers to our Company.
Our Promoters	Promoters of our Company, namely Hirachand Pukhraj Gulecha, Niraj Hirachand Gulecha, Khushbu Niraj Gulecha and Hirachand P Gulecha (HUF). For further details, please see the section entitled “ <i>Our Promoters and Promoter Group</i> ” on page 155 of this Prospectus.
Promoter Group	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations. For details, see “ <i>Our Promoters and Promoter Group</i> ” on page 155 of this Prospectus.

#### Company Related Terms

Term	Description
Articles / Articles of Association / AoA	The Articles / Articles of Association of our Company, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as our Company’s audit committee in accordance with in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013. For details, see “ <i>Our Management</i> ” on page 140 of this Prospectus.
Auditor / Statutory Auditor/ Peer Review Auditor	Statutory and peer review auditor of our Company, namely, M/s. Muchhal & Gupta, Chartered Accountants
Banker to our Company	Banker to our Company, namely HDFC Bank Limited.
Board / Board of Directors	Board of directors of our Company or a duly constituted committee thereof.
Companies Act	The Companies Act, 1956/2013 as amended from time to time.
CIN	Corporate Identification Number of our Company i.e., U36999MH2022PLC387009
Chief Financial Officer / CFO	Ganesh Bhanudas Bhayde, the Chief Financial Officer of our Company.
Company Secretary and Compliance Officer	Jai Dilip Shrimankar, the Company Secretary and the Compliance Officer of our Company.
Depositories Act	The Depositories Act, 1996, as amended from time to time
DIN	Director Identification Number
Director(s)	The director(s) on the Board of our Company, unless otherwise specified.
Equity Shares	Equity shares of our Company of face value of ₹ 10 each.
Group Companies	Companies (other than our Subsidiary) with which there have been related party transactions, during the last three financial years, as covered under the applicable accounting standards and other companies as considered material by the Board in accordance with the Materiality Policy.
Independent Director(s)	The independent director(s) of our Company, in terms of Section 2(47) and Section 149(6) of the Companies Act, 2013.
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	INE0NA501011
Key Managerial Personnel / KMP	Key management personnel of our Company in terms of the Companies Act, 2013 and the SEBI ICDR Regulations as described in the section titled “ <i>Our Management</i> ” on page 140 of this

Term	Description
	Prospectus.
Managing Director/ MD	The managing director of our Company namely, Hirachand Pukhraj Gulecha
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on August 1, 2024 in accordance with the requirements of the SEBI ICDR Regulations.
Memorandum of Association / MoA	Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	The committee of the Board of directors reconstituted as our Company's nomination and remuneration committee in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013. For details, see "Our Management" on page 140 of this Prospectus.
Non-executive Directors	Non-executive Directors of our Company.
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulations, 2000.
Registered Office	The registered office of our Company situated at 74/A, 1st Floor, Office No.2, Opp. Hotel Bhagat Tarachand, Zaveri Bazar, Mumbai – 400 002, Maharashtra, India.
Registrar of Companies/ RoC	Registrar of Companies, Maharashtra at Mumbai
Restated Financial Information/ Restated Financial Statements	The Restated Financial Information of our Company, which comprises the Restated Statement of Assets and Liabilities of our Company as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit & Loss and the Restated Cash Flow Statement for the six month period September 30, 2024 and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 32 of the Companies Act, 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.
"Senior Management"	Senior management of our Company determined in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations. For details, see "Our Management" on page 140 of this Prospectus.
Shareholders	Shareholders of our Company, from time to time.
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted as our Company's Stakeholders' Relationship Committee in accordance with Regulation 20 of the SEBI Listing Regulations. For details, see "Our Management" on page 140 of this Prospectus.
Whole-time Director	The Whole-time Director of our Company, namely, Niraj Hirachand Gulecha

#### Issue Related Terms

Term	Description
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Prospectus
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form.
Allot/Allotment/ Allotted	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Issue to the successful applicants, including transfer of the Equity Shares pursuant to the Issue to the successful applicants.
Allotment Advice	Note, advice or intimation of Allotment sent to the Applicants 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	The successful applicant to whom the Equity Shares are being / have been allotted.
Applicant(s)	Any prospective investor who makes an Application pursuant to the terms of the Prospectus and the Application Form and unless otherwise stated or implied includes an ASBA Applicant.
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by ASBA Applicant to make an Application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB. ASBA is mandatory for all Applicants participating in the Issue.
ASBA Account	A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by the Applicants for blocking the Application Amount mentioned in the ASBA Form.
ASBA Applicant(s)	Any prospective investor who makes an Application pursuant to the terms of this Prospectus and

Term	Description
	the Application Form including through UPI mode (as applicable).
ASBA Form	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by the ASBA Applicant and which will be considered as an application for Allotment in terms of the Prospectus.
ASBA Bid	A Bid made by ASBA Bidder
Applicant(s)	Any prospective investor who makes an Application pursuant to the terms of the Prospectus and the Application Form and unless otherwise stated or implied includes an ASBA Applicant.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Application Forms i.e. Designated SCSB Branch 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.
Banker(s) to the Issue	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Public Issue Account will be opened, in this case being HDFC Bank Limited.
Basis of Allotment	Basis on which the Equity Shares will be Allotted to successful Applicants under the Issue and which is described in "Issue Procedure" on page 237 of this Prospectus.
Bidding Centres	The Centres at which the Designated Intermediaries shall accept the Application Forms i.e. Designated 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.
Business Day	Monday to Friday (except public holidays).
Broker Centres	Broker Centres notified by the Stock Exchanges, where Applicants can submit the ASBA Forms to a Registered Broker.  The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the website of the Stock Exchange (www.nseindia.com) and are updated from time to time.
Client ID	Client identification number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant(s)/ CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the website of NSE (www.nseindia.com).
Controlling Branches	Such branches of SCSBs which coordinate Applications under the Issue with the LM, the Registrar and the Stock Exchange, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation, Bank Account details and UPI ID (if applicable).
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms and in case of RIIs only ASBA Forms with UPI. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange.
Designated Date	The date on which relevant amounts are transferred from the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of RIIs using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in terms of the Prospectus following which Equity Shares will be Allotted in the Issue.
Designated Intermediaries / Collecting Agent	In relation to ASBA Forms submitted by RIIs authorising an SCSB to block the Application Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism, Designated Intermediaries shall mean syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs. In relation to ASBA Forms submitted by QIBs and NIBs, Designated Intermediaries shall mean SCSBs, syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs.
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange.
Designated SCSB	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms

<b>Term</b>	<b>Description</b>
Branches	submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the 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?doRecognised=yes">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> . Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	Emerge Platform of National Stock Exchange of India Limited
DP ID	Depository Participant's identity number
Draft Prospectus/DP	The Draft Prospectus dated November 9, 2024 issued in accordance with Section 23, 26 and 32 of the Companies Act, 2013 and SEBI ICDR Regulation.
Eligible NRI(s)	An NRI(s) from such a jurisdiction outside India where it is not unlawful to make an Issue or invitation under this Issue and in relation to whom the Application Form and the Prospectus will constitute an invitation to purchase the equity shares.
Electronic Transfer of Funds	Refunds through ECS (Electronic Clearing Services), NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Equity Listing Agreements	The listing agreements to be entered into by our Company with the Stock Exchange in relation to our Equity Shares.
Escrow Account(s)	Account(s) opened with the Banker(s) to the Issue pursuant to Escrow and Sponsor Bank Agreement.
Escrow Agent	HDFC Bank Limited
Escrow Agreement	Agreement dated March 03, 2025 entered into amongst the Company, Lead Manager, the Registrar and the Banker to the Issue and Sponsor Bank to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account.
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being HDFC Bank Limited.
First Applicant	The Applicant whose name appears first in the Application Form or the Revision Form and in case of a joint Application and whose name shall also appear as the first holder of the beneficiary account held in joint names or any revisions thereof.
Foreign Portfolio Investor(s) / FPIs	Foreign Portfolio Investor as defined under SEBI FPI Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document/ GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, notified by SEBI, suitably modified and included in the chapter titled "Issue Procedure" beginning on page 237 of this Prospectus.
Issue Agreement	The agreement dated August 1, 2024 between our Company and the LM, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Price	The price at which the Equity Shares are being issued by our Company in consultation with the Lead Manager under the this Prospectus being ₹ 90/- per share.
Issue Proceeds	The proceeds of the Issue which shall be available to our Company. For further information about use of the Issue Proceeds, see "Objects of the Issue" on page 73 of this Prospectus.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their Applications.
Issue Opening	The date on which the Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this Issue, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being Monday, March 17, 2025
Issue Closing	The date after which the Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Issue, which shall be notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being Wednesday, March 19, 2025
Issue/Issue Size	Initial Public Offering of 35,37,600 Equity Shares of face value of ₹ 10 each of our Company for cash at a price of ₹ 90 each, aggregating to ₹ 3,183.84 Lacs.

<b>Term</b>	<b>Description</b>
Lead Manager/ LM	The lead manager to the Issue, being Horizon Management Private Limited.
Lot Size	The Market lot and Trading lot for the Equity Share is 1600 and in multiples of 1600 thereafter; subject to a minimum allotment of 1600 Equity Shares to the successful applicants.
Market Maker	Market Maker of the Company, in this case being Giriraj Stock Broking Private Limited
Market Maker Reservation Portion	The Reserved portion of 1,77,600 Equity shares of ₹ 10/- each at an Issue Price of ₹ 90/- aggregating to ₹ 159.84 lakhs for Designated Market Maker in the Public Issue of our Company.
Market Making Agreement	The Agreement dated March 03, 2025 entered into between the Market Maker, the Lead Manager and our Company.
Mobile App(s)	The mobile applications listed on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism.
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended.
Net Proceeds	Proceeds of the Issue less our Company's share of Issue related expenses. For further information about the Issue related expenses, see "Objects of the Issue" on page 73 of this Prospectus.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 33,60,000 Equity Shares of ₹ 10/- each at ₹ 90/- per Equity Share including share premium of ₹ 80/- per Equity Share aggregating to ₹ 3,024.00 Lakhs.
Non-Institutional Applicant / Investors	All Applicants, including Eligible FPIs, that are not QIBs or Retail Individual Applicants and who have applied for Equity Shares for an amount of more than Rs. 2,00,000 (but not including NRIs other than Eligible NRIs, OFIs other than eligible QFIs).
Non-Retail Portion including Qualified Institution Buyers (NRII)	The remaining portion of the Net Issue including 16,80,000 Equity Shares, after retail portion, being not more than 50% of the Net issue which shall be available for allocation to NRIIs in accordance with the SEBI ICDR Regulations.
Non-Resident/ NR	A person resident outside India, as defined under FEMA and includes a non-resident Indian, FPIs and FVCIs.
Prospectus	This Prospectus, to be filed with the RoC containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	Account opened with Bankers to the Issue for the purpose of transfer of monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Public Issue Account Bank	A bank which is a clearing member and registered with SEBI as a banker to an issue and with which the Public Issue Account for collection of Application Amounts from Escrow Account(s) and ASBA Accounts will be opened, in this case being HDFC Bank Limited.
Qualified Foreign Investors / QFIs	Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI.
Qualified Institutional Buyers / QIBs	Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and having terminals at any of the Broker Centres and eligible to procure Applications in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 and the UPI Circulars issued by SEBI.
Registrar Agreement	The registrar agreement dated August 1, 2024 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 and Share Transfer Agents/ RTAs	The registrar and the share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars issued by SEBI as per the list available on the website of NSE.
Registrar to the Issue / Registrar	Bigshare Services Private Limited
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000.
Retail Portions	Portion of the Issue being not less than 50% of the Net Issue consisting of 16,80,000 Equity Shares which shall be available for allocation to RIBs (subject to valid Bids being received at or above the Issue Price), which shall not be less than the minimum Bid Lot subject to availability in the Retail Portion, and the remaining Equity Shares to be Allotted on a proportionate basis.

<b>Term</b>	<b>Description</b>
Revision Form	Form used by the Applicants to modify the quantity of the Equity Shares or the Applicant Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Applications (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Applicants can revise their Application during the Issue Period and withdraw their Applications until Issue Closing Date.
Refund account	Account to be opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made
Refund Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Refund Account have been opened, in this case being HDFC Bank Limited.
SEBI Master Circular	Master circular dated June 21, 2023 issued by the Securities and Exchange Board of India in order to enable the stakeholders to have access to all circulars/directions issued under the relevant provisions of the SEBI ICDR Regulations, 2018 at one place.
Self-Certified Syndicate Banks or SCSBs	The banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI mechanism), a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> , as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI mechanism), a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time.
Sponsor Bank	A Banker to the Issue which is registered with SEBI and is eligible to act as a Sponsor Bank in a public issue in terms of applicable SEBI requirements and has been appointed by the Company, in consultation with the LM to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of RIIs as per the UPI Mechanism, in this case being HDFC Bank Limited.
Systemically Important Non-Banking Financial Companies	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
TRS/Transaction Registration Slip	The slip or document issued by an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application.
Underwriters	Horizon Management Private Limited and Giriraj Stock Broking Private Limited
Underwriting Agreement	The agreement dated March 03, 2025 entered into among the Underwriters and our Company.
Unified Payment Interface or UPI	Unified Payment Interface is an instant payment system developed by National Payments Corporation of India, which enables merging several banking features, seamless fund routing and merchant payments into one hood. It allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a persons' bank account.
UPI	Unified Payment Interface.
UPI Circulars / SEBI UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, SEBI circular no SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, the SEBI Master Circular and any subsequent circulars or notifications issued by SEBI or any other governmental authority in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the RIB by way of a notification on the UPI application and by way of a SMS directing the RIB to such UPI application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.

<b>Term</b>	<b>Description</b>
UPI Mechanism	Process for applications by RIBs submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars.
UPI PIN	Password to authenticate UPI transaction.
Wilful Defaulter(s) or Fraudulent Borrower(s)	Company or person, as the case may be, categorized as a wilful defaulter(s) or fraudulent borrower(s) by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by RBI and in terms of Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Day	Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays, on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Issue Period, Working Days shall mean any day, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and with reference to (iii) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, Working Days shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI circular number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, including the UPI Circulars.

### Conventional and General Terms and Abbreviations

<b>Term</b>	<b>Description</b>
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
CAGR	Compounded Annual Growth Rate.
Category I AIF	AIFs which are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations.
Category II AIF	AIFs which are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations.
Category III AIF	AIFs which are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulation.
Category I FPI(s)	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations.
Category II FPI(s)	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III FPIs	FPIs who are registered as Category III FPIs under the SEBI FPI Regulations, and shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices.
CDSL	Central Depository Services (India) Limited.
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CLRA	Contract Labour (Regulation and Abolition) Act, 1970.
Companies Act	Companies Act, 1956 and / or the Companies Act, 2013 as applicable.
Companies Act 1956	Companies Act, 1956, and the rules thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections).
Companies Act 2013	Companies Act, 2013, read with the rules, regulations, clarifications and modifications thereunder.
Consolidated FDI Policy	The consolidated FDI Policy, effective from August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
CRAR	Capital to Risk Asset Ratio
CSR	Corporate social responsibility
Depository(ies)	NSDL and CDSL, both being depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.
DP or Depository Participant	A depository participant as defined under the Depositories Act
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI
DP ID	Depository Participant’s Identity Number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Term Commerce and Industry,

<b>Term</b>	<b>Description</b>
	Government of India (earlier known as the Department of Industrial Policy and Promotion)
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization
EGM	Extraordinary General Meeting
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Regulations	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 duly amended
Financial Year/Fiscal	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
FPIs	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations, provided that any FII who holds a valid certificate of registration shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GAAR	General Anti-Avoidance Rules
GDP	Gross Domestic Product
GoI / Government	The Government of India
GST	Goods and services tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act / IT Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015, as amended
India	Republic of India
Indian GAAP	Generally Accepted Accounting Principles in India
INR or ₹ or Rs. Or Indian Rupees	Indian Rupee, the official currency of the Republic of India.
IPO	Initial public offering
IRDAI	Statutory body constituted under the Insurance Regulatory and Development Authority Act, 1999
IRR	Internal rate of return
IMPS	Immediate Payment Service
IST	Indian Standard Time
Insolvency Code	Insolvency and Bankruptcy Code, 2016
ISIN	International Securities Identification Number
IT	Information Technology
KYC	Know your customer
Lacs	Lakhs
LIBOR	London Inter-Bank Offer Rate
MCA	The Ministry of Corporate Affairs, GoI
Mn / mn	Million
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A. or NA	Not Applicable
NACH	National Automated Clearing House, a consolidated system of ECS.
NAV	Net Asset Value
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer

<b>Term</b>	<b>Description</b>
NRO	Non-resident ordinary account
NRI	Non Resident Indian
NSDL	National Securities Depository Limited
NPCI	National Payments Corporation of India
NSE	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.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
PAT	Profit after tax
PIO	Person of India Origin
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
RBI	The Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Regulation S	Regulation S under the Securities Act
RTI	Right to Information, in terms of the Right to Information Act, 2005
RTGS	Real Time Gross Settlement
Rule 14A	Rule 14A under the Securities Act
₹/Rs./ Rupees/ Indian Rupees	The lawful currency of India
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI Depository Regulations	Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI Ind AS Transition Circular	SEBI Circular No. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Merchant Bankers Regulation	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Securities Act	The United States Securities Act of 1933.
Stamp Act	The Indian Stamp Act, 1899
Stock Exchange	Unless the context requires otherwise, refers to, the Emerge Platform of National Stock Exchange of India Limited.
STT	Securities Transaction Tax
SME	Small and Medium Enterprises
State Government	The government of a state in India
Trademarks Act	Trademarks Act, 1999
TAN	Tax deduction account number

<b>Term</b>	<b>Description</b>
TDS	Tax deducted at source
US\$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America
USA/ U.S./ US	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
U.S. Holder	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
w.e.f.	With effect from
Year/Calendar Year	Unless context otherwise requires, shall refer to the twelve month period ending December 31

### Industry Related Terms

<b>Term</b>	<b>Description</b>
BSM	Buyer Seller Meet
COVID-19	Coronavirus Disease of 2019
DPIIT	Department for Promotion of Industry and Internal Trade
FAE	First Advance Estimates
FY	Financial Year
GDP	Gross Domestic Product
GJEPC	Gem & Jewellery Export Promotion Council
GNPA	Gross Non-Performing Assets
GVA	Gross Value Added
HFIIs	High-Frequency Indicators
IGJS	International Gems and Jewellery Show
IJS	India International Jewellery Show
IIT	Indian Institute of Technology
OPEC	Organization of the Petroleum Exporting Countries
PE	Provisional Estimates
PFCE	Private Final Consumption Expenditure
PLI	Production Linked Incentive Scheme
PMLA	Prevention of Money Laundering Act
RE	Revised Estimates
SCB	Scheduled Commercial Banks
UAE	United Arab Emirates
UK	United Kingdom
US	United States
USD/ US\$	US Dollar
WEO	World Economic Outlook
WHO	World Health Organisation

Notwithstanding the foregoing, terms in “*Description of Equity Shares and Terms of Articles of Association*”, “*Statement of Tax Benefits*”, “*Industry Overview*”, “*Key Industrial Regulations and Policies*”, “*Financial Information*”, “*Outstanding Litigation and Material Developments*” and “*Issue Procedure*” on pages 294, 91, 93, 127, 164, 208, and 237 respectively of this Prospectus, will have the meaning ascribed to such terms in these respective sections.

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

### Certain Conventions

All references to “India” contained in this Prospectus are to the Republic of India and its territories and possessions and 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 Prospectus is in Indian Standard Time (“IST”). Unless indicated otherwise, all references to a year in this Prospectus are to a calendar year.

Unless stated otherwise, all references to page numbers in this Prospectus are to the page numbers of this Prospectus.

### Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Prospectus has been derived from our Restated Financial Information. For further information, please see the section titled “*Financial Information*” on page 164 of this Prospectus.

Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The Restated Financial Information of our Company, which comprises the Restated Statement of Assets and liabilities as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the six month period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the Financial Statement of Significant Accounting Policies and other explanatory information annexed to this report, along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 32 of the Companies Act, 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.

There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the Restated Financial Statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the sections / chapters titled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on Page Nos. 23, 109 and 191, respectively of this Prospectus and elsewhere in this Prospectus, unless otherwise indicated, have been calculated on the basis of our Restated Financial Statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP.

In this 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 and all the percentage figures have been rounded off to two decimal places including percentage figures in “*Risk Factors*”, “*Industry Overview*” and “*Our Business*” on pages 23, 93 and 109 respectively, this Prospectus.

### Currency and Units of Presentation

All references to:

- “Rupees” or “₹” or “INR” or “Rs.” are to Indian Rupee, the official currency of the Republic of India; and
- “USD” or “US\$” or “\$” are to United States Dollar, the official currency of the United States of America.

Our Company has presented all numerical information in is this Prospectus in “lacs” units or in whole numbers where the numbers have been too small to represent in lacs. One lac represents 1,00,000 and one million represents 10,00,000.

### Exchange rates

This Prospectus contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

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

Currency	Exchange rate as on (in ₹)			
	September 30, 2024	March 31, 2024*	March 31, 2023	March 31, 2022
1 USD	83.78	83.37	82.22	75.91

\*Since, March 31, 2024 was a public holiday, the exchange rate as of April 1, 2024 has been considered.  
(Source: [www.rbi.org.in](http://www.rbi.org.in) and [www.fbil.org.in](http://www.fbil.org.in))

### Industry and Market Data

Unless stated otherwise, the industry and market data and forecasts used throughout this Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Further, the extent to which the industry and market data presented in this 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.

The extent to which the market and industry data used in this 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 the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources. Accordingly, investment decisions should not be based solely on such information.

In accordance with the SEBI ICDR Regulations, “Basis for Issue Price” on page 84 of this Prospectus includes information relating to our peer group entities. Such information has been derived from publicly available sources, and neither we, nor the LM have independently verified such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “Risk Factors” on page 23 of this Prospectus.

## FORWARD - LOOKING STATEMENTS

This Prospectus contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “propose”, “project”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. These forward-looking statements, whether made by us or a third party, are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to and including, regulatory changes pertaining to the industries in India in which we operate 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 which have an impact on its 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, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

Certain important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

- Substantial portion of our revenues are dependent on few customers and the loss of, or a significant reduction in purchases by any one or more such customers could adversely affect our financial performance
- Our dependence on few suppliers puts us at risk of interruptions in the availability of raw materials, which could adversely affect our business, financial condition and results of operations. Further, we have not entered into any long-term agreements with our suppliers for raw materials and accordingly may not be able to enjoy credit and other facilities provided by our existing suppliers.
- We may be unable to obtain, renew or maintain statutory and regulatory permits, licenses and approvals required to operate our business which could result in an adverse effect on our results of operations. We require certain statutory and regulatory permits, licenses and approvals for our business.
- The non-availability or high cost of quality gold bullion and coloured stones may have an adverse effect on our business, results of operations and financial condition.
- Our income and sales are subject to seasonal fluctuations and lower income in a peak season may have a disproportionate effect on our results of operations.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on pages 23, 109 and 191, respectively, of this Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect current views as of the date of this 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 Directors, the Promoters, the Syndicate 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.

In accordance with the SEBI ICDR Regulations, our Company, the Promoters and the Lead Managers will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange for the Issue.

## OFFER DOCUMENT SUMMARY

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with and is qualified in its entirety by, the more detailed information appearing elsewhere in this Prospectus, including the sections entitled “*Risk Factors*”, “*Industry Overview*”, “*Outstanding Litigation and Material Developments*”, “*Our Promoters and Promoter Group*”, “*Financial Information*”, “*Objects of the Issue*”, “*Our Business*”, “*Issue Procedure*” and “*Description of Equity Shares and Terms of Articles of Association*” on pages 23, 93, 208, 155, 164, 73, 109, 237 and 294, respectively.

### 1. Summary of Industry

Global growth is projected at 3.1 percent in 2024 and 3.2 percent in 2025, with the 2024 forecast 0.2 percentage point higher than that in the October 2023 World Economic Outlook (WEO) on account of greater-than- expected resilience in the United States and several large emerging market and developing economies, as well as fiscal support in China. The forecast for 2024–25 is, however, below the historical (2000–19) average of 3.8 percent, with elevated central bank policy rates to fight inflation, a withdrawal of fiscal support amid high debt weighing on economic activity, and low underlying productivity growth. Inflation is falling faster than expected in most regions, in the midst of unwinding supply-side issues and restrictive monetary policy. Global headline inflation is expected to fall to 5.8 percent in 2024 and to 4.4 percent in 2025, with the 2025 forecast revised down.

In the coming years, growth in the gems and jewellery sector would largely be contributed by the development of large retailers/brands. Established brands are guiding the organised market and are opening opportunities to grow. Increasing penetration of organised players provides variety in terms of products and designs. Also, the relaxation of restrictions on gold import is likely to provide a fillip to the industry. The improvement in availability along with the reintroduction of low-cost gold metal loans and likely stabilisation of gold prices at lower levels is also expected to drive volume growth for jewellers over the short to medium term. India has 450 organised jewellery manufacturers, importers & exporters and is the hub for jewellery manufacturing. These players have benefited greatly due to the increasing liberal policies by the government. The demand for jewellery is expected to be significantly supported by the recent positive developments in the industry. India’s gems and jewellery industry is expected to reach US\$ 100 billion by 2027.

For further details, please refer to the chapter titled “*Industry Overview*” on page 93 of this Prospectus.

### 2. Summary of Business

Our Company, Divine Hira Jewellers Limited, is engaged in the business of designing and marketing of gold jewellery. We mainly deal in 22 Karat gold jewellery, offering a wide variety of designs to suit preferences of the end customer. We have the ability to create localised product design mixes to suit various regional tastes. We cater to our customers’ unique preferences, through our understanding of the local and regional market. We provide an extensive range of designs. We are engaged in wholesale of gold jewellery, silver articles, bullions and coins at Mumbai, Maharashtra. Recently we have also curating and offering exquisite antique gold jewelry that transcends time, bringing the charm of historical artistry into the modern era. Currently, we cater to a large number of wholesalers, showrooms and retailers who buy our products in bulk quantities.

We procure the required gold from bullion dealers and importers. Recently we are in the process to start importing gold directly. We do not have our own manufacturing facility and we outsource the work of making jewellery and ornaments to various artisans with whom we have developed relationships. We offer a large variety of handcrafted jewellery, which are designed by our in-house designers in close collaboration with skilled local craftsman located across the country. Due to our diversity of clients and the varied regions each of our clients cater to, we have developed an ability to design our jewellery products as per latest trends, fashion and demographic preference of the end customers. We offer a wide range of products from gold jewellery for special occasions such as weddings and festivals to daily wear jewellery for all ages, genders and across various price points. We cater to a variety of customers across mid-market and value market segments and our products are designed by our in-house team of creative designers and also certain freelance designers, allowing us to manage a large and diverse portfolio of designs.

We primarily sell gold jewelry and our product range includes machine made, handmade & plain gold jewelry like necklace, mangalsutra, chains, malas, rings, pendants, bracelets, bangles, kada, coins and other wedding jewellery. The designing and job work of our products is done either in house or by third parties on job work basis. Our primary focus has been on purity and commitment.

For further details, please refer to chapter titled “*Our Business*” on page 109 of this Prospectus.

### 3. Promoters

Hirachand Pukhraj Gulecha, Niraj Hirachand Gulecha, Khushbu Niraj Gulecha, and Hirachnad P Gulecha (HUF) are the Promoters of our Company. For further details please see chapter titled “Our Promoters and Promoter Group” beginning on page 155 of this Prospectus.

### 4. Issue

Our Company is proposing the public issue of 35,37,600 Equity Shares of face value of ₹ 10/- each of Divine Hira Jewellers Limited (the “Company” or the “Issuer”, and such equity shares the “Equity Share”) for cash at a price of ₹ 90/- per Equity Share including a share premium of ₹ 80/- per Equity Share (the “Issue Price”) aggregating to ₹ 3,183.84 lakhs (the “Issue”), of which 1,77,600 Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ 90/- per Equity Share including a share premium of ₹ 80/- per Equity Share aggregating to ₹ 159.84 lakhs will be reserved for subscription by Market Maker to the Issue (the “Market Maker Reservation Portion”). The Issue less the Market Maker Reservation Portion i.e. Net Issue of 33,60,000 Equity Shares of face value of ₹ 10/- each at a price of ₹ 90/- per Equity Share including a share premium of ₹ 80/- per Equity Share aggregating to ₹ 3,024.00 lakhs is herein after referred to as the “Net Issue”. The Issue and the Net Issue will constitute 27.11% and 25.75%, respectively, of the post issue paid up Equity Share capital of our company. The face value of the Equity Shares is ₹ 10/- each.

### 5. Objects of the Issue

The proposed utilization of Net Proceeds is set forth as stated below:

Sr. No.	Particulars	Estimated amount
1.	Prepayment or repayment of all or a portion of certain loans availed by our Company	300.00
2.	Funding of working capital requirements of our Company	1,900.00
3.	General corporate purposes <sup>(1)</sup>	619.09

<sup>(1)</sup> The amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

For further details, please see chapter titled “Objects of the Issue” beginning on page 73 of this Prospectus.

### 6. Aggregate shareholding of Promoters and Promoter Group

Following are the details of the shareholding of Promoters and Promoter Group:

Sr. No.	Name of the Shareholders	Pre-Issue		Post - Issue	
		Number of Equity Shares	% of Pre-Issue Equity Share Capital	Number of Equity Shares	% of Post-Issue Equity Share Capital
<b>Promoter</b>					
1.	Hirachand P Gulecha (HUF)	37,05,000	38.96	37,05,000	28.40%
2.	Niraj Hirachand Gulecha	28,28,150	29.74	28,28,150	21.68%
3.	Hirachand Pukhraj Gulecha	12,84,400	13.51	12,84,400	9.84%
4.	Khushbu Niraj Gulecha	9,75,650	10.26	9,75,650	7.48%
	<b>Total (A)</b>	<b>87,93,200</b>	<b>92.47</b>	<b>87,93,200</b>	<b>67.40%</b>
<b>Promoter Group</b>					
5.	Meena Hirachand Gulecha	6,42,200	6.75	6,42,200	4.92%
7.	Ankita Hirachand Gulecha	24,700	0.26	24,700	0.19%
8.	Harsha Rahul Kothari	24,700	0.26	24,700	0.19%
	<b>Total (B)</b>	<b>6,91,600</b>	<b>7.27</b>	<b>6,91,600</b>	<b>5.30%</b>
	<b>Total (A+B)</b>	<b>94,84,800</b>	<b>99.74</b>	<b>94,84,800</b>	<b>72.70%</b>

For further details, please see chapter titled “Capital Structure” on page 59 of this Prospectus.

### 7. Summary of Restated Financial Information

Following are the details as per the Restated Financial Information as at and for the six month period ended September 30, 2024 and for the Financial Years ended on March 31, 2024, 2023 and 2022:

(₹ in lacs)

S. No.	Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1.	Share Capital	950.95	731.50	731.50	299.93
2.	Net Worth	1,229.83	980.01	831.84	299.93
3.	Revenue from operations	13,597.69	18,325.61	24,644.59	14,240.17
4.	Profit after Tax	249.83	148.17	91.23	28.91
5.	Earnings per Share	2.63	1.56	0.96	0.96
6.	Net Asset Value per equity share	12.93	10.31	8.75	10.00
7.	Total Borrowings	1,292.87	1,860.52	1,404.59	1,653.82

For further details, please refer the section titled “Financial Information” on page 164 of this Prospectus.

## 8. Auditor qualifications which have not been given effect to in the Restated Financial Information

The Restated Financial Information does not contain any qualification requiring adjustments by the Auditors.

## 9. Summary of Outstanding Litigation

A summary of the pending tax proceedings and other material litigations involving our Company, our Promoters and our Directors is provided below:

### a) Litigations involving our Company

#### i) Cases filed against our Company:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

#### ii) Cases filed by our Company:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

### b) Litigations involving our Directors

#### i) Cases filed against our Directors:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters*	Nil	Nil
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

\*Includes litigation filed against the Promoters

#### ii) Cases filed by our Directors:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	2	Not quantifiable
Direct Tax matters	Nil	Nil

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

### c) Litigations involving our Promoters

#### i) Cases filed against our Promoters:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

#### ii) Cases filed by our Promoters:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	1	386.87
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

## 10. Risk Factors

Please see the chapter titled “Risk Factors” beginning on page 23 of this Prospectus.

## 11. Summary of Contingent Liabilities

As on the date of this Prospectus, our Company does not have any contingent liabilities for the six month period ended September 30, 2024 and for the Financial Years ended on March 31, 2024, 2023 and 2022.

## 12. Summary of Related Party Transactions

Following are the details of related party transactions as per the Restated Financial Information as at and for the six month period ended September 30, 2024 and for the Financial Years ended on March 31, 2024, 2023 and 2022:

Name of the Party	Nature of Relation	Nature of Transaction	(₹ in lakhs)				
			As at 30-9-2024	As at 31-3-2024	As at 31-03-2023	As at 30-09-2022	As at 31-03-2022
Niraj Hirachand Gulecha	Director	Interest paid to KMP	2.68	3.03	1.54	2.61	11.09
Ankita Bhavik Palrecha	Relative of the Director	Interest paid to KMP	-	4.05	1.95	1.84	6.00
Harsha Rahul Kothari	Relative of the Director	Interest paid to KMP	-	4.98	2.39	0.74	5.36
Hirachand Gulecha	Director	Interest paid to KMP	1.99	4.14	1.48	-	-
Niraj Gulecha HUF	Significant influence by the Director	Interest paid to KMP	-	-	-	0.72	1.20
Hirachand Gulecha HUF	Significant influence by the Director	Interest paid to KMP	-	2.21	0.65	-	-
Khushbu Niraj Gulecha	Director	Interest paid to KMP	1.81	2.15	0.52	1.56	3.63

Meena Hirachand Gulecha	Relative of the Director	Interest paid to KMP	-	3.57	0.97	-	-
Meena Hirachand Gulecha	Relative of the Director	Rent paid to KMP	4.50	9.00	6.00	3.00	3.00
Niraj Hirachand Gulecha	Director	Remuneration paid to KMP	7.20	10.80	5.40	1.44	11.09
Harsha Rahul Kothari	Relative of the Director	Remuneration paid to KMP	2.40	3.60	2.40	1.44	5.36
Khushbu Niraj Gulecha	Director	Commission Paid	-	6.30			
Khushbu Niraj Gulecha	Director	Remuneration paid to KMP	-	2.10	4.20	-	-
Hirachand Gulecha	Director	Remuneration paid to KMP	7.20	10.80	5.40	-	-
Ankita Bhavik Palrecha	Relative of the Director	Outstanding balance of Unsecured Loan	-	-	38.50	44.00	47.00
Harsha Rahul Kothari	Relative of the Director	Outstanding balance of Unsecured Loan	-	-	48.50	16.10	20.00
Hirachand Gulecha	Director	Outstanding balance of Unsecured Loan	45.00	48.00	34.50	106.50	27.00
Khushbu Niraj Gulecha	Director	Outstanding balance of Unsecured Loan	-	49.00	12.00	85.00	20.50
Niraj Hirachand Gulecha	Director	Outstanding balance of Unsecured Loan	84.50	57.50	9.50	181.00	41.50
Meena Hirachand Gulecha	Relative of the Director	Outstanding balance of Unsecured Loan	-	-	21.50	36.00	6.50
Hirachand Gulecha HUF	Significant influence by the Director	Outstanding balance of Unsecured Loan	-	-	12.00		
Niraj Gulecha HUF	Significant influence by the Director	Outstanding balance of Unsecured Loan	-	-	-	-	18.00

Please see the chapter titled “*Financial Information*” beginning on page 164 of this Prospectus.

### 13. Financials Arrangements

There are no financing arrangements whereby the Promoters, members of the Promoter Group, the Directors of our Company and their relatives, have 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 this Prospectus.

### 14. Weighted Average Price of the Equity Shares acquired by our Promoters in the last one year preceding the date of this Prospectus

The details of the weighted average price of the Equity Shares acquired by our Promoters in the last one year preceding the date of this Prospectus is as follows:

Name of Promoters	No. of shares acquired in last one year from the date of this Prospectus	Weighted Average Price (in ₹)
-------------------	--------------------------------------------------------------------------	-------------------------------

Hirachand P Gulecha (HUF)	8,55,000	Nil
Niraj Hirachand Gulecha	6,52,650	Nil
Hirachand Pukhraj Gulecha	2,96,400	Nil
Khusbhu Niraj Gulecha	2,25,150	Nil

\* Shares have been acquired pursuant to bonus issue

#### 15. Average Cost of Acquisition of Shares for Promoters

The average cost of acquisition of Shares for the Promoters is as follows:

Name of Promoters	No. of shares held	Average Cost of Acquisition (in ₹)
Hirachand P Gulecha (HUF)	37,05,000	8.10
Niraj Hirachand Gulecha	28,28,150	7.99
Khusbhu Niraj Gulecha	9,75,650	7.79
Hirachand Pukhraj Gulecha	12,84,400	7.86

#### 16. Pre-IPO Placement

Our Company does not contemplate any issuance or placement of Equity Shares in this Issue, until the listing of the Equity Shares.

#### 17. Issue of equity shares made in last one year for consideration other than cash

Except as set out below we have not issued equity shares for consideration other than cash:

Date of allotment	Number of equity shares allotted	Face Value	Issue Price	Nature of allotment	Benefit accrued to our Company	Source out of which bonus shares issued
June 15, 2024	21,94,500	10	Consideration other than cash	Bonus Issue in the ratio of 3 (three) bonus equity shares for every 10 (ten) fully paid up Equity Share held on June 14, 2024.	-	Free Reserves and Security premium account.

For details of allottees, please refer to "Capital Structure - Share Capital History of our Company" on page 59 of this Prospectus..

#### 18. Split or consolidation of Equity Shares in the last one year

No split or consolidation of equity shares has been made in the last one year prior to filing of this Prospectus.

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

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws.

## SECTION II – RISK FACTORS

*An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. The risks described below are not the only ones relevant to us, our Equity Shares, the industry or the segment in which we operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may arise or may become material in the future and may also impair our business, results of operations and financial condition. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and as prospective investors, you may lose all or part of your investment. You should consult your tax, financial and legal advisors about particular consequences to you of an investment in this Issue. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors.*

*To obtain a complete understanding, you should read this section in conjunction with the sections “Industry Overview”, “Our Business” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on pages 93, 109 and 191 of this Prospectus, respectively. The industry-related information disclosed in this section that is not otherwise publicly available is derived from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.*

*This Prospectus also contains 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 certain factors, including the considerations described below and, in the section titled “Forward-Looking Statements” on page 16 of this Prospectus.*

*Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context requires otherwise, the financial information of our Company has been derived from the Restated Financial Information.*

*Materiality:*

*The Risk Factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality of Risk Factors:*

- *Some events may not be material individually but may be found material collectively;*
- *Some events may have material impact qualitatively instead of quantitatively; and*
- *Some events may not be material at present but may have a material impact in future.*

*The financial and other related implications of risks concerned, whether quantifiable have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.*

*In this Prospectus, any discrepancies in any table between total and sums of the amount listed are due to rounding off.*

*In this section, unless the context requires otherwise, any reference to “we”, “us” or “our” refers to Divine Hira Jewellers Limited.*

*The risk factors are classified as under for the sake of better clarity and increased understanding.*

### **INTERNAL RISK FACTORS**

#### **BUSINESS RELATED RISKS**

**1. Substantial portion of our revenues are dependent on few customers and the loss of, or a significant reduction in purchases by any one or more such customers could adversely affect our financial performance.**

We currently derive our entire operational revenues from sale of gold and silver jewellery in the domestic market. We depend on a limited number of customers for a significant portion of our revenues. The table below sets forth a break-up of the revenue earned by our Company from top ten customers during the preceding three years and six month period ended September 30, 2024:

(₹ in lakhs)

Particulars	September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Top 10 customers	13,068.40	96.11%	17,502.72	95.51%	21,436.89	86.98%	10,120.75	71.07%

Any perceived decline in our quality standards, growing competition and any change in demand may adversely affect our ability to retain or acquire customers and consequently affect our financials. We cannot assure that we shall generate the same quantum of business, or any business at all from our top customers, and any loss of business from one or more of them may adversely affect our revenues and results of operations. Also, the composition and revenue generated from each of the customers might change as we continue to add new customers in the normal course of business. While we are constantly striving to increase our customer base and reduce dependence on any particular customer, there is no assurance that we will be able to broaden our customer base in any future periods or that our business or results of operations will not be adversely affected by a reduction in demand or cessation of our relationship with any of our major customers.

**2. Our dependence on few suppliers puts us at risk of interruptions in the availability of raw materials, which could adversely affect our business, financial condition and results of operations. Further, we have not entered into any long-term agreements with our suppliers for raw materials and accordingly may not be able to enjoy credit and other facilities provided by our existing suppliers.**

Our Company is mainly engaged in the manufacture and sale of gold jewellery in various designs and styles. Our main raw material is 24 karat gold, which is procured in the form of Gold bars of 500 gms each or in the form of Gold Biscuits of 100 gms each. This standard Gold Bullion is our primary raw material and is purchased in bulk from various bullion traders. We also use ancillary raw materials like Silver, different mixes of Alloy and various Coloured Stones. Silver is mainly used to create a basic sample of each jewellery design created by our designing team. This sample is used for display to our customers and also to ascertain the actual look, style and viability of the design before making the final gold jewellery of that design. Alloy is used in small quantities, mainly for the purpose of mixing with gold so as to convert 24 karat gold into 22 karat gold, thus giving the gold jewellery a sturdier make.

Though we prefer to deal with a fixed set of suppliers with whom we have cordial relationships, we have not entered into any supply agreement or MoU or any other arrangement with any of our suppliers for procurement of our raw material and we typically transact on an invoice basis for each order. Besides Gold, we use ancillary raw materials like Silver, different mixes of alloy, Various coloured stones, which are also procured on invoice bases. The table below sets forth a break-up of the top ten suppliers during the preceding three years and the six month period ended September 30, 2024:

Particulars	September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Top 10 suppliers	11,937.87	87.93%	17,013.36	94.17%	21,793.87	90.80%	12,246.73	87.01%

These suppliers have accorded their trust and service based on our long operating history in the industry, our credit worthiness, and our goodwill. We have very frequent transactions, long history and goodwill with some of our suppliers. However, in the absence of written agreements, our suppliers are not bound to supply goods to us and can withdraw their commitments from us at any time. There can be no assurance that there will not be a significant disruption in the supply of raw materials from current sources, or, in the event of a disruption, that we would be able to locate alternative suppliers of the raw materials of comparable quality on terms acceptable to us, or at all. Identifying a suitable supplier involves a process that requires us to become satisfied with their quality control, consistency, responsiveness and service, financial stability and other ethical practices. In case any of our suppliers discontinue their relationship with us, we may have to procure the raw materials from other locations leading to additional costs on transportation. Also, we cannot assure that our raw material supply will not face disruption due to increased lead time for supply of raw materials leading to either disruption in our manufacturing activity or a complete stopping of the same. If we are unable to maintain our relationship with our current raw material suppliers it may prove difficult to obtain the same from other players.

- 3. We may be unable to obtain, renew or maintain statutory and regulatory permits, licenses and approvals required to operate our business which could result in an adverse effect on our results of operations. We require certain statutory and regulatory permits, licenses and approvals for our business.***

We may also need to apply for more approvals in the future including renewal of approvals that may expire from time to time. These approvals are subject to periodic renewal. There can be no assurance that the relevant authorities will issue such permits or approvals in the timeframe anticipated by us or at all. Our failure to renew, maintain or obtain the required permits or approvals within the requisite time may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations. There have been instances wherein we had failed to obtain the licenses and approvals applicable to us. For instance, we have applied for the trade license from Brihanmumbai Municipal Corporation on July 19, 2024, and while the same was applicable to us since incorporation.

Any failure or delay in obtaining such approvals, permits and licenses, may affect our ability to continue our operations, which may in turn have an adverse effect on our business and results of operations. The aforesaid permits, licenses and approvals are subject to several conditions, 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. Further, we cannot assure you that penalties under applicable laws would not be imposed on us in the event of noncompliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action.

- 4. The non-availability or high cost of quality gold bullion and coloured stones may have an adverse effect on our business, results of operations and financial condition.***

Timely procurement of raw materials such as gold bullion as well as the quality and the price, at which it is procured, play an important role in the successful operation of our business. Gold is primarily sourced through various bullion dealers and importers. We may also require specific quality raw materials for a particular jewellery design. Accordingly, our business is affected by the availability, cost and quality of raw materials. The prices and supply of these and other materials depend on factors beyond our control, including general economic conditions, competition, international prices, production levels and regulatory factors such as import duties. Currently, the RBI allows only certain banks in India to import precious metals such as gold and we are subject to the rates of interest charged by these banks. There has been a significant increase in the cost of gold in recent years, which has resulted in an increase in our operational cost. We cannot assure you that we will be able to procure quality raw materials at competitive prices or at all. In addition, if for any reason, our primary suppliers of raw materials should curtail or discontinue their delivery of such raw materials to us, in the quantities we need and at prices that are competitive, our ability to meet our material requirements for our operations could be impaired, our delivery schedules could be disrupted and our business and reputation maybe adversely affected. Further, any rise in gold prices may cause customers to delay their purchases, thereby adversely affecting our business, operations and financial condition.

- 5. Our income and sales are subject to seasonal fluctuations and lower income in a peak season may have a disproportionate effect on our results of operations.***

Our industry has seasonal increases and decreases in revenues and profitability, corresponding with weddings and festivals. Our sales have historically exhibited certain seasonal fluctuations, reflecting higher sales volumes on

festivals and other occasions such as Durga Puja, Akshay Tritiya, Dhanteras, Diwali and Christmas which occur in the third and fourth quarter of the fiscal year. This period also coincides with the wedding season in India. While we stock certain inventory to account for this seasonality, our fixed costs such as employee salaries, Office 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 the third or fourth quarters of the fiscal year or more pronounced seasonal variations in sales in the future could have a disproportionate impact on our operating results for the fiscal year, or could strain our resources and impair our cash flows. Any slowdown in demand for our jewellery during peak seasons or failure by us to accurately anticipate and prepare for such seasonal fluctuations could have a material adverse effect on our business, financial condition and results of operations.

**6. *We do not register our jewellery design under the Designs Act, 2000 and we may suffer a loss of income if our designs are duplicated by our competitors. Moreover, we are susceptible to litigation arising out of infringement of copyright of designs.***

As our industry is fashion oriented, there is a constant need for innovation and trend setting. Jewellery designs change on a frequent basis and therefore we do not register the designs used by us, under the Designs Act, 2000.

A major criterion of our product differentiation from jewellery products is the designs we use in our gold jewellery. These designs are made and finalized by a combination of our in-house designers and the freelance designers we engage. Since these designs are not registered under the Designs Act, 2000, we face the risk of our designs being copied, partially or entirely, by our competitors, resulting in us losing one of our important strength. In the absence of registration under the Designs Act, 2000, we cannot protect our designs by invoking any law on our competitors for duplicating our designs, resulting in a loss of income, thus affecting our results of operation and financial condition. Further, we believe that efforts to protect our intellectual property may not be adequate and we may not be able to detect unauthorized use or take appropriate and timely steps to enforce intellectual property rights either owned by us or those that we have right to use. We may also be subject to litigation by one of our competitor or other industry players for copying their designs and in absence registration of our designs, we may not be able protect or defend our case. While, the aforementioned instances have not occurred in the past, however occurrence of any such instances in the future may have an adverse impact on our business, results of operations and financial condition.

We may inadvertently develop a design already registered by a third party, which may require us to either stop the manufacture & sale of such jewellery or be a part of lengthy litigation to defend the same. In both scenarios, we may be subject to losses due to legal costs, stay on sale of certain products and / or both. Further, if any litigation is proved against us, we may be subject to penalty and / or compensation which may adversely affect our cash flows. While we take care to ensure that we comply with the intellectual property rights of third parties and that there are no pending claims against us for infringement of third party intellectual property rights, we cannot determine with certainty whether we are infringing upon any existing third-party intellectual property rights. Any claims of infringement, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims, and may divert the efforts and attention of our management and technical personnel away from our business. As a result of such infringement claims, we could be required to pay third party infringement claims, alter our technologies, change the brands under which we distribute our products, obtain licenses or cease some portions of our operations. While, the aforementioned instances have not occurred in the past, however the occurrence of any of the foregoing could result in unexpected expenses and thus adversely affect our financial condition.

**7. *We generally do business with our customers on purchase order basis and do not enter into long term contracts with them. Our inability to maintain relationships with our customers could have an adverse effect on our business, prospects, results of operations and financial condition.***

Our business is dependent on our continuing relationships with our customers. Our Company neither has any long term contract with any of customers nor has any marketing tie up for our products. Any change in the buying pattern of our customers can adversely affect the business of our Company. The loss of or interruption of work by, a significant customer or a number of significant customers or the inability to procure new orders on a regular basis or at all may have an adverse effect on our revenues, cash flows and operations. Our business depends on the continuity of our relationship with our customers. There can be no assurance that we will be successful in maintaining such relationships or increasing the number of such relationships. If we are not able to maintain existing relationships with our current customers or if we are not able to develop new relationships, including if we are not able to provide services on a timely basis or offer services that meet the needs of the customers, the number of

customers could decline in the future and as a result, our business, prospects, results of operations and financial condition could be adversely affected in the future.

**8. *Our dependency on job worker or Karigars for the performance of our operation may adversely affect our business.***

We are totally dependent on the job worker or Karigars for the performance of our operation. We have not entered into written arrangements with any of these job workers or Karigars, and there can be no assurance that these job workers will continue to be associated with us on reasonable terms, or at all. Although, we work closely with these job workers and Karigars, we do not exercise control over them, and our arrangements with these job workers could involve various risks, including potential interruptions to their operations for factor beyond their or our control, any significant adverse changes in their financial or business conditions, as well as low levels of output or efficiency.

**9. *Any fluctuation and variation in price and supply of gold, which is a major raw material for the manufacture of our products, could adversely impact our income.***

Gold is the primary raw materials used in our job work process. Price of gold is volatile in nature and is linked to the international commodity indices. Although we source gold and sell our products on an unfixed basis, any decrease in the prices of gold shall result in the consequent decrease in the price of inventory held in stock. Such uncertainty of gold price may have adverse impact on financial position and profitability of our company.

**10. *We face significant competition. Any failure to compete effectively may have a material adverse effect on our business and operations.***

In India jewellery trading industry is highly divided between organized sector and unorganized sector. If we fail to create a position or our existing position deteriorates, the operating results or financial condition will get adversely affected. Aggressive discounting and marketing by competitors may also adversely impact our performance for a temporary period. We may in future experience increase competition from existing or new wholesale traders of jewellery industry. Due to increase in competition, we may temporarily experience downward pressure on prices, lower demand for our products, reduced margins and a loss of market share, all of which would have an adverse impact on our business and results of operations.

**11. *We operate in limited geographies for a significant portion of our revenue and also depends on limited number of customers for our revenue from operations. Projects in new geographies may not be as profitable as in existing geographies.***

Our operations are based out of limited region like Maharashtra, Karnataka, Gujrat and Chhattisgarh. Exposure to projects in new geographies may not be as profitable as our current geographies.

The table below sets forth a break-up of the revenue earned by our Company across various domestic states during the period ended September 30, 2024 and the preceding three Fiscals ended 2024, 2023 and 2022:

(₹ in lakhs)

State	September 30, 2024		FY2024		FY2023		FY2022	
	Revenue	% of total revenue	Revenue	% of total revenue	Revenue	% of total revenue	Revenue	% of total revenue
Maharashtra	13,597.69	100.00%	18,323.92	99.99%	24,642.95	99.99%	14,208.21	99.78%
Karataka	-	-	-	-	-	-	14.70	0.10%
Gujrat	-	-	-	-	-	-	12.61	0.09%
Chhattisgarh	-	-	1.69	0.01%	1.64	0.01%	4.65	0.03%
<b>Total</b>	<b>13,597.69</b>	<b>100.00%</b>	<b>18,325.61</b>	<b>100.00%</b>	<b>24,644.59</b>	<b>100.00%</b>	<b>14,240.17</b>	<b>100.00%</b>

Our geographic concentration may have a have a material adverse effect on our business, results of operations and financial condition. Further, we derive a significant portion of our revenue from a limited number of customers. As our business is currently concentrated to a selected number of geographies, any adverse development with such customer, including as a result of a dispute with such major customers, may result in us experiencing significant reduction in our cash flows and liquidity. If our customers are able to fulfil their requirements through any of our existing or new competitors, with better services and / or cheaper cost, we may lose significant portion of our business.

**12. *We may not be able to implement our growth strategy successfully.***

We may not be able to achieve our planned rate of expansion for our jewellery business. If we are unable to implement our growth strategies successfully, our future growth in income and profits may be adversely affected. In order to expand our business operations successfully, we should enhance our production capacity and access new markets and operate in a profitable manner. If we are unable to access new markets or introducing new designed jewellery in timely manner, it is likely to affect our ability to meet these expansion plans. There can be no assurance that we will be able to achieve our expansion goals, in a timely manner, or at all, or that our expansion plans will be profitable. If we fail to continue to improve our infrastructure or managerial capacity and manpower our growth rate and operating results could be adversely affected.

**13. *Inventories and trade receivables form a substantial part of our current assets and net worth. Failure to manage our inventory and trade receivables could have an adverse effect on our net sales, profitability, cash flow and liquidity.***

We are in the business of trading gold jewellery. Our Company's business is working capital intensive and hence inventories and trade receivables would form a major part of our current assets and net worth. The results of operations of our business are and will be dependent on our ability to effectively manage our inventory (raw material and finished goods) and trade receivables. We generally procure raw materials on the basis of management estimates based on past requirements and future estimates. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and purchase new inventory accordingly. However, if our management misjudges expected customer demand, it could cause either a shortage of products or an accumulation of excess inventory. Further, if we fail to sell the inventory we manufacture, we may be required to write-down our inventory or pay our suppliers without new purchases, or create additional vendor financing, all of which could have an adverse impact on our income and cash flows. To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if our management fails to accurately evaluate the credit worthiness of our customers, it may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. A liquidity crunch may also result in increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability.

**14. *Our results of operations are likely to vary from year to year and be unpredictable, which could cause the market price of the Equity Shares to be volatile.***

Our results of operations in any given year can be influenced by a number of factors, many of which are outside of our control and may be difficult to predict, including:

- our ability to acquire and retain clients for our products & services;
- maintaining high levels of customer satisfaction;
- costs relating to our operations;
- adhering to our high quality and process execution standards;
- pricing policies introduced by our competitors;
- the timing and nature of, and expenses incurred in, our marketing efforts;
- recruiting, training, and retaining sufficient skilled technical and management personnel;
- developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, and other internal systems;

Also, please refer "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 191 for details on the factors affecting our financial results. All of these factors, in combination or alone could negatively impact our revenues and may cause significant fluctuations in our results of operations. This variability and unpredictability could materially and adversely affect our results of operations and financial condition.

**15. *The proposed objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.***

The objects of the Issue for which the funds are being raised have not been appraised by any bank or financial institution. In the absence of such independent appraisal, the requirement of funds raised through this Issue, as specified in the section titled "*Objects of the Issue*" are based on the company's estimates and internal research. We

may have to revise our management estimates from time to time and consequently our funding requirements may also change. This may result in rescheduling of our expenditure plans and an increase or decrease in our proposed expenditure for a particular object. Deployment of these funds is at the discretion of the management and the Board of Directors of the company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

**16. *If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation could be adversely affected.***

We manage our internal compliance by monitoring and evaluating internal controls and ensuring all relevant statutory and regulatory compliances. The Audit Committee along with the Chief Financial Officer and the company secretary reviews the internal controls and compliances of our Company.

However, there can be no assurance that deficiencies in our internal controls will not arise or that we will be able to implement and continue to maintain adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all. If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation could be adversely affected.

**17. *We may not be able to maintain our current levels of profitability due to increased costs or reduced spreads or margins.***

Our business strategy involves a relatively high level of ongoing interaction with our clients. We believe that this involvement is an important part of developing our relationship with our clients, identifying new cross selling opportunities and monitoring our performance. However, this level of involvement also entails higher levels of costs and also requires a relatively higher gross spread, or margin, on the various products we offer in order to maintain profitability. There can be no assurance that we will be able to maintain our current levels of profitability if the gross spreads on our products were to reduce substantially, which could adversely affect our results of operations.

**18. *We depend on the accuracy and completeness of information about customers and counterparties and any misrepresentation, errors in or incompleteness of such information could cause our business to suffer.***

In deciding whether to extend credit or enter into other transactions with customers, we rely on information furnished to us by or on behalf of customers. We may also rely on certain representations from our customers as to the accuracy and completeness of that information. For ascertaining the creditworthiness we do not obtain any independent support from credit information companies or credit bureaus and on independent valuers in relation to the value of the net worth of such parties. Our reliance on any misleading information given may affect our judgment of credit worthiness of potential customers, which may affect our business, prospects, results of operations and financial condition.

**19. *There are outstanding litigations involving our Company, our Promoters and Directors which, if determined adversely, may affect our business and financial condition.***

As on the date of this Prospectus, our Company, our Promoters and Directors are involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and/or severally from us and/or other parties, as the case may be. We cannot assure you that these legal proceedings will be decided in favour of our Company, our Promoters and Directors or that no further liability will arise out of these proceedings. We may incur significant expenses in such legal proceedings and we may have to make provisions in our financial statements, which could increase our expenses and liabilities. Any adverse decision may adversely affect our business, results of operations and financial condition.

A summary of the pending tax proceedings and other material litigations involving our Company, our Promoters, our Directors is provided below:

**a) Litigations involving our Company**

*i) Cases filed against our Company:*

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
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Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

ii) *Cases filed by our Company:*

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

**b) Litigations involving our Directors**

i) *Cases filed against our Directors:*

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

ii) *Cases filed by our Directors:*

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	2	Not quantifiable
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

**c) Litigations involving our Promoters**

i) *Cases filed against our Promoters:*

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	1	386.87
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

ii) *Cases filed by our Promoters:*

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

For further details, please refer to the chapter titled “*Outstanding Litigations and Material Developments*” beginning on Page No. 208 of this Prospectus.

**20. We are dependent on job workers for manufacturing some of our inventory. Any deterioration in the quality of products procured from our suppliers, may adversely impact our business operations.**

Our Company is mainly engaged in the manufacture and sale of gold jewellery in various designs and styles. We also collaborate with job workers for manufacturing of its inventory. We collaborated with 22 job workers over the

past three years for manufacturing of its inventory. We have not entered into any contractual agreements with such job workers governing the supply of products to our Company, and there can be no assurance that these job workers will continue to be associated with us on reasonable terms, or at all. Although, we work closely with these job workers, we do not exercise control over them, and our arrangements with these job workers could involve various risks, including potential interruptions to their operations for factor beyond their or our control, any significant adverse changes in their financial or business conditions, as well as low levels of output or efficiency.

These job workers have accorded their trust and service based on our long operating history in the industry, our credit worthiness, and our goodwill. We have very frequent transactions, long history and goodwill with some of our job workers. However, in the absence of written agreements, our job workers are not bound to supply goods to us and can withdraw their commitments from us at any time. There can be no assurance that there will not be a significant disruption in the supply of products from current sources, or, in the event of a disruption, that we would be able to locate alternative suppliers of comparable quality on terms acceptable to us, or at all. Identifying a suitable job worker involves a process that requires us to become satisfied with their quality control, consistency, responsiveness and service, financial stability and other ethical practices. In case any of our job workers discontinue their relationship with us, we may have to procure the products from other locations leading to additional costs on transportation. If we are unable to maintain our relationship with our current job workers it may prove difficult to obtain the same from other players.

- 21. *Our Company proposes to utilize part of the Net Proceeds for repayment or pre-payment, in full or in part, of all or certain secured borrowings availed by our Company and accordingly, the utilization of that portion of the Net Proceeds will not result in creation of any tangible assets.***

Our Company intends to utilise a part of the Net Proceeds for repayment or pre-payment, in full or in part, of all or certain secured borrowings availed by our Company. The details of the loans identified to be repaid or prepaid using the Net Proceeds have been disclosed in the section titled “*Objects of the Issue*” on page 73 of this Prospectus. While we believe that utilization of Net Proceeds for repayment of secured loans would help us to reduce our cost of debt and enable the utilization of our funds for further investment in business growth and expansion, the pre-payment of loans will not result in the creation of any tangible assets for our Company.

- 22. *Failure to manage our inventory could have an adverse effect on our net sales, profitability, cash flow and liquidity.***

The results of operations of our business are dependent on our ability to effectively manage our inventory and stocks. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirement accordingly. If our management has misjudged expected customer demand it could adversely impact the results by causing either a shortage of products or an accumulation of excess inventory.

- 23. *Any adverse change in regulations governing our products, may adversely impact our business prospects and results of operations.***

An adverse change in the regulations governing the development of our products and their usage by our customers, including the development of licensing requirements and technical standards and specifications or the imposition of onerous requirements, may have an adverse impact on our operations. Our Company may be required to alter our distribution process and target markets and incur capital expenditure to achieve compliance with such new regulatory requirements applicable to us and our customers.

We cannot assure you that we will be able to comply with the regulatory requirements. If we fail to comply with new statutory or regulatory requirements, there could be a delay in the submission or grant of approval for marketing new products or we may be required to withdraw existing products from the market. Moreover, if we fail to comply with the various conditions attached to such approvals, licenses, registrations and permissions once received, the relevant regulatory body may suspend, curtail or revoke our ability to market such products and/or we may be deemed to be in breach of our arrangements with our customers. Consequently, there is an inherent risk that we may inadvertently fail to comply with such regulations, which could lead to forced shutdowns and other sanctions imposed by the relevant authorities, as well as the withholding or delay in receipt of regulatory approvals for our new products, which may adversely impact our business, results of operations and financial condition.

- 24. *Our Company requires significant amount of working capital for a continuing growth. Our inability to meet our working capital requirements may adversely affect our results of operations.***

Our business requires a significant amount of working capital. We fund a majority of our working capital requirements in the ordinary course of business from banks facilities and internal accruals. Our Company requires additional working capital for funding its incremental working capital requirements and releasing the internal accruals deployed in working capital. The funding of the incremental working capital requirements will lead to a consequent increase in our profitability, ability to utilize internal accruals for growth opportunities and achieving the proposed targets as per our business plan. Further, we are also required to meet the increasing demand and for achieving the same, adequate stocks have to be maintained which requires sufficient working capital. In the event, we are unable to source the required amount of working capital for addressing such increased demand of our products, we might not be able to efficiently satisfy the demand of our customers. Even if we are able to source the required amount of funds, we cannot assure you that such funds would be sufficient to meet our cost estimates and that any increase in the expenses will not affect the price of our products. On the basis of the existing and estimated working capital requirement of our Company, and assumptions for such working capital requirements, the estimated working capital requirements for Fiscals 2025 and 2026 as set forth below:

(₹ in Lakhs)

S. No.	Particulars	As at March 31, 2025	As at March 31, 2026
		(Estimated)	(Projected)
(A)	Current assets		
(a)	Inventories	2,054.79	2,739.73
(b)	Trade receivables	2,465.75	3,287.67
(c)	Other Current Assets	75.00	100.00
	<b>Total current assets (A)</b>	<b>4,595.55</b>	<b>6,127.40</b>
(B)	Current liabilities		
(a)	Trade payables	-	-
(b)	Provisions, other current liabilities and current tax liabilities (net)	307.90	427.00
	<b>Total current liabilities (B)</b>	<b>307.90</b>	<b>427.00</b>
(C)	Total working capital requirements (C = A – B)	4,287.65	5,700.40
(D)	Funding pattern		
(a)	IPO proceeds	1,900.00	-
(b)	Borrowings from banks, financial institutions and non-banking financial companies (including bill discounting) and/or internal accruals	2,387.65	5,700.40
	<b>Total</b>	<b>4,287.65</b>	<b>5,700.40</b>

Note: Pursuant to the certificate dated November 07, 2024 issued by the Statutory Auditor.

Our Company shall also fund the incremental working capital requirements by availing loan facilities.

Further, one of the objects of this Issue includes funding of working capital requirements of our Company, which is based on management estimates and certain assumptions. For more information in relation to such management estimates and assumptions, please see “Objects of the Issue” on page 73. Our working capital requirements may be subject to change due to factors beyond our control including force majeure conditions, an increase in defaults by our customers, non-availability of funding from banks or financial institutions. Accordingly, such working capital requirements may not be indicative of the actual requirements of our Company in the future and investors are advised to not place undue reliance on such estimates of future working capital requirements.

Any delay in processing our payments by our customers may increase our working capital requirement. Further, if a customer defaults in making payments for a product on which we have devoted significant resources, it could affect our profitability and liquidity and decrease the capital reserves that are otherwise available for other uses. We may file a claim for compensation of the loss that we incurred pursuant to such defaults but settlement of disputes generally takes time and financial and other resources, and the outcome is often uncertain. In general, we take provisions for bad debts, including those arising from such defaults based primarily on ageing and other factors such as special circumstances relating to special customers. There can be no assurance that such payments will be remitted by our clients to us on a timely basis or that we will be able to effectively manage the level of bad debt arising from defaults. We may also have large cash outflows, including among others, losses resulting from environmental liabilities, litigation costs, adverse political conditions, foreign exchange risks and liability claims.

All of these factors may result, in increase in the amount of receivables and short-term borrowings. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. Any issuance of equity, on the other hand, could result in a dilution of your shareholding. Accordingly, continued increases in our working capital requirements may have an adverse effect on our financial condition and results of operations.

25. ***Our Company has experienced negative cash flow in the past and may continue to do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.***

Our Company has experienced negative net cash flow in operating, investing and financing activities in the past, the details of which are provided below:

(₹ in lacs)

Particulars	Six month period ended September 30, 2024	31-Mar-24	1st October 2022 to 31st March 2023	1st April 2022 to 30th September 2022	31-Mar-22
Net Cash Flow from/(used in) Operating Activities	719.66	(209.33)	(98.13)	87.31	133.61
Net cash generated from/(used in) investing activities	(17.17)	12.57	(16.03)	-	(6.75)
Net Cash Flow from/(used in) Financing Activities	(631.43)	318.37	165.06	(88.00)	(128.11)

We may incur negative cash flows in the future which may have a material adverse effect on our business, prospects, results of operations and financial condition.

26. ***We are dependent on information technology systems in carrying out our business activities and it forms an integral part of our business. Further, if we are unable to adapt to technological changes and successfully implement new technologies or if we face failure of our information technology systems, we may not be able to compete effectively which may result in higher costs and would adversely affect our business and results of operations.***

We are dependent on information technology system in connection with carrying out our business activities and such systems form an integral part of our business. Any failure of our information technology systems could result in business interruptions, including the loss of our customers, loss of reputation and weakening of our competitive position, and could have a material adverse effect on our business, financial condition and results of operations. Additionally, our information technology systems, specifically our software may be vulnerable to computer viruses, piracy, hacking or similar disruptive problems. Computer viruses or problems caused by third parties could lead to disruptions in our business activities. Fixing such problems caused by computer viruses or security breaches may require interruptions, delays or temporary suspension of our business activities, which could adversely affect our operations. Breaches of our information technology systems may result in unauthorized access to confidential information. Such breaches of our information technology systems may require us to incur further expenditure to put in place advanced security systems to prevent any unauthorised access to our networks. In the event, any breach of our systems or software leads to the leaking of our trade secrets or any inventive techniques devised by our Company, it might lead to loss of our originality in the market and increase the chance of our products being substituted by the products of our competitors.

Our future success depends in part of our ability to respond to technological advancements and emerging standards and practices on a cost-effective and a timely basis. Our failure to successfully adopt such technologies in a cost-effective manner could increase our costs thereby compelling us to bid at lower margins which might lead to loss of bidding opportunities vis-à-vis such competitors. Additionally, the government authorities may require adherence with certain technologies and we cannot assure you that we would be able to implement such technologies in a timely manner or at all. The cost of upgrading or implementing new technologies or upgrading our existing equipment or expanding our capacity could be significant, less cost effective and therefore could negatively impact our profitability, results of operations, financial condition as well as our future prospects.

27. ***We may be unable to grow our business in additional geographic regions or international markets, which may adversely affect our business prospects and results of operations.***

We plan to export our products in international markets especially Dubai. Dubai has long been a vital center for gold trading, benefiting from earlier free trade policies that bolstered its status as a key hub for both consumption and trading of the precious metal. Infrastructure and logistical challenges in the gold industry, changing customers' taste and preferences may prevent us from expanding our presence or increasing the penetration of our products. Further, customers may be price conscious and we may be unable to compete effectively with the products of our competitors. If we are unable to grow our business in these new markets effectively, our business prospects, results of operations and financial condition may be adversely affected.

Further, expansion into new international markets is important to our long-term prospects. Competing successfully in international markets requires additional management attention and resources to tailor our services to the unique aspects of each new country. We may face various risks, including legal and regulatory restrictions, increased advertising and brand building expenditure, challenges caused by distance, language and cultural differences, in addition to our limited experience with such markets and currency exchange rate fluctuations. International markets require a very high standard of quality of products and our Company may not be able to match the international standards thereby failing to make a brand presence in the international markets. If we are unable to make long-lasting relations with the major customers in the overseas market or if we are unable to justify the quality of our products to them, it may make it difficult for us to enter into such markets. These and other risks, which we do not foresee at present, could adversely affect any international expansion or growth, which could have an adverse effect on our business, results of operations and financial condition.

**28. Demand for our products is subject to rapid and unpredictable changes in fashion trends and consumer preferences, and our inability to anticipate and address such changes may adversely affect our business prospects, results of operations and financial condition.**

The jewellery industry, like other luxury retail industries, is subject to rapid and unpredictable changes in fashion trends and customer preferences. Customer preferences for jewellery designs and types may vary significantly from region to region in India. Also, trends in fashion today change rapidly and a particular jewellery design may go out of trend resulting in increased unsold inventory. We cannot guarantee that we will be able to adopt the latest trends immediately, thus giving our competitors a first mover advantage, if they are able to identify the changes before we do. Furthermore, the increasing popularity of branded jewellery merchandise may adversely impact our business prospects and revenues if we are unable to increase our sales to branded jewellery retailers. In addition, the availability and consumer acceptance of alternates such as diamond jewellery, silver or platinum jewellery or a shift in customer preference to other luxury products or a rise in use of imitation jewellery products, may also adversely affect our business. Our inability to anticipate, identify and react appropriately or in a timely manner to customer preferences, or failure to develop and implement customer oriented sales policies that influence customer purchase decisions, could result in a decrease in consumer acceptance of our products, a diminished brand image and market share, which could result in lower profits. These changes can adversely affect our business prospects, results of operations and financial condition.

**29. If our Company is unable to protect its intellectual property, or if our Company infringes on the intellectual property rights of others, our business may be adversely affected.**

Our Company is currently using logo , which is not yet registered in the name of our Company. While, we have made applications for registering the name and logo of our Company, however the application is pending for approval. If we are unable to get the same registered with the trademark authorities then, our Company may not be able to successfully enforce or protect our intellectual property rights and obtain statutory protections available under the Trademarks Act, 1999, as otherwise available for registered trademarks in future could have a material adverse effect on our business and goodwill, which in turn could adversely affect our results of operations.

There can be no assurance that third parties will not infringe upon our intellectual property, causing damage to our business prospects, reputation and goodwill. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect its intellectual property, which could adversely affect our business, results of operations and financial condition. For further details, please refer to the chapters titled “Our Business” and “Government and other Statutory Approvals” on pages 109 and 213, respectively of this Prospectus.

**30. The average cost of acquisition of Equity Shares held by our Promoters is lower than the Issue Price.**

Our Promoters’ average cost of acquisition of Equity Shares in our Company is lower than the Issue Price which is proposed to be determined on a fixed price basis. The average cost of acquisition of Shares for the Promoters is as follows:

Name of Promoters	No. of shares held	Average Cost of Acquisition (in ₹ )
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Name of Promoters	No. of shares held	Average Cost of Acquisition (in ₹)
Hirachand P Gulecha (HUF)	37,05,000	8.10
Niraj Hirachand Gulecha	28,28,150	7.99
Khusbhu Niraj Gulecha	9,75,650	7.79
Hirachand Pukhraj Gulecha	12,84,400	7.86

For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapter titled “*Capital Structure*” on page 59 of the Draft Prospectus.

**31. *Our Promoters, Directors and Key Managerial Personnel have interests in our Company other than reimbursement of expenses incurred or normal remuneration or benefits.***

Our Promoters, Directors and Key Managerial Personnel, may be deemed to be interested in our Company, in addition to the regular remuneration or benefits, reimbursements of expenses, Equity Shares held by them or their relatives, their dividend or bonus entitlement, benefits arising from their directorship in our Company. Our Promoters, Director and Key Managerial Personnel may also be interested to the extent of any transaction entered into by our Company with any other company or firm in which they are directors or partners. For further details please refer to the paragraphs titled — “*Interest of our Directors*” in the chapter titled — “*Our Management*”, the paragraphs titled — “*Interest of our Promoters and Other Interests and Disclosures*” in the chapter titled — “*Our Promoters and Promoter Group*”, “*Financial Indebtedness*” and “*Restated Financial Information*” on pages 146, 157, 205, and 164, respectively of this Prospectus.

There can be no assurance that our Promoters, Directors, Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters and members of our Promoter Group will continue to exercise significant control over our Company, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Directors and our Key Management Personnel may take or block actions with respect to our business, which may conflict with the best interests of our Company or that of minority shareholders.

**32. *We have in past entered into related party transactions and we may continue to do so in the future.***

As of March 31, 2024, we have entered into several related party transactions with our Promoters, individuals and entities forming a part of our promoter group relating to our operations. In addition, we have in the past also entered into transactions with other related parties. For further details, please refer to the chapter titled — “*Restated Financial Information*” at page 164.

While all such transactions have been conducted on an arm’s length basis, in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions and all related party transactions that we may enter into post-listing, will be subject to Board or Shareholder approval, as necessary under the Companies Act, the SEBI Listing Regulations and other application laws. Further, it is likely that we may enter into additional related party transactions in the future. Such future related party transactions may potentially involve conflicts of interest.

While we believe that all our related party transactions have been conducted on an arm’s length basis, we cannot assure you that we may not have achieved more favorable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

**33. *Our Promoters and members of the Promoter Group have significant control over the Company and have the ability to direct our business and affairs; their interests may conflict with your interests as a shareholder.***

Upon completion of this Issue, our Promoters and members of our Promoter Group will collectively hold 72.70% of the Equity share capital of our Company. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders’ approval. Accordingly, our Promoters will continue to retain significant control, including being able to control the composition of our Board of Directors, determine decisions requiring simple or special majority voting of shareholders, undertaking sale of all or substantially all of our assets,

timing and distribution of dividends and termination of appointment of our officers, and our other shareholders may be unable to affect the outcome of such voting. There can be no assurance that our Promoters will exercise their rights as shareholders to the benefit and best interests of our Company. Further, such control could delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company even if it is in our Company's best interest. The interests of our Promoters could conflict with the interests of our other equity shareholders, and our Promoters could make decisions that materially and adversely affect your investment in the Equity Shares.

**34. *Our future fund requirements, in the form of further Issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the Shareholders depending upon the terms on which they are eventually raised.***

We may require additional capital from time to time depending on our business needs. Any further Issue of Equity Shares or convertible securities would dilute the shareholding of the existing Shareholders and such issuance may be done on terms and conditions, which may not be favorable to the then existing Shareholders. If such funds are raised in the form of loans or debt or preference shares, then it may substantially increase our fixed interest/dividend burden and decrease our cash flows, thus adversely affecting our business, results of operations and financial condition.

**35. *Our agreements with lenders for financial arrangements contain restrictive covenants for certain activities and if we are unable to get their approval, it might restrict our scope of activities and impede our growth plans.***

We have entered into agreements for our borrowings with certain lenders. These borrowings include secured fund based and non-fund based facilities. These agreements include restrictive covenants which mandate certain restrictions in terms of our business operations such as change in capital structure, formulation of any scheme of amalgamation or reconstruction, declaring dividends, further expansion of business, granting loans to directors, repaying unsecured loans from third parties, undertake guarantee obligations on behalf of any other borrower, which require our Company to obtain prior approval of the lenders for any of the above activities. We cannot assure you that our lenders will provide us with these approvals in the future. For details of these restrictive covenants, please refer to chapter titled — "*Financial Indebtedness*" on page 205 of this Prospectus.

Further, some of our financing arrangements include covenants to maintain our total outside liabilities and total net worth up to a certain limit and certain other liquidity ratios. We cannot assure prospective investors that such covenants will not hinder our business development and growth in the future. A default under one of these financing agreements may also result in cross-defaults under other financing agreements and result in the outstanding amounts under such financing agreements becoming due and payable immediately. Defaults under one or more of our Company's financing agreements may limit our flexibility in operating our business, which could have an adverse effect on our cash flows, business, results of operations and financial condition.

It may be possible for a lender to assert that we have not complied with all applicable terms under our existing financing documents. Further we cannot assure that we will have adequate funds at all times to repay these credit facilities and may also be subject to demands for the payment of penal interest.

**36. *In addition to our existing indebtedness for our existing operations, we may incur further indebtedness during the course of business. We cannot assure that we would be able to service our existing and/ or additional indebtedness.***

In addition to the indebtedness for our existing operations, we may incur further indebtedness during the course of our business. We cannot assure you that we will be able to obtain further loans at favorable terms. Increased borrowings, if any, may adversely affect our debt-equity ratio and our ability to borrow at competitive rates. In addition, we cannot assure you that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under-budget our working capital requirements, which may lead to delays in arranging additional working capital requirements, loss of reputation, levy of liquidated damages and can cause an adverse effect on our cash flows.

Any failure to service our indebtedness or otherwise perform our obligations under our financing agreements entered with our lenders or which may be entered into by our Company, could trigger cross default provisions, penalties, acceleration of repayment of amounts due under such facilities which may cause an adverse effect on our business,

financial condition and results of operations. For details of our indebtedness, please refer to the chapter titled — “*Financial Indebtedness*” on page 205 of this Prospectus.

- 37. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further, we have not identified any alternate source of financing the ‘Objects of the Issue’. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. We meet our capital requirements through our bank finance, unsecured loans, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further, we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue or any shortfall in the Issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the chapter titled “*Objects of the Issue*” beginning on page 73 of this Prospectus.

- 38. *Our success largely depends upon the knowledge and experience of our Promoters, Directors and our Key Managerial Personnel. Loss of any of our Directors and key managerial personnel or our ability to attract and retain them could adversely affect our business, operations and financial condition.***

The growth and success of our Company’s future significantly depends upon the experience of our Promoters and continued services and the management skills of our Key Managerial Personnel and the guidance of our Promoters and Directors for development of business strategies, monitoring its successful implementation and meeting future challenges. We believe the expertise, experience and continued efforts of our Key Managerial Personnel and their inputs are valuable to for the operations of our Company. Our future success and growth depend largely on our ability to attract, motivate and retain the continued service of our highly skilled management personnel. Our Company has never been faced with a challenge of high rate of attrition of our Key Management Personnel in the past, however, any attrition of our experienced Key Managerial Personnel, would adversely impact our growth strategy. We cannot assure you that we will be successful in recruiting and retaining a sufficient number of personnel with the requisite skills to replace those Key Managerial Personnel who leave. In the event we are unable to motivate and retain our key managerial personnel and thereby lose the services of our highly skilled Key Managerial Personnel may adversely affect the operations, financial condition and profitability of our Company and thereby hampering and adversely affecting our ability to expand our business. For further details on our Directors and Key Managerial Personnel, please refer to the chapter titled — “*Our Management*” on page 140 of this Prospectus.

- 39. *Increased losses due to fraud, employee negligence, theft or similar incidents may have an adverse impact on us.***

Our business and the industry in which we operate are vulnerable to the problem of pilferage by employees, damage, misappropriation of cash and inventory management and logistical errors. An increase in product losses due to such factors at our place of operation may require us to install additional security and surveillance equipment and incur additional expenses towards inventory management and handling. We cannot assure you whether these measures will successfully prevent such losses. Further, there are inherent risks in cash management as part of our operations, which include theft and robbery, employee fraud and the risks involved in transferring cash to banks. Additionally, in case of losses due to theft, financial misappropriation, fire, breakage or damage caused by other casualties, we cannot assure you that we will be able to recover from our insurers the full amount of any such loss in a timely manner, or at all. In addition, if we file claims under an insurance policy it could lead to increases in the insurance premiums payable by us or the termination of coverage under the relevant policy. While, the aforementioned instances have not occurred in the past, however occurrence of any such instances in the future may have an adverse impact on our business, results of operations and financial condition.

- 40. *Our inability to procure and/or maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.***

Our operations are subject to inherent risks and hazards which may adversely impact our profitability, such as fire, riots, third party liability claims, loss-in-transit for our products, accidents and natural disasters. Presently, we maintain adequate insurance policies, details of which have been provided below:

Insurer	Policy No.	Expiry date	Description of Property Insured	Insured Amount (₹ in Lakhs)
ICICI Lombard	4093/S/363043313/00/000	October 9, 2025	Office premises including	2,000.00

Insurer	Policy No.	Expiry date	Description of Property Insured	Insured Amount (₹ in Lakhs)
General Insurance-Jeweller's Package Policy Sookshma			display window and locked safe	
			Stock in hands of directors, employees, brokers, agents, gold smiths, cutters, minakar and polisher or other persons/agencies	925.00
			Stock in transit	235.00
			Furniture/fixture	2.50
			Fidelity Employees	235.00
			Money in transit and safe	6.00

There are many events that could cause significant damages to our operations, or expose us to third-party liabilities, whether or not known to us, for which we may not be insured or adequately insured, which in turn may expose us to certain risks and liabilities. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance had been availed. Further, there can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part, or on time. If we were to incur a significant liability for which we were not fully insured, it could adversely affect our results of operations and financial position.

**41. *Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.***

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our operations, financial condition and results of operations. Our Company has not declared dividends in the past, and there can be no assurance that our Company will declare dividends in the future also. For further details, please refer to the chapter titled "Dividend Policy" on page 163 of this Prospectus.

**42. *The requirements of being a listed company may strain our resources.***

We are not a listed Company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the listing agreements with the Stock Exchanges and compliances of SEBI (LODR) Regulations which will require us to file audited annual and unaudited half yearly results and limited review reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies which may adversely affect the financial position of the Company.

As a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions to support the existence of effective disclosure controls and procedures, internal control over financial reporting and additional compliance requirements under the Companies Act, 2013. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management oversight will be required. As a result, management's attention may be diverted from other business concerns, which could adversely affect our business, prospects, financial condition and results of operations. In addition, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge and we cannot assure you that we will be able to do so in a timely manner.

**43. *Delay in raising funds from the IPO could adversely impact the implementation schedule.***

The proposed fund requirement, for working capital, primarily, as detailed in the chapter titled “*Objects of the Issue*” beginning on page 73 is to be funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We, therefore, cannot assure that we would be able to execute our future plans/strategy within the estimated time frame.

**44. *The Equity Shares have never been publicly traded and the Issue may not result in an active or liquid market for the Equity Shares.***

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. Although we currently intend that the Equity Shares will remain listed on the Stock Exchanges, there is no guarantee of the continued listing of the Equity Shares. Failure to maintain our listing on the Stock Exchanges or other securities markets could adversely affect the market value of the Equity Shares.

The Issue Price of the Equity Shares is proposed to be determined through a fixed price process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. You may not be able to resell your Equity Shares at a price that is attractive to you.

**45. *There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the SME Platform of National Stock Exchange of India Limited in a timely manner or at all.***

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

**46. *There is no existing market for our Equity Shares, and we do not know if one will develop to provide you with adequate liquidity. Further, an active trading market for the Equity Shares may not develop and the price of the Equity Shares may be volatile.***

An active public trading market for the Equity Shares may not develop or, if it develops, may not be maintained after the Issue. Our Company, in consultation with the lead manager, will determine the Issue Price. The Issue Price may be higher than the trading price of our Equity Shares following this Issue. As a result, investors may not be able to sell their Equity Shares at or above the Issue Price or at the time that they would like to sell. The trading price of the Equity Shares after the Issue may be subject to significant fluctuations in response to factors such as, variations in our results of operations, market conditions specific to the sectors in which we operate economic conditions of India and volatility of the securities markets elsewhere in the world.

**47. *The price of the Equity Shares may be highly volatile after the Issue.***

The price of the Equity Shares on the Indian stock exchanges may fluctuate after this Issue as a result of several factors, including, volatility in the Indian and global securities market; our operations and performance; performance of our competitors and the perception in the market about investments in the our industry; adverse media reports on us or the industry; changes in the estimates of our performance or recommendations by financial analysts; significant developments in India’s economic liberalization and deregulation policies; and significant developments in India’s fiscal and environmental regulations. There can be no assurance that the prices at which the Equity Shares are initially traded will correspond to the prices at which the Equity Shares will trade in the market subsequently.

**48. *Any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in the Prospectus would be subject to certain compliance requirements, including prior shareholders’ approval.***

Our Company intends to use the Net Proceeds towards funding of working capital requirements and repayment of unsecured borrowings. Our Board will have flexibility in temporarily investing the Net Proceeds as well as its inter se allocation across various heads, as disclosed in the section titled “*Objects of the Issue*” on page 73.

In case of any exigencies arising out of business conditions, economic conditions, competition or other factors beyond our control which adversely affect our business, we may require to use the Net Proceeds to meet any other expenditure or fund which expenditure cannot be determined with certainty as on the date of this Prospectus. In terms of Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in the Prospectus without obtaining the shareholders’ approval through a special resolution. In the event of any such circumstances requiring us to undertake variation in the utilisation of the Net Proceeds disclosed in the Prospectus, we cannot assure that we will be able to obtain the shareholders’ approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders’ approval may adversely affect our business or operations.

Further, our Promoters would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the objects of the Issue. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders may deter the Promoters from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Fresh Issue, if any, or vary the terms of any contract referred to in the Prospectus, even if such variation is in the interest of our Company. This may restrict our Company’s ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

***49. You will not be able to sell immediately on the Stock Exchanges any of the Equity Shares you purchase in the Issue.***

The Equity Shares will be listed on the Emerge Platform of National Stock Exchange of India Limited. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. Upon receipt of final approval from the Stock Exchanges, trading in the Equity Shares is to commence within six (6) working days of the date of closure of the Issue or such other time as may be prescribed by SEBI.

We cannot assure that the Equity Shares will be credited to investors’ demat accounts, or that trading in the Equity Shares will commence, within the time period prescribed by law. Further, there can be no assurance that the Equity Shares to be Allotted pursuant to this Issue will be listed on the Stock Exchanges in a timely manner or at all.

***50. There are restrictions on daily movements in the trading price of the Equity Shares, which may adversely affect a shareholder’s ability to sell Equity Shares or the price at which Equity Shares can be sold at a particular point in time.***

Our listed Equity Shares will be subject to a daily “circuit breaker” imposed on listed companies by the Stock Exchanges, which does not allow transactions beyond certain volatility in the trading price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on the Equity Shares’ circuit breaker will be set by the Stock Exchanges based on historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges are not required to inform our Company of the percentage limit of the circuit breaker, and they may change the limit without our knowledge. This circuit breaker would effectively limit the upward and downward movements in the trading price of the Equity Shares. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

***51. The price of the Equity Shares may be volatile, which could result in substantial losses for investors acquiring the Equity Shares in the Issue.***

The market price of the Equity Shares may be volatile and could fluctuate significantly and rapidly in response to, among others, the following factors, some of which are beyond our control:

- volatility in the Indian and global securities market or in the value of the Rupee relative to the U.S. Dollar, the Euro and other foreign currencies;
- our profitability and performance;
- changes in financial analysts' estimates of our performance or recommendations;
- perceptions about our future performance or the performance of Indian companies in general;
- significant developments in India's economic liberalisation and deregulation policies;
- significant developments in India's fiscal and environmental regulations;
- economic developments in India and in other countries; and
- any other political or economic factors.

These fluctuations may be exaggerated if the trading volume of the Equity Shares is low. Volatility in the price of the Equity Shares may be unrelated or disproportionate to our results of operations. It may be difficult to assess our performance against either domestic or international benchmarks.

Indian stock exchanges, including the Stock Exchanges, have experienced substantial fluctuations in the prices of listed securities and problems such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. The governing bodies of Indian stock exchanges have also, from time to time, imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Further, disputes have occurred between listed companies, stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment. If such or similar problems were to continue or recur, they could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares.

**52. *Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoters or members of our Promoter Group may adversely affect the trading price of the Equity Shares.***

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through further issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoters and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that our Promoters and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

**53. *Sale of Equity Shares by our Promoters or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.***

Any instance of disinvestments of Equity Shares by our Promoters or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sale of Equity Shares might occur.

**54. *Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

**EXTERNAL RISK FACTORS**

**55. *Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business and financial performance.***

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example, the Government of India implemented a comprehensive national goods and services tax (“GST”) regime with effect from July 1, 2017, that combined multiple taxes and levies by the Central and State Governments into a unified tax structure. Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from the amendment of GST or any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations relating to GST. The Government has enacted the GAAR which have come into effect from April 1, 2017.

The Government of India has announced the union budget for Fiscal 2024 and the Ministry of Finance has notified the Finance Act, 2023 (“**Finance Act**”). There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. We cannot predict whether any amendments made pursuant to the Finance Act would have a material adverse effect on our business, financial condition and results of operations. Unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. For instance, the Supreme Court of India has, in a decision clarified the components of basic wages, which need to be considered by companies while making provident fund payments. Our Company has not made relevant provisions for the same, as on date. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations. Further, the Personal Data Protection Bill, 2019 (“**PDP Bill**”) was introduced to propose a legal framework governing the processing of personal data. However, the PDP Bill has been withdrawn on August 3, 2022 and the Ministry of Electronics and Information Technology, Government of India (“**MoEIT**”) has submitted a new Digital Personal Data Protection Bill, 2022 before the Parliament.

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 prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, 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 businesses or restrict our ability to grow our businesses in the future.

**56. *Our business is substantially affected by prevailing economic conditions in India.***

We perform all of our activities in India, and the predominant portions of our customers are Indian nationals. As a result, we are highly dependent on prevailing economic conditions in India and our results of operation are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, include:

- any increase in Indian interest rates or inflation;
- prevailing income conditions among Indian consumers and Indian corporations;
- changes in India’s present tax, trade, fiscal or monetary policies;
- natural disasters, political instability, communal disturbances, riots, civil unrest, terrorism or military conflict in India or in countries in the region or globally, including in India’s various neighboring countries; and
- prevailing national, regional or global economic conditions, including in India’s principal export markets.

In addition to the factors set forth above, our business may be affected by adverse changes specific to the industries in which we operate.

**57. *Foreign investors are subject to foreign investment restrictions under Indian law.***

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 pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the 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 a tax clearance certificate from the income tax authority. We cannot assure you that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all.

**58. *Any downgrading of India’s debt rating by an independent agency may harm our ability to raise financing.***

Any adverse revisions to India's credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

**59. *Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.***

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

**60. *Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.***

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance of our business. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence and spending. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

**61. *Natural calamities could have a negative impact on the Indian economy and cause our business to suffer.***

India has experienced natural calamities such as earthquakes, tsunamis, floods etc. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

**62. *Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.***

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well as the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

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## SECTION III – INTRODUCTION

### THE ISSUE

Following table summarizes the present Issue in terms of this Prospectus:

Particulars	Details of Equity Shares
Issue of Equity Shares <sup>1)2)</sup>	35,37,600 Equity Shares of face value of ₹ 10 each fully paid-up of our Company for cash at a price of ₹ 90/- per Equity Share aggregating to ₹ 3,183.84 lacs.
<i>of which:</i>	
Market Maker Reservation Portion	Issue of 1,77,600 Equity Shares having face value of ₹10 each at a price of ₹ 90 per Equity Share aggregating ₹ 159.84 lakhs
Net Issue to Public <sup>3)</sup>	Issue of 33,60,000 Equity Shares having face value of ₹10 each at a price of ₹ 90/- per Equity Share aggregating ₹ 3,024.00 lakhs
<i>of which:</i>	
	16,80,000 Equity Shares having face value of ₹10 each at a price of ₹ 90/- per Equity Share aggregating ₹ 1,512.00 lakhs will be available for allocation to Retail Individual Investors
	16,80,000 Equity Shares having face value of ₹10 each at a price of ₹ 90/- per Equity Share aggregating ₹ 1,512.00 lakhs will be available for allocation to other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for
<b>Pre and Post-Issue Equity Shares</b>	
Equity Shares outstanding prior to the Issue	95,09,500 Equity Shares
Equity Shares outstanding after the Issue	1,30,47,100 Equity Shares
Use of Net proceeds of this Issue	Please refer the chapter titled “ <i>Objects of the Issue</i> ” on page 73 of this Prospectus.

<sup>1)</sup> This Issue is being made in terms of Regulation 253(2) of Chapter IX of the SEBI (ICDR) Regulations. For further details, please refer to section titled “Issue Information” on page 228 of this Prospectus.

<sup>2)</sup> The present Issue has been authorised pursuant to a resolution passed by our Board at its meeting held on July 29, 2024 and by our Shareholders by way of a special resolution passed pursuant to Section 62(1) (c) of the Companies Act, 2013 at the EGM held on July 30, 2024.

<sup>3)</sup> The allocation is the net Issue to the public category shall be made as per the requirements of Regulation 253(2) of SEBI (ICDR) Regulations, as amended from time to time:

a) Minimum fifty percent to retail individual investors; and

b) Remaining to

(i) individual applicants other than retail individual investors and

(ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for

Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

Explanation - For the purpose of sub-regulation (2), if the retail individual investor category is entitled to more than fifty per cent of the Issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

For further details please refer to the chapter titled “Issue Structure” beginning on page 234 of this Prospectus.

## SUMMARY OF FINANCIAL INFORMATION

*The following tables provide the summary financial information of our Company derived from the Restated Financial Information as at and for the six months period ended September 30, 2024, and for the Financial Years ended on March 31, 2024, 2023 and 2022. The Restated Financial Information referred to above is presented under the section titled “Financial Information” on page 164. The summary financial information presented below should be read in conjunction with the Restated Financial Information, the notes thereto and the sections titled “Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 164 and 191, respectively.*

*(The remainder of this page is intentionally left blank)*

**RESTATED STATEMENT OF ASSETS AND LIABILITIES***(₹ in lakhs)*

Particulars	As at September 30, 2024	As at 31-Mar-24	As at 31-Mar-23	As at 30-Sep-22	As at 31-Mar-22
<b>A) EQUITY AND LIABILITIES</b>					
<b>1. Shareholders' funds</b>					
(a) Share capital	950.95	731.50	731.50	-	-
(b) Reserves and surplus	278.88	248.51	100.34	-	-
(c) Capital employed	-	-	-	293.84	299.93
<b>Sub-Total</b>	<b>1,229.83</b>	<b>980.01</b>	<b>831.84</b>	<b>293.84</b>	<b>299.93</b>
<b>3. Non-current liabilities</b>					
(a) Long-term borrowings	16.72	-	2.42	472.24	633.89
(b) Deferred tax liabilities	1.36	1.16	0.74	-	0.15
<b>Sub-Total</b>	<b>18.08</b>	<b>1.16</b>	<b>3.16</b>	<b>472.24</b>	<b>634.04</b>
<b>4. Current liabilities</b>					
(a) Short-term borrowings	1,276.15	1,860.52	1,402.18	1,175.70	1,019.93
(b) Trade payables	-	-	-	-	-
(i) total outstanding dues of micro enterprises and small enterprises; and					
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	197.57	-	14.74	26.09	5.29
(c) Other current liabilities	40.17	4.67	47.16	5.19	9.18
(d) Short-term provisions	92.33	50.82	26.44	14.79	9.58
<b>Sub-Total</b>	<b>1,606.22</b>	<b>1,916.01</b>	<b>1,490.52</b>	<b>1,221.77</b>	<b>1,043.98</b>
<b>TOTAL</b>	<b>2,854.13</b>	<b>2,897.18</b>	<b>2,325.52</b>	<b>1,987.85</b>	<b>1,977.95</b>
<b>B) ASSETS</b>					
<b>1. Non-current assets</b>					
(a) Property, plant and equipment	49.62	29.48	30.28	14.42	15.71
<b>Sub-Total</b>	<b>49.62</b>	<b>29.48</b>	<b>30.28</b>	<b>14.42</b>	<b>15.71</b>
<b>2. Current assets</b>					
(a) Inventories	1,688.81	1,130.37	971.38	960.16	1,251.11
(b) Trade receivables	755.60	1,507.69	1,241.20	997.24	686.13
(c) Cash and cash equivalents	247.18	176.12	54.50	3.59	4.28
(d) Short-term loans and advances	24.15	-	0.38	12.41	0.54
(e) Other current assets	88.77	53.52	27.78	0.03	20.18
<b>Sub-Total</b>	<b>2,804.51</b>	<b>2,867.70</b>	<b>2,295.24</b>	<b>1,973.43</b>	<b>1,962.24</b>
<b>TOTAL</b>	<b>2,854.13</b>	<b>2,897.18</b>	<b>2,325.52</b>	<b>1,987.85</b>	<b>1,977.95</b>

**RESTATED STATEMENT OF PROFIT AND LOSS**

*(₹ in lakhs)*

Particulars	For the six month period ended	For the year ended	For the period ended		For the year ended
	September 30, 2024	31-Mar-24	1st October 2022 to 31st March 2023	1st April 2022 to 30th September 2022	31-Mar-22
<b>1. Income</b>					
(a) Revenue from operations	13,597.69	18,325.61	12,494.58	12,150.00	14,240.17
(b) Other income	4.94	15.44	0.67	-	0.28
<b>Total Income</b>	<b>13,602.63</b>	<b>18,341.05</b>	<b>12,495.25</b>	<b>12,150.00</b>	<b>14,240.45</b>
<b>2. Expenses:</b>					
(a) Cost of materials consumed	13,663.31	18,066.12	12,281.54	11,748.40	14,124.55
Purchases of Stock-in-Trade					
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	(558.44)	(158.99)	(11.21)	290.95	(81.52)
(b) Employee benefits expense	21.14	36.19	23.22	7.70	15.21
(c) Finance costs	71.49	145.62	71.42	64.16	121.96
(d) Depreciation expense	1.96	3.44	0.84	1.29	2.42
(e) Other expenses	69.04	50.67	26.60	18.05	19.81
<b>Total expenses</b>	<b>13,268.50</b>	<b>18,143.05</b>	<b>12,392.41</b>	<b>12,130.55</b>	<b>14,202.43</b>
<b>3. Profit before exceptional and extraordinary items and tax (1 - 2)</b>	<b>334.13</b>	<b>198.00</b>	<b>102.84</b>	<b>19.45</b>	<b>38.02</b>
4. Exceptional items	-	-	-	-	-
<b>5. Profit before extraordinary items and tax (3 - 4)</b>	<b>334.13</b>	<b>198.00</b>	<b>102.84</b>	<b>19.45</b>	<b>38.02</b>
6. Extraordinary Items	-	-	-	-	-
<b>7 Profit before tax ( 5 - 6 )</b>	<b>334.13</b>	<b>198.00</b>	<b>102.84</b>	<b>19.45</b>	<b>38.02</b>
<b>8. Tax expense:</b>					
(a) Current tax	84.10	49.42	25.26	5.21	9.58
(b) Deferred tax	0.21	0.41	0.74	(0.15)	0.15
(c) MAT Credit	-	-	-	-	-
(d) Current tax expense relating to prior years	-	-	-	-	-
<b>9. Profit (Loss) for the period from continuing operations ( 7 - 8 )</b>	<b>249.83</b>	<b>148.17</b>	<b>76.84</b>	<b>14.39</b>	<b>28.29</b>
10. Adjustment in fixed asset due to change in accounting policy.	-	-	-	-	0.62
<b>11. Profit (Loss) for the period ( 9 + 10)</b>	<b>249.83</b>	<b>148.17</b>	<b>76.84</b>	<b>14.39</b>	<b>28.91</b>

## RESTATED STATEMENT OF CASH FLOWS

(₹ in lakhs)

Particulars	For the six month period ended	For the year ended	For the period ended		For the year ended
	September 30, 2024	31-Mar-24	1st October 2022 to 31st March 2023	1st April 2022 to 30th September 2022	31-Mar-22
<b>Cash Flow From Operating Activities</b>					
Restated Net profit Before Tax and Extraordinary Items	334.13	198.00	102.84	19.45	38.02
<b>Adjustments For:</b>					
Depreciation	1.96	3.44	0.84	1.29	2.42
Interest Received	(4.94)	(15.21)	(0.67)	-	(0.03)
Interest and Finance Charges	8.23	137.56	52.75	61.64	117.42
<b>Operating Profit before working capital changes</b>	<b>63.79</b>	<b>323.79</b>	<b>155.75</b>	<b>82.38</b>	<b>157.83</b>
<b>Adjustment For:</b>					
Decrease/(Increase) in Inventories	(558.44)	(158.99)	(11.22)	290.95	(81.52)
Decrease/(Increase) in Trade receivables	752.08	(266.49)	(243.96)	(311.11)	7.25
Decrease/(Increase) in Other Current Assets	(0.79)	(25.74)	(27.75)	20.15	(2.23)
Decrease/(Increase) in Short-term loans and advances	(24.15)	0.38	12.04	(11.87)	49.47
(Decrease)/Increase in short-term provisions	(1.40)	(1.18)			
(Decrease)/Increase in Trade Payables	197.57	(14.74)	(11.34)	20.79	0.51
(Decrease)/Increase in Other Current Liabilities	35.50	(42.49)	41.96	(3.98)	2.31
<b>Cash Generated from Operations</b>	<b>803.54</b>	<b>(184.28)</b>	<b>(84.53)</b>	<b>87.31</b>	<b>133.62</b>
Less : Taxes Paid	(83.88)	(25.04)	(13.60)	-	-
<b>Net Cash From /(Used In ) Operating Activities (A)</b>	<b>719.66</b>	<b>(209.32)</b>	<b>(98.13)</b>	<b>87.31</b>	<b>133.62</b>
<b>Cash Flow From Investing Activities</b>					
Purchase of Fixed Assets	(22.11)	(2.64)	(16.70)	-	(6.78)
Interest Received	4.94	15.21	0.67	-	0.03
<b>Net Cash From /(Used In ) Investing Activities (B)</b>	<b>(17.17)</b>	<b>12.57</b>	<b>(16.03)</b>	<b>-</b>	<b>(6.75)</b>
<b>Cash Flow From Financing Activities</b>					
Proceeds from Issue of Shares	-	-	461.16	-	-
Capital withdrawn	-	-	-	(20.46)	(9.52)
Interest and Finance Charges	(63.79)	(137.56)	(52.75)	(61.64)	(117.42)
(Decrease)/Increase in Short Term Borrowing	(584.37)	458.34	226.48	155.76	82.69
(Decrease)/Increase in Long Term Borrowing	16.72	(2.42)	(469.82)	(161.66)	(83.87)
<b>Net Cash From Financing Activities (C)</b>	<b>(631.43)</b>	<b>318.37</b>	<b>165.06</b>	<b>(88.00)</b>	<b>(128.12)</b>
<b>Net Increase / (Decrease) in Cash (A) + (B) + (C)</b>	<b>71.06</b>	<b>121.62</b>	<b>50.91</b>	<b>(0.69)</b>	<b>(1.25)</b>
Cash and Cash equivalents at the beginning of the year	176.12	54.50	3.59	4.28	5.53
Cash and Cash equivalents at the end of the year	<b>247.18</b>	176.12	54.50	3.59	4.28
<b>As per schedule</b>					
Cash and cash equivalents	<b>247.18</b>	176.12	54.50	3.59	4.28

## GENERAL INFORMATION

Our Company was incorporated on July 19, 2022 as 'Divine Hira Jewellers Limited', as a public limited company under the Companies Act, 2013, pursuant to a certificate of incorporation issued by Registrar of Companies, Central Registration Centre. Pursuant to a Business Succession Agreement dated September 13, 2022, our Company acquired the entire assets, assumed liabilities, clients and employees and business of Hira Traders (proprietorship firm of Hirachand P Gulecha HUF established in the year 1997) with effect from the closing date i.e. September 30, 2022

### Registered Office of our Company

#### **Divine Hira Jewellers Limited**

74/A, 1<sup>st</sup> Floor, Office No.2,  
Opp. Hotel Bhagat Tarachand,  
Zaveri Bazar, Mumbai- 400 002,  
Maharashtra, India.

**Telephone:** +91 222 240 2662

**Facsimile:** NA

**E-mail:** info@divinehirajewellers.com

**Investor grievance id:** investor@divinehirajewellers.com

**Website:** www.divinehirajewellers.com

**CIN:** U36999MH2022PLC387009

### Registrar of Companies

Our Company is registered with the Registrar of Companies, Maharashtra at Mumbai situated at the following address:

#### **Registrar of Companies, Maharashtra at Mumbai**

Registrar of Companies, 100, Everest Marine Drive,  
Mumbai- 400 002, Maharashtra, India.

**Telephone :** +91 022 2281 2627/ 2202 0295/ 2284 6954

**Email:** roc.mumbai@mca.gov.in

**Facsimile:** +91 022 2281 1977

### Board of Directors of our Company

Set forth below are the details of our Board of Directors as on the date of this Prospectus:

S. No.	Name	Designation	DIN	Address
1.	Hirachand Pukhraj Gulecha	Managing Director	09677562	A-904, Vardhman Heights, T.B. Kadam Marg, Byculla (East), Mumbai - 400 027, Maharashtra, India.
2.	Niraj Hirachand Gulecha	Whole-time Director	09238372	A-904, Vardhman Heights, T.B. Kadam Marg, Byculla (East), Mumbai - 400 027, Maharashtra, India.
3.	Khushbu Niraj Gulecha	Non-Executive Director	09677573	A-904, Vardhman Heights, T.B. Kadam Marg, Byculla (East), Mumbai - 400 027, Maharashtra, India.
4.	Hiram Zubair Shaikh	Independent Director	07930501	C/104, Sky Park CHS, Oshiwara Garden Road, Goregaon West – 400 104, Maharashtra, India.
5.	Manoj Premkumar Bohra	Independent Director	07915840	Opp. Maxus Mall, B – 205 Dharti residency, 150 feet road, Thane Bhayander West – 401 101, Maharashtra, India.

For detailed profile of our Directors, please refer to the chapter titled "**Our Management**" on page 140 of the Prospectus.

### Chief Financial Officer

**Ganesh Bhanudas Bhayde**, is the Chief Financial Officer of our Company. His contact details are set forth hereunder.

74/A, 1<sup>st</sup> Floor, Office No.2,  
Opp. Hotel Bhagat Tarachand,  
Zaveri Bazar, Mumbai- 400 002,  
Maharashtra, India  
**Telephone:** +91 222 240 2662  
**Facsimile:** NA  
**E-mail:** cfo@divinehirajewellers.com

### **Company Secretary and Compliance Officer**

**Jai Dilip Shrimankar**, is the Company Secretary and Compliance Officer of our Company. His contact details are set forth hereunder.

74/A, 1<sup>st</sup> Floor, Office No.2,  
Opp. Hotel Bhagat Tarachand,  
Zaveri Bazar, Mumbai City,  
Mumbai- 400 002,  
Maharashtra, India  
**Telephone:** +91 222 240 2662  
**Facsimile:** NA  
**E-mail:** cs@divinehirajewellers.com

### **Investor grievances**

**Investors can contact the Company Secretary and Compliance Officer, the LM 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 and non-receipt of funds by electronic mode.**

All grievances relating to the Issue may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Bidders should give full details such as name of the sole or first Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the ASBA Form, details of UPI IDs (if applicable), address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Bidder.

Further, the investors shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

For all Issue related queries and for redressal of complaints, investors may also write to the Lead Manager.

### **Details of Key Intermediaries pertaining to this Issue of our Company:**

#### **Lead Manager**

**Horizon Management Private Limited**  
19 R N Mukherjee Road,  
Main Building, 2<sup>nd</sup> Floor,  
Kolkata - 700 001,  
West Bengal, India.  
**Telephone:** +91 334 600 0607  
**Facsimile:** +91 334 600 0607  
**E-mail:** smeipo@horizon.net.co  
**Website:** [www.horizonmanagement.in](http://www.horizonmanagement.in)  
**Investor grievance:** investor.relations@horizon.net.co  
**Contact Person:** Manav Goenka  
**SEBI Registration Number:** INM000012926

#### **Registrar to the Issue**

**Bigshare Services Private Limited**  
S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park,

Next to Ahura Centre, Mahakali Caves Road,  
Andheri (East), Mumbai - 400 093,  
Maharashtra, India  
**Telephone:** +91 226 263 8200  
**Facsimile:** +91 226 263 8299  
**Email:** ipo@bigshareonline.com  
**Investor grievance email:** investor@bigshareonline.com  
**Contact Person:** Ganesh Shinde  
**Website:** www.bigshareonline.com  
**SEBI Registration number:** INR000001385  
**CIN:** U99999MH1994PTC076534

#### **Legal Advisor to the Issue**

##### **T&S Law**

15, Logix Technova,  
Block B, Sector 132, Noida- 201 304,  
Uttar Pradesh, India  
**Telephone:** +91 120 666 1348  
**Contact Person:** Sagarieeka  
**Email:** info@tandslaw.in

#### **Statutory and Peer Review Auditor of our Company**

##### **M/s. Muchhal & Gupta,**

Chartered Accountants  
301, Shalimar Corporate Centre,  
8-B, South Tukoganj, Indore - 452 001,  
Madhya Pradesh, India  
**Telephone:** +91 731 251 9818/ 404 6818  
**Email:** ca.mandg@gmail.com  
**Contact Person:** Vaibhav Mandhana  
**Membership No.:** 142514  
**Firm Registration No.:** 004423C  
**Peer Review Certificate No.:** 014046

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

##### **HDFC Bank Limited**

HDFC Bank House, Senapati Bapat Marg,  
Lower Parel (West), Mumbai – 400 013  
Maharashtra, India.  
**Telephone:** +91 932 476 8194  
**Facsimile:** N.A.  
**Website:** www.hdfcbank.com  
**Email:** suraj.yadav3@hdfcbank.com  
**Contact Person:** Suraj Yadav  
**CIN:**L65920MH1994PLC080618

#### **Banker / Sponsor Bank / Refund Bank to the Issue**

##### **HDFC Bank Limited**

FIG - OPS Department, HDFC Bank Limited  
Lodha - I Think Techno Campus, O-3 Level,  
Next to Kanjurmarg Railway Station,  
Kanjurmarg (East), Mumbai – 400042  
**Telephone:** +91 022-30752914 / 28 / 29  
**Facsimile:** +91 22 2579 9801  
**Email ID:** siddharth.jadhav@hdfcbank.com,  
sachin.gawade@hdfcbank.com, [eric.bacha@hdfcbank.com](mailto:eric.bacha@hdfcbank.com),

tushar.gavankar@hdfcbank.com, [pravin.teli2@hdfcbank.com](mailto:pravin.teli2@hdfcbank.com)

**Website:** www.hdfcbank.com

**Contact Person:** Eric Bacha/ Sachin Gawade / Pravin Teli / Siddharth Jadhav / Tushar Gavankar

**SEBI Cert Registration No:** INB100000063

**CIN No.:** L65920MH1994PLC080618

## **Designated Intermediaries**

### ***Self-Certified Syndicate Banks***

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, as updated from time to time.

### ***SCSBs enabled for UPI Mechanism***

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, as amended.

### ***Registered Brokers***

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the Stock Exchange, at National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) as updated from time to time.

### ***Registrar and Share Transfer Agent***

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 website of National Stock Exchange of India Limited at [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 Collecting Depository Participants (CDPs) eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19> for NSDL CDPs and at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18> for CDSL CDPs, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

## **IPO Grading**

Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 there is no requirement of appointing an IPO Grading agency.

## **Credit Rating**

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

## **Green Shoe Option**

No Green Shoe Option is applicable for this Issue.

### **Brokers to the Issue**

All members of the recognized stock exchanges would be eligible to act as Brokers to the Issue.

### **Debenture Trustees**

As this is an Issue of Equity Shares, the appointment of Debenture trustees is not required.

### **Monitoring Agency**

As the Net Proceeds of the Issue will be less than ₹10,000 lacs, under the SEBI ICDR Regulations, it is not required that a monitoring agency be appointed by our Company.

### **Appraising Entity**

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

### **Expert Opinion**

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

Our Company has received written consent dated November 07, 2024 from the Statutory Auditors to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Prospectus as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated November 07, 2024 on our restated financial information; and (ii) its report dated August 1, 2024 on the statement of special tax benefits in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

### **Inter-se Allocation of Responsibilities**

Horizon Management Private Limited, being the sole Lead Manager will be responsible for all the responsibilities related to co-ordination and other activities in relation to the Issue. Hence, a statement of inter se allocation of responsibilities is not required.

### **Filing**

The Draft Prospectus was not filed with SEBI, nor did SEBI Issue any observation on the Issue Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. Pursuant to SEBI Master Circular, a copy of this Prospectus is being filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. Further, a copy of the Prospectus, is also being filed with the EMERGE Platform of National Stock Exchange of India Limited, where the Equity Shares are proposed to be listed.

A copy of this Prospectus, along with the material contracts, documents will also be filed with the RoC under Section 26 and Section 32 of the Companies Act, 2013 and through the electronic portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>.

### **Changes in Auditors during the last three years**

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

### **Issue Programme**

An indicative time table in respect of the Issue is set out below:

<b>Event</b>	<b>Indicative Date</b>
Issue Opening Date	Monday, March 17, 2025
Issue Closing Date	Wednesday, March 19, 2025
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Thursday, March 20, 2025
Initiation of Allotment / Refunds / Unblocking of	On or about Friday, March 21, 2025

Event	Indicative Date
Funds <sup>(1)</sup>	
Credit of Equity Shares to demat accounts of Allottees	On or about Friday, March 21, 2025
Commencement of trading of the Equity Shares on the Stock Exchange	On or about Monday, March 24, 2025

*<sup>(1)</sup>In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable*

The above timetable is indicative and does not constitute any obligation on our Company or the Lead Manager. 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 Exchange are taken within 3 Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); 'T' being issue closing date. Our Company shall follow the timeline provided under the aforementioned circular.

Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Applicants on Issue Closing Date maybe extended in consultation with the LM, RTA and NSE Emerge taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Application Forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Prospectus is IST. Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise. In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Bid Cum Application Forms prior to the Bid/ Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

**SEBI is in the process of streamlining and reducing the post Issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Prospectus may result in changes to the above mentioned timelines. Further, the issue procedure is subject to change to any revised SEBI circulars to this effect.**

On the Issue Closing Date, for uploading the Application Forms:

1. 4.00 p.m. IST in case of application by QIBs and Non – Institutional Investors; and
2. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Retail Individual Investors which may be extended up to such time as deemed fit by the Stock Exchanges after taking into account the total number of applications received up to the closure of timings and reported by LM to the Stock Exchanges.

For further details, see “*Issue Structure*” and “*Issue Procedure*” beginning on pages 234 and 237, respectively.

Applicants should note the Issue is also subject to (i) obtaining final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment; and (ii) filing of the Prospectus with the RoC.

#### WITHDRAWAL OF THE ISSUE

Our Company in consultation with the LM, reserve the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre- Issue advertisements have appeared and the Stock Exchange will also be informed promptly. The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) Working Day from the day of receipt of such instruction.

If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Draft Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining the final listing and trading approval of the Stock Exchange with respect to the Equity Shares Issued through the Prospectus, which our Company will apply for only after Allotment.

#### UNDERWRITING AGREEMENT

After the determination of the Issue Price, but prior to the filing of the Prospectus with the RoC, our Company will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be issued through the Issue. The Underwriting Agreement is dated March 03, 2025. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions specified therein:

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

<i>(₹ in lacs)</i>			
Name, address, telephone number, Facsimile and e-mail addresses of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten	% of the total Issue size Underwritten
Giriraj Stock Broking Private Limited HMP House, 4th Floor, Suite No 421A, 4, Fairlie Place, Kolkata – 700001, West Bengal, India +91 (033) 4005 4519 girirajstock@yahoo.com Mr. Vinay Jajodia INZ000212638	30,04,800	2,704.32	84.94%
Horizon Management Private Limited 19 R N Mukherjee Road, Main Building, 2nd Floor Kolkata- 700 001, West Bengal, India. Telephone: +91 33 4600 0607 Facsimile: +91 33 4600 0607 Email ID: <a href="mailto:smeipo@horizon.net.co">smeipo@horizon.net.co</a>	5,32,800	479.52	15.06%

In the opinion of the Board, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI or registered as brokers with the Stock Exchange(s).

#### **DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE**

Our Company and the Selling Shareholders have entered into a Market Making Agreement dated March 03, 2025 with the following Market Maker for fulfilling the Market Making obligations under this Issue:

<b>Name</b>	Giriraj Stock Broking Private Limited
<b>Address</b>	HMP House, 4th Floor, Suite No 421A, 4, Fairlie Place, Kolkata – 700001, West Bengal, India
<b>Telephone</b>	+91 (033) 4005 4519
<b>E-mail</b>	<a href="mailto:girirajstock@yahoo.com">girirajstock@yahoo.com</a>
<b>Contact Person</b>	Mr. Vinay Jajodia
<b>SEBI Registration No.</b>	INZ000212638

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Lead Manager and the Market Maker (duly registered with National Stock Exchange of India Limited to fulfil the obligations of Market Making) dated March 03, 2025 to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares issued in this Issuer.

Giriraj Stock Broking Private Limited, registered with EMERGE Platform of National Stock Exchange of India Limited will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI ICDR Regulations.

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI ICDR Regulations, as amended from time to time and the circulars issued by National Stock Exchange of India Limited and SEBI in this matter from time to time.

#### **Following is a summary of the key details pertaining to the Market Making Arrangement:**

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker.
2. The minimum depth of the quote shall be ₹ 1,00,000. However, the Investors with holdings of value less than ₹ 1,00,000 shall be allowed to Issue their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
4. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Issue Size (Including the 1,77,600 Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 1,77,600 Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.
5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, National Stock Exchange of India Limited may intimate the same to SEBI after due verification.
6. There would not be more than five Market Maker for the Company's Equity Shares at any point of time and the Market Maker may compete with other Market Maker for better quotes to the investors.
7. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. In case equilibrium price is not discovered the price band in the normal trading session shall be based on Issue price.
8. The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.
9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior

approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

10. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Managers, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.

11. **Risk containment measures and monitoring for Market Maker:** EMERGE Platform of National Stock Exchange of India Limited will have all margins which are applicable on the National Stock Exchange of India Limited Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. National Stock Exchange of India Limited can impose any other margins as deemed necessary from time-to-time.
12. **Punitive Action in case of default by Market Maker:** EMERGE Platform of National Stock Exchange of India Limited will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
13. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct / manipulation / other irregularities by the Market Maker from time to time.
14. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
- In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.
15. Additionally, the securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME platform.

S. No.	Market Price Slab (in Rs.)	Proposed Spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

All the above mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

16. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Issue size and as follows:

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue size)
Upto ₹20 Crore	25%	24%
₹20 Crore to ₹50 Crore	20%	19%
₹50 Crore to ₹80 Crore	15%	14%
Above ₹80 Crore	12%	11%

The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI / National Stock Exchange of India Limited from time to time.

All the above mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

## CAPITAL STRUCTURE

The share capital of our Company as on date of this Prospectus is set forth below:

(₹ in lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Nominal Value	Aggregate Value at Issue Price
A.	<b>Authorised Share Capital out of which :</b>		
	1,50,00,000 Equity Shares having face value of ₹ 10/- each	1,500.00	-
B.	<b>Issued, Subscribed and Paid-up Share Capital before the Issue out of which</b>		
	95,09,500 Equity Shares having face value of ₹ 10/- each	950.95	-
C.	<b>Present Issue in terms of this Prospectus<sup>(1)</sup></b>		
	Issue of 35,37,600 Equity Shares of ₹ 10/- each at a price of ₹ 90 per Equity Share	353.76	3183.84
D.	<b>Paid-up Share Capital after the Issue</b>		
	1,30,47,100 Equity Shares of ₹ 10/- each	1304.71	
E.	<b>Securities Premium Account</b>		
	Before the Issue		Nil
	After the Issue		2,830.08

<sup>(1)</sup> The present Issue has been authorized pursuant to a resolution of our Board dated July 29, 2024 and pursuant to a special resolution of our Shareholders passed in an Extra Ordinary General Meeting dated July 30, 2024 under Section 62(1)(c) of the Companies Act, 2013.

<sup>(2)</sup> Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under-subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

### Classes of Shares

Our Company has only one class of share capital i.e. Equity Shares of face value of ₹ 10/- each only. All the issued Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Prospectus.

### Details of changes in Authorized Share Capital of our Company since incorporation

The initial authorised capital of our Company was ₹ 11,00,00,000 (Rupees eleven crores only) divided into 1,10,00,000 Equity Shares of ₹ 10/- each. The details of the alteration of the authorised share capital of our Company have been provided below:

Date of Shareholder's Meeting	Particulars of Change		AGM/EGM
	From	To	
June 1, 2024	₹ 11,00,00,000 divided in to 1,10,00,000 Equity Shares of ₹ 10 each	₹ 15,00,00,000 divided in to 1,50,00,000 Equity Shares of ₹ 10 each	EGM

### NOTES TO THE CAPITAL STRUCTURE

#### 1) Share Capital History of our Company:

##### Equity Share Capital

The following table sets forth details of the history of paid-up Equity Share capital of our Company:

Date of Allotment	No. of Equity Shares	Face value (₹)	Issue Price (₹)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative paid-up Capital (₹)
On Incorporation*	50,000	10	10	Cash	Subscription to Memorandum of Association <sup>(1)</sup>	50,000	5,00,000

Date of Allotment	No. of Equity Shares	Face value (₹)	Issue Price (₹)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative paid-up Capital (₹)
November 14, 2022	7,50,000	10	40	Consideration other than cash	Allotment of shares pursuant to Business Succession Agreement <sup>(2)</sup>	8,00,000	80,00,000
January 16, 2023	11,25,000	10	40	Consideration other than cash	Conversion of loan into Equity Shares <sup>(3)</sup>	19,25,000	1,92,50,000
January 23, 2023	53,90,000	10	N.A.	Consideration other than cash	Bonus Issue in the ratio of 14 (fourteen) bonus equity shares for every 5 (five) fully paid up Equity Share held on January 21, 2023 <sup>(4)</sup>	73,15,000	7,31,50,000
June 15, 2024	21,94,500	10	NA	Consideration other than cash	Bonus Issue in the ratio of 3 (three) bonus equity shares for every 10 (ten) fully paid up Equity Share held on June 14, 2024 <sup>(5)</sup>	95,09,500	9,50,95,000

*\*The MoA of our Company was signed on June 22, 2022. However, our Company was incorporated on July 19, 2022.*

- <sup>(1)</sup> Subscription to MoA of our Company, by subscribing to a total of 50,000 Equity Shares by Hirachand Pukhraj Gulecha (10,000 Equity Shares); Niraj Hirachand Gulecha (10,000 Equity Shares); Chirag Hemant Jain (5,000 Equity Shares), Khushbu Niraj Gulecha (10,000 Equity Shares); Meena Hirachand Gulecha (5,000 Equity Shares), Ankita Hirachand Gulecha (5,000 Equity Shares) and Harsha Rahul Kothari (5,000 Equity Shares).
- <sup>(2)</sup> Pursuant to the Business Succession Agreement executed on September 13, 2022, Hirachand P Gulecha HUF, proprietor of Hira Traders ("Transferor") assigned, transferred and conveyed all of its assets, assumed liabilities, clients and employees to our Company, on and from the Closing Date i.e., September 30, 2022 for a consideration of ₹ 309.35 lakhs, inclusive of all taxes, duties and levies. In lieu of the transfer, our Company allotted 7,50,000 to the Transferor.;
- <sup>(3)</sup> Our Company entered into Conversion Agreements on October 3, 2022 ("Effective Date") with each of its creditors to convert unsecured loan availed from them to equity shares. In lieu of repayment, creditors of our Company elected to convert outstanding principal amount plus accrued and unpaid interest into the equity shares of our Company. Accordingly, our Company issued total of 11,25,000 Equity Shares to Hirachand Pukhraj Gulecha (2,50,000 Equity Shares); Niraj Hirachand Gulecha (5,62,500 Equity Shares); Meena Hirachand Gulecha (1,25,000 Equity Shares); and Khushbu Niraj Gulecha (1,87,500 Equity Shares).
- <sup>(4)</sup> Bonus issue of 53,90,000 Equity Shares in the ratio of fourteen (14) new equity shares for every five (5) fully paid up Equity Share held on January 21, 2023; to Hirachand Pukhraj Gulecha (7,28,000); Niraj Hirachand Gulecha (16,03,000); Meena Hirachand Gulecha (3,64,000); Khushbu Niraj Gulecha (5,53,000); Chirag Jain (14,000); Ankita Gulecha (14,000); Harsha Kothari (14,000); and Hirachand P Gulecha HUF (21,00,000).
- <sup>(5)</sup> Bonus issue of 21,94,500 Equity Shares in the ratio of three (3) new equity shares for every ten (10) fully paid-up Equity Shares held on June 14, 2024; to Hirachand Pukhraj Gulecha (2,96,400); Niraj Hirachand Gulecha (6,52,650), Chirag Hemant Jain (5,700); Khushbu Niraj Gulecha (2,25,150); Meena Hirachand Gulecha (1,48,200); Ankita Hirachand Gulecha (5,700); Harsha Rahul Kothari (5,700); and Hirachand P Gulecha HUF (8,55,000).

## 2) Preference Share capital history of our Company

Our Company does not have any preference share capital as on the date of this Prospectus.

## 3) Issue of equity shares for consideration other than cash or out of revaluation reserves and through Bonus Issue:

Except as set out below we have not issued equity shares for consideration other than cash:

Date of allotment	Number of equity shares allotted	Face Value	Issue Price	Nature of allotment	Benefit accrued to our Company	Source out of which bonus shares issued
November 14, 2022	7,50,000	10	40	Allotment of shares pursuant to Business Succession Agreement	Transfer of assets, liabilities, clients and employees of	-

Date of allotment	Number of equity shares allotted	Face Value	Issue Price	Nature of allotment	Benefit accrued to our Company	Source out of which bonus shares issued
					Hira Traders in our Company	
January 16, 2023	11,25,000	10	40	Conversion of loan into Equity Shares	Reduction in outstanding loans of our Company	-
January 23, 2023	53,90,000	10	Consideration other than cash	Bonus Issue in the ratio of 14 (fourteen) bonus equity shares for every 5 (five) fully paid up Equity Share held on January 21, 2023	Nil	Securities premium account
June 15, 2024	21,94,500	10	Consideration other than cash	Bonus Issue in the ratio of 3 (three) bonus equity shares for every 10 (ten) fully paid up Equity Share held on June 14, 2024.		Free Reserves and Security premium account.

- 4) As of date of this Prospectus, our Company has not allotted Equity Shares pursuant to any scheme approved under sections 391-394 of the Companies Act, 1956 and/or sections 230-232 of the Companies Act, 2013.
- 5) Our Company has not issued any Equity Shares under any employee stock option scheme or employee stock purchase scheme.
- 6) Except as disclosed in “Notes To The Capital Structure - Share Capital History of our Company - Equity Share Capital”, our Company has not issued any Equity Shares at a price which may be lower than the Issue Price, during a period of one year preceding the date of this Prospectus.

7) **Shareholding Pattern of our Company**

The table below represents the shareholding pattern of our Company as on the date of this Prospectus:

Category (I)	Category of Shareholder (II)	No. of Shareholders (III)	No. of fully paid-up Equity Shares held (IV)	No. of Partly paid-up Equity Shares held (V)	No. of shares underlying depositary receipts (VI)	Total No. of shares held (VII) = (IV)+(V)+ ++VI)	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares underlying outstanding convertible securities (including warrants)	Shareholding as a % assuming full conversion of convertible securities No. (a)	No. of locked-in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		No. of Equity Shares held in dematerialized form (XIV)
								Class (Equity)	Total	Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	Promoters and Promoter Group	7	94,84,800	94,84,800	-	94,84,800	99.74	94,84,800	94,84,800	99.74	-	-	-	-	-	-	94,84,800
(B)	Public	1	24,700	24,700	-	24,700	0.26	24,700	24,700	0.26	-	-	-	-	-	-	24,700
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying depositary receipt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>		<b>8</b>	<b>95,09,500</b>	<b>95,09,500</b>	<b>-</b>	<b>95,09,500</b>	<b>100.00</b>	<b>95,09,500</b>	<b>95,09,500</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>95,09,500</b>

*Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one (1) day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the website of Stock Exchanges before commencement of trading of such Equity Shares. The Equity Shares held by our Promoters are in dematerialized form.*

8) **Other details of shareholding of our Company:**

- a) Particulars of the shareholders holding 1% or more of the paid-up share capital of our Company aggregating to 80% or more of the paid-up share capital and the number of shares held by them as on the date of filing of this Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Equity Share Capital
1.	Hirachand Pukhraj Gulecha (HUF)	37,05,000	38.96
2.	Niraj Hirachand Gulecha	28,28,150	29.74
3.	Hirachand Pukhraj Gulecha	12,84,400	13.50
4.	Khushbu Niraj Gulecha	9,75,650	10.26
5.	Meena Hirachand Gulecha	6,42,200	6.75
<b>Total</b>		<b>94,35,400</b>	<b>99.22</b>

- b) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them ten (10) days prior to the date of filing of this Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Equity Share Capital
1.	Hirachand Pukhraj Gulecha (HUF)	37,05,000	38.96
2.	Niraj Hirachand Gulecha	28,28,150	29.74
3.	Hirachand Pukhraj Gulecha	12,84,400	13.50
4.	Khushbu Niraj Gulecha	9,75,650	10.26
5.	Meena Hirachand Gulecha	6,42,200	6.75
<b>Total</b>		<b>94,35,400</b>	<b>99.22</b>

- c) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them one (01) year from the date of filing of this Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Equity Share Capital
1.	Hirachand Pukhraj Gulecha (HUF)	28,50,000	38.96
2.	Niraj Hirachand Gulecha	21,75,500	29.74
3.	Hirachand Pukhraj Gulecha	9,88,000	13.50
4.	Khushbu Niraj Gulecha	7,50,500	10.26
5.	Meena Hirachand Gulecha	4,94,000	6.75
<b>Total</b>		<b>72,58,000</b>	<b>99.22</b>

- d) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them two (02) years prior to filing of this Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Equity Share Capital
1.	Hirachand Pukhraj Gulecha (HUF)	28,50,000	38.96
2.	Niraj Hirachand Gulecha	21,75,500	29.74
3.	Hirachand Pukhraj Gulecha	9,88,000	13.50
4.	Khushbu Niraj Gulecha	7,50,500	10.26
5.	Meena Hirachand Gulecha	4,94,000	6.75
<b>Total</b>		<b>72,58,000</b>	<b>99.22</b>

- e) None of the shareholders of our Company holding 1% or more of the paid-up capital of the Company as on the date of the filing of the Prospectus are entitled to any Equity Shares upon exercise of warrant, option or right to convert a debenture, loan or other instrument.

- f) Our Company has not made any initial public offer of its Equity Shares or any convertible securities during the preceding 02 (two) years from the date of this Prospectus.
- 9) Our Company does not have any intention or proposal to alter its capital structure within a period of six (06) months from the date of opening of the Issue by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares whether preferential or bonus, rights or further public issue basis. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

#### 10) Shareholding of our Promoters

Set forth below are the details of the build-up of shareholding of our Promoters:

Date of Allotment and made fully paid up/ Transfer	Nature of Transaction	Consideration	No. of Equity Shares	F.V (in Rs.)	Issue / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre-Issue Equity Paid Up Capital	% of Post-Issue Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
<b><i>Hirachand Pukhraj Gulecha</i></b>										
Subscription shares	Subscriber to MoA	Cash	10,000	10	10	10,000	0.11%	0.08%	-	-
January 16, 2023	Conversion of Loan into Equity Shares	Cash	2,50,000	10	40	2,60,000	2.73%	1.99%	-	-
January 23, 2023	Bonus Issue in the ratio of 14 (fourteen) bonus equity shares for every 5 (five) fully paid up Equity Share held on January 21, 2023	Consideration other than cash	7,28,000	10	Nil	9,88,000	10.39%	7.57%	-	-

Date of Allotment and made fully paid up/ Transfer	Nature of Transaction	Consideration	No. of Equity Shares	F.V (in Rs.)	Issue / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre-Issue Equity Paid Up Capital	% of Post-Issue Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
June 15, 2024	Bonus Issue in the ratio of 3 (three) bonus equity shares for every 10 (ten) fully paid up Equity Share held on June 14, 2024	Consideration other than cash	2,96,400	10	Nil	12,84,400	13.51%	9.84%	-	-
	<b>Total</b>		<b>12,84,400</b>							
<b><i>Niraj Hirachand Pukhraj</i></b>										
Subscription shares	Subscriber to MoA	Cash	10,000	10	10	10,000	0.11%	0.08%	-	-
January 16, 2023	Conversion of Loan into Equity Shares	Cash	5,62,500	10	40	5,72,500	6.02%	4.39%	-	-
January 23, 2023	Bonus Issue in the ratio of 14 (fourteen) bonus equity shares for every 5 (five) fully paid up Equity Share held on January 21, 2023	Consideration other than cash	16,03,000	10	Nil	21,75,500	22.88%	16.67%	-	-

Date of Allotment and made fully paid up/ Transfer	Nature of Transaction	Consideration	No. of Equity Shares	F.V (in Rs.)	Issue / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre-Issue Equity Paid Up Capital	% of Post-Issue Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
June 15, 2024	Bonus Issue in the ratio of 3 (three) bonus equity shares for every 10 (ten) fully paid up Equity Share held on June 14, 2024	Consideration other than cash	6,52,650	10	Nil	28,28,150	29.74%	21.68%	-	-
	<b>Total</b>		<b>28,28,150</b>							
<b>Khushbu Niraj Gulecha</b>										
Subscription shares	Subscriber to MoA	Cash	10,000	10	10	10,000	0.11%	0.08%	-	-
January 16, 2023	Conversion of Loan into Equity Shares	Cash	1,87,500	10	40	1,97,500	2.08%	1.51%	-	-
January 23, 2023	Bonus Issue in the ratio of 14 (fourteen) bonus equity shares for every 5 (five) fully paid up Equity Share held on January 21, 2023	Consideration other than cash	5,53,000	10	Nil	7,50,500	7.89%	5.75%	-	-

Date of Allotment and made fully paid up/ Transfer	Nature of Transaction	Consideration	No. of Equity Shares	F.V (in Rs.)	Issue / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre-Issue Equity Paid Up Capital	% of Post-Issue Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
June 15, 2024	Bonus Issue in the ratio of 3 (three) bonus equity shares for every 10 (ten) fully paid up Equity Share held on June 14, 2024	Consideration other than cash	2,25,150	10	Nil	9,75,650	10.26%	7.48%	-	-
	<b>Total</b>		<b>9,75,650</b>							
<b>Hirachand P Gulecha HUF</b>										
November 14, 2022	Allotment of Shares pursuant to Business Succession Agreement	Cash	7,50,000	10	40	7,50,000	7.89%	5.75%	-	-
January 23, 2023	Bonus Issue in the ratio of 14 (fourteen) bonus equity shares for every 5 (five) fully paid up Equity Share held on January 21, 2023	Consideration other than cash	21,00,000	10	Nil	28,50,000	29.97%	21.84 %	-	-

Date of Allotment and made fully paid up/ Transfer	Nature of Transaction	Consideration	No. of Equity Shares	F.V (in Rs.)	Issue / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre-Issue Equity Paid Up Capital	% of Post-Issue Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
June 15, 2024	Bonus Issue in the ratio of 3 (three) bonus equity shares for every 10 (ten) fully paid up Equity Share held on June 14, 2024	Consideration other than cash	8,55,000	10	Nil	37,05,000	38.96%	28.40%	-	-
	<b>Total</b>		<b>37,05,000</b>							

11) As on the date of this Prospectus, the Company has eight (8) members/shareholders.

12) The details of the Shareholding of the Promoters and members of the Promoter Group as on the date of this Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholders	Pre-Issue		Post - Issue	
		Number of Equity Shares	% of Pre-Issue Equity Share Capital	Number of Equity Shares	% of Post-Issue Equity Share Capital
<b>Promoter</b>					
1.	Hirachand P Gulecha (HUF)	37,05,000	38.96	37,05,000	28.40
2.	Niraj Hirachand Gulecha	28,28,150	29.74	28,28,150	21.68
3.	Hirachand Pukhraj Gulecha	12,84,400	13.51	12,84,400	9.84
4.	Khushbu Niraj Gulecha	9,75,650	10.26	9,75,650	7.48
	<b>Total (A)</b>	<b>87,93,200</b>	<b>92.47</b>	<b>87,93,200</b>	<b>67.40</b>
<b>Promoter Group</b>					
5.	Meena Hirachand Gulecha	6,42,200	6.75	6,42,200	4.92
7.	Ankita Hirachand Gulecha	24,700	0.26	24,700	0.19
8.	Harsha Rahul Kothari	24,700	0.26	24,700	0.19
	<b>Total (B)</b>	<b>6,91,600</b>	<b>7.27</b>	<b>6,91,600</b>	<b>5.30</b>
	<b>Total (A+B)</b>	<b>94,84,800</b>	<b>99.74</b>	<b>94,84,800</b>	<b>72.70</b>

13) Our Promoters, Promoter Group, Directors of our Company and their relatives have not undertaken purchase or sale transactions in the Equity Shares of our Company, during a period of six (06) months preceding the date on which this Prospectus is filed with Stock Exchange.

14) There are no financing arrangements wherein the Promoters, Promoter Group, the Directors of our Company and their relatives, have 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 (06) months immediately preceding the date of filing of this Prospectus.

15) **Promoters' Contribution and other Lock-In details:**

Pursuant to Regulation 236 and 238 of the SEBI (ICDR) Regulations, an aggregate of 20.00% of the fully diluted post-Issue capital of our Company held by the Promoters shall be locked in for a period of three years from the date of Allotment (“**Minimum Promoters’ Contribution**”), and the Promoters’ shareholding in excess of 20% of the fully diluted post-Issue Equity Share capital shall be locked in for a period of one year from the date of Allotment.

The lock-in of the Minimum Promoter’s Contribution would be created as per applicable laws and procedures and details of the same shall also be provided to the Stock exchange before the listing of the Equity Shares.

Following are the details of Minimum Promoters’ Contribution:

Number of Equity Shares locked-in <sup>*(1)(2)(3)</sup>	Nature of Allotment / Transfer	Date of Allotment and Date when made fully paid-up	Face value (in ₹)	Issue Acquisition / Price per Equity Share (in ₹)	Nature of consideration (cash / other than cash)	% of fully diluted post-Issue paid-up capital	Period of lock-in
<b>Hirachand P Gulecha (HUF)</b>							
7,50,000	Allotment of Shares pursuant to Business Succession Agreement	November 14, 2022	10	40	Cash	5.75%	March 31, 2028
18,98,000	Bonus Issue	January 23, 2023	10	Nil	Other than Cash	14.55%	March 31, 2028
<b>TOTAL</b>	<b>26,48,000</b>					<b>20.30%</b>	

\* Subject to finalisation of Basis of Allotment.

(1) For a period of three years from the date of allotment.

(2) All Equity Shares have been fully paid-up at the time of allotment.

(3) All Equity Shares held by our Promoters are in dematerialized form.

For details on the build-up of the Equity Share capital held by our Promoters, see “**Shareholding of our Promoters**” on page 64.

The Promoters’ Contribution has been brought to the extent of not less than the specified minimum lot and from persons defined as ‘promoter’ under the SEBI (ICDR) Regulations.

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoters’ Contribution under Regulation 237 of the SEBI (ICDR) Regulations. In this computation, as per Regulation 237 of the SEBI (ICDR) Regulations, our Company confirms that the Equity Shares which are being locked-in do not, and shall not, consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets;
- Equity Shares resulting from bonus issue by utilization of revaluations reserves or unrealized profits of the Company or from bonus issue against Equity Shares which are otherwise ineligible for minimum promoters’ contribution;
- Equity Shares acquired during the preceding one year, at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;
- Equity Shares allotted to the promoter against the capital existing in the firms for a period of less than one year on a continuous basis.
- Equity Shares held by the Promoters that are subject to any pledge; and
- Equity Shares for which specific written consent has not been obtained from the respective shareholders for inclusion of their subscription in the Promoters’ Contribution subject to lock-in.

Our Company has not been formed by the conversion of a partnership firm into a company in the past one year and thus, no Equity Shares have been issued to our Promoter upon conversion of a partnership firm in the past one year. All the Equity Shares held by the Promoter and the members of the Promoter Group are held in dematerialized form.

In terms of undertaking executed by our Promoters, Equity Shares forming part of Promoters' Contribution subject to lock in will not be disposed/ sold/ transferred by our Promoters during the period starting from the date of filing of this Prospectus till the date of commencement of lock in period as stated in this Prospectus.

Other than the Equity Shares locked-in as Promoters' Contribution for a period of three years as stated in the table above, the entire pre-Issue capital of our Company, including the excess of minimum Promoters' Contribution, as per Regulation 238 of the SEBI (ICDR) Regulations, shall be locked in for a period of one year from the date of Allotment of Equity Shares in the Issue. Such lock – in of the Equity Shares would be created as per the bye laws of the Depositories.

***Other requirements in respect of 'lock-in'***

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Code as applicable.

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by our Promoters which are locked in as per the provisions of Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to and amongst Promoters / members of the Promoter Group or to a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of Takeover Code, as applicable.

In terms of Regulation 242(a) of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoters can be pledged only with any scheduled commercial banks or public financial institutions or a systemically important non-banking finance company or a housing finance company as collateral security for loans granted by such banks or financial institutions, provided that such loans have been granted for the purpose of financing one or more of the objects of the Issue and pledge of the Equity Shares is a term of sanction of such loans.

In terms of Regulation 242(b) of the SEBI ICDR Regulations, the Equity Shares held by the Promoters which are locked-in for a period of one year from the date of allotment may be pledged only with scheduled commercial banks, public financial institutions, systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entities, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.

- 16) Our Company, our Promoters, our Directors and the Lead Manager have no existing buyback arrangements or any other similar arrangements for the purchase of Equity Shares being offered through the Issue.
- 17) The post-Issue paid up Equity Share Capital of our Company shall not exceed the authorised Equity Share Capital of our Company.
- 18) There have been no financing arrangements whereby our Directors or any of their relatives have financed the purchase by any other person of securities of our Company during the six months immediately preceding the date of filing of this Prospectus.
- 19) No person connected with the Issue, including, but not limited to, our Company, the members of the Syndicate, or our Directors, shall offer 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.

- 20) There neither have been and there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Prospectus until the Equity Shares have been listed on the Stock Exchange or all application monies have been refunded, as the case may be.
- 21) Our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Prospectus.
- 22) There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
- 23) Our Company shall ensure that any transactions in Equity Shares by our Promoters and the Promoter Group during the period between the date of filing the Draft Prospectus and the date of closure of the Issue, shall be reported to the Stock Exchanges within 24 hours of the transaction.
- 24) All Equity Shares issued pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Prospectus.
- 25) As on the date of this Prospectus, the Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Lead Manager 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.
- 26) Our Promoters and the members of our Promoter Group will not participate in the Issue.
- 27) Following are the details of Equity Shares of our Company held by our Directors, Key Management Personnel:

Sr. No.	Name of the Shareholders	Pre-Issue		Post - Issue	
		Number of Equity Shares	% of Pre-Issue Equity Share Capital	Number of Equity Shares	% of Post-Issue Equity Share Capital
1.	Hirachand Pukhraj Gulecha	12,84,400	13.51	12,84,400	9.84
2.	Niraj Hirachand Gulecha	28,28,150	29.74	28,28,150	21.68
3.	Khushbu Niraj Gulecha	9,75,650	10.26	9,75,650	7.48
	<b>Total</b>	<b>50,88,200</b>	<b>53.51</b>	<b>50,88,200</b>	<b>39.00</b>

- 28) Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Issue.
- 29) Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under “Basis of Allotment” in the chapter titled “**Issue Procedure**” beginning on page 237 of this Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.
- 30) An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
- 31) An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-Issue paid up capital after the Issue would also increase by the excess amount of allotment so

made. In such an event, the Equity Shares held by the Promoters and subject to lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

- 32) Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.
- 33) No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.
- 34) As on date of this Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Issue.
- 35) None of the investors of our Company are directly/indirectly related to the Lead Manager and their associates.

## OBJECTS OF THE ISSUE

We intend to utilize the Proceeds of the Issue, after deducting the Issue related expenses, as estimated to be ₹ 2,819.09 Lakhs (the “**Net Proceeds**”).

Our Company proposes to utilize the Net Proceeds from the Issue towards the following objects:

1. Prepayment or repayment of certain loans availed by our Company;
2. Funding of working capital requirements of our Company;
3. General Corporate Purposes.

(Collectively, referred to herein as the “**Objects**”)

The main objects clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enable us to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum of Association.

Additionally, we believe that the listing of Equity Shares will enhance our Company’s corporate image, brand name and create a public market for our Equity Shares in India.

### Issue Proceeds

The details of the proceeds of the Issue are set out in the following table:

Particulars	Estimated amount <sup>(1)</sup>
Gross Proceeds from the Issue	3,183.84
(Less) Issue related expenses	364.75
<b>Net Proceeds</b>	<b>2,819.09</b>

(₹ in Lakhs)

### Requirement of Funds and Utilization of Net Proceeds

The Net Proceeds are proposed to be used in the manner set out in in the following table:

Sr. No.	Particulars	Estimated amount
1.	Prepayment or repayment of all or a portion of certain loans availed by our Company	300.00
2.	Funding of working capital requirements of our Company	1,900.00
3.	General corporate purposes <sup>(1)</sup>	619.09

(₹ in Lakhs)

<sup>(1)</sup> The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

### Schedule of implementation

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

Sr. No.	Particulars	Total Estimated Cost	Amount to be funded from the Net Proceeds	Amount to be funded from internal accruals	Estimated Utilisation of Net Proceeds
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(₹ in Lakhs)

Sr. No.	Particulars	Total Estimated Cost	Amount to be funded from the Net Proceeds	Amount to be funded from internal accruals	Estimated Utilisation of Net Proceeds Fiscal 2026
1.	Prepayment or repayment of certain loans availed by our Company	300	300	Nil	300
2.	Funding of working capital requirements of our Company ^	1,900	1,900	Nil	1,900
3.	General corporate purposes	619.09	619.09	Nil	619.09

*^Our Company shall also fund the incremental working capital requirements by availing loan facilities.*

***Since, the entire fund requirement are to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.***

Given the dynamic nature of the industry and specifically that of our business, we may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy and external factors such as market conditions, competitive environment and taxes and duties, interest and finance charges, working capital margin, regulatory costs, environmental factors and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose, at the discretion of our management, subject to compliance with applicable law. Moreover, if the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the gross proceeds from the Issue in accordance with the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue. To the extent our Company is unable to utilise any portion of the Net Proceeds towards the aforementioned objects, per the estimated scheduled of deployment specified above, our Company shall deploy the Net Proceeds in subsequent Fiscals towards the aforementioned Objects.

For further details see “*Risk Factor – Risk Factor 46 - Any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in the Prospectus would be subject to certain compliance requirements, including prior shareholders’ approval.*” on page 39 of this Prospectus.

The fund requirements mentioned above are based on the internal management estimates of our Company and have not been verified by the Lead Manager or appraised by any bank, financial institution. The fund requirements are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing. For further details see “*Risk Factors – Risk Factor 35 - We*

have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further, we have not identified any alternate source of financing the 'Objects of the Issue'. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.” on page 37.

The fund requirements set out for the aforesaid objects of the Issue are proposed to be met entirely from the Net Proceeds and internal accruals. In view of above, we confirm that, with respect to the Objects, our Company is in compliance with Regulation 230(1)(e) of the SEBI ICDR Regulations and we are not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue and existing identifiable internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals.

## Details of Objects of the Issue

### 1. Prepayment or repayment of all or a portion of loans availed by our Company

Our Company has entered into various financing arrangements from time to time, with various lenders. The financing arrangements availed by our Company include, *inter alia*, unsecured loans, term loans and working capital facilities. For further details, please refer “*Financial Indebtedness*” on page 205.

As at September 30, 2024 our total outstanding borrowings from various lenders (other than loans from related parties) amounted to ₹ 1,163.37 lakhs. Our Company proposes to utilise an estimated amount of up to ₹300 lakhs from the Net Proceeds towards full or partial repayment or pre-payment of certain borrowings, listed below, availed from the lenders by our Company. Pursuant to the terms of the financing arrangements, prepayment of certain borrowings may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will be funded from the internal accruals of our Company.

We believe that such repayment/ pre-payment will help reduce our outstanding indebtedness, debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in our business growth and expansion. Additionally, we believe that the leverage capacity of our Company will improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business.

The following table provides details of loans and facilities as at September 30, 2024, which are proposed to be pre-paid or partly or fully repaid by our Company from the Net Proceeds:

(₹ in Lakhs)

S. No.	Name of Lender	Nature of Borrowings	Interest rate (%) P.A	Repayment Terms	Prepayment penalties, if any	Amount Outstanding as on 30-09-2024	Purpose for which the loan was sanctioned *
1	HDFC Bank Limited	Cash Credit	8.75%	12 months from date of sanction i.e. September 25, 2024	As applicable	1,142.60	Working Capital requirements

Note: The details included in the above table have been certified by M/s. Muchhal & Gupta, Chartered Accountants, Statutory Auditors, our Company, pursuant to their certificate dated November 07, 2024.

\* M/s. Muchhal & Gupta, Chartered Accountants, our Statutory Auditors by way of their certificate dated November 07, 2024, have confirmed that the borrowings specified above has been utilized for the purposes availed, as per the sanction letters issued by the respective lenders.

For further details in relation to our borrowings, please see “*Financial Indebtedness*” on page 205.

Payment of additional interest, prepayment penalty or premium, if any, and other related costs shall be made by us out of the internal accruals or out of the Net Proceeds as may be decided by our Company.

Given the nature of the above-mentioned borrowings and the terms of repayment, the aggregate outstanding borrowing amounts which we propose to repay may vary from time to time. However, the aggregate amount to be utilised from the Net Proceeds towards prepayment or repayment of borrowings (including refinanced or additional facilities availed, if any), in part or full, will not exceed ₹ 300 lakhs.

If the actual utilization towards the above object is lower than the proposed deployment, such balance will be used either for funding other objects as mentioned above or towards general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds from the Issue in accordance with the SEBI ICDR Regulations.

## ***2. Funding the working capital requirements of our Company***

With the expansion of the business, our company will be in the need of additional working capital requirements. We fund a majority of our working capital requirements in the ordinary course of business from banks facilities and internal accruals. Our Company requires additional working capital for funding its incremental working capital requirements and releasing the internal accruals deployed in working capital. The funding of the incremental working capital requirements will lead to a consequent increase in our profitability, ability to utilize internal accruals for growth opportunities and achieving the proposed targets as per our business plan.

During FY2024, the total working capital requirement was ₹ 2,636.08 Lakhs. However, this is estimated to increase to ₹ 4,287.65 Lakhs during FY2025 and ₹ 5,700.40 Lakhs during FY2026. The reasons for increase in future working capital requirements of our company are as under:

Recently we have also started curating and offering exquisite antique gold jewelry that transcends time, bringing the charm of historical artistry into the modern era. We intend to expand the antique gold jewellery segment by targeting new retail showrooms and wholesalers. This would help us in expanding our customer base thus leading to higher revenues and better margins. We feel that there is a lot of potential in this segment. To expand this product line, we would require additional working capital. The Company has started marketing and selling antique jewellery to retail showrooms and wholesalers in Delhi, Punjab, Hyderabad, Bangalore and Nagpur. This would help the company in expanding customer base thus leading to higher revenues and better margins.

Our Company proposes to utilize ₹ 1,900 Lakhs of the Net Proceeds towards our Company’s working capital requirements. The company shall utilize the entire ₹ 1,900 Lakhs in Fiscal 2026 towards our Company’s working capital requirements.

### ***Basis of estimation of working capital requirement***

The details of our existing Company’s working capital as at September 30, 2024, March 31, 2022, March 31, 2023 and March 31, 2024 and the source of funding, derived from the financial statements of our Company, as certified by M/s. Muchhal & Gupta, Chartered Accountants, our Statutory Auditor through their certificate dated November 07, 2024, are provided in the table below. On the basis of the existing and estimated working capital requirement of our Company, and assumptions for such working capital requirements, our Board pursuant to its resolution dated November 07, 2024, has approved the estimated working capital requirements for Fiscals 2025 and 2026 as set forth below:

(₹ in Lakhs)

S. No.	Particulars	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	September 30, 2024	As at March 31, 2025	As at March 31, 2026
		(Actual-Restated)	(Actual-Restated)	(Actual-Restated)	(Actual-Restated)	(Estimated)	(Projected)
<b>(A)</b>	<b>Current assets</b>						
(a)	Inventories	1,251.11	971.38	1,130.37	1,688.81	2,054.79	2,739.73
(b)	Trade receivables	686.13	1,241.20	1,507.69	755.60	2,465.75	3,287.67
(c)	Other Current Assets	20.73	28.16	53.52	112.92	75.00	100.00
	<b>Total current assets (A)</b>	<b>1,957.97</b>	<b>2,240.74</b>	<b>2,691.58</b>	<b>2,557.33</b>	<b>4,595.55</b>	<b>6,127.40</b>
<b>(B)</b>	<b>Current liabilities</b>						
(a)	Trade payables	5.29	14.74	-	197.57	-	-
(b)	Provisions, other current liabilities and current tax liabilities (net)	18.76	73.60	55.50	132.50	307.90	427.00
	<b>Total current liabilities (B)</b>	<b>24.05</b>	<b>88.34</b>	<b>55.50</b>	<b>330.07</b>	<b>307.90</b>	<b>427.00</b>
<b>(C)</b>	<b>Total working capital requirements (C = A – B)</b>	<b>1,933.92</b>	<b>2,152.40</b>	<b>2,636.08</b>	<b>2,227.26</b>	<b>4,287.65</b>	<b>5,700.40</b>
<b>(D)</b>	<b>Funding pattern</b>						
(a)	IPO proceeds	-	-	-	-	1,900.00	-
(b)	Borrowings from banks, financial institutions and non-banking financial companies (including bill discounting) and/or internal accruals	1,933.92	2,152.40	2,636.08	2,227.26	2,387.65	5,700.40
	<b>Total</b>	<b>1,933.92</b>	<b>2,152.40</b>	<b>2,636.08</b>	<b>2,227.26</b>	<b>4,287.65</b>	<b>5,700.40</b>

Note: Pursuant to the certificate dated November 07, 2024 issued by M/s. Muchhal & Gupta, Chartered Accountants, Statutory Auditors of our Company.

Our Company shall also fund the incremental working capital requirements by availing loan facilities.

#### Assumptions for our estimated working capital requirements

Particulars	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	At at September 30, 2024	As at March 31, 2025	As at March 31, 2026
	(Actual-Restated)	(Actual-Restated)	(Actual-Restated)		(Estimated)	(Projected)
	<i>Holding Level for year (days)</i>					
Inventories	32	14	23	45	25	25
Trade Receivables	18	18	30	20	30	30
Trade Payables	0.14	0.22	-	5	-	-

#### Key assumptions for working capital requirements

Our Company's estimated working capital requirements are based on the following key assumptions:

S. No.	Particulars	Assumptions
<b>Current Assets</b>		
1	Inventories	The Company had Inventories Holding days of 32 days, 14 days and 23 days in

S. No.	Particulars	Assumptions
		FY2022, FY2023 and FY2024. The company expects Inventories Holding days to be around 25 days for FY2025 and FY 2026. With the infusion of fresh funds in working capital, the Company would be able to maintain higher inventories of raw material and finished products leading to faster procurement and execution of orders. During FY2025 and FY2026, the Company intends to manufacture more designs, increase its participation in various exhibitions as well as keep higher inventory of finished goods and expand in new cities and towns. This would require the Company to mainly maintain sufficient levels of inventory of raw materials and finished goods.
2	Trade Receivables	The Company's general credit terms vary across customers. The Company had Debtors Holding days of 18 days, 18 days and 30 days in FY2022, FY2023 and FY2024. The Company expects Debtors Holding days to be around 30 days for FY2025 and FY 2026. Assumptions for accounts receivable are based on expected credit terms and customer payment behavior.
<b>Current Liabilities</b>		
1	Trade Payables	The Company had negligible creditor payment cycle in FY2022, FY2023. Further the Company had Nil creditors as on March 31, 2024. The main raw material of the company is gold and the Company does not get any credit while purchasing gold. Hence, creditor payments days have been considered as Nil for FY2025 and FY2026.

**Reason for substantial increase of working capital requirement are mentioned below:-**

Our Company, Divine Hira Jewellers Limited, is engaged in the business of designing and marketing of gold jewellery. We mainly deal in 22 Karat gold jewellery, offering a wide variety of designs to suit preferences of the end customer. We have the ability to create localised product design mixes to suit various regional tastes. We cater to our customers' unique preferences, through our understanding of the local and regional market. We provide an extensive range of designs. We are engaged in wholesale of gold jewellery, silver articles, bullions and coins at Mumbai, Maharashtra. Recently we have also curating and offering exquisite antique gold jewelry that transcends time, bringing the charm of historical artistry into the modern era. Currently, we cater to a large number of wholesalers, showrooms and retailers who buy our products in bulk quantities.

We procure the required gold from bullion dealers and importers. Recently we are in the process to start importing gold directly. We do not have our own manufacturing facility and we outsource the work of making jewellery and ornaments to various artisans with whom we have developed relationships. We offer a large variety of handcrafted jewellery, which are designed by our in-house designers in close collaboration with skilled local craftsman located across the country. Due to our diversity of clients and the varied regions each of our clients cater to, we have developed an ability to design our jewellery products as per latest trends, fashion and demographic preference of the end customers. We offer a wide range of products from gold jewellery for special occasions such as weddings and festivals to daily wear jewellery for all ages, genders and across various price points. We cater to a variety of customers across mid-market and value market segments and our products are designed by our in-house team of creative designers and also certain freelance designers, allowing us to manage a large and diverse portfolio of designs.

The Company operates in a working capital intensive industry. The business model is such that it needs to pay up front to procure raw material for jewellery manufacturing and deliver the finished goods to its customers as per the orders received for which payment is processed after an agreed credit period. Moreover, sufficient inventories of raw material and finished goods are to be maintained to support the business growth.

The working capital requirement of the company has increased from ₹ 1,933.92 lakhs in FY2022 to ₹ 2,152.40 lakhs in FY2023. The working capital requirement has further increased to ₹ 2,636.08 lakhs in FY2024. With the focus on increasing profitability margins, the company has significantly reduced in revenue from sale of bullion and silver

products as these products were of low margin, and increased its focus on gold jewellery which has higher margins. The revenues from gold jewellery have significantly increased from ₹3,231.42 lakhs in FY2022 to ₹14,608.56 lakhs in FY2024. The company's shift towards gold jewellery, which involves more substantial upfront investments in raw materials and longer receivable cycles, could have contributed to increased working capital needs. Consequently, the company's trade receivables have increased from ₹686.13 lakhs in FY2022 to ₹1,507.69 lakhs in FY2024. This has led to increase in working capital requirement for the past three years.

During FY2024, the total working capital requirement was ₹ 2,636.08 Lakhs. However, this is estimated to increase to ₹ 4,287.65 Lakhs during FY2025 and ₹ 5,700.40 Lakhs during FY2026. The reasons for increase in future working capital requirements of our company are as under:

- Our business operations are working capital intensive. In order to effectively expand our Business arenas and also diversify our operations in various geographical locations, along with the existing facilities we need to have access to a larger amount of liquid funds and sufficient working capital. Our raw materials purchase mainly includes gold bullion which require immediate payment to our suppliers, firstly to avoid fluctuation in gold prices and secondly to maintain relationship with our suppliers for smooth inflow of such raw materials. However, our customers include small and large wholesalers and retailers, to whom we need to give a certain credit period, thus affecting our working capital requirement.
- Our Company's business is a working capital intensive and to address the current issue of limited working capital and achieve exponential growth, the company plans to infuse funds into working capital from the Issue Proceeds. Additionally, the company aims to establish partnerships with new clients by executing orders at higher margins and extending more favourable credit terms. These strategic initiatives are expected to drive future growth.
- Recently we have also started curating and offering exquisite antique gold jewelry that transcends time, bringing the charm of historical artistry into the modern era. We intend to expand the antique gold jewellery segment by targeting new retail showrooms and wholesalers. This would help us in expanding our customer base thus leading to higher revenues and better margins. We feel that there is a lot of potential in this segment. To expand this product line, we would require additional working capital
- Availability of higher working capital would also enable us to explore export opportunities by participating in international exhibitions and establishing relationships with international clients. This would also require additional working capital.

The Company is planning to enter into newer geographies and expand our business. This strategic decision is not just about reaching new markets, it's about solidifying our position in the industry and fostering sustainable growth. By venturing into untapped territories, we aim to unlock fresh opportunities, broaden our customer base, and diversify our revenue streams.

The Company's business is working capital intensive and to address the current issue of limited working capital and achieve exponential growth, the company plans to infuse funds into working capital from the Issue Proceeds. Additionally, the company aims to establish partnerships with new clients by executing orders at higher margins and extending more favorable credit terms.

Recently the company has also started curating and offering antique gold jewelry. The company intends to expand the antique gold jewellery segment by targeting new retail showrooms and wholesalers. This would help the company in expanding its customer base thus leading to higher revenues and better margins. To expand this product line, the company would require additional working capital.

The company also plans to explore export opportunities by participating in international exhibitions and establishing relationships with international clients. This would also require additional working capital.

In order to cater to the sustained higher demand from the domestic and exports market, the Company intends to manufacture more designs, increase its participation in various exhibitions as well as keep higher inventory of finished goods and expand in new cities and towns. This would require the Company to mainly maintain sufficient levels of inventory of raw materials and finished goods and also offer favorable credit period to its clients.

With revenues expected to increase steadily in FY2025 and FY2026, working capital requirements are expected to rise in line with increased sales volumes. Higher sales typically necessitate more significant investments in inventory and accounts receivable. Continued growth in the jewellery segment, which is likely to be a major contributor to revenue, would lead to higher working capital requirements due to increased inventory and receivables.

Thus to meet the market demand, in Financial Years 2025 and 2026, the Company is estimating to have trade receivables at ₹ 2,465.75 lakhs and ₹ 3,287.67 lakhs respectively and inventory ₹ 2,054.79 lakhs and ₹ 2,739.73 lakhs respectively, thereby expanding the working capital requirement.

Further, below mentioned future business strategies as mentioned in the chapter “*Our Business – Business Strategies*” on page 121 of the Prospectus would also lead to increase in working capital requirements:

### **Strategic Plans for Exports**

We plan to export our products in international markets especially Dubai. Dubai has long been a vital center for gold trading, benefiting from earlier free trade policies that bolstered its status as a key hub for both consumption and trading of the precious metal. This strategic position has attracted numerous Indian suppliers, who actively participate in various exhibitions and focus exclusively on B2B (business-to-business) engagements. Their involvement in these trade events helps to strengthen ties and expand their reach within Dubai and the broader Gulf countries, facilitating robust trade relationships and economic growth in the gold sector.

### **Augment our fund based capacities in order to scale up business operation**

Our business operations are working capital intensive. In order to effectively expand our Business arenas and also diversify our operations in various geographical locations, along with the existing facilities we need to have access to a larger amount of liquid funds and sufficient working capital. Our raw materials purchase mainly includes gold bullion which require immediate payment to our suppliers, firstly to avoid fluctuation in gold prices and secondly to maintain relationship with our suppliers for smooth inflow of such raw materials. However, our customers include small and large wholesalers and retailers, to whom we need to give a certain credit period, thus affecting our working capital requirement.

We expect to increase our volumes, revenues and scale of operations and we will require substantial working capital for the same. It is hence our strategy to raise funds from this issue and augment our fund based working capital capabilities. We believe that companies with high liquidity on their balance sheet would be able to better exploit market opportunities in short term as well as longer duration services in our business. Our Company may also explore possibilities for utilising the available capital to increase physical presence by setting-up sales offices in various regions in India in the future. For further details regarding the working capital being raised through this Issue, please refer to section “Objects of the Issue” on page no. 73 of the Prospectus.

### **Focus on expanding our product and brand portfolio to cater to existing portfolio gaps and increase our consumer reach**

Our marketing personnel regularly participate in exhibitions and trade fairs where they come across various new designs. These designs are forwarded to our in-house designers who improve upon it according to latest trends and requirements. Our in-house designers also come up with their own designs and ideas which are showcased to our regular customers. The customers in the jewellery world are discerning, knowledgeable and demanding. We bring innovative ideas and designs to our customers on a regular basis. Our Company intends to continue to add new designs to our jewellery portfolio by regularly participating in exhibitions and trade fairs.

Recently we have also curating and offering exquisite antique gold jewelry that transcends time, bringing the charm of historical artistry into the modern era. We intend to expand the antique gold jewellery segment by targeting new

retail showrooms and wholesalers. This would help us in expanding our customer base thus leading to higher revenues and better margins.

### **Continue to focus on our existing customers**

We believe that we have established ourselves in the domestic market and have developed a marketing network with major retail chains during the past few years. We intend to continue to cater to our existing customers comprising of retail chains and to capitalize on our credentials to add new customers in the domestic market.

### **Enhancing Operating Effectiveness and Efficiency**

Our Company aims to continue to improve our operational effectiveness and efficiencies to achieve cost reductions including overheads. We believe that this can be done through continuous business process review and timely corrective measures in case of diversion and technology upgradation.

### **Consistently meeting quality and purity**

Our Company intends to focus on adhering to the quality standards of the jewellery. Quality and purity of the jewellery are very important for the company from the customer point of view. Continuous quality assurance review and timely corrective measures in case of diversion and technology up gradation are keys for maintaining quality standards of the Jewellery. Providing the desired quality and purity in our Jewellery helps us in enhancing our brand value and maintaining long term relationship with customers.

### **3. General Corporate Purposes**

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Net Proceeds aggregating ₹ 619.09 lakhs towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, costs for development of new products, participation in national and international exhibitions, meeting operating expenses, strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in the Prospectus, shall not exceed 25% of the Gross Proceeds raised by our Company through this Issue.

### **Issue Related Expenses**

The total expenses of the Issue are estimated to be approximately ₹ 364.75 lakhs. The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expense, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as under:

<b>Expenses</b>	<b>Estimated expenses<sup>(1)</sup> (in ₹ Lakhs)</b>	<b>As a % of the total estimated Issue expenses<sup>(1)</sup></b>	<b>As a % of the total Gross Issue Proceeds<sup>(1)</sup></b>
Issue management fees including fees and reimbursements of Market Making fees and payment to other Intermediaries such as Legal Advisors to the IPO, Registrars and other out of pocket expenses.	80.00	21.93%	2.51%
Marketing and Selling Commission and expenses	240.00	65.80%	7.54%
Advertising and marketing expenses	24.00	6.58%	0.75%
Printing and distribution of issue stationery	1.50	0.41%	0.05%

Expenses	Estimated expenses <sup>(1)</sup> (in ₹ Lakhs)	As a % of the total estimated Issue expenses <sup>(1)</sup>	As a % of the total Gross Issue Proceeds <sup>(1)</sup>
Others			
- Listing fees	0.50	0.14%	0.02%
- SEBI and NSE processing fees	0.25	0.07%	0.01%
- NSE IPO software fees	3.50	0.96%	0.11%
- Other regulatory expenses	5.00	1.37%	0.16%
- Miscellaneous	10.00	2.74%	0.31%
<b>Total estimated Issue expenses</b>	<b>364.75</b>	<b>100.00%</b>	<b>11.46%</b>

(1) Please note that the cost mentioned is an estimate quotation as obtained from the respective parties and excludes GST, interest rate and inflation cost. The amount deployed so far toward issue expenses shall be recouped out of the issue proceeds.

Notes:

- 1) Selling commission payable to the SCSBs on the portion for Retail Individual Bidders. Non-Institutional Bidders, which are directly procured by the SCSBs, would be as follows

Portion for Retail Individual Bidders*	0.10 % of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders*	0.10 % of the Amount Allotted* (plus applicable taxes)

\*Amount allotted is the product of the number of Equity Shares Allotted and the Offer Price. The 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

- 2) No uploading/ processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by the members of the Syndicate/ sub-Syndicate/ Registered Broker/ CRTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Retail Individual Bidders	Rs. 10 per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Bidders	Rs. 10 per valid Bid cum Application Form (plus applicable taxes)

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed Rs. 1 lakh (plus applicable taxes) and in case if the total processing fees exceeds Rs. 1 lakh (plus applicable taxes) then processing fees will be paid on pro-rata basis.

- 3) The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:

Sponsor Bank (HDFC Bank Limited)	Rs.6 per valid Bid cum Application Form* (plus applicable taxes) (no charges for first 10,000 applications). The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI 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.
----------------------------------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

\*For each valid application by respective Sponsor Bank

No uploading/ processing fees shall be payable by our Company to the Members of the Syndicate/ RTAs/ CDPs for applications made by RIBs (up to ₹200,000), Non-Institutional Bidders (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism.

- 4) Selling commission on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, CRTAs and CDPs or for UPI or using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:

Portion for Retail Individual Bidders	0.10 % of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders	0.10 % of the Amount Allotted* (plus applicable taxes)

- 5) 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/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No.: SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.*

The Issue expenses shall be payable in accordance with the arrangements or agreements entered into by our Company with the respective Designated Intermediary.

### **Deployment of Funds and Sources of Funds**

As on date of this Prospectus, our Company has not deployed any funds towards the Objects of the Issue.

### **Interim Use of Funds**

Pending utilisation for the purposes described above, funds will be deployed in accordance with all applicable regulations. We undertake to temporarily invest the funds from the Net Proceeds only with scheduled commercial banks. In accordance with Section 27 of the Companies Act 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

### **Bridge Loan**

Our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds.

### **Monitoring of Utilisation of Funds**

In accordance with Regulation 262 of the SEBI ICDR Regulations, since the Net Proceeds do not exceed ₹ 10,000.00 Lakhs, appointment of monitoring agency is not applicable.

### **Variation in Objects of the Issue**

In accordance with Sections 13(8) and 27 of the Companies Act, 2013, 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 through a postal ballot and such variation will be in accordance with the applicable laws including the Companies Act, 2013 and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act, 2013. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi. Our Promoter will be required to provide an exit opportunity to such Shareholders who do not agree to the above stated proposal to vary the objects, at a price and in such manner as may be prescribed by SEBI in Regulation 290 and Schedule XX of the SEBI ICDR Regulations.

### **Appraising Entity**

None of the Objects for which the Net Proceeds will be utilised have been appraised by any bank/ financial institution or any other agency.

### **Other Confirmations**

No part of the Net Proceeds will be paid to our Promoter, Promoter Group, Directors, or our Key Managerial Personnel, except in the ordinary course of business. Our Company has not entered into nor has planned to enter into any arrangement/ agreements with our Directors, our Key Management Personnel, or our Group Companies in relation to the utilisation of the Net Proceeds.

## BASIS FOR ISSUE PRICE

Investors should also refer to “Our Business”, “Risk Factors”, “Restated Financial Statements”, “Management’s Discussion and Analysis of Financial Position and Results of Operations” and “Other Financial Information” on pages 109, 23, 164 and 191, respectively, to have an informed view before making an investment decision.

### Qualitative Factors

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

- Experienced management and well trained and trustworthy employee base
- Wide Range of Products
- Quality Control
- Strong understanding of customer preference
- Hallmarking and Unique Identification
- Experienced Job Workers and Vendor Network
- Design Innovation for Customers
- Customer Satisfaction

For further details, see “Our Business – Our Competitive Strengths” on page 118.

### Quantitative Factors

Some of the information presented below relating to our Company is based on the Restated Financial Statements. For details, see “Restated Financial Statements” on 164.

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

#### I. Basic and Diluted Earnings per share (“EPS”)

Fiscal Year ended	Basic EPS <sup>^</sup> (in ₹)	Diluted EPS <sup>^</sup> (in ₹)	Weight
March 31, 2024	1.56	1.56	3
March 31, 2023	0.96	0.96	2
March 31, 2022	0.96	0.96	1
<b>Weighted Average</b>	<b>1.26</b>	<b>1.26</b>	
September 30, 2024	2.63	2.63	

<sup>^</sup>Adjusted for bonus issue undertaken on June 15, 2024

#### Notes:

- (1) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights
- (2) Basic Earnings per Equity Share (₹) = Restated profit for the period/year divided by Weighted average number of equity shares outstanding during the period/year, read with note 1 above
- (3) Diluted Earnings per Equity Share (₹) = Restated profit for the period/year divided by Weighted average number of diluted equity shares outstanding during the period/year, read with note 1 above
- (4) Earnings per Share calculations are in accordance with the notified Accounting Standard 20 ‘Earnings per share’. The face value of equity shares of the Company is ₹ 10/-.
- (5) The figures disclosed above are based on the Restated Financial Statements.

#### II. Price/Earning (“P/E”) ratio in relation to Issue Price of ₹ 90 per Equity Share:

Particulars	P/E at the Issue Price (number of times)
Based on basic EPS for Fiscal 2024	57.69

Particulars	P/E at the Issue Price (number of times)
Based on diluted EPS for Fiscal 2024	57.69

### Industry Peer Group P/E ratio

Particulars	Industry P/E (number of times)
Highest	99.09
Lowest	99.09
Average	<b>99.09</b>

**Notes:**

- (1) The industry high and low has been considered from the industry peer set provided above. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed above
- (2) All the financial information for listed industry peers mentioned above is sourced from the annual reports of the relevant companies for Fiscal 2024, as available on the websites of the NSE Limited.

### III. Return on Networth (“RoNW”)

Fiscal Year ended	RoNW (%)	Weight
March 31, 2024	16.36%	3
March 31, 2023	16.12%	2
March 31, 2022	9.38%	1
<b>Weighted Average</b>	<b>15.11%</b>	
September 30, 2024	20.31%	

**Notes:**

- (1) Weighted average = Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. (Return on Net Worth x Weight) for each year/Total of weights.
- (2) Return on Net Worth (%) = Restated profit for the year divided by Net worth at the end of the year.
- (3) 'Net worth': Equity Share capital and other equity less capital reserves

### IV. Net asset value per Equity Share (face value of ₹ 10/- each)

Particulars	NAV per equity share (₹) ^
September 30, 2024	12.93
As on March 31, 2024	10.31
As on March 31, 2023	8.75
As on March 31, 2022	10.00
<b>After the Completion of the Issue:</b>	
- At Issue Price	33.83

^Adjusted for bonus issue undertaken on June 15, 2024

**Notes:**

- (1) Net Asset Value per Equity Share = Net worth derived from Restated Financial Statements as at the end of the period/ year divided by number of equity shares outstanding as at the end of period /year as per Restated Financial Statements.

### COMPARISON OF ACCOUNTING RATIOS WITH LISTED INDUSTRY PEERS

We believe following is our peer group which has been determined on the basis of listed public companies comparable in the similar line of segments in which our Company operates i.e. wholesale of Jewellery, whose

business segment in part or full may be comparable with that of our business, however, the same may not be exactly comparable in size or business portfolio on a whole with that of our business.

Name of the company	Consolidated/ Standalone	Face value (₹ per share)^	Closing price on November 06, 2024 (₹ per share)	Revenue from Operations (₹ in Lakhs)	EPS (₹)		NAV (₹ per share)	P/E Ratio	RoNW (%)	PAT margin (%)	Market cap to Revenue from operation
					Basic	Diluted					
Divine Hira Jewellers Limited	Standalone	10	-	18,325.61	1.56	1.56	10.31	57.69	16.36%	0.81%	0.64
<b>PEER GROUP</b>											
Sky Gold Limited	Consolidated	10	3,486.30	174,548.42	35.18	35.03	184.42	99.09	23.66%	2.32%	2.81

\*Financial information for our Company is derived from the Restated Financial Statements as at and for the Fiscal 2024. EPS and NAV of our company have been calculated after adjustment for bonus issue made on June 15, 2024

Source: All the financial information for listed industry peer mentioned above is sourced from the annual report of the company for Fiscal 2024, as available on the websites of the BSE.

**Notes for peer group:**

1. P/E Ratio is computed as the peer company based on the closing price on BSE limited.
2. Return on Net Worth (%) = Profit for the year ended March 31, 2024 divided by Total Equity of the Company as on March 31, 2024.
3. NAV is computed as the Total Equity of the Company as on March 31, 2024 divided by the outstanding number of equity shares as on March 31, 2024.

The trading price of the Equity Shares could decline due to the factors mentioned in the section “Risk Factors” on page 23 and any other factors that may arise in the future and you may lose all or part of your investments.

## KEY FINANCIAL AND OPERATIONAL PERFORMANCE INDICATORS (“KPIs”)

Key Performance Indicators (KPIs) are imperative to the Financial and Operational performance evaluation of the company. However, KPIs disclosed below shall not be considered in isolation or as substitute to the Restated Financial information. In the opinion of our Management the KPIs disclosed below shall be supplementary tool to the investor for evaluation of the company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated November 07, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Prospectus. Further, the KPIs herein have been certified by M/s Muchhal & Gupta, Chartered Accountants, statutory auditors of our Company by their certificate dated November 07, 2024.

The KPIs of our Company have been disclosed in the sections “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” starting on pages 109 and 191, respectively. We have described and defined the KPIs, as applicable, in “Definitions and Abbreviations” beginning on page 4.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or 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 Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI (ICDR) Regulations, 2018.

Set forth below are KPIs which have been used historically by our Company to understand and analyse the business performance, which in result, help us in analyzing the growth of various verticals of the Company that have a bearing for arriving at the Basis for the Issue Price.

Some of the key performance indicators which may form the basis for computing the Issue Price are as follows:

(₹ in lakhs except percentages and ratios)

Particulars	As at and for the period/year ended				
	30-Sep-24	31-Mar-24	01-Oct-22 to 31-Mar-23	01-Apr-22 to 30-Sep-22	31-Mar-22
Revenue from Operations	13,597.69	18,325.61	12,494.58	12,150.00	14,240.17
Total Income	13,602.63	18,341.05	12,495.25	12,150.00	14,240.45
EBITDA (1)	492.82	331.61	174.43	84.90	162.11
EBITDA Margin (2)	2.96%	1.81%	1.40%	0.70%	1.14%
Profit After Tax for the Year ("PAT") (3)	249.83	148.17	76.84	14.39	28.91
PAT Margin (4)	1.84%	0.81%	0.62%	0.12%	0.20%
ROE (5)	22.61%	16.36%	13.65%	4.85%	9.38%
ROCE (6)	15.13%	13.54%	8.34%	4.29%	8.18%
Net Debt/ EBITDA (7)	2.60	5.08	7.74	19.37	10.19

#As certified by M/s Muchhal & Gupta, Chartered Accountants, the Statutory Auditor vide their certificate dated November 07, 2024

#### Explanation for the Key Performance Indicators

(1) EBITDA is calculated as restated profit before tax plus finance costs, depreciation and amortisation expense less other income.

(2) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.

(3) Profit after tax for the year means the profit for the year as appearing in the Restated Financial Information.

(4) PAT Margin is calculated as restated profit for the year divided by Revenue from Operations.

(5) Return on Equity (%) is calculated as restated profit for the year divided by average total equity.

(6) Return on Capital Employed (%) is calculated as EBIT divided by Capital Employed.

(7) Net Debt/EBITDA, Net debt is Total Borrowings less Cash and bank balances.

KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated November 07, 2024.

We shall continue to disclose these KPIs, on a yearly basis, for a duration that is at least the later of (i) one year after the listing date; and (ii) the utilization of the issue proceeds disclosed in the objects of the issue section of the Prospectus. We confirm that the ongoing KPIs would be certified by the statutory auditor of the Issuer Company.

#### Explanation for KPI metrics

KPI	Explanations
Revenue from Operations (₹inLakhs)	Revenue from Operations issued by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.

KPI	Explanations
EBITDA (₹inLakhs)	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹in Lakhs)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business
RoE (%)	RoE provides how efficiently our Company generates profits from average shareholders' funds.
RoCE (%)	ROCE provides how efficiently our Company generates earnings from the average capital employed in the business.
Net Debt/ EBITDA (InTimes)	Net Debt by EBITDA is an indicator of the efficiency with which our Company is able to leverage its debt service obligation to EBITDA.

### Comparison of the Key Performance Indicators with our listed peers:

(₹ in lakhs) (As on March 31, 2024)

Key Performance Indicators	Sky Gold Limited
Revenue from Operations	1,74,548.72
EBITDA <sup>(1)</sup>	7,724.94
EBITDA Margin <sup>(3)</sup>	4.43%
Profit After Tax for the Year	4,048.11
PAT Margin <sup>(4)</sup>	2.32%
ROE <sup>(5)</sup>	23.66%
ROCE <sup>(2)(6)</sup>	18.97%
Net Debt/ EBITDA <sup>(1)(7)</sup>	2.87

**Source:** Annual Reports of the company / [www.bseindia.com](http://www.bseindia.com)

# As certified by the Statutory Auditor vide their certificate dated November 07, 2024

KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated November 07, 2024

### Explanation for the Key Performance Indicators

1. EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance costs, and depreciation & amortisation expenses.
2. EBIT means Earnings before interest and tax, and is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance cost.
3. EBITDA Margin is calculated as EBITDA as a percentage of Revenue from operations.
4. PAT Margin is calculated as profit after tax for the year / period as a percentage of Revenue from operations.
5. Return on Equity (ROE) is calculated as profit after tax for the year/period divided by Total Equity.
6. Return on Capital Employed (ROCE) is calculated as EBIT divided by Capital Employed. Capital Employed is calculated as total assets less total current liabilities as at the end of the period/year.
7. Net Debt/ EBITDA: Net Debt is calculated as total borrowings (including lease liabilities) less cash and cash

equivalents and bank balances other than cash and cash equivalents as at the end of the period/year divided by EBITDA.

**OPERATIONAL KPIs OF THE COMPANY:**

(₹ in lakhs)

Particulars	September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue	% of total revenue	Revenue	% of total revenue	Revenue	% of total revenue	Revenue	% of total revenue
Top Five customers	10,200.29	75.01%	16,405.73	89.52%	19,121.76	77.59%	7,923.09	55.64%
Top 10 customers	13,068.40	96.11%	17,502.72	95.51%	21,436.89	86.98%	10,120.75	71.07%

**Explanation for KPI metrics**

KPI	Explanations
Contribution to revenue from operations of top 5/10 customers	This metric enables us to track the contribution of our key customers to our revenue and also assess any concentration risks.

**COMPARISON OF OPERATIONAL KPIs OF OUR COMPANY AND OUR LISTED PEER:**

The operational KPIs of the listed peer are not publicly available.

**WEIGHTED AVERAGE COST OF ACQUISITION:**

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

There have been no issuance of Equity Shares, excluding shares issued as bonus shares, during the 12 months preceding the date of this Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the 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 30 days.

- b) **The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities).**

Other than as mentioned below, there have been no secondary sale/acquisitions of Equity Shares or convertible securities, where the promoters, members of the promoter group, or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Prospectus, where either acquisition or sale is equal to or more than 5% 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.

- c) **Price per share based on the last five primary or secondary transactions;**

Since there are no transactions to report under (a) or (b) above, therefore, information based on the last 5 primary or secondary transactions (secondary transactions where Promoter/Promoter Group entities or shareholder(s), not older than 3 years prior to the date of this Prospectus, irrespective of the size of transactions) is not applicable.

**d) Weighted average cost of acquisition and offer price:**

<b>Types of transactions</b>	<b>Weighted average cost of acquisition (Rs.per Equity Shares)</b>	<b>Offer Price (i.e. ₹ 90)</b>
Weighted average cost of acquisition of primary / new issue as per paragraph (a) above.	Nil	NA
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph (b) above.	Nil	N.A.

**Explanation for Issue Price being Nil times price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in (d) above) along with our Company's key performance indicators and financial ratios for the period September 30, 2024, March 2024, 2023 and 2022.**  
NA\*

**Explanation for Issue Price being 9 times price of face value.**

The Issue Price of ₹ 90/- has been determined by our Company, in consultation with the LM, on the basis of market demand from investors for Equity Shares and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and “*Financial Information*” on pages 23, 109, 191 and 164, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “*Risk Factors*” on page 23 and you may lose all or part of your investment.

## STATEMENT OF TAX BENEFITS

To,

**The Board of Directors**

**Divine Hira Jewellers Limited**

74/A, 1st Floor, Office No.2, Opp Hotel Bhagat Tarachand

Zaveri Bazar, Mumbai City

Mumbai – 400002

Dear Sir(s),

**Subject: Statement of Possible Special Tax Benefits Available to the Company prepared in accordance with the requirements under Schedule VI-PART A, Clause (9) (L) of the SEBI (ICDR) Regulations, 2018, as amended (the “Regulations”)**

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We hereby report that the enclosed annexure prepared by Divine Hira Jewellers Limited, states the possible special tax benefits available to Divine Hira Jewellers Limited (the “**Company**”) and the shareholders of the Company, under the Income Tax Act, 1961 (“**Act**”), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders or its Subsidiary to derive the special tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and shareholders, so it does not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein 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 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 proposed initial public offering of equity shares (the “**Issue**”) by the Company.

We do not express any opinion or provide any assurance as to whether:

- i. the Company or its shareholders will continue to obtain these benefits in future; or
- ii. the conditions prescribed for availing the benefits has been/ would be met with.

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. Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein.

We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus and this Prospectus or any other offer related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Your sincerely,

**For M/s Muchhal & Gupta**  
**Chartered Accountants**

ICAI Firm Registration No.: 004423C

**Vaibhav Mandhana**

**Partner**

**Membership No:** 142514

**Place:** Mumbai

**Date:** August 01, 2024

**UDIN:** 24142514BKEAQO7760

**ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS**

The information provided below sets out the possible special tax benefits available to the Company and its Equity Shareholders under the Income Tax Act 1961 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

**YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.**

**A. SPECIAL TAX BENEFITS TO THE COMPANY**

The Company is not entitled to any special tax benefits under the Act.

**B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

The Shareholders of the Company are not entitled to any special tax benefits under the Act.

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein.

Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

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## SECTION IV – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

#### **Global macro-economic outlook**

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Global growth is projected at 3.1 percent in 2024 and 3.2 percent in 2025, with the 2024 forecast 0.2 percentage point higher than that in the October 2023 World Economic Outlook (WEO) on account of greater-than-expected resilience in the United States and several large emerging market and developing economies, as well as fiscal support in China. The forecast for 2024–25 is, however, below the historical (2000–19) average of 3.8 percent, with elevated central bank policy rates to fight inflation, a withdrawal of fiscal support amid high debt weighing on economic activity, and low underlying productivity growth. Inflation is falling faster than expected in most regions, in the midst of unwinding supply-side issues and restrictive monetary policy. Global headline inflation is expected to fall to 5.8 percent in 2024 and to 4.4 percent in 2025, with the 2025 forecast revised down.

With disinflation and steady growth, the likelihood of a hard landing has receded, and risks to global growth are broadly balanced. On the upside, faster disinflation could lead to further easing of financial conditions. Looser fiscal policy than necessary and then assumed in the projections could imply temporarily higher growth, but at the risk of a more costly adjustment later on. Stronger structural reform momentum could bolster productivity with positive cross-border spillovers. On the downside, new commodity price spikes from geopolitical shocks—including continued attacks in the Red Sea—and supply disruptions or more persistent underlying inflation could prolong tight monetary conditions. Deepening property sector woes in China or, elsewhere, a disruptive turn to tax hikes and spending cuts could also cause growth disappointments.

Policymakers' near-term challenge is to successfully manage the final descent of inflation to target, calibrating monetary policy in response to underlying inflation dynamics and—where wage and price pressures are clearly dissipating—adjusting to a less restrictive stance. At the same time, in many cases, with inflation declining and economies better able to absorb effects of fiscal tightening, a renewed focus on fiscal consolidation to rebuild budgetary capacity to deal with future shocks, raise revenue for new spending priorities, and curb the rise of public debt is needed. Targeted and carefully sequenced structural reforms would reinforce productivity growth and debt sustainability and accelerate convergence toward higher income levels. More efficient multilateral coordination is needed for, among other things, debt resolution, to avoid debt distress and create space for necessary investments, as well as to mitigate the effects of climate change.

**Selected Economies Real GDP Growth**  
(Percent change)

	Estimate		Projections		Difference from October 2023 WEO Projections 1/	
	2022	2023	2024	2025	2024	2025
	Argentina	5.0	-1.1	-2.8	5.0	-5.6
Australia	3.8	1.8	1.4	2.1	0.2	0.1
Brazil	3.0	3.1	1.7	1.9	0.2	0.0
Canada	3.8	1.1	1.4	2.3	-0.2	-0.1
China	3.0	5.2	4.6	4.1	0.4	0.0
Egypt 2/	6.7	3.8	3.0	4.7	-0.6	-0.3
France	2.5	0.8	1.0	1.7	-0.3	-0.1
Germany	1.8	-0.3	0.5	1.6	-0.4	-0.4
India 2/	7.2	6.7	6.5	6.5	0.2	0.2
Indonesia	5.3	5.0	5.0	5.0	0.0	0.0
Iran 2/	3.8	5.4	3.7	3.2	1.2	1.2
Italy	3.7	0.7	0.7	1.1	0.0	0.1
Japan	1.0	1.9	0.9	0.8	-0.1	0.2
Kazakhstan	3.3	4.8	3.1	5.7	-1.1	1.1
Korea	2.6	1.4	2.3	2.3	0.1	0.0
Malaysia	8.7	4.0	4.3	4.4	0.0	0.0
Mexico	3.9	3.4	2.7	1.5	0.6	0.0
Netherlands	4.3	0.2	0.7	1.3	-0.4	-0.2
Nigeria	3.3	2.8	3.0	3.1	-0.1	0.0
Pakistan 2/	6.2	-0.2	2.0	3.5	-0.5	-0.1
Philippines	7.6	5.3	6.0	6.1	0.1	0.0
Poland	5.3	0.6	2.8	3.2	0.5	-0.2
Russia	-1.2	3.0	2.6	1.1	1.5	0.1
Saudi Arabia	8.7	-1.1	2.7	5.5	-1.3	1.3
South Africa	1.9	0.6	1.0	1.3	-0.8	-0.3
Spain	5.8	2.4	1.5	2.1	-0.2	0.0
Thailand	2.6	2.5	4.4	2.0	1.2	-1.1
Türkiye	5.5	4.0	3.1	3.2	0.1	0.0
United Kingdom	4.3	0.5	0.6	1.6	0.0	-0.4
United States	1.9	2.5	2.1	1.7	0.6	-0.1

Source: International Monetary Fund, World Economic Outlook, January 2024 *Update*.

Note: The selected economies account for approximately 83 percent of world output.

1/ Difference based on rounded figures for the current and October 2023 WEO forecasts.

2/ Data and forecasts are presented on a fiscal year basis.

## The Outlook

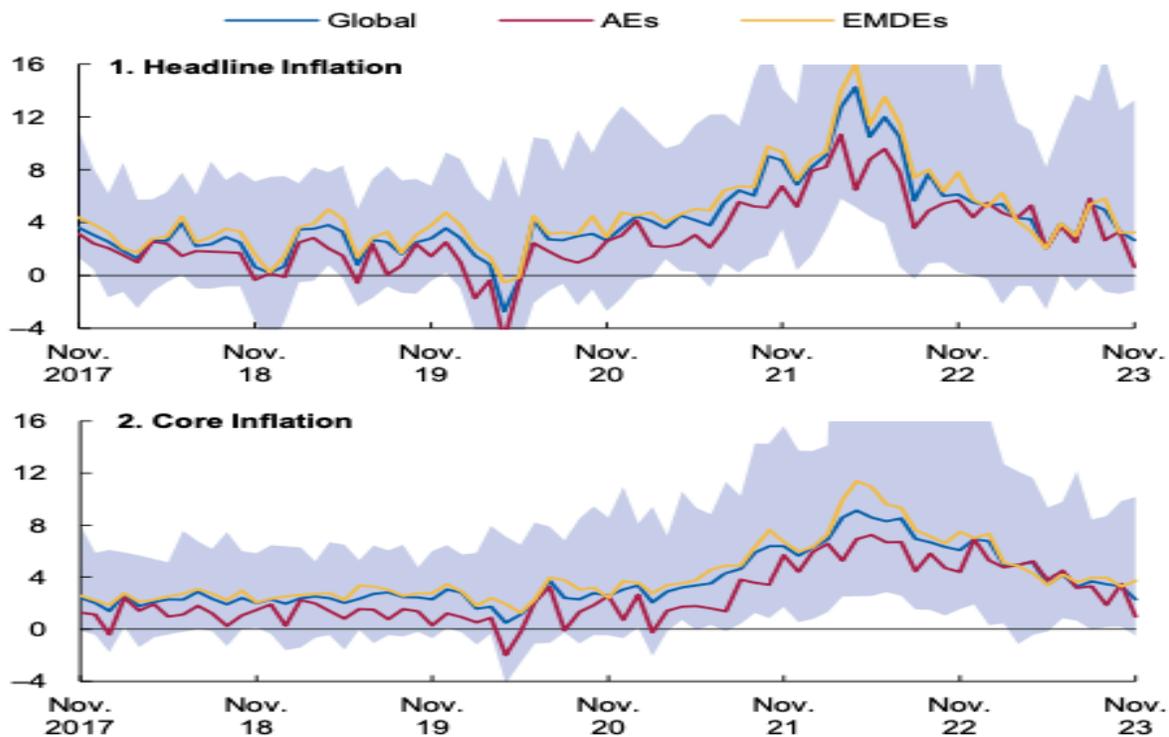
The global economic recovery from the COVID-19 pandemic, Russia's invasion of Ukraine, and the cost-of-living crisis is proving surprisingly resilient. Inflation is falling faster than expected from its 2022 peak, with a smaller-than-expected toll on employment and activity, reflecting favorable supply-side developments and tightening by central banks, which has kept inflation expectations anchored. At the same time, high interest rates aimed at fighting inflation and a withdrawal of fiscal support amid high debt are expected to weigh on growth in 2024.

Growth resilient in major economies. Economic growth is estimated to have been stronger than expected in the second half of 2023 in the United States, and several major emerging market and developing economies. In several cases, government and private spending contributed to the upswing, with real disposable income gains supporting consumption amid still-tight—though easing—labor markets and households drawing down on their accumulated

pandemic-era savings. A supply-side expansion also took hold, with a broad-based increase in labor force participation, resolution of pandemic-era supply chain problems, and declining delivery times. The rising momentum was not felt everywhere, with notably subdued growth in the euro area, reflecting weak consumer sentiment, the lingering effects of high energy prices, and weakness in interest-rate-sensitive manufacturing and business investment. Low-income economies continue to experience large output losses compared with their prepandemic (2017–19) paths amid elevated borrowing costs.

Inflation subsiding faster than expected. Amid favorable global supply developments, inflation has been falling faster than expected, with recent monthly readings near the prepandemic average for both headline and underlying (core) inflation (Figure 1). Global headline inflation in the fourth quarter of 2023 is estimated to have been about 0.3 percentage point lower than predicted in the October 2023 WEO on a quarter-over-quarter seasonally adjusted basis. Diminished inflation reflects the fading of relative price shocks— notably those to energy prices—and their associated pass-through to core inflation.<sup>1</sup> The decline also reflects an easing in labor market tightness, with a decline in job vacancies, a modest rise in unemployment, and greater labor supply, in some cases associated with a strong inflow of immigrants. Wage growth has generally remained contained, with wage-price spirals—in which prices and wages accelerate together—not taking hold. Near-term inflation expectations have fallen in major economies, with long-term expectations remaining anchored.

**Figure 1. Global Inflation: Rise and Fall**  
(Month-over-month annualized percent change, seasonally adjusted)



Sources: Haver Analytics; and IMF staff calculations.

Note: The figure plots the median of a sample of 57 economies that accounts for 78 percent of *World Economic Outlook* world GDP (in weighted purchasing-power-parity terms) in 2023. Vertical axes are cut off at -4 percent and 16 percent. The bands depict the 10th to 90th percentiles of inflation across economies. "Core inflation" is the percent change in the consumer price index for goods and services, excluding food and energy (or the closest available measure). AEs = advanced economies; EMDEs = emerging market and developing economies.

High borrowing costs cooling demand. To reduce inflation, major central banks raised policy interest rates to restrictive levels in 2023, resulting in high mortgage costs, challenges for firms refinancing their debt, tighter credit availability, and weaker business and residential investment. Commercial real estate has been especially under pressure, with higher borrowing costs compounding post pandemic structural changes. But with inflation easing, market expectations that future policy rates will decline have contributed to a reduction in longer-term interest rates and rising equity markets (Box 1). Still, long-term borrowing costs remain high in both advanced and emerging market and developing economies, partly because government debt has been rising. In addition, central banks' policy rate decisions are becoming increasingly asynchronous. In some countries with falling inflation—including Brazil and Chile, where central banks tightened policy earlier than in other countries—interest rates have been declining since the second half of 2023. In China, where inflation has been near zero, the central bank has eased monetary policy. The Bank of Japan has kept short-term interest rates near zero.

Fiscal policy amplifying economic divergences. Governments in advanced economies eased fiscal policy in 2023. The United States, where GDP had already exceeded its pre-pandemic path, eased policy more than did euro area and other economies in which the recovery was incomplete. In emerging market and developing economies, in which output has on average fallen even further below the pre-pandemic trend, on average the fiscal stance is estimated to have been neutral. The exceptions include Brazil and Russia, where fiscal policy eased in 2023. In low-income countries, liquidity squeezes and the elevated cost of interest payments—averaging 13 percent of general government revenues, about double the level 15 years ago—crowded out necessary investments, hampering the recovery of large output losses compared with pre-pandemic trends. In 2024, the fiscal policy stance is expected to tighten in several advanced and emerging market and developing economies to rebuild budgetary room for maneuver and curb the rising path of debt, and this shift is expected to slow growth in the near term.

### The Forecast

Global growth, estimated at 3.1 percent in 2023, is projected to remain at 3.1 percent in 2024 before rising modestly to 3.2 percent in 2025 (Table 1). Compared with that in the October 2023 WEO, the forecast for 2024 is about 0.2 percentage point higher, reflecting upgrades for China, the United States, and large emerging market and developing economies. Nevertheless, the projection for global growth in 2024 and 2025 is below the historical (2000–19) annual average of 3.8 percent, reflecting restrictive monetary policies and withdrawal of fiscal support, as well as low underlying productivity growth. Advanced economies are expected to see growth decline slightly in 2024 before rising in 2025, with a recovery in the euro area from low growth in 2023 and a moderation of growth in the United States. Emerging market and developing economies are expected to experience stable growth through 2024 and 2025, with regional differences.

World trade growth is projected at 3.3 percent in 2024 and 3.6 percent in 2025, below its historical average growth rate of 4.9 percent. Rising trade distortions and geoeconomic fragmentation are expected to continue to weigh on the level of global trade. Countries imposed about 3,200 new restrictions on trade in 2022 and about 3,000 in 2023, up from about 1,100 in 2019, according to Global Trade Alert data.

These forecasts are based on assumptions that fuel and nonfuel commodity prices will decline in 2024 and 2025 and that interest rates will decline in major economies. Annual average oil prices are projected to fall by about 2.3 percent in 2024, whereas nonfuel commodity prices are expected to fall by 0.9 percent. IMF staff projections are for policy rates to remain at current levels for the Federal Reserve, the European Central Bank, and the Bank of England until the second half of 2024, before gradually declining as inflation moves closer to targets. The Bank of Japan is projected to maintain an overall accommodative stance.

For advanced economies, growth is projected to decline slightly from 1.6 percent in 2023 to 1.5 percent in 2024 before rising to 1.8 percent in 2025. An upward revision of 0.1 percentage point for 2024 reflects stronger-than-expected US growth, partly offset by weaker-than-expected growth in the euro area.

- In the United States, growth is projected to fall from 2.5 percent in 2023 to 2.1 percent in 2024 and 1.7 percent in 2025, with the lagged effects of monetary policy tightening, gradual fiscal tightening, and a softening in labor markets slowing aggregate demand. For 2024, an upward revision of 0.6 percentage point since the October 2023 WEO largely reflects statistical carryover effects from the stronger-than-expected growth outcome for 2023.
- Growth in the euro area is projected to recover from its low rate of an estimated 0.5 percent in 2023, which reflected relatively high exposure to the war in Ukraine, to 0.9 percent in 2024 and 1.7 percent in 2025. Stronger household consumption as the effects of the shock to energy prices subside and inflation falls, supporting real income growth, is expected to drive the recovery. Compared with the October 2023 WEO forecast, however, growth is revised downward by 0.3 percentage point for 2024, largely on account of carryover from the weaker- than-expected outcome for 2023.
- Among other advanced economies, growth in the United Kingdom is projected to rise modestly, from an estimated 0.5 percent in 2023 to 0.6 percent in 2024, as the lagged negative effects of high energy prices wane, then to 1.6 percent in 2025, as disinflation allows an easing in financial conditions and permits real incomes to recover. The markdown to growth in 2025 of 0.4 percentage point reflects reduced scope for growth to catch up in light of recent upward statistical revisions to the level of output through the pandemic period. Output in Japan is projected to remain above potential as growth decelerates from an estimated 1.9 percent in 2023 to 0.9 percent in 2024 and 0.8 percent in 2025, reflecting the fading of one-off factors that supported activity in 2023, including a depreciated yen, pent-up demand, and a recovery in business investment following earlier delays in implementing projects.

In emerging market and developing economies, growth is expected to remain at 4.1 percent in 2024 and to rise to 4.2 percent in 2025. An upward revision of 0.1 percentage point for 2024 since October 2023 reflects upgrades for several regions.

- Growth in emerging and developing Asia is expected to decline from an estimated 5.4 percent in 2023 to 5.2 percent in 2024 and 4.8 percent in 2025, with an upgrade of 0.4 percentage point for 2024 over the October 2023 projections, attributable to China's economy. Growth in China is projected at 4.6 percent in 2024 and 4.1 percent in 2025, with an upward revision of 0.4 percentage point for 2024 since the October 2023 WEO. The upgrade reflects carryover from stronger-than- expected growth in 2023 and increased government spending on capacity building against natural disasters. Growth in India is projected to remain strong at 6.5 percent in both 2024 and 2025, with an upgrade from October of 0.2 percentage point for both years, reflecting resilience in domestic demand.
- Growth in emerging and developing Europe is projected to pick up from an estimated 2.7 percent in 2023 to 2.8 percent in 2024, before declining to 2.5 percent in 2025. The forecast upgrade for 2024 of 0.6 percentage point over October 2023 projections is attributable to Russia's economy. Growth in Russia is projected at 2.6 percent in 2024 and 1.1 percent in 2025, with an upward revision of 1.5 percentage points over the October 2023 figure for 2024, reflecting carryover from stronger-than-expected growth in 2023 on account of high military spending and private consumption, supported by wage growth in a tight labor market.
- In Latin America and the Caribbean, growth is projected to decline from an estimated 2.5 percent in 2023 to 1.9 percent in 2024 before rising to 2.5 percent in 2025, with a downward revision for 2024 of 0.4 percentage point compared with the October 2023 WEO projection. The forecast revision for 2024 reflects negative growth in Argentina in the context of a significant policy adjustment to restore macroeconomic stability. Among other major economies in the region, there are upgrades of 0.2 percentage point for Brazil and 0.6 percentage point for Mexico, largely due to carryover effects from stronger-than-expected domestic demand and higher-than-expected growth in large trading-partner economies in 2023.
- Growth in the Middle East and Central Asia is projected to rise from an estimated 2.0 percent in 2023 to 2.9 percent in 2024 and 4.2 percent in 2025, with a downward revision of 0.5 percentage point for 2024 and an upward revision of 0.3 percentage point for 2025 from the October 2023 projections. The revisions are mainly attributable to Saudi Arabia and reflect temporarily lower oil production in 2024, including from unilateral cuts and cuts in line with an agreement through OPEC+ (the Organization of the Petroleum

Exporting Countries, including Russia and other non- OPEC oil exporters), whereas non-oil growth is expected to remain robust.

- In sub-Saharan Africa, growth is projected to rise from an estimated 3.3 percent in 2023 to 3.8 percent in 2024 and 4.1 percent in 2025, as the negative effects of earlier weather shocks subside and supply issues gradually improve. The downward revision for 2024 of 0.2 percentage point from October 2023 mainly reflects a weaker projection for South Africa on account of increasing logistical constraints, including those in the transportation sector, on economic activity.

### Inflation Outlook

Global headline inflation is expected to fall from an estimated 6.8 percent in 2023 (annual average) to 5.8 percent in 2024 and 4.4 percent in 2025. The global forecast is unrevised for 2024 compared with October 2023 projections and revised down by 0.2 percentage point for 2025. Advanced economies are expected to see faster disinflation, with inflation falling by 2.0 percentage points in 2024 to 2.6 percent, than are emerging market and developing economies, where inflation is projected to decline by just 0.3 percentage point to 8.1 percent. The forecast is revised down for both 2024 and 2025 for advanced economies, while it is revised up for 2024 for emerging market and developing economies, mainly on account of Argentina where the realignment of relative prices and elimination of legacy price controls, past currency depreciation, and the related pass-through into prices is expected to increase inflation in the near term. The drivers of declining inflation differ by country but generally reflect lower core inflation as a result of still-tight monetary policies, a related softening in labor markets, and pass-through effects from earlier and ongoing declines in relative energy prices.

Overall, about 80 percent of the world's economies are expected to see lower annual average headline and core inflation in 2024. Among economies with an inflation target, headline inflation is projected to be 0.6 percentage point above target for the median economy by the fourth quarter of 2024, down from an estimated gap of 1.7 percentage points at the end of 2023. Most of these economies are expected to reach their targets (or target range midpoints) by 2025. In several major economies, the downward revision to the projected path of inflation, combined with a modest upgrade to economic activity, implies a softer-than-expected landing.

**Table 1. Overview of the World Economic Outlook Projections**  
(Percent change, unless noted otherwise)

	Year over Year						Q4 over Q4 2/		
	Estimate		Projections		Difference from October 2023		Estimate	Projections	
	2022	2023	2024	2025	2024	2025		2023	2024
<b>World Output</b>	<b>3.5</b>	<b>3.1</b>	<b>3.1</b>	<b>3.2</b>	<b>0.2</b>	<b>0.0</b>	<b>3.1</b>	<b>3.1</b>	<b>3.1</b>
<b>Advanced Economies</b>	<b>2.6</b>	<b>1.6</b>	<b>1.5</b>	<b>1.8</b>	<b>0.1</b>	<b>0.0</b>	<b>1.6</b>	<b>1.6</b>	<b>1.7</b>
United States	1.9	2.5	2.1	1.7	0.6	-0.1	2.9	1.5	1.9
Euro Area	3.4	0.5	0.9	1.7	-0.3	-0.1	0.2	1.5	1.6
Germany	1.8	-0.3	0.5	1.6	-0.4	-0.4	-0.1	1.1	1.9
France	2.5	0.8	1.0	1.7	-0.3	-0.1	0.6	1.4	1.8
Italy	3.7	0.7	0.7	1.1	0.0	0.1	0.2	1.3	1.0
Spain	5.8	2.4	1.5	2.1	-0.2	0.0	1.5	1.8	2.1
Japan	1.0	1.9	0.9	0.8	-0.1	0.2	1.4	1.6	0.5
United Kingdom	4.3	0.5	0.6	1.6	0.0	-0.4	0.9	0.6	1.8
Canada	3.8	1.1	1.4	2.3	-0.2	-0.1	1.1	1.9	2.2
Other Advanced Economies 3/	2.7	1.7	2.1	2.5	-0.1	0.2	1.5	2.6	2.0
<b>Emerging Market and Developing Economies</b>	<b>4.1</b>	<b>4.1</b>	<b>4.1</b>	<b>4.2</b>	<b>0.1</b>	<b>0.1</b>	<b>4.3</b>	<b>4.3</b>	<b>4.1</b>
Emerging and Developing Asia	4.5	5.4	5.2	4.8	0.4	-0.1	5.2	5.5	4.7
China	3.0	5.2	4.6	4.1	0.4	0.0	5.4	4.4	4.0
India 4/	7.2	6.7	6.5	6.5	0.2	0.2	5.0	7.8	6.7
Emerging and Developing Europe	1.2	2.7	2.8	2.5	0.6	0.0	4.1	2.0	2.9
Russia	-1.2	3.0	2.6	1.1	1.5	0.1	4.4	1.4	1.0
Latin America and the Caribbean	4.2	2.5	1.9	2.5	-0.4	0.1	2.2	1.7	2.6
Brazil	3.0	3.1	1.7	1.9	0.2	0.0	2.3	2.6	1.4
Mexico	3.9	3.4	2.7	1.5	0.6	0.0	3.4	1.9	1.4
Middle East and Central Asia	5.5	2.0	2.9	4.2	-0.5	0.3	...	...	...
Saudi Arabia	8.7	-1.1	2.7	5.5	-1.3	1.3	-4.5	2.8	5.4
Sub-Saharan Africa	4.0	3.3	3.8	4.1	-0.2	0.0	...	...	...
Nigeria	3.3	2.8	3.0	3.1	-0.1	0.0	2.7	3.3	2.9
South Africa	1.9	0.6	1.0	1.3	-0.8	-0.3	1.0	1.2	1.3
<i>Memorandum</i>									
World Growth Based on Market Exchange Rates	3.0	2.7	2.6	2.7	0.2	0.0	2.7	2.5	2.6
European Union	3.6	0.6	1.2	1.9	-0.3	-0.2	0.7	1.4	2.3
ASEAN-5 5/	5.5	4.2	4.7	4.4	0.2	-0.1	4.1	5.2	3.5
Middle East and North Africa	5.6	2.0	2.9	4.2	-0.5	0.3	...	...	...
Emerging Market and Middle-Income Economies	4.0	4.2	4.0	4.0	0.1	0.0	4.3	4.3	4.1
Low-Income Developing Countries	5.2	4.0	5.0	5.6	-0.1	0.0	...	...	...
<b>World Trade Volume (goods and services) 6/</b>	<b>5.2</b>	<b>0.4</b>	<b>3.3</b>	<b>3.6</b>	<b>-0.2</b>	<b>-0.1</b>	...	...	...
Advanced Economies	6.1	0.3	2.6	3.2	-0.4	-0.1	...	...	...
Emerging Market and Developing Economies	3.7	0.6	4.5	4.4	0.2	0.0	...	...	...
<b>Commodity Prices</b>									
Oil 7/	39.2	-16.0	-2.3	-4.8	-1.6	0.1	-2.8	-6.1	-4.9
Nonfuel (average based on world commodity import)	7.9	-6.1	-0.9	-0.4	1.8	-0.3	-2.0	1.5	0.2
<b>World Consumer Prices 8/</b>	<b>8.7</b>	<b>6.8</b>	<b>5.8</b>	<b>4.4</b>	<b>0.0</b>	<b>-0.2</b>	<b>6.0</b>	<b>5.3</b>	<b>3.8</b>
Advanced Economies 9/	7.3	4.6	2.6	2.0	-0.4	-0.2	3.1	2.3	2.0
Emerging Market and Developing Economies 8/	9.8	8.4	8.1	6.0	0.3	-0.2	8.4	7.7	5.2

Note: Real effective exchange rates are assumed to remain constant at the levels prevailing during October 30–November 27, 2023. Economies are listed on the basis of economic size. The aggregated quarterly data are seasonally adjusted. WEO = *World Economic Outlook*.

1/ Difference based on rounded figures for the current and October 2023 WEO forecasts. Countries for which forecasts have been updated relative to October 2023 WEO forecasts account for approximately 90 percent of world GDP measured at purchasing-power-parity weights.

2/ For World Output (Emerging Market and Developing Economies), the quarterly estimates and projections account for approximately 90 percent (80 percent) of annual world (emerging market and developing economies') output at purchasing-power-parity weights.

3/ Excludes the Group of Seven (Canada, France, Germany, Italy, Japan, United Kingdom, United States) and euro area countries.

4/ For India, data and projections are presented on a fiscal year (FY) basis, with FY 2022/23 (starting in April 2022) shown in the 2022 column. India's growth projections are 5.7 percent in 2024 and 6.8 percent in 2025 based on calendar year.

5/ Indonesia, Malaysia, Philippines, Singapore, Thailand.

6/ Simple average of growth rates for export and import volumes (goods and services).

7/ Simple average of prices of UK Brent, Dubai Fateh, and West Texas Intermediate crude oil. The average assumed price of oil in US dollars a barrel, based on futures markets (as of November 29, 2023), is \$79.10 in 2024 and \$75.31 in 2025.

8/ Excludes Venezuela.

9/ The assumed inflation rate for the euro area is 2.8% in 2024 and 2.1% in 2025, that for Japan is 2.7% in 2024 and 2.0% in 2025, and that for the United States is 2.2% in 2024 and 1.9% in 2025.

## **Indian Economy**

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Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. India's gross domestic product (GDP) at current prices in the second quarter (Q2) of 2023-24 is estimated to be Rs. 71.66 trillion (US\$ 861.2 billion), as against Rs. 65.67 trillion (US\$ 789.2 billion) in Q2 of 2022-23, showing a growth rate of 9.1%. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the first half of FY24. In 2023-24 (April-December), India's service exports stood at US\$ 247.92 billion. Furthermore, India's overall exports (services and merchandise) in 2023-24 (April-December) were estimated at US\$ 565.04 billion. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalization of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

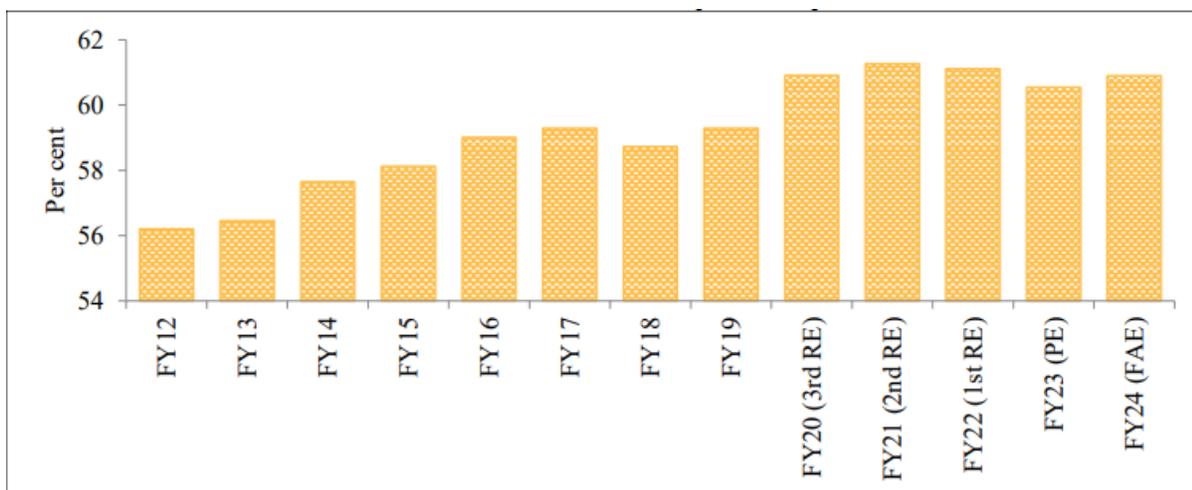
India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships. India's appeal as a destination for investments has grown stronger and more sustainable as a result of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

### **Macroeconomic overview of India**

India's real GDP is estimated to grow at an average of 7.9% between FY22 and FY24. The share of manufacturing in total Gross Value Added (GVA), in volume terms, increased from 17.2 % in FY14 to 18.4 % in FY18 under the impact of the Make in India mission of the government. Based on the advance estimates released recently, the share has stayed robust at 17.7 % in FY24 on the back of the Production Linked Incentive (PLI) schemes rolled out by the government.

### **Review of Private Final Consumption Expenditure in GDP**

The share of Private Final Consumption Expenditure (PFCE) in GDP at current prices increased from an average of 58.4% in the eight years preceding the onset of the pandemic to 60.8% in the last 3 years ending FY24.



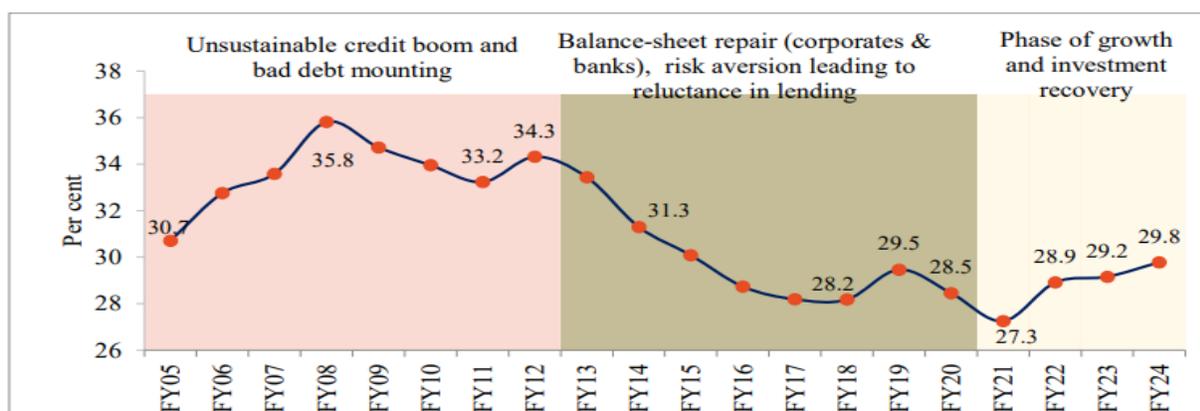
Source: NSO, MoSPI

Note: RE stands for Revised Estimates, PE for Provisional Estimates and FAE for First Advance Estimates

Private Final Consumption Expenditure has consequently emerged as a major growth driver post-Covid pandemic, playing a pivotal role in sustaining the economy amid external challenges brought in by geopolitical shocks, monetary tightening, and sluggish global demand. As PFCE is also contributing to the reinvigoration of private capital investment, it has lent resilience to the domestic demand in the Indian economy. This has aided India to emerge as the fastest-growing major economy in the past few years.

### Enabling investment-led economic growth

The investment climate in the country has transformed in recent years, leading to the emergence of ‘investment’ as a crucial driver of economic growth. The seemingly impressive investment rate in the first decade of the millennium was based on excessive borrowing and over-optimism, which eventually proved unsustainable. In the second decade, banks were reluctant to lend to corporates, and the corporates, in turn, had to trim their balance sheets by selling assets and paying-off debts. Hence, the investment share of GDP came down in the second decade.



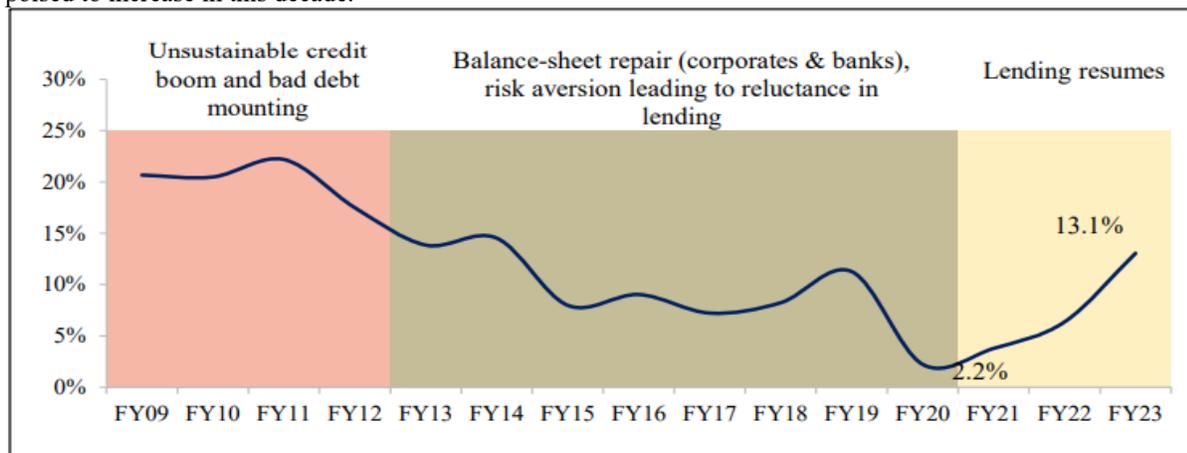
Note: Investment Rate is the ratio of Nominal GFCF over Nominal GDP

Data for FY24 is as per the First Advance Estimates

Source: NSO, MoSPI

These stresses on the balance sheets, which accumulated in the first decade, compounded the underlying macro fragility of the Indian economy with a high fiscal deficit, high current account deficit and sustained double-digit inflation, and the Indian economy was included in the infamous club of ‘fragile-five’ emerging economies. The

government helped banks strengthen their balance sheets by recapitalizing them and restructuring the industry. With stronger balance sheets in the non-financial corporate and banking sectors, growth in investments and credit are poised to increase in this decade.

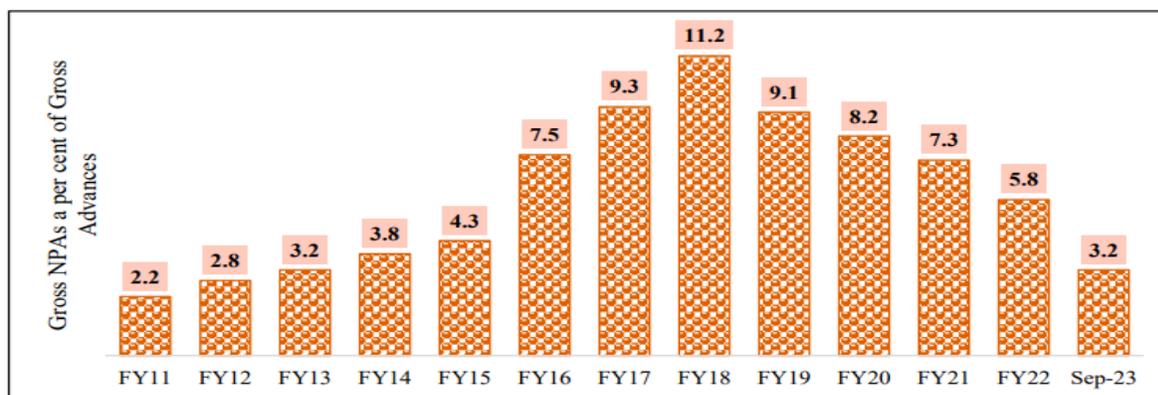


Source: RBI

The government’s effort over the past decade have resulted in positive economic outcomes. With numerous investment-boosting reforms and healthier balance sheets, private corporate investment has begun to crowd in, and banks are responding with greater credit disbursement. The non-food bank credit growth, net of personal loans, which had declined from 20% in 2008 to less than 10% in FY 2016, has rebounded to reach 13% in FY23.

### Credit Cycle Growth

Bank credit, in recent years, has shown phenomenal growth, outpacing the growth in deposits on the back of sustained demand momentum and robust economic recovery after the Covid-19 pandemic. The growth in non-food bank credit at 15% in FY23 was the highest in the last 10 years. This would not have been possible without a significant improvement in the banking sector’s health. Even as credit growth surged, asset quality across all SCB groups kept improving, with GNPA (gross non-performing assets) and Net NPAs relative to the total advances dropping to a multi-year low in September, 2023.



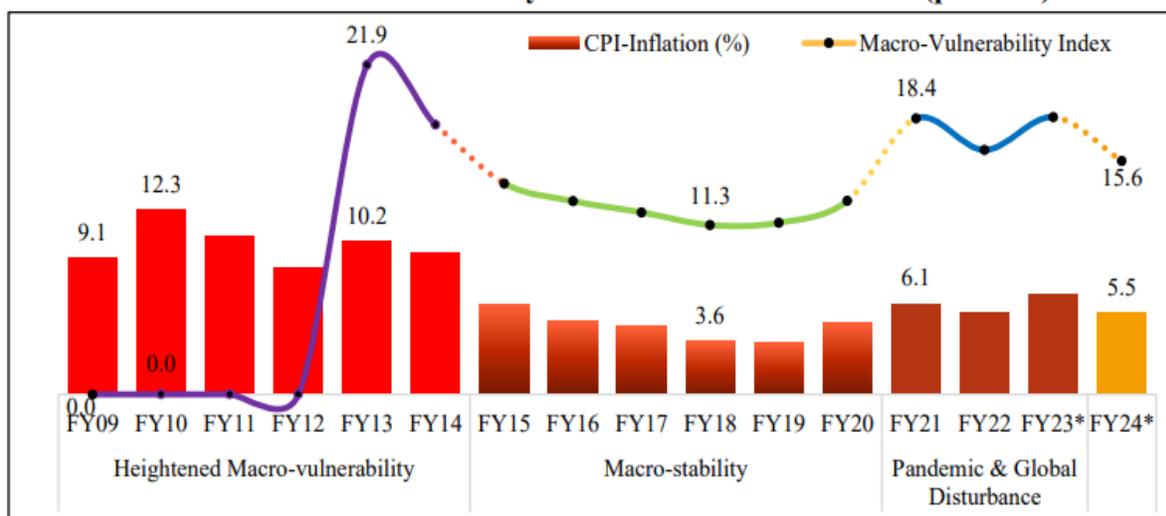
Source: RBI

The improvement in the banking sector’s health is striking when compared to the lows it had sunk to following the developments in the first decade of the millennium. Relative to gross advances, the GNPA of SCBs (Scheduled Commercial Banks) rose almost five-fold from 2.2% in FY11 to 11.2% in FY 18 in the above chart, as loans extended in boom years of 2003-08 and again between 2012 and 2014 turned sour.

## Safeguarding Macroeconomic stability

Macroeconomic stability built on an economic environment with strong output growth, price stability, and robust external account are important goals of the government and the Reserve Bank of India. Considering the multiple challenges, the government of India has committed to an institutional architecture that fosters macro stability.

**Chart 15: Macro-vulnerability Index<sup>48</sup> and Retail Inflation (per cent)**



Note: Retail Inflation from FY09 to FY12 is based on CPI-Industrial Workers released by the Labour Bureau, FY13 to FY24 (April-December) is based on CPI-Combined released by MoSPI

\*Gross fiscal deficit data for FY23 is a Revised Estimate, and for FY24 is a Budget Estimate, Current Account Deficit data for FY24 is up to H1 (April-September)

Post-pandemic, FY22 saw a revival of the economy, with growth gaining momentum and inflation coming down. However, by the end of FY22, the global economic development worsened yet again with the escalation of geopolitical conflicts and accompanying sanctions. Global commodity prices shot up substantially across the board amidst heightened volatility, and crude oil prices jumped to a 10-year high in June 2022. This spurred inflation globally, which affected India's external account and price situation. Thus, the beginning of FY23 presented fresh, multi-frontal challenges to keeping macro vulnerabilities in check. However, India managed to keep its retail inflation below the levels of several other countries.

Inflationary pressures moderated in FY24 (April-December), with average retail inflation easing to 5.5 %. The decline was driven by benign trends in core (non-food, non-fuel) inflation, which gradually declined to a 49-month low of 3.8% in December, 2023. The overall inflation is now stable and within the notified tolerance band of 2 to 6 %.

(Src:[https://dea.gov.in/sites/default/files/The%20Indian%20EconomyA%20Review\\_Jan%202024.pdf?app=true](https://dea.gov.in/sites/default/files/The%20Indian%20EconomyA%20Review_Jan%202024.pdf?app=true) )

## Overview of Gems and Jewellery Industry

In the fiscal year 2023-24, India experienced a significant decline in its gems and jewellery exports by 14.94%, amounting to US\$32.02 billion compared to US\$37.6 billion in the previous year. The gem and jewellery sector saw a decline of 12.17% in rupee terms and 14.94% in dollar terms, totaling Rs. 265187.95 crore and US\$32.02 billion, respectively. Import figures also reflected a decrease, with a decline of 11.09% in rupee terms and 13.84% in dollar

terms, amounting to Rs. 184355.48 crores and \$22.26 billion, respectively. The export of cut and polished diamonds significantly dropped by 27.58%, totaling \$15.96 billion, while imports showed a substantial growth of 46.12%, reaching \$1911.0 million. Conversely, gold jewellery exports exhibited a positive growth rate of 16.97%, amounting to \$11140.780 million, attributed partly to increased exports facilitated by free trade agreements with UAE and Australia. Silver jewellery exports experienced a notable decline of 45%, while platinum jewellery exports surged by 449.52%. Coloured gemstone exports demonstrated a growth rate of 13.94%, reaching \$478.68 million.

#### Reasons for Export Decline

- **Market Demand:** Weak demand in key markets like the United States and West Asia, due to geopolitical tensions and economic conditions, contributed to the decline.
- **Supply Disruption:** Sanctions on Russia impacted the supply of raw diamonds, affecting the export of cut and polished diamonds from India.
- **Increase in Gold Jewellery Exports:** The positive growth in gold jewellery exports was fueled by favorable trade agreements with UAE and Australia, resulting in significant export growth to these regions.

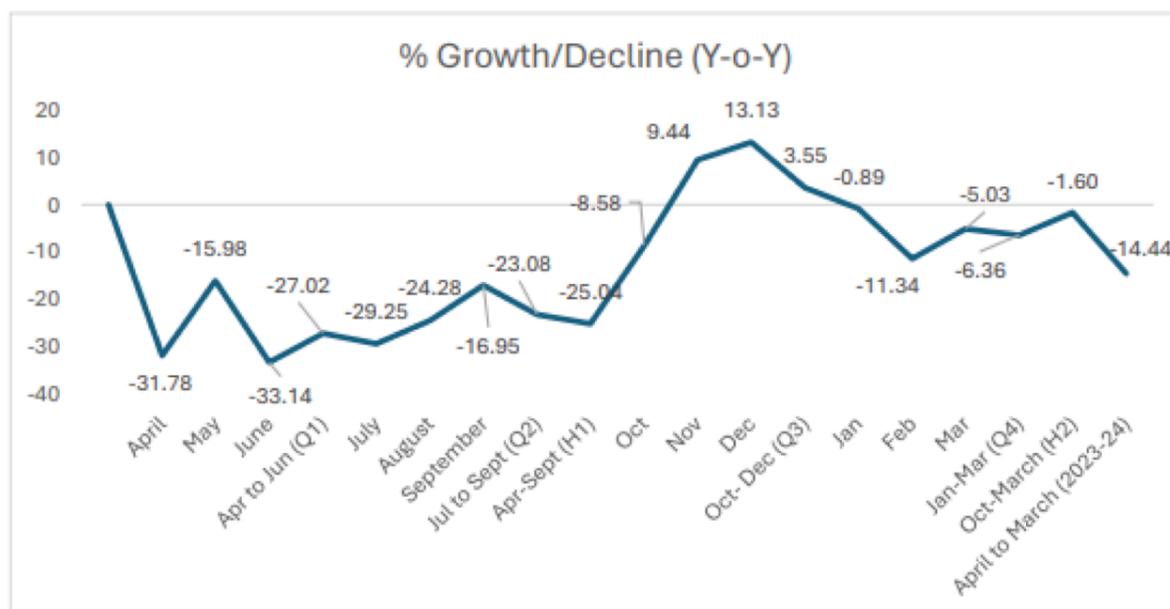
Src: <https://currentaffairs.adda247.com/gems-jewellery-export-trends-in-fy23-24-a-detailed-overview/>

**Table -1 Gross exports G&J**

Months	Gross Exports	Gross Exports	% Growth /Decline
	2022 - 2023 US\$mn	2023 - 2024 US\$mn	(Y-o-Y)
April to September	20679.15	15501.30	-25.04
October to March	17057.90	16784.55	-1.60
<b>April to March</b>	<b>37737.05</b>	<b>32285.85</b>	<b>-14.45</b>

Source : DGCIS and Press Release, PIB

**Month-wise trends**

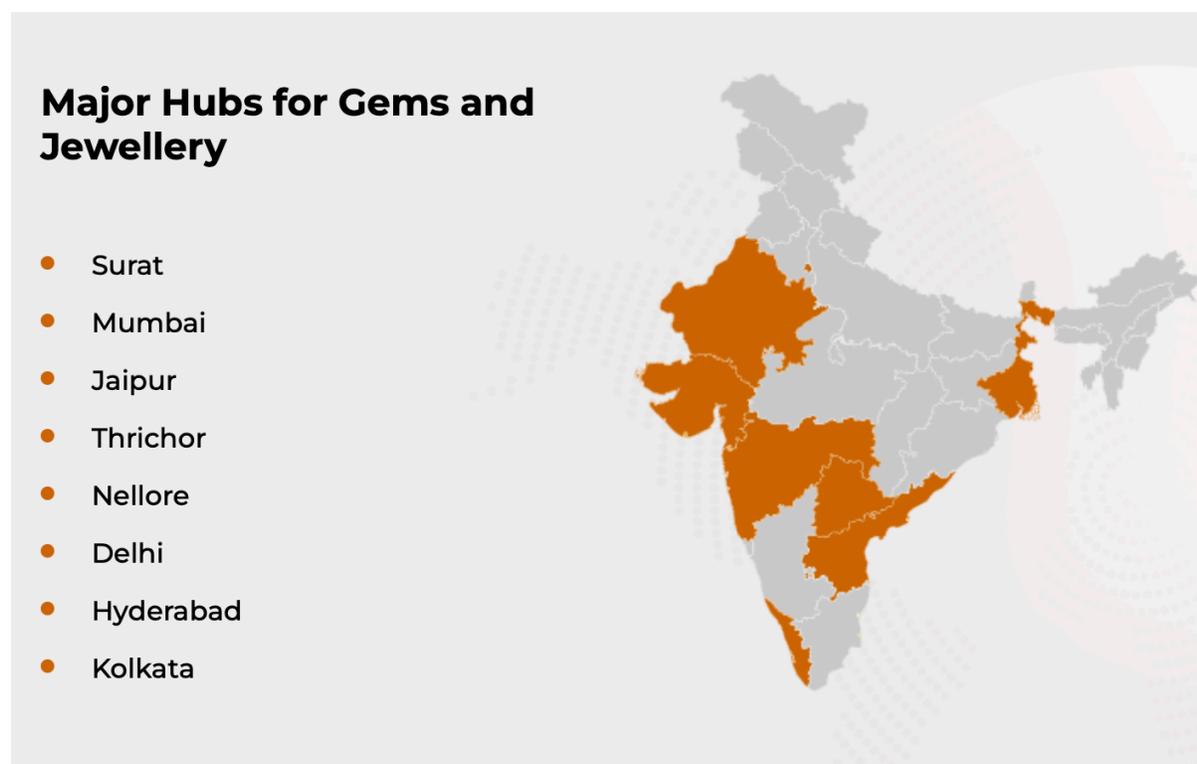


<https://gjepec.org/admin/PressRelease/1166867489> Press Release - Plain Gold Jewellery Exports Grew by 61.72 to US 6792.24 million in FY 2023-24.pdf

For the FY 2023-24, exports of Plain Gold Jewellery grew by an impressive 61.72% to US\$ 6792.24 million as compared to US\$ 4199.96 million in FY 2022-23. Total Gold jewellery (plain & studded jewellery), which experienced a 10.47% decline between April 2023 to September 2023, rebounded strongly in the latter half of the year, achieving a growth of 46.91%. The UAE emerged as a significant market for plain gold jewellery exports from India, experiencing remarkable growth of 107.2% to reach USD 4,528.66 million in FY 2023-24, compared to USD 2,185.67 million in the previous year. Markets of UAE & Bahrain accounted for over 85% of India's plain gold jewellery exports Australia also witnessed a growth of 37% in plain gold jewellery exports attributing its growth to the India-Australia ECTA. Gross export of total Gold Jewellery (both Plain & Studded) for the FY 2023-24 grew 16.75% to US\$ 11230.18 million over the comparative figure of US\$ 9618.80 million for previous year. The overall gross exports of Gems & Jewellery in FY 2023-24 declined 14.45% to US\$ 32285.85 million compared to US\$ 37737.05 million in the preceding period. Cut & Polished diamond exports in FY 2023-24 decreased by 27.58% to

US\$ 15967.02 million compared to US\$ 22047.72 million in the previous year. Gross export of Silver Jewellery for the FY 2023-24 declined 44.97% to US\$ 1618.97 million over the comparative figure of US\$ 2942.20 million for previous year. Gross export of Coloured Gemstones for the FY 2023-24 grew 14% to US\$ 478.71 million over the comparative figure of US\$ 420.13 million for previous year. In FY 2023-24, Platinum Jewellery exports have shown a very robust growth of 449.16% to US\$ 163.48 million over the comparative figure of US\$ 29.77 million for previous year. Gross export of Polished Lab Grown Diamonds for the FY 2023-24 declined 16.54% to US\$ 1402.44 million over the comparative figure of US\$ 1680.29 million for previous year.

(Src: <https://gjepec.org/solitaire/plain-gold-jewellery-exports-grew-by-61-72-to-us-6792-24-million-in-fy-2023-24/>)



Source: IBEF

### **Investments/Developments**

Cumulative FDI inflows in diamond and gold ornaments in India stood at US\$ 1,270.63 million between April 2000-December 2023, according to the Department for Promotion of Industry and Internal Trade (DPIIT).

Some of the key developments in this industry are listed below:

- In January 2024, Prime Minister, Mr. Narendra Modi inaugurated the commencement of the Bharat Ratnam Mega CFC at the SEEPZ SEZ in Mumbai in virtual mode (remotely). Bharat Ratnam Mega CFC is a Socio-economic project promoted by the Ministry of Commerce and Industry, GJEPC India and SEEPZ SEZ authority to drive exports from the country. This project aims at creating a world-class infrastructure for promoting the inherent skills of the gems & jewellery manufacturing industry. The Mega Common Facilitation Centre provides a supportive and collaborative environment for entrepreneurs, MSMEs and small businesses to grow and thrive.
- In September 2023, The Gem & Jewellery Export Promotion Council (GJEPC) has achieved a significant milestone by facilitating India's first jewellery exports through courier mode from Mumbai. This development represents a significant leap forward in simplifying international trade.

- In April 2023, The Gem & Jewellery Export Promotion Council (GJEPC) commences the first-ever Lab-grown Diamond Buyer Seller Meet (BSM) in Surat. The event was inaugurated by Mr. Virendra Singh, ITS, Development Commissioner & Additional DGFT; Mr. Kirit Bhansali, Vice Chairman, GJEPC; Mr. Vijay Mangukiya, Regional Chairman, Gujarat; Mr. Smit Patel, Convener, Lab-grown diamonds committee, GJEPC; Mr. Sabyasachi Ray, ED, GJEPC along with others.
- In February 2022, GJEPC organized a four-day Internal Jewellery Show Signature 2022, where 850 exhibitors participated and there were more than 400 international visitors, buyers, and delegations from the US, UAE, Egypt, Nepal, Uzbekistan, and Bangladesh.
- In September 2021, Malabar Group invested Rs. 750 crore (US\$ 100 million) in a gold refinery and jewellery unit in Hyderabad.
- In May 2021, GJEPC and the Embassy of India, Morocco, co-hosted the 'India Global Connect' to better understand the present business climate in the gems and jewellery sector and seek trade prospects for manufacturers, exporters, and importers from both countries.
- The GJEPC will organise its first International Gems and Jewellery Show (IGJS) outside the country, in Dubai, from August 14-16, 2021. It will also hold a five-day physical exhibition—India International Jewellery Show (IIJS-2021)—in Bengaluru from September 15-19, 2021, in the first such event outside Mumbai. GJEPC sources said that >250 buyers have registered and >95 stalls have been booked for Dubai IGJS 2021. There will be 150 booths having products such as plain gold, gold-studded jewellery, diamond-studded jewellery, silver jewellery, loose diamonds, and gemstones.
- In June 2021, Tanishq launched antimicrobial jewellery in certain markets as a pilot project. Currently, the range is available in stores across Chennai and Lucknow, with further launches planned in Kolkata and Hyderabad followed by other key markets. Antimicrobial jewellery is being offered in categories such as chains and rings, which feature special-coated layers that self-disinfect the surface and impede any further microbial growth.
- In June 2021, the World Gold Council and Gem and Jewellery Export Promotion Council signed an agreement to promote gold jewellery in India. Under the agreement terms, both partners will jointly fund a multi-media marketing campaign that would aim to increase awareness, relevance, and adoption of gold jewellery amongst Indian consumers, especially millennials and Gen Z.
- In April 2021, Malabar Gold & Diamonds announced to invest Rs. 1,600 crore (US\$ 214 million) in FY22 to launch 56 stores, of which 40 would be in India and 16 across global markets. In India, stores will be opened in Tamil Nadu, Telangana, Andhra Pradesh, Karnataka, Maharashtra, Delhi, West Bengal, Uttar Pradesh, Odisha, and Kerala. In July 2021, the company announced the hiring of >5,000 staff, across its retail operations, brand headquarters and regional offices in the country.
- In March 2021, Joyalukkas collaborated with IBM Global Business Services to design, develop and deploy a new cloud-native e-commerce platform across 11 countries including India, the UAE, the US, the UK, Singapore, Malaysia, Bahrain, Qatar, Saudi Arabia, Kuwait, and Oman.
- In February 2021, Reliance expanded its e-commerce arm, JioMart, to jewellery with silver coins of 5gm and 10 gm, and gold coins of 1gm, 5gm and 10gm.
- Reliance's in-house jewellery brand, Reliance Jewels, which has ~93 flagship showrooms and 110 shop-in-shops in 105 cities in the country, will fulfil the orders for the new segment.

### **Government Initiatives**

- The Indian government accepted the recommendation of GJEPC to promote indigenous manufacturing in the emerging Lab-grown diamond sector by providing research grants to the Indian Institute of Technology (IIT) for five years.
- India has signed an FTA with the UAE which will further boost exports and is expected to reach the target of US\$ 52 billion.
- The Government has reduced custom duty on cut and polished diamond and colored gemstones from 7.5% to 5% and NIL.
- Revised SEZ Act is also expected to boost gems and jewellery exports.
- In September 2021, Ms. Anupriya Patel, Minister of State for Commerce, and Industry said that reforms such as the revamped gold monetisation scheme, reduction in import duty of gold, hallmarking and others would help the industry grow. The market export target is US\$ 43.75 billion for 2021.
- The government has reduced import duty for Gold & Silver (from 12.5% to 7.5%) and Platinum & Palladium (from 12.5% to 10%) to bring down the prices of precious metals in the local market.
- Indian Government made hallmarking mandatory for Gold Jewellery and Artefacts. A period of one year is provided for implementation i.e., till January 2021.
- In December 2020, All India Gem and Jewellery Domestic Council (GJC) welcomed the decision to make hallmarking compulsory from June 2021 in a phased manner; urged the government to examine the key concerns of the industry for smooth implementation of the initiative.
- Hallmarking of gold jewellery is set to begin on June 15, 2021. In view of the COVID-19 pandemic, the government accepted the request of stakeholders to provide jewellers some more time to prepare for implementation and resolve issues. Earlier, the date of implementation was June 01, 2021.
- In December 2020, the Finance Ministry notified that the amendment under the Prevention of Money Laundering Act (PMLA), notifying dealers in precious metals and stones, will maintain records of cash transactions worth Rs. 10 lakh (US\$ 13.61 thousand) or more cumulatively with a single customer.

### **Road Ahead**

- In the coming years, growth in the gems and jewellery sector would largely be contributed by the development of large retailers/brands. Established brands are guiding the organised market and are opening opportunities to grow. Increasing penetration of organised players provides variety in terms of products and designs. Also, the relaxation of restrictions on gold import is likely to provide a fillip to the industry.
- The improvement in availability along with the reintroduction of low-cost gold metal loans and likely stabilisation of gold prices at lower levels is also expected to drive volume growth for jewellers over the short to medium term. India has 450 organised jewellery manufacturers, importers & exporters and is the hub for jewellery manufacturing. These players have benefited greatly due to the increasing liberal policies by the government. The demand for jewellery is expected to be significantly supported by the recent positive developments in the industry. India's gems and jewellery industry is expected to reach US\$ 100 billion by 2027.

Source: <https://www.ibef.org/industry/gems-jewellery-india>

References: Media Reports, Press Releases, Reserve Bank of India, Gem & Jewellery Export Promotion Council

## OUR BUSINESS

*Some of the information in the following section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read the section entitled “Forward Looking Statements” on page 16 for a discussion of the risks and uncertainties related to those statements and the section entitled “Risk Factors” on page 23 for a discussion of certain risks that may affect our business, financial condition, or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Information included in this Prospectus on page 164. Unless stated otherwise, industry and market data used in this Prospectus has been obtained or derived from publicly available information as well as other industry publications and sources. For details, please refer to the section titled “Industry Overview” on page 93.*

### Overview

Our Company, Divine Hira Jewellers Limited, is engaged in the business of designing and marketing of gold jewellery. We mainly deal in 22 Karat gold jewellery, offering a wide variety of designs to suit preferences of the end customer. We have the ability to create localised product design mixes to suit various regional tastes. We cater to our customers’ unique preferences, through our understanding of the local and regional market. We provide an extensive range of designs. We are engaged in wholesale of gold jewellery, silver articles, bullions and coins at Mumbai, Maharashtra. Recently we have also curating and offering exquisite antique gold jewelry that transcends time, bringing the charm of historical artistry into the modern era. Currently, we cater to a large number of wholesalers, showrooms and retailers who buy our products in bulk quantities.

We procure the required gold from bullion dealers and importers. Recently we are in the process to start importing gold directly. We do not have our own manufacturing facility and we outsource the work of making jewellery and ornaments to various artisans with whom we have developed relationships. We offer a large variety of handcrafted jewellery, which are designed by our in-house designers in close collaboration with skilled local craftsman located across the country. Due to our diversity of clients and the varied regions each of our clients cater to, we have developed an ability to design our jewellery products as per latest trends, fashion and demographic preference of the end customers. We offer a wide range of products from gold jewellery for special occasions such as weddings and festivals to daily wear jewellery for all ages, genders and across various price points. We cater to a variety of customers across mid-market and value market segments and our products are designed by our in-house team of creative designers and also certain freelance designers, allowing us to manage a large and diverse portfolio of designs.

We primarily sell gold jewelry and our product range includes machine made, handmade & plain gold jewelry like necklace, mangalsutra, chains, malas, rings, pendants, bracelets, bangles, kada, coins and other wedding jewellery. The designing and job work of our products is done either in house or by third parties on job work basis. Our primary focus has been on purity and commitment.

The Founder of our Company, Hirachand Gulecha, had started his journey in the silver business in 1984. In the year 1997 he started a proprietorship firm “Hira Traders” and gradually entered the gold jewelry segment”. He has been actively involved in the business of Jewellery since 1984 and with a vision to expand his business further, he, along with his family, incorporated a Company, “Divine Hira Jewellers Limited” as a public limited company under the provisions of Companies Act, 2013 vide Certificate of Incorporation dated July 19, 2022 bearing CIN U36999MH2022PLC387009 issued by the ROC, Mumbai, Maharashtra. Vide a Business Succession Agreement dated September 13, 2022, our Company acquired the entire assets, liabilities and business of Hira Traders with effect from the closing of September 30, 2022.

Our Company runs its operation from Zaveri Bazar, Mumbai, a market known for bullion and Jewellery and is operating from the same Registered office since incorporation. Our Promoters Hirachand Gulecha and Niraj Gulecha have around 30 years and 10 years of experience respectively in Gold and Jewellery industry and with their business notions, knowledge and management skills, we have served our customers.

A break up of our product-wise revenue from operations generated by our Company during the preceding three financials years and the six month period ended September 30, 2024 has been provided below:

Products	Six month period ended September 30, 2024		Fiscal					
			2024		2023		2022	
	Revenue earned in (₹ in lakhs)	% of total revenue	Revenue earned in (₹ in lakhs)	% of total revenue	Revenue earned in (₹ in lakhs)	% of total revenue	Revenue earned in (₹ in lakhs)	% of total revenue
Gold and gold products	13,519.68	99.43%	17,616.56	96.13%	23,441.41	95.12%	12,086.41	84.88%
Silver and silver products	73.77	0.54%	695.95	3.80%	1,188.62	4.82%	2,149.65	15.10%
Labour charges sales	4.24	0.03%	13.10	0.07%	14.55	0.06%	4.10	0.03%
<b>Total</b>	<b>13,597.69</b>	<b>100.00%</b>	<b>18,325.61</b>	<b>100.00%</b>	<b>24,644.59</b>	<b>100.00%</b>	<b>14,240.17</b>	<b>100.00%</b>

The revenue bifurcation for bullion gold, silver, gold jewelry over the past three financial years and the six month period ended September 30, 2024 is as under:

Products	Six month period ended September 30, 2024		Fiscal					
			2024		2023		2022	
	Revenue earned in (₹ in lakhs)	% of total revenue	Revenue earned in (₹ in lakhs)	% of total revenue	Revenue earned in (₹ in lakhs)	% of total revenue	Revenue earned in (₹ in lakhs)	% of total revenue
Bullion	1,637.97	12.05%	3,008.00	16.43%	11,801.00	47.91%	8,855.00	62.20%
Gold Jewellery	11,885.93	87.44%	14,608.56	79.77%	11,640.42	47.26%	3,231.42	22.70%
Silver and silver products	69.55	0.51%	695.95	3.80%	1,188.62	4.83%	2,149.65	15.10%
<b>Total</b>	<b>13,593.45</b>	<b>100.00%</b>	<b>18,312.51</b>	<b>100.00%</b>	<b>24,630.04</b>	<b>100.00%</b>	<b>14,236.07</b>	<b>100.00%</b>

*Note: excluding labour charge sales*

With the focus on increasing profitability margins, the company has significantly reduced its revenue from sale of bullion and silver products as these products were of low margin, and increased its focus on gold jewellery which has higher margins. As a result of this shift towards gold jewellery, the PAT margins of the company have increased from 0.20% in FY2022 to 0.37% in FY2023 and further to 0.81% in FY2024.

Our focus on design and innovation, our ability to recognize consumer preferences and market trends, the intricacy of our designs and the quality of our products are our key strengths. We have a dedicated design team, focused on developing new products and designs that meet customers' requirements. In addition, our access to a range of contract manufacturers, localized jewellery manufacturers from various parts of India allows us to offer a diverse product range. We also customize jewellery for individual needs.

Our experience of close to two decades has enabled us to build an effective business model that gives us control over our processes from raw material procurement, design, manufacturing and marketing to sales through our network. Our business model allows us to monitor and control the quality of our products on the supply side, and provides us the ability to respond quickly to our customers' needs and preferences on the demand side. We have implemented quality control practices across the value chain to ensure that we sell gold jewellery upto 22 karats in

line with the quality and purity metrics as prescribed by our customers. We plan to come up with various new and unique products in the market to continue to be the customers preferred destination for its products. Recently we have also curating and offering exquisite antique gold jewelry that transcends time, bringing the charm of historical artistry into the modern era. Our extensive collection features a diverse range of antique gold jewelry, including rings, necklaces, bracelets, earrings. Each piece is carefully selected for its craftsmanship and uniqueness.

We endeavor to maintain the quality of our products, follow strict procedures to ensure control quality, timely delivery and competitive prices. We offer regular designs and guarantee our esteemed customers for the time bound delivery of the products. We get the jewellery hallmarked from BIS recognized Hallmarking Centres. The BIS Hallmark, a mark of conformity widely accepted by the consumer bestows the additional confidence to the consumer on the purity of our gold jewellery.

The financial performance of our Company for the six month period ended September 30, 2024 and for the Fiscals 2024, 2023 and 2022, is as follows:

Particulars	Six month period ended	Fiscal		
	September 30, 2024	2024	2023	2022
	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)
Revenue From Operation	13,597.69	18,325.61	24,644.59	14,240.17
EBITDA	402.64	331.61	259.33	162.11
EBITDA Margin	2.96%	1.81%	1.05%	1.14%
Net Profit After Tax	249.83	148.17	91.23	28.91
Net Profit Margin	1.84%	0.81%	0.37%	0.20%
Return on Equity	22.61%	16.36%	16.12%	9.38%
Return on Capital Employed	15.13%	13.54%	10.83%	8.18%

#### Our Products

We sell wide range of Jewellery products in gold Jewellery, silver articles, bullions, coins studded with precious and semi-precious stones necklace, mangalsutra, Chains, malas, rings, pendants, bracelets, bangles, kada, coins and other wedding jewellerys. Our wide range of product offerings caters to diverse customer segments, from the high-end to mid-market and value market segment. We also offer exquisite antique gold jewelry that transcends time, bringing the charm of historical artistry into the modern era. Our extensive collection features a diverse range of antique gold jewelry, including rings, necklaces, bracelets, earrings. Each piece is carefully selected for its craftsmanship and uniqueness.

Some of our finished products are presented below:

S. No	Product	Type	Purity	Variety
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1		Gold	916 Hallmark	Antique Necklace
2		Gold	916 Hallmark	Mangalsutra
3		Gold	916 Hallmark	Chains
4		Gold	916 Hallmark	Vertical Mala

5		Gold	916 Hallmark	Turkey Ring
6		Gold	916 Hallmark	Pendant & Tops
7		Gold	916 Hallmark	Bracelet

8		Gold	916 Hallmark	Bangles
9		Gold	916 Hallmark	Antique Kada
10		Gold Coins	999- 24ct	Coins/Bullion

11		Silver Coins	999	Coins/Bullion
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### Our Journey

Divine Hira Jewellers Ltd. is engaged in the gold jewelry business, known for its dedication to quality craftsmanship and customer satisfaction. Established with a vision to innovate and excel, the company has grown from a small-scale operation to a significant player in the market. We specialize in designing, manufacturing, and marketing gold jewelry, and launching collections to meet the evolving preferences of our customers.

Hirachand Gulecha, the founder and promoter of Divine Hira, embarked on his business journey in 1984 in Mumbai's Zaveri Bazar. He began with a focus on silver articles, offering a wide range of items such as silver utensils, idols, pooja items, and gift items. His initial business model was B2B, supplying to local shops and establishing a strong foothold in the market for silver goods.

**2004:** Entered the gold jewelry market with a focus on plain gold items such as earrings, rings, and chains. The initial focus was on small showrooms in Pune, targeting local B2B customers.

**2013:** Niraj Gulecha, our Whole-time director, representing the next generation, joined the business. Under his leadership, the company saw a significant increase in the variety of SKUs. This period marked the introduction of new items such as bangles, casting, earrings, and rings.

**2021-2022:** Formed strategic partnerships with renowned jewelers like Ranka Jewelers, Kalyan Jewellers and Moksh Ornaments Limited, enhancing market presence and customer base.

**July 2022:** Transitioned from a proprietorship (HIRA TRADERS) to a corporate entity (Divine Hira Jewellers Ltd.).

### Business Model

#### **Supply Chain**

- **Raw Material Sourcing:** We source raw gold materials from reputable suppliers known for their quality, including importers, banks, and traders. Our procurement strategy is based on a thorough analysis of market gold prices and demand trends.
- **Manufacturing Process:** We leverage by outsourcing our manufacturing to third parties who have advanced manufacturing techniques and employ skilled artisans to maintain the highest quality standards. The manufacturing process involves designing, creating, and approving jewelry pieces before they undergo stringent quality control and BIS hallmarking. We innovate in-house designs for our customers and get them manufactured from third parties and then after quality check and other inspections, we sell them to our customers

- **Clients and Orders:** Our business model is primarily B2B, supplying 95% of our products in bulk to corporates. We also undertake 5% of our orders as customizations based on client specifications. Orders are acquired through a combination of direct sales to retailers and wholesalers with showrooms and shops.

Raw Material Procurement Process:

The process involved in the procurement of raw materials is as under:

**1) Identifying Raw Material Requirements**

- **Specification Definition:** The Company determines the specific requirements for gold, including purity (e.g., 24K, 22K), quantity, and form (e.g., bullion, bar).
- **Quality Standards:** Establish the quality standards and certifications required for the gold to meet industry and regulatory standards.

**2) Supplier Selection and Evaluation**

- **Market Research:** The Company conducts research to identify potential suppliers of gold. This includes checking their reputation, reliability, and compliance with industry standards.
- **Supplier Evaluation:** Suppliers are evaluated based on factors such as pricing, delivery terms, quality control measures, and financial stability.
- **Certifications and Compliance:** the Company ensures that suppliers hold necessary certifications and comply with relevant regulations and ethical standards.

**3) Negotiation**

- **Price Negotiation:** The Company negotiates pricing terms, including bulk discounts, payment terms, and any other conditions.

**4) Order Placement**

- **Purchase Orders:** The Company places purchase orders with selected suppliers, specifying the required quantity, quality, and delivery schedule.
- **Documentation:** The Company ensures that all necessary documentation, such as invoices, delivery notes, and certificates of authenticity, is provided and verified.

**5) Receiving and Inspection**

- **Receipt of Goods:** Upon delivery, the Company inspects the raw gold for conformity with the purchase order specifications.
- **Quality Control:** Quality checks are conducted to verify gold content and purity and compliance with industry standards.
- **Documentation Verification:** The Company verifies whether all accompanying documentation is accurate and complete, including certificates of origin and authenticity.

**Our Process Flow**

Once the products are ready, they are carefully packaged using secure and tamper-evident materials to prevent damage and ensure safety during transit. Packaging includes protective layers, secure seals, and clear labeling with

product details and destination information. All necessary shipping documentation including invoices are then prepared.

Majority of the products are delivered by the Company to its customers at their showrooms or their purchase office at their location by hand. The employees of the Company deliver such products to the clients. Such delivery by hand is adequately covered by insurance policies availed by the Company to protect against loss or theft.

For other deliveries, the Company uses the services of logistic firms which specialize in deliveries of precious materials like jewellery. These despatches are adequately covered by insurance policies availed by the Company to protect against loss or theft. The Company and its clients can track the progress of such deliveries until the order is delivered to the client.



Step 1: Procurement of Raw material Raw Material required for Job work activity is gold, silver, alternate metals, precious/ semi-precious stone. Our Company obtains raw material from various bullion dealers and banks, we have identified suppliers of raw material. Quality of the Raw Material is checked at this stage before sending it to Job work.

#### Step 2: Sending Raw Materials to Job workers

Raw material procured from the suppliers are then sent to Job workers for further processing

#### Step 3: Processing of Raw Materials

Job workers are provided with designs and specifications based on which the products are prepared.

#### Step 4: Quality testing after receipt of finished product from Job work

At this stage, we test finished products received from the Job workers. Those products which are not satisfactory or are found faulty are then sent to the Job workers for re-working

#### Step 5: Packing

At this stage, finalized products are then taken for packing.

#### Step 6: Dispatch of Products to customers

At this stage, we inform the customers about completion of their products which are ready to be collected by them.

### Segments

- **Product Range:** Our product portfolio includes gold jewelry such as chains, earrings, necklaces, pendants, rings, bracelets, bangles, and coins, as well as silver articles.

- **Sales Model:** We follow a B2B model, selling our products to corporates and mid-range jewellers and stores.

## Operations

- **Catalogue Model:** We maintain a comprehensive inventory of our products, regularly conducting stock checks and leveraging inventory management software to ensure accuracy and efficiency. This model accounts for a significant percentage of our sales.
- **Customized Model:** Custom orders are tailored to specific customer requests, involving detailed design and manufacturing processes. This model accounts for a smaller percentage of our sales but allows for personalized customer experiences.
- **Inventory Management:** Our inventory management practices include regular physical counts, quality control inspections, secure storage, and comprehensive record-keeping.
- **Working Capital Cycle:** The working capital cycle for the business begins with the receipt of an order, followed by the procurement of raw materials, which takes approximately 2-3 days. The job work, including designing and gold work, spans about two weeks. Once the detailed order is completed, a quality check involving weighing and hall marking takes an additional 3-4 days. Overall, the cycle spans three weeks. There is no advance payment received from customers; instead, payment is made around 30 days after delivery. Inventory is held for 21-25 days, and there are no payable days as payments are made immediately.

## Certifications/Awards

- **BIS Hallmark Standard:** All our products are certified by BIS, ensuring the highest standards of purity and authenticity.

## Manufacturing Facilities

We do not have our own manufacturing facility and we outsource the work of making jewellery and ornaments to various artisans with whom we have developed relationships.

## Our Competitive Strength

### **Experienced management and well trained and trustworthy employee base**

We believe that our experienced promoters have significantly contributed to the growth of our business operations. Our promoters Mr. Hirachand P Gulecha and Mr. Niraj H Gulecha have been in the business of jewellery for more than 30 years and 10 years respectively. We believe our management team has established good reputation for our Company with our customers and has been instrumental in our growth by being able to rapidly respond to market opportunities, customer demands and competitive environment and bring innovations to our business, marketing and strategy.

Further, our Company is managed by a team of experienced, well trained and trustworthy personnel. The team comprises of personnel who have technical, operational and business development experience. We believe that our management team's experience and their understanding of jewellery business will enable us to take advantage of both current and future market opportunities. It is also expected to help us in addressing and mitigating various risks inherent in our business, including significant competition, reliance on independent agents, and fluctuations in gold jewellery and bullion prices.

## Wide Range of Products

Our product portfolio consists of wide range of jewellery which differentiate us from local jewellers. Our portfolio offers our customers a wide variety of traditional, Indo-western and modern jewellerys. Our product portfolio includes necklace, mangalsutra, Chains, malas, rings, pendants, bracelets, bangles, kada, coins and other wedding jewellerys and also make customized jewellerys for weddings and customized designs as per orders.

### **Quality Control**

Further, concerning the quality control, we stringently follow the hallmarking process for all our gold jewellery. We send all our jewellery to government-approved hallmarking centers who perform tests and analyses our jewellery in accordance with BIS norms.

Given that our inventory is produced by third party vendors who are engaged as jobworkers, we have implemented stringent two-stage quality control procedures to ensure standardized quality and purity of the products we sell. Jewellery produced is checked for physical defects, such as structural issues and inconsistencies in polishing and finishing, and is checked for purity with a gold testing machine and hallmarked from third party agencies. Further, the workshops of job-workers associated with us are subject to periodic checks to ensure compliance with quality and security requirements.

### **Strong understanding of customer preference**

We believe that we can appeal to our customers through our understanding of market preferences, and experience. We offer jewellery designs based on the general trends and specific customer requirements. We believe that our understanding of preferences and tastes coupled with variety of designs and jewellery offered by us, provides us with a competitive advantage in the markets in which we currently operate. Through our strategy of catering to different preferences, we believe that we are able to effectively compete with both unorganised and organised jewelers by establishing customer rapport at a local level.

### **Hallmarking and Unique Identification**

Each piece of our jewelry is meticulously hallmarked to ensure its authenticity and quality. As part of this process, we assign a unique HU ID number to every item. This unique identification number guarantees traceability and provides our customers with confidence in the purity and origin of their jewelry. By integrating this hallmarking system, we uphold the highest standards of trust and transparency in our craftsmanship.



HUI Number printed on jewelry and can be traced from an approved mobile application called BIS Care.

### **Experienced Job Workers and Vendor Network**

Our network comprises experienced vendors, each employing skilled craftsmen. These craftsmen bring 10-15 years of expertise to their work, ensuring high-quality output and reliability. To maintain and enhance our standards, we continuously integrate new quality vendors into our network, ensuring we remain competitive and responsive to market demands.

### **Design Innovation for Customers**

We take pride in our ability to innovate jewelry designs tailored to our customers' preferences and needs. Our in-house design team works diligently to create unique and captivating pieces. From initial design concepts to final manufacturing, we provide an end-to-end service that ensures each piece of jewelry is crafted to perfection. This comprehensive approach guarantees that our customers receive exceptional and personalized products, reflecting the latest trends and timeless elegance.

### **Customer Satisfaction**

We believe in making mutually beneficial relationship with our customers by providing them quality jewellery pieces at highly affordable market prices. In a zest to attain maximum customer satisfaction, we assure accurate and timely delivery of these jewellery.

### **Long term relations with clients**

We believe in providing quality products and timely delivery of the products as per the requirement of customers, which in turn has helped the Company to build very strong relations with them and the Company was able to fetch

repetitive orders from the same customers. We are committed to maintaining the highest standards of integrity in every aspect of our business, from sourcing to customer service.

## **Business Strategies**

### **Strategic Plans for Exports**

We plan to export our products in international markets especially Dubai. Dubai has long been a vital center for gold trading, benefiting from earlier free trade policies that bolstered its status as a key hub for both consumption and trading of the precious metal. This strategic position has attracted numerous Indian suppliers, who actively participate in various exhibitions and focus exclusively on B2B (business-to-business) engagements. Their involvement in these trade events helps to strengthen ties and expand their reach within Dubai and the broader Gulf countries, facilitating robust trade relationships and economic growth in the gold sector.

### **Augment our fund based capacities in order to scale up business operation**

Our business operations are working capital intensive. In order to effectively expand our Business arenas and also diversify our operations in various geographical locations, along with the existing facilities we need to have access to a larger amount of liquid funds and sufficient working capital. Our raw materials purchase mainly includes gold bullion which require immediate payment to our suppliers, firstly to avoid fluctuation in gold prices and secondly to maintain relationship with our suppliers for smooth inflow of such raw materials. However, our customers include small and large wholesalers and retailers, to whom we need to give a certain credit period, thus affecting our working capital requirement.

We expect to increase our volumes, revenues and scale of operations and we will require substantial working capital for the same. It is hence our strategy to raise funds from this issue and augment our fund based working capital capabilities. We believe that companies with high liquidity on their balance sheet would be able to better exploit market opportunities in short term as well as longer duration services in our business. Our Company may also explore possibilities for utilising the available capital to increase physical presence by setting-up sales offices in various regions in India in the future. For further details regarding the working capital being raised through this Issue, please refer to section “Objects of the Issue” on page no. 73 of the Prospectus.

### **Focus on expanding our product and brand portfolio to cater to existing portfolio gaps and increase our consumer reach**

Our marketing personnel regularly participate in exhibitions and trade fairs where they come across various new designs. These designs are forwarded to our in-house designers who improve upon it according to latest trends and requirements. Our in-house designers also come up with their own designs and ideas which are showcased to our regular customers. The customers in the jewellery world are discerning, knowledgeable and demanding. We bring innovative ideas and designs to our customers on a regular basis. Our Company intends to continue to add new designs to our jewellery portfolio by regularly participating in exhibitions and trade fairs.

Recently we have also curating and offering exquisite antique gold jewelry that transcends time, bringing the charm of historical artistry into the modern era. We intend to expand the antique gold jewellery segment by targeting new retail showrooms and wholesalers. This would help us in expanding our customer base thus leading to higher revenues and better margins.

### **Continue to focus on our existing customers**

We believe that we have established ourselves in the domestic market and have developed a marketing network with major retail chains during the past few years. We intend to continue to cater to our existing customers comprising of retail chains and to capitalize on our credentials to add new customers in the domestic market.

### **Enhancing Operating Effectiveness and Efficiency**

Our Company aims to continue to improve our operational effectiveness and efficiencies to achieve cost reductions including overheads. We believe that this can be done through continuous business process review and timely corrective measures in case of diversion and technology upgradation.

### Consistently meeting quality and purity

Our Company intends to focus on adhering to the quality standards of the jewellery. Quality and purity of the jewellery are very important for the company from the customer point of view. Continuous quality assurance review and timely corrective measures in case of diversion and technology up gradation are keys for maintaining quality standards of the Jewellery. Providing the desired quality and purity in our Jewellery helps us in enhancing our brand value and maintaining long term relationship with customers.

### FINANCIAL HIGHLIGHTS

The table below sets forth a break-up of the revenue earned by our Company from top ten customers during the preceding three years and six month period ended September 30, 2024:

(₹ in lakhs)

Particulars	September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Top 10 customers	13,068.40	96.11%	17,502.72	95.51%	21,436.89	86.98%	10,120.75	71.07%

The table below sets forth a break-up of the top ten suppliers during the preceding three years and six month period ended September 30, 2024:

(₹ in lakhs)

Particulars	September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Top 10 suppliers	11,937.87	87.93%	17,013.36	94.17%	21,793.87	90.80%	12,246.73	87.01%

The break-up of sales between corporate clients, mid-range jewellers, and retail stores for the last three financial years and six month period ended September 30, 2024 is as under:

Clients	Six month period ended September 30, 2024		Fiscal					
			2024		2023		2022	
	Revenue earned in (₹ in lakhs)	% of total revenue	Revenue earned in (₹ in lakhs)	% of total revenue	Revenue earned in (₹ in lakhs)	% of total revenue	Revenue earned in (₹ in lakhs)	% of total revenue
Corporate clients	8,159.00	60.00%	13,928.00	76.00%	19,223.00	78.00%	9,113.00	64.00%
Mid-range jewellers	1,360.00	10.00%	2,382.00	13.00%	1,972.00	8.00%	1,282.00	9.00%
Retail stores	4,078.69	30.00%	2,015.61	11.00%	3,449.59	14.00%	3,845.17	27.00%
<b>Total</b>	<b>13,597.69</b>	<b>100.00%</b>	<b>18,325.61</b>	<b>100.00%</b>	<b>24,644.59</b>	<b>100.00%</b>	<b>14,240.17</b>	<b>100.00%</b>

The break-up of the revenue earned by our Company across various domestic states during the period ended September 30, 2024 and the preceding three Fiscals ended 2024, 2023 and 2022 is as under:

(₹ in lakhs)

State	September 30, 2024		FY2024		FY2023		FY2022	
	Revenue	% of total revenue	Revenue	% of total revenue	Revenue	% of total revenue	Revenue	% of total revenue
Maharashtra	13,597.69	100.00%	18,323.92	99.99%	24,642.95	99.99%	14,208.21	99.78%
Karnataka	-	-	-	-	-	-	14.70	0.10%
Gujarat	-	-	-	-	-	-	12.61	0.09%
Chhattisgarh	-	-	1.69	0.01%	1.64	0.01%	4.65	0.03%
<b>Total</b>	<b>13,597.69</b>	<b>100.00%</b>	<b>18,325.61</b>	<b>100.00%</b>	<b>24,644.59</b>	<b>100.00%</b>	<b>14,240.17</b>	<b>100.00%</b>

### SWOT Analysis

<p><b>Strengths</b></p> <ul style="list-style-type: none"> <li>• Wide experience of Promoters</li> <li>• Reputation and trust in the market</li> <li>• Understanding of customer preferences</li> <li>• Innovative designs</li> <li>• Quality products at competitive prices</li> </ul>	<p><b>Weakness</b></p> <ul style="list-style-type: none"> <li>• Limited geographical area of operations</li> <li>• Tough competition in the market means limited market share</li> <li>• No owned manufacturing facilities</li> </ul>
<p><b>Opportunities</b></p> <ul style="list-style-type: none"> <li>• To increase our customer base</li> <li>• Export opportunities</li> <li>• Growing market for customized Jewellery and innovative designs</li> </ul>	<p><b>Threats</b></p> <ul style="list-style-type: none"> <li>• We may face competition from organized and unorganized sector</li> <li>• Fluctuation in raw material prices</li> <li>• Constant change in consumer preferences</li> </ul>

### Collaborations, any Performance guarantee or assistance in marketing by the collaborators

Our Company has not entered into any collaboration, or Performance guarantee or assistance for marketing with any Company.

### Infrastructure Facilities for Raw Materials and Utilities Like Water, Electricity Etc.

#### RAW MATERIAL

Our Company is mainly engaged in the manufacture and sale of gold jewellery in various designs and styles. Our main raw material is 24 karat gold, which is procured in the form of Gold bars of 500 gms each or in the form of Gold Biscuits of 100 gms each. This standard Gold Bullion is our primary raw material and is purchased in bulk from various bullion traders.

We also use ancillary raw materials like Silver, different mixes of Alloy, American Diamonds and various Coloured Stones. Silver is mainly used to create a basic sample of each jewellery design created by our designing team. This sample is used for display to our customers and also to ascertain the actual look, style and viability of the design before making the final gold jewellery of that design. Alloy is used in small quantities, mainly for the purpose of mixing with gold so as to convert 24 karat gold into 22 karat gold, thus giving the gold jewellery a sturdier make.

#### WATER

Water is required only for drinking and sanitary purposes and adequate water sources are available. The requirements are fully met at the existing premises with the help of tap water supplied by the local municipality.

## **POWER**

We have a load sanction from the Maharashtra State Electricity Distribution Co. Ltd for the supply of electrical energy for use in our registered office.

## **PLANT AND MACHINERY**

We do not own any plant and machinery

## **CAPACITY AND CAPACITY UTILIZATION**

We do not have our own manufacturing facility and we outsource the work of making jewellery and ornaments to various artisans with whom we have developed relationships. Hence, we do not have installed capacity for our products.

## **MARKETING STRATEGY**

Our marketing and sales strategy includes but is not limited to:

Our Promoters are instrumental in our marketing process due to the long term relationships maintained by them and the same is regularly maintained by our marketing team which caters to our ongoing relationship with our customers. We conduct our marketing from registered office located in Mumbai. Our Mumbai office is the primary sales office and is headed by our Whole Time Director. We share our new designs with our existing and potential customers for securing new orders. Currently, we cater to a large number of wholesalers, showrooms and retailers who buy our products in bulk quantities.

Our business is based on B2B model and our marketing strategy includes participation in trade fairs and jewellery exhibitions. Our team keeps in regular contact with our existing and prospective customers by providing them with the structured findings and updated catalogues. Due to our diversity of clients and the varied regions each of our clients cater to, we have developed an ability to design our jewellery products as per latest trends, fashion and demographic preference of the end customers.

We are also in the early stages of creating an application that is client-friendly to select and customize designs as per their requirements. Being a manufacturer and wholesaler, the distribution is B2B hence major sales are directly to the wholesalers and retailers. We minimize our risk of credit policy by increasing our client base and keeping our terms and policies strict which favor the company's growth.

## **COMPETITION**

Jewellery industry is highly competitive industry. Competition in this industry is based mainly on the quality, design, availability and pricing. We continuously take measure to reduce our procurement, production and distribution costs and improve our operational efficiencies. We face competition from both the organized and unorganized sector in the business of gold jewellery. The organized players in the industry compete with each other by providing high quality, consistent and time bound products and value added services. We have a number of competitors offering products similar to us. We believe the principal elements of competition in our line of business are design, purity, technology, pricing, innovation, consistent and quality products and strong relations with our customers.

We operate in a highly competitive market and there are large numbers of players in organized sector as well as in unorganized sector. We believe the quality of the product and the design are the important factor to face the

competition. We believe that we are well-positioned to compete with both organised and unorganised jewellery companies.

## HUMAN RESOURCE

Our Company believe that our employees are key contributors to our business success and its ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees.

Department wise bifurcation of our employees as of October 31, 2024 has been provided below:

Department	Number of employees
Senior Management	2
Accounts and Finance	2
Administration	1
Legal and Compliance	1
Sales & Marketing	2
Designing	1
<b>Total</b>	<b>9</b>

The Company does not employ any contract labour

## INSURANCE

Our Company has availed a comprehensive Jeweller's Package Policy from ICICI Lombard General Insurance to insure its office, assets and stock asunder:

Insurer	Policy No.	Expiry date	Description of Property Insured	Insured Amount (₹ in Lakhs)
ICICI Lombard General Insurance- Jeweller's Package Policy Sookshma	4093/S/363043313/00/00 0	October 9, 2025	Office premises including display window and locked safe	2,000.00
			Stock in hands of directors, employees, brokers, agents, gold smiths, cutters, minakar and polisher or other persons/agencies	925.00
			Stock in transit	235.00
			Furniture/fixture	2.50
			Fidelity Employees	235.00
			Money in transit and safe	6.00

## INTELLECTUAL PROPERTY RELATED APPROVALS

### Trademarks:

Our Company has applied for the following trademarks:

Sr. No.	Particulars of Trademark	Application No.	Class	Date of Application	Status
1		6504435	14	June 29, 2024	Formalities Chk Pass
2	Word mark: DIVINE HIRA	6504434	14	June 29, 2024	Formalities Chk Pass

### OFFICE AND FACILITIES

Our Registered Office is located at

74/A, 1<sup>st</sup> Floor, Office No. 2  
Opp. Hotel Bhagat Tarachand  
Zaveri Bazar  
Mumbai- 400 002, Maharashtra

Our office is equipped with computer systems, servers, relevant software and other communication equipment's, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

### Land and Property

Our company does not own any property as on the date of this Prospectus.

Further, we carry out our business operations from leasehold properties, details of which are as under:

Sr. no.	Details of the Deed/Agreement	Particulars of the property, description and area	Consideration/ License Fee/Rent	Tenure/ Term	Usage
1.	Leave and License agreement dated August 06, 2022 with Meena Hirachand Gulecha	Office admeasuring 325 sq. ft. located at 74/A, 1st Floor, Office No. 2, Opp. Hotel Bhagat Tarachand, Zaveri Bazar, Mumbai- 400002, Maharashtra.	Rs. 75,000 per month	56 months	Registered Office

## KEY INDUSTRIAL REGULATIONS AND POLICIES

*The following is an overview of certain sector specific laws and regulations in India which are applicable to the business and operations of our Company. The information of laws and regulations available in this section has been obtained from publications available in public domain and is based on the current provisions of Indian law, which are subject to change or modification by subsequent legislative actions, regulatory, administrative or judicial decisions. The description of laws and regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. Judicial and administrative interpretations are subject to modification or clarification by subsequent legislative, judicial or administrative decisions.*

*Under the provisions of various Central Government and State Government statutes and legislations, our Company are required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For details, see “Government and Other Approvals” on page 213.*

*The following is an overview of some of the important laws and regulations, which are relevant to the business of our Company.*

### **A. INDUSTRY RELATED LAWS AND REGULATIONS**

#### ***The Indian Contract Act, 1872***

The Indian Contract Act codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

#### ***Shops and Establishments Legislations***

Establishments are required to be registered under the provisions of local shops and establishments legislations applicable in the states where such establishments are set up. Such legislations regulate the working and employment conditions of workers employed in such 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. Shops and establishments have to be registered under the shops and establishments legislations of the respective states where they are located.

#### ***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 Rs. 1,00,000 and in the case of a continuing contravention, with an additional fine which may extend to Rs. 2,000 per for every day during which such contravention continues. The total fine shall not exceed Rs. 2,000 per worker employed.

#### ***The Micro, Small and Medium Enterprises Development Act, 2006 r/w Industries (Development and Regulation) Act, 1951***

The Act provides for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. The Central Government is empowered to classify by notification, any class of enterprises

including inter-alia, a company, a partnership, firm or undertaking by whatever name called, engaged in the manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 as: (i) a micro enterprise, where the investment in plant and machinery does not exceed Rs. 25,00,000/- (Rupees Twenty Five Lakhs Only) (ii) a small enterprise, where the investment in plant and machinery is more than Rs. 25,00,000/- (Rupees Twenty Five Lakh Only) but does not exceed Rs. 5,00,00,000/- (Rupees Five Crores Only); or (iii) a medium enterprise, where the investment in plant and machinery is more than Rs. 5,00,00,000/- (Rupees Five Crores Only) but does not exceed Rs. 10,00,00,000/- (Rupees Ten Crores Only). The MSMED Act inter-alia stipulates that any person who intends to establish, a micro or small enterprise or a medium enterprise engaged in rendering of services, may at his discretion and a medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

### ***The Legal Metrology Act, 2009 (“Legal Metrology Act”) and Legal Metrology (Packaged Commodities) Rules, 2011***

The LM Act has replaced the Standards of Weights and Measures Act 1976 and the Standards of Weight & Measurement (Enforcement) Act 1985. It 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. The LM Act and rules framed thereunder regulate, inter alia, the labelling and packaging of commodities, verification of weights and measures used, and lists penalties for offences and compounding of offences under it. The Controller of Legal Metrology Department is the competent authority to grant the licence under the LM Act. Any manufacturer dealing with instruments for weights and measuring of goods must procure a license from the state department under the LM Act. Any noncompliance or violation under the LM Act may result in, inter alia, a monetary penalty on the manufacturer or seizure of goods or imprisonment in certain cases.

### ***Bureau of Indian Standards Act, 2016 (“BIS Act”)***

The BIS Act provides for the establishment of the Bureau of Indian Standards (“BIS”) for the harmonious development of the activities of standardisation, conformity assessment and quality assurance of goods, articles, processes, systems and services. The BIS Act for the functions of the BIS which includes, among others, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) undertake testing of samples for purposes other than for conformity assessment and (d) undertake activities related to legal metrology. The BIS Act empowers the Central Government in consultation with the BIS to order compulsory use of standard mark for any goods or process if it finds it expedient to do so in public interest. The BIS Act also provides the penalties in case there is a contravention of the provisions of the BIS Act.

### ***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.

### ***RBI Circulars regulating Gold Loans***

The RBI has permitted nominated banks to import gold for the purpose of extending gold metal loans to domestic jewellery manufacturers (who are not exporters of jewellery), subject to certain conditions, including that the tenor of gold loans (which can be decided by the nominated banks) does not exceed 180 days from the date of procurement of the gold and the interest charged to the borrowers is linked to international gold rates. Gems and jewellery export-oriented units and specified units in Special Economic Zones are permitted to import gold on a loan basis directly or through nominating agencies, subject to specified conditions. The Master Circular of RBI on “Loans and Advances – Statutory and Other Restrictions” dated July 1, 2015 prohibits domestic jewellery manufacturers from selling the gold borrowed under gold (metal) loans scheme to any other party for manufacture of jewellery.

### ***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 the Hallmarking of Gold Jewellery and Gold Artefacts (Second Amendment) Order, 2021, dated June 23, 2021 the aforementioned list of exceptions was extended to include within its ambit, any article meant for export and re-import as per trade policy of the Government of India, any article meant for international exhibitions, any article meant for domestic business-to-business exhibitions, approved by the Government, special categories of jewellery, namely Kundan, Polki and Jadaau, watch and fountain pen, and jewellers with the annual turnover of upto ₹ 4,000,000 per annum.

### ***Circular No. 9/2022-Customs on the Simplified regulatory framework for e-commerce exports of Jewellery through Courier mode as amended by Circular 17 of 2023 dated June 12, 2023***

The circular dated June 30, 2022 (“CBIC Circular”) issued by the Department of Revenue of the Central Board of Indirect Taxes & Customs (“CBIC”), lays down the standard operating procedure to be followed on export of jewellery through e-commerce. The CBIC Circular mandates the authorized courier to electronically file courier shipping bill on behalf of the exporter on the express cargo clearance systems and electronic payment for such exports to be made in advance and establishes criteria for customs assessment and examination. Further, the CBIC Circular lays down the procedure on re-import of returned jewellery items.

### ***Sale of Goods Act, 1930***

The Sale of Goods Act, 1930 (the “*Sale of Goods Act*”) governs contracts relating to the sale of goods. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract for sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for the sale of goods.

### ***The Registration Act, 1908***

The Registration Act, 1908 (the “*Act*”) was passed to consolidate all the previous legislations which were enacted in relation to the registration of documents. This Act was promulgated to achieve the purpose of maintaining a proper regulatory record of transactional documents with a recognized officer in order to safeguard the original copies. The Act lays down two types of registration of documents, one being mandatory registration, which has been laid down under Section 17 of the Act and relates to documents such as, *inter alia* gift deed or transfer deed for an immovable property, non-testamentary instruments purporting to an interest in any immovable property, leasing or renting an immovable property. The other type of registration has been laid down under Section 18 of the Act which provides for the category of documents, registration of which is optional or discretionary and include, wills, instrument for transfer of shares, adoption deeds, etc. Failure to register a document under Section 17 of the Act can attract severe consequences, including declaration of invalidity of the transfer in question; however, no such consequence is attracted in case of Section 18 of the Act. Sections 28 and 31 of the Act provide the sub-registrars and other officers, the authority to register documents under this Act. Registration of a document, provides authenticity to a document and also acts as a conclusive proof in relation to the execution of such a document in the court of law.

### ***Municipality Laws***

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in 129 India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective States of India have enacted laws empowering the municipalities to issue trade license for operating stores and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

### ***Consumer Protection Act, 2019 (the “Consumer Protection Act”) and the rules made thereunder***

The Consumer Protection Act, which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, *inter alia* to promote and protects the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of “consumer” has been expanded under the Consumer Protection Act to include persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. One of the substantial changes introduced by Consumer Protection Act is inclusion of the e-commerce industry under Consumer Protection Act with “e-commerce” defined to refer to the buying and selling of goods or services over digital or electronic network. Therefore, the Consumer Protection Act aims to cover entities that are involved in the process of selling goods or services online. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs. In cases of manufacturing for sale or storing, selling, or distributing or importing products containing an adulterant, the imprisonment may vary between six months to seven years and fine between one lakh to ten lakh depending upon the nature of injury to the consumer.

### ***The Consumer Protection (E-Commerce) Rules, 2020 (the “Consumer Protection Rules”)***

The Central Government has notified the Consumer Protection (E-Commerce) Rules, 2020, in exercise of its powers conferred by the Consumer Protection Act, 2019. The Consumer Protection Rules primarily envisages the duties & liabilities of ecommerce entities involved in marketing and selling goods and services to the consumer on the online platform. The Consumer Protection Rules will be applicable to all electronic retailers (e-tailers), registered in India or abroad but offering goods and services to Indian consumers. It empowers the Central Government to act against unfair trade practices in e-commerce, direct selling. They require e-tailers to facilitate easy returns, address customer grievances and prevent discriminating against merchants on their platforms. The Consumer Protection Rules will apply to all goods and services bought or sold over any digital platform; all models of e-commerce including marketplace and inventory models of e-commerce; all e-commerce retail, including multi-channel single

brand retailers and single brand retailers in single or multiple formats; all forms of unfair trade practices across all models of e-commerce. The Consumer Protection Rules are equally applicable on the foreign registered e-commerce entity offering goods and services to consumers in India.

## ***B. INTELLECTUAL PROPERTY LAWS***

Intellectual property rights refer to the general term for intangible, intellectual, industrial property rights through patents, copyrights and trademarks and includes geographical indications, trade secrets, and confidential information. These property rights allow the holder to exercise a monopoly on the use of the item for a specified period.

### ***The Trademarks Act, 1999 (the “Trademarks Act”)***

Trademarks enjoy protection under both statutory and common law and Indian trademark law permits the registration of trademarks for both goods and services. The Trademarks Act governs the statutory protection of trademarks and the prevention of the use of fraudulent marks in India. Under the provisions of the Trademarks Act, an application for trademark registration may be made before the Trademark Registry by any person claiming to be the proprietor of a trade mark, whether individual or joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. Once granted, a trademark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored. The Trademarks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks. Further, pursuant to the notification of the Trademark (Amendment) Act, 2010 simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. The Trademark (Amendment) Act, 2010 also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to conform Indian trademark law with international practice.

### ***The Designs Act, 2000 (the “Designs Act”)***

The Designs Act prescribes for the registration of designs. The Designs Act specifically lays down the essentials of a design to be registered and inter alia, provides for application for registration of designs, copyright in registered designs, etc. A ‘Design’ means only the features of shape, configuration, pattern, ornament or composition of lines or s or combination thereof 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 before the Controller-General of Patents, Designs and Trade Marks. On registration, the proprietor of the design attains a copyright over the same. The duration of the registration of a design in India is initially ten years from the date of registration. No person may sell, apply for the purpose of sale or import for the purpose of sale any registered design, or fraudulent or obvious imitation thereof.

### ***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.

### **C. TAX LAWS**

In addition to the aforementioned material legislations which are applicable to our Company, some of the tax legislations that may be applicable to the operations of our Company include:

- Income-tax Act 1961, the Income-tax Rules, 1962, as amended by the Finance Act in respective years;
- Central Goods and Services Tax Act, 2017, the Central Goods and Services Tax Rules, 2017 and various state-wise legislations made thereunder;
- The Integrated Goods and Services Tax Act, 2017 and rules thereof;
- Professional tax-related state-wise legislations;
- Indian Stamp Act, 1899 and various state-wise legislations made thereunder; and

### **D. ENVIRONMENTAL LAWS**

#### ***The Environment (Protection) Act, 1986 (“EPA”)***

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 the discharge or emission of 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.

### **E. FOREIGN TRADE REGULATIONS**

#### ***The Foreign Trade (Regulation and Development) Act, 1992 and the rules framed thereunder (“FTA”)***

The FTA is the main legislation concerning foreign trade in India. The FTA, read along with Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. As per the provisions of the FTA, the Government:- (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the FTA, including formulation and implementation of the Export-Import (“EXIM”) Policy.

The FTA prohibits anybody from undertaking any import or export except under an Importer-Exporter Code number (“IEC”) granted by the Director General of Foreign Trade pursuant to Section 7 of the FTA. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. Failure to mention IEC number attracts a penalty of not less than ₹10,000 and not more than five times the value of the goods or services or technology in respect of which any contravention is made or is attempted to be made, whichever is made. The IEC shall be valid until it is cancelled by the issuing authority

#### ***Foreign Investment Laws***

Foreign investment in India is governed by the provisions of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (“FEMA Rules”) along with the Consolidated FDI Policy issued by the DPIIT, from time to time. Further, the RBI has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-

Debt Instruments) Regulations, 2019 which regulate the mode of payment and reporting requirements for investments in India by a person resident outside India. Under the FEMA Rules and Consolidated FDI Policy (effective October 15, 2020), 100% foreign direct investment is permitted in single brand product retail trading sector, under the automatic route, subject to certain conditions specified thereunder. Further, in the event of foreign direct investment beyond 51%, the investee entity is also required to comply with certain local sourcing norms as specified in the FEMA Rules and the Consolidated FDI Policy. In terms of the FEMA Rules, the total holding by each FPI, or 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 total holdings of all FPIs put together with effect from April 1, 2020, will be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%), unless reduced by way of passing a special resolution.

#### ***F. EMPLOYMENT RELATED LAWS***

In order to rationalize and reform labour laws in India, the Government of India has notified four labour codes which are yet to come into force as on the date of this Prospectus, namely, (i) the Code on Wages, 2019 which will repeal the Payment of Bonus Act, 1965, Minimum Wages Act, 1948, Equal Remuneration Act, 1976 and the Payment of Wages Act, 1936, (ii) the Industrial Relations Code, 2020 which will repeal the Trade Unions Act, 1926, Industrial Employment (Standing Orders) Act, 1946 and Industrial Disputes Act, 1947, (iii) the Code on Social Security, 2020 which will repeal certain enactments including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Maternity Benefit Act, 1961, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959 and the Payment of Gratuity Act, 1972 and (iv) the Occupational Safety, Health and Working Conditions Code, 2020 which will repeal certain enactments including the Factories Act, 1948, Motor Transport Workers Act, 1961 and the Contract Labour (Regulation and Abolition) Act, 1970.

Certain portions of the Code on Wages, 2019 and Code on Social Security, 2020, have come into force upon notification by the Ministry of Labour and Employment. The remaining provisions of these codes shall become effective as and when notified by the Government of India. A brief summary of the aforementioned laws have been provided below:

##### ***The Code on Wages, 2019***

The Code on Wages, 2019 received the assent of the President of India on August 8, 2019 and proposes to subsume four existing laws namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The Central Government has notified certain provisions of this code mainly in relation to the constitution of the advisory board.

##### ***The Occupational Safety, Health and Working Conditions Code, 2020***

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing 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 provisions of this code will be brought into force on a date to be notified by the Central Government.

##### ***The Industrial Relations Code, 2020***

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.

##### ***The Code on Social Security, 2020***

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing 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. The Central Government has notified certain provisions of this code.

### ***Employees State Insurance Act, 1948, as amended (the "ESIC Act")***

The ESI Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers. Employees (Provident Fund and Miscellaneous Provisions) Act, 1952, as amended (the "EPF Act") The EPF Act applies to factories employing over 20 employees and such other establishments and industrial undertakings as notified by the GoI from time to time. It requires all such establishments to be registered with the state provident fund commissioner and requires such employers and their employees to contribute in equal proportion to the employees' provident fund the prescribed percentage of basic wages and dearness and other allowances payable to employees. The EPF Act also requires the employer to maintain registers and submit a monthly return to the State provident fund commissioner.

### ***The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013***

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act") provides for the protection of women at workplace and prevention of sexual harassment at workplace. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favours or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee, which shall always be presided upon by a woman.

### ***Payment of Gratuity Act, 1972***

Gratuity is a lump sum payment made by an employer as the retrial reward for his past service when his employment is terminated. The provisions of the Act are applicable on all the establishments in which ten or more employees were employed on any day of the preceding twelve months and as notified by the government from time to time. The Act provides that within 30 days of opening of the establishment, it has to notify the controlling authority in Form A thereafter whenever there is any change in the name, address or in the change in the nature of the business of the establishment a notice in Form B has to be filed with authority. An employee who has been in continuous service for a period of five years will eligible for gratuity upon his retirement, superannuation, death or disablement. The maximum amount of gratuity payable shall not exceed ₹ 3.50 Lakhs. Further, every employer has to obtain insurance for his liability towards gratuity payment to be made under payment of Gratuity Act 1972, with Life Insurance Corporation or any other approved insurance fund.

### ***Factories Act, 1948***

The Factories Act, 1948 (the "Factories Act") regulates the provisions relating to labour employed in factories. This Act defines a factory as any premises on which ten or more workers are employed or were employed on any day of the previous twelve (12) months, and on which a manufacturing process is being carried on with the aid of power, or a premises on which twenty or more workers are employed or were employed on any day of the previous twelve (12) months and on which a manufacturing process is carried on ordinarily without the use of power. The Factories Act provides for the health, safety, and welfare of all workers and requires that the 'Occupier' (defined as the person who has ultimate control over the affairs of the factory and in case of a company, any one of the directors) ensures that all the workers are within safe working conditions while they are in the factory, and are not exposed to any health risks and that they receive adequate instruction, training and supervision to ensure the same. The Factories

Act also makes provisions relating to the employment of women and young persons (including children and adolescents), annual leave with wages, etc. The Factories Act requires an Occupier of a factory to obtain approval, license, and registration for running and qualifying as a factory under the Factories Act, by submitting the application along with plans and specifications to the State Government or the Chief Inspector. Unless this permission from the Chief Inspector is obtained, no building can be constructed or taken in use as a factory or a part of an existing factory. The Chief Inspector may, on receipt of the said application and on being satisfied that there is no objection to the grant of license applied for, register the factory and grant the license to the applicant to use as factory such premises as are specified in the application and subject to compliance with such conditions as are specified in the license. Any contravention of the provisions of the Factories Act or the rules framed thereunder may lead to imprisonment of the manager or the Occupier of the factory for a term up to two (2) years or with a fine of ₹ 100,000 or both, and in case of continuing contravention even after conviction, with a fine of up to ₹ 1,000 per day of contravention. In case of a contravention which results in an accident causing death or serious bodily injury, the fine shall be not less than ₹ 25,000 and ₹ 5,000 respectively. The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws which may be applicable to our Company due to the nature of our business activities:

### ***Industries (Development and Regulation) Act, 1951***

The Industries (Development and Regulation) Act, 1951 (the “Act”) governs the development and regulation of industries in India, and its main objective is to empower the Government to: (i) take necessary steps for the development of industries; (ii) regulate the pattern and direction of industrial development; and (iii) control the activities, performance and results of industrial undertakings in public interest. The Act is applicable to the ‘Scheduled Industries’ which have been listed down in the first schedule of the Act and small-scale industrial undertakings and ancillary units are exempted from the provisions of the Act. The Act regulated the industries by requiring them to obtain industrial licensing by filing an Industrial Entrepreneur Memoranda with the Secretariat of Industrial Assistance, Department of Industrial Policy and Promotion. This Act is administered by the Ministry of Industries and Commerce through its Department of Industrial Policy & Promotion. This department is responsible for the formulation and implementation of promotional and developmental measures for growth of the industrial sector and also monitors the industrial growth and production, in general, and selected industrial sectors. In addition to above, we are subject to a wide variety of generally applicable labour laws concerning condition of working, benefit and welfare of our labourers and employees such as the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Employees’ (Provident Fund and Miscellaneous Provision) Act, 1952.

### ***Industrial Employment (Standing Orders) Act, 1946***

In order to strengthen the bargaining powers of the workers this act is enacted, it requires the employers to formally define the working conditions to the employee. As per this act, an employer is required to submit five copies of standing orders required by him for adoption of his industrial establishment. An employer failing to submit the draft standing orders as required by this act shall be liable to pay fine as per section 13 of this act.

### ***Contract Labour (Regulation and Abolition) Act, 1970, as amended (the “CLRA Act”)***

The CLRA Act requires the principal employer of an establishment in which twenty or more workmen are employed or were employed on any day of the preceding twelve months as contract labour, to make an application to the concerned officer for registration of the establishment. In the absence of registration, contract labour cannot be employed in the establishment. Likewise, every contractor who employs or who employed on any day of the preceding twelve months twenty or more workmen, is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. The CLRA Act imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA Act.

***Employees Provident Fund and Miscellaneous Provisions Act, 1952 (“Act”) and the schemes formulated there under (“Schemes”)***

This Act provides for the institution of provident funds, family pension funds and deposit linked insurance fund for the employees in the factories and other establishments. Accordingly, the following schemes are formulated for the benefit of such employees:

- i. ***The Employees Provident Fund Scheme:*** As per this Scheme, a provident fund is constituted and both the employees and employer contribute to the fund at the rate of 12% (or 10% in certain cases) of the basic wages, dearness allowance and retaining allowance, if any, payable to employees per month.
- ii. ***The Employees Pension Scheme:*** Employees’ Pension Scheme is Pension Scheme for survivors, old aged and disabled persons. This Scheme derives its financial resource by partial diversion from the Provident Fund contribution, the rate being 8.33%. Thus, a part of contribution representing 8.33 per cent of the employee’s pay shall be remitted by the employer to the Employees’ Pension fund within 15 days of the close of every month by a separate bank draft or cheque on account of the Employees’ Pension Fund contribution in such manner as may be specified in this behalf by the appropriate authority constituted under the Act. The Central Government shall also contribute at the rate of 1.16 per cent of the pay of the members of the Employees’ Pension Scheme and credit the contribution to the Employees’ Pension Fund.
- iii. ***The Employees Deposit Linked Insurance Scheme:*** As per this Scheme, the contribution by the employer shall be remitted by him together with administrative charges at such rate as the Central Government may fix from time to time under Section 6C (4) of the Act, to the Insurance Fund within 15 days of the close of every month by a separate bank draft or cheque or by remittance in cash in such manner as may be specified in this behalf by the appropriate authority constituted under the Act.

***G. GENERAL CORPORATE AND OTHER ALLIED LAWS***

Apart from the above list of laws which is inclusive in nature and not exhaustive – general laws like the Indian Contract Act, 1872, Specific Relief Act, 1963, Negotiable Instruments Act, 1881, Consumer Protection Act, 1986, Anti-Trust law such as Competition Act, 2002 and corporate Acts namely Companies Act, 2013 are also applicable to the Company.

## HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated on July 19, 2022 as ‘*Divine Hira Jewellers Limited*’, as a public limited company under the Companies Act, 2013, pursuant to a certificate of incorporation issued by Registrar of Companies, Central Registration Centre. Pursuant to a Business Succession Agreement dated September 13, 2022, our Company acquired the entire assets, assumed liabilities, clients and employees and business of Hira Traders (proprietorship firm of Hirachand P Gulecha HUF) with effect from the closing date i.e. September 30, 2022.

### Change in registered office of our Company

The Registered Office of our Company at the time of incorporation was situated at 74/A, 1<sup>st</sup> Floor, Office No.2, Opp. Hotel Bhagat Tarachand, Zaveri Bazar, Mumbai- 400 002, Maharashtra, India. Our Company has not changed its Registered Office since incorporation.

### Main Objects of our Company

The main objects of our Company are as follows:

- To carry on the trades or business of manufacturing, making, buying, selling, importing, exporting and dealing in bar, coins and jewelleryes of all kinds whether of Gold, Silver, Platinum, rolled gold, precious stones like diamonds, rubies, emeralds, pearls any other substances and to establish and maintain factories and workshops for manufacturing and making such jewelleryes and other articles.*
- To take over the running business of a M/s. Hirachand P Gulecha HUF engaged in the business of jewelleryes and ornaments activities together with all its rights, including intellectual property rights, privileges, goodwill, licenses, assets & liabilities.*
- To do business and o do business and carry on the activities of manufacturing, cleaning, sawing, cutting, polishing processing, assorting and of buying, selling importing, exporting, supplying distributing, disposing and dealing as agents and retailers in cut and uncut diamonds, industrial diamonds, Board, cut and uncut precious and semi-precious stones and pearls and to act as recognized Export house and Trading house and to represent foreign companies and to provide them consultation for Indian Market.*

The main objects as contained in the MoA enable our Company to carry on the business presently being carried out and the activities proposed to be undertaken pursuant to the objects of this Issue.

### Amendments to the Memorandum of Association

The following amendments have been made to the Memorandum of Association of our Company since incorporation.

<b>Date of shareholder’s resolution</b>	<b>Nature of amendments</b>
June 1, 2024	<i>Clause V of the MoA was amended to reflect an increase in the Authorised Capital of our Company from ₹ 11,00,00,000 divided into 1,10,00,000 Equity Shares of ₹ 10 each to ₹ 15,00,00,000 divided into 1,50,00,000 Equity Shares of ₹ 10 each.</i>

### Corporate profile of our Company

For details regarding the description of our Company’s activities, services, market, growth, technology, managerial competence, standing with reference to prominent competitors, launch of key services, entry in new geographies or exit from existing markets, major distributors and customers, segment, marketing and competition, please refer to the chapters titled “*Our Business*”, “*Our Management*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 109, 140 and 191 respectively, of this Prospectus.

## Major events and milestones

The table below sets forth some of the key events, milestones in our history since its incorporation.

Year	Events
2022	Our Company acquired running business of M/s Hira Traders pursuant to Business Succession Agreement.

## Key awards, accreditations or recognitions

Our Company has not received any key awards, accreditations or recognition as on the date of this Prospectus.

## Time and Cost Overrun

Our Company has not experienced any significant time and cost overrun in setting up projects.

## Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks

As of date of this Prospectus, there are no defaults or rescheduling of borrowings from financial institutions or banks or conversion of loans into equity in relation to our Company.

## Details regarding material acquisition or disinvestments of business / undertakings, mergers, amalgamation

Except as disclosed below, our Company has not undertaken any merger, demerger or amalgamation since its incorporation.

### ***Business Succession Agreement executed on September 13, 2022 between our Company and Hirachand P Gulecha HUF (“Transferor”) (“Agreement”).***

Pursuant to the Agreement, the Transferor assigned, transferred and conveyed all of its business, assets, assumed liabilities, clients and employees of Hira Traders (Proprietorship firm of Hirachnad P Gulecha HUF) to our Company, on and from the Closing Date *i.e.*, September 30, 2022 (“**Closing Date**”) (the “**Transfer**”). The assets of the Transferor included, *inter alia*, fixed assets, closing stock, advances, sundry debtors, deposits, cash in hand. The liabilities transferred to our Company includes, unsecured and secured loans outstanding on the Closing Date, sundry creditors and outstanding duties and taxes. The employees and clients transferred to our Company were listed out in the Agreement by the Transferor.

In consideration of the Transfer, pursuant to the Agreement, our Company paid an amount of ₹ 309.35 lakhs to the Transferor, inclusive of all taxes, duties and levies. The said consideration was paid by way of allotment of shares to the Transferor amounting to ₹ 300.00 lakhs and the balance amount of ₹ 9.35 lakhs was treated as loan from the Transferor.

The effective date of Takeover of the business was the Closing Date. Our Company reviewed the assets and liabilities as appearing in the books of the Transferor as on September 30, 2022 and took over the assets and assumed liabilities as on the date. Our Company issued shares to the Transferor in lieu of succession of business. It was also mutually agreed that, due to delay in client code modification, vendor’s registration with the proposed clients after execution of the Agreement and the Transferor received any consideration for the same, the Transferor will compensate the same to our Company. The employment agreements were also transferred to our Company.

The ‘Wrong Pockets’ clause of the Agreement was applicable for a period of six months from the Closing Date and provided that:

If at any time after the Closing Date, it was determined by our Company that any right, title or interest in any part of the assets, was held by the Transferor, the Transferor would transfer as soon as practicable there after such right,

title or interest to the Resulting Entity for no additional consideration, and do all such further acts and things and execute such documents as may be necessary to effect validly the transfer and vest such rights or interest in our Company. It further provided that the Transferor would hold the retained part of the assets or relevant interest in such assets in trust for our Company until such time as the transfer is validly effected to vest such right or interest in our Company.

### **Revaluation of assets**

Our Company has neither revalued its assets nor has issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves in the past.

### **Holding Company**

As on the date of this Prospectus, our Company does not have a holding company.

### **Our subsidiary**

As on the date of this Prospectus, our Company does not have any subsidiaries.

### **Associate or Joint ventures of our Company**

As on the date of this Prospectus, our Company does not have any joint ventures or associate companies.

### **Strategic and Financial Partners**

As on date of this Prospectus our Company does not have any strategic and financial partners.

### **Shareholders and Other Agreements**

There are no shareholders and other material agreements, apart from those entered into in the ordinary course of business carried on or intended to be carried on by us.

### **Agreements with key managerial personnel or a Director or Promoter or any other employee of the Company**

There are no agreements entered into except in the ordinary course of business by a Key Managerial Personnel or Director or Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

### **Guarantees given by Promoter offering its shares in the Offer for Sale**

Our Promoter have not given any guarantees on behalf of our Company.

### **Material Agreements**

Our Company has not entered into any material agreements with strategic partners, joint venture partners and/or financial partners, other than in the ordinary course of business of our Company.

## OUR MANAGEMENT

### Our Board of Directors

In accordance with our Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall be as per the applicable provisions of the Companies Act, 2013. As on date of this Prospectus, we have five (5) Directors on our Board, which includes one (1) Managing Director, one (1) Whole-time Director, one (1) Non-Executive Director, and two (2) Independent Directors. Our Board of Directors comprises of two (2) Women Directors of our Company.

Set forth below, are details regarding our Board as on the date of this Prospectus:

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
<p><b>Hirachand Pukhraj Gulecha</b></p> <p><b>DIN:</b> 09677562</p> <p><b>Date of Birth:</b> May 4, 1961</p> <p><b>Designation:</b> Managing Director</p> <p><b>Address:</b> A-904, Vardhman Heights, T.B. Kadam Marg, Byculla (East), Mumbai - 400 027, Maharashtra, India.</p> <p><b>Occupation:</b> Business</p> <p><b>Term:</b> For a period of three years with effect from June 1, 2024 until May 31, 2027</p> <p><b>Period of Directorship:</b> Since incorporation</p> <p><b>Nationality:</b> Indian</p>	63	<p><i>Companies</i></p> <p>Nil</p> <p><i>Limited Liability Partnerships</i></p> <p>Nil</p>
<p><b>Niraj Hirachand Gulecha</b></p> <p><b>DIN:</b> 09238372</p> <p><b>Date of Birth:</b> February 22, 1987</p> <p><b>Designation:</b> Whole-time Director</p> <p><b>Address:</b> A-904, Vardhman Heights, T.B. Kadam Marg, Byculla East Mumbai- 400 027, Maharashtra, India.</p> <p><b>Occupation:</b> Business</p> <p><b>Term:</b> For a period of three years with effect from June 1, 2024 until May 31, 2027</p> <p><b>Period of Directorship:</b> Since incorporation</p> <p><b>Nationality:</b> Indian</p>	38	<p><i>Companies</i></p> <p>Nil</p> <p><i>Limited Liability Partnerships</i></p> <p>Nil</p>
<p><b>Khushbu Niraj Gulecha</b></p> <p><b>DIN:</b> 09677573</p>	35	<p><i>Companies</i></p> <p>Nil</p>

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
<p><b>Date of Birth:</b> April 29, 1989</p> <p><b>Designation:</b> Non-Executive Director</p> <p><b>Address:</b> A-904, Vardhman Heights, 9<sup>th</sup> Floor, T.B. Kadam Marg, A.G Pawar Lane, Byculla East, Mumbai- 400 027, Maharashtra, India.</p> <p><b>Occupation:</b> Business</p> <p><b>Term:</b> Liable to retire by rotation</p> <p><b>Period of Directorship:</b> Since incorporation</p> <p><b>Nationality:</b> Indian</p>		<p><i>Limited Liability Partnerships</i></p> <p>Nil</p>
<p><b>Hiram Zubair Shaikh</b></p> <p><b>DIN:</b> 07930501</p> <p><b>Date of Birth:</b> May 21, 1985</p> <p><b>Designation:</b> Independent Director</p> <p><b>Address:</b> C/104, Sky Park CHS, Oshiwara Garden Road, Goregaon (West) – 400 104, Maharashtra, India.</p> <p><b>Occupation:</b> Business</p> <p><b>Term:</b> For a period of five years with effect from June 10, 2024 until June 9, 2029</p> <p><b>Period of Directorship:</b> Director since June 10, 2024</p> <p><b>Nationality:</b> Indian</p>	39	<p><i>Companies</i></p> <p>Fynalliance Advisors Private Limited</p> <p><i>Limited Liability Partnerships</i></p> <p>Nil</p>
<p><b>Manoj Premkumar Bohra</b></p> <p><b>DIN:</b> 07915840</p> <p><b>Date of Birth:</b> July 8, 1985</p> <p><b>Designation:</b> Independent Director</p> <p><b>Address:</b> Opp. Maxus Mall, B – 205 Dharti residency, 150 feet road, Thane Bhayander (West) – 401 101, Maharashtra, India.</p> <p><b>Occupation:</b> Business</p> <p><b>Term:</b> For a period of five years with effect from July 17, 2024 until July 16, 2029</p> <p><b>Period of Directorship:</b> Director since July 17, 2024</p> <p><b>Nationality:</b> Indian</p>	39	<p><i>Companies</i></p> <p>Nil</p> <p><i>Limited Liability Partnerships</i></p> <p>Nil</p>

## **Brief Biographies of our Directors**

**Hirachand Pukhraj Gulecha**, aged 63 years, is the Promoter and the Managing Director of our Company. He attended Board of Secondary Education, Rajasthan to pursue secondary school examination. He has been associated with our Company since incorporation. He has more than 30 years of experience in the gems and jewellery industry. As the Managing Director, he is responsible for the overall growth and strategy formulation & implementation for our Company.

**Niraj Hirachand Gulecha**, aged 38 years, is the Whole-time Director of our Company. He has been associated with our Company since incorporation. He is one of the promoters and founding members of our Company. He passed higher secondary school from the Maharashtra State Board of Secondary and Higher Secondary Education. He has more than 10 years of experience in the business of gold and gold ornaments. He is currently involved in conceptualizing and visualizing new designs, product improvisation, styling, pricing and business development. Since he joined the business of the erstwhile proprietorship firm in the year 2013, he has also been heading the design and business development divisions and possesses extensive knowledge and experience in the said fields.

**Khushbu Niraj Gulecha**, aged 35 years, is the Non-Executive Director of our Company. She has passed the degree examination held for bachelor's degree in Commerce from University of Mumbai. Further, she attended University of Mumbai to pursue a master's degree in commerce. She was associated with Hira Traders (Proprietorship firm of Hirachand HUF) in the capacity of jewellery designer and has more than 5 years of experience in jewellery designing.] She has been associated with our Company since incorporation.

**Hiram Zubair Shaikh**, aged 39 years, is the Independent Director of our Company. She attended University of Mumbai to pursue a master's degree in commerce. She is an associate member of the Institute of Chartered Accountants of India. Additionally, she holds a diploma in international financial reporting from Association of Chartered Certified Accountants. In the past, she was associated with Walker Chandiook & Co LLP in the capacity of an assistant manager and holds an experience of more than six years in finance and accounts management. She is also a director of Fynalliance Advisors Private Limited which is engaged in business consultancy services. She has been associated with our Company since June 10, 2024.

**Manoj Premkumar Bohra**, aged 39 years is the Independent Director of our Company. He holds a bachelor's degree in commerce from University of Mumbai. He is a fellow member of the Institute of Chartered Account of India. In the past, he was associated with Walker Chandiook & Co LLP in the capacity of a manager and holds an experience of more than six years in finance and accounts management. He has been associated with our Company since July 17, 2024.

## **As on the date of this Prospectus**

- A. None of the above-mentioned Directors are on the RBI List of wilful defaulters or Fraudulent Borrowers.
- B. Neither Promoters nor persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
- C. None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- D. None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) during his/her tenure.
- E. None of Promoters or Directors of our Company are a fugitive economic offender.
- F. None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.
- G. In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence.

## Relationship between our Directors

Except as disclosed below, none of the Directors are related to each other:

Name of Director	Designation	Relation
Hirachand Pukhraj Gulecha	Managing Director	Father of Niraj Hirachand Gulecha and Father-in-law of Khushbu Niraj Gulecha
Niraj Hirachand Gulecha	Whole-time Director	Son of Hirachand Pukhraj Gulecha and spouse of Khushbu Niraj Gulecha
Khushbu Niraj Gulecha	Non-Executive Director	Spouse of Niraj Pukhraj Gulecha and Daughter-in-law of Hirachand Pukhraj Gulecha

## Arrangements and Understanding with Major Shareholders

None of our Key Managerial Personnel, Senior Management or Directors have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others pursuant to which any of the directors was selected as a director or member of senior management.

## Payment or Benefit to officers of our Company

Except as stated otherwise in this Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in two preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

## Service Contracts

Other than the statutory benefits that the KMPs are entitled to, upon their retirement, Directors and the Key Managerial Personnel of our Company have not entered into any service contracts pursuant to which they are entitled to any benefits upon termination of employment or retirement.

## Borrowing Powers of our Board

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Our Company has, pursuant to a special resolution passed at the Extra Ordinary General Meeting held on June 10, 2024, resolved that in accordance with the provisions of the Companies Act, 2013, our Board is authorised to borrow, from time to time, such sum or sums of moneys as the Board which together with the moneys already borrowed by our Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed at any time the aggregate of the paid-up capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of money/moneys borrowed by the Board of Directors and outstanding at one time shall not exceed ₹ 20,000 lakhs.

## Terms of appointment and remuneration of our Managing Director

### *Hirachand Pukhraj Gulecha*

Pursuant to a resolution passed by the Board of Directors at the meeting held on May 30, 2024 and approved by the Shareholders of our Company at an Extra Ordinary General Meeting held on June 10, 2024, Hirachand Pukhraj Gulecha was designated as the Managing Director of our Company for a period of three (3) years with effect from June 1, 2024 until May 31, 2027 along with the terms of remuneration, in accordance with Sections 196, 197, 203 and Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms and conditions approved by the Board of Directors and the Shareholders have been summarised below:

<b>Basic Salary</b>	₹ 1,50,000/- per month, with such increments as may be approved by the Board of Directors, from time to time in the pay scale of ₹ 1,50,000/- to ₹ 3,00,000/- per month.
<b>Perquisites</b>	<p><b>Housing:</b> The Company shall provide, if required, fully furnished residential accommodation together with all amenities, facilities and utilities such as Gas, Water, Electricity and Fuel, etc., as may be approved by the Board from time to time. In case no accommodation is provided, the Board may, as it deem fit, decide to pay HRA to the Managing Director maximum to the extent of 60% of the basic salary.</p> <p><b>Medical Reimbursement:</b> Reimbursement of actual medical expenses incurred in India and/or abroad and including hospitalization, nursing home and surgical charges for her and her family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for patient and attendant shall be payable. Premium for medical insurance incurred for self and family shall be partly paid by the Company.</p> <p><b>Leave Travel Concession:</b> Reimbursement of actual travelling expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during leave travel periods, wherever undertaken, whether in India or abroad.</p> <p><b>Club Membership:</b> Subscription or reimbursement of membership fees for clubs in India and/or abroad, including admission and life membership fees.</p> <p><b>Personal Accident Insurance:</b> The actual premium paid.</p> <p><b>Leave and Encashment of Leave:</b> The Managing Director shall be entitled to leave with full pay as per the rules of the Company and will be entitled to encash the accumulated leave at the end of the tenure/ retirement.</p> <p><b>Use of Car with Driver:</b> The Company shall provide fully maintained car with driver for business use.</p> <p><b>Free Telephone, Facsimile and other Communication Facilities:</b> The Company shall provide free Telephone, Facsimile and other communication facilities at the Managing Director's residence.</p> <p><b>Entertainment Expenses:</b> Reimbursement of entertainment expenses incurred in the course of business of the Company.</p>
<b>Minimum Remuneration</b>	In the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the Managing Director shall be paid remuneration by way of salary, perquisites and allowances as specified above subject to limits specified in Schedule V of the Companies Act, 2013 or any amendment thereto,.

### Terms of appointment and remuneration of our Whole-time Director

#### *Niraj Hirachand Gulecha*

Pursuant to a resolution passed by the Board of Directors at the meeting held on May 30, 2024 and approved by the Shareholders of our Company at an Extra Ordinary General Meeting held on June 10, 2024, Niraj Hirachand Gulecha was designated as the Whole-time Director of our Company for a period of three (3) years with effect from June 1, 2024 until May 31, 2027 along with the terms of remuneration, in accordance with Sections 196, 197, 203 and Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms and conditions approved by the Board of Directors and the Shareholders have been summarised below:

<b>Basic Salary</b>	₹ 1,50,000/- per month, with such increments as may be approved by the Board of Directors, from time to time in the pay scale of ₹ 1,50,000/- to ₹ 3,00,000/- per month.
<b>Perquisites</b>	<b>Housing:</b> The Company shall provide, if required, fully furnished residential accommodation

	<p>together with all amenities, facilities and utilities such as Gas, Water, Electricity and Fuel, etc., as may be approved by the Board from time to time. In case no accommodation is provided, the Board may, as it deem fit, decide to pay HRA to the Whole- time Director maximum to the extent of 60% of the basic salary.</p> <p><b>Medical Reimbursement:</b> Reimbursement of actual medical expenses incurred in India and/or abroad and including hospitalization, nursing home and surgical charges for her and her family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for patient and attendant shall be payable. Premium for medical insurance incurred for self and family shall be partly paid by the Company.</p> <p><b>Leave Travel Concession:</b> Reimbursement of actual travelling expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during leave travel periods, wherever undertaken, whether in India or abroad.</p> <p><b>Club Membership:</b> Subscription or reimbursement of membership fees for clubs in India and/or abroad, including admission and life membership fees.</p> <p><b>Personal Accident Insurance:</b> The actual premium paid.</p> <p><b>Leave and Encashment of Leave:</b> The Managing Director shall be entitled to leave with full pay as per the rules of the Company and will be entitled to encash the accumulated leave at the end of the tenure/ retirement.</p> <p><b>Use of Car with Driver:</b> The Company shall provide fully maintained car with driver for business use.</p> <p><b>Free Telephone, Facsimile and other Communication Facilities:</b> The Company shall provide free Telephone, Facsimile and other communication facilities at the Managing Director's residence.</p> <p><b>Entertainment Expenses:</b> Reimbursement of entertainment expenses incurred in the course of business of the Company.</p>
<b>Minimum Remuneration</b>	In the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the Managing Director shall be paid remuneration by way of salary, perquisites and allowances as specified above subject to limits specified in Schedule V of the Companies Act, 2013 or any amendment thereto,.

### Remuneration details of our Directors

#### (i) Remuneration of our Executive Directors

The aggregate value of the remuneration paid to the Executive Directors in Fiscal 2024 is as follows:

S. No.	Name of the Director	Remuneration (₹ in lacs)
1.	Hirachand Pukhraj Gulecha	10.80
2.	Niraj Hirachand Gulecha	10.80
3.	Khushbu Niraj Gulecha <sup>^</sup>	2.10

<sup>^</sup>The designation of Khushbu Niraj Gulecha was changed from a Executive Director to a Non-Executive Director, with effect from July 7, 2023.

#### (ii) Sitting fee details of our Independent Directors and Non-Executive Directors

S. No.	Name of the Director	Sitting Fee
1.	Khushbu Niraj Gulecha	Nil
2.	Manoj Premkumar Bohra	Nil
3.	Hiram Zubair Shaikh	Nil

Our Board of Directors in their meeting held on July 19, 2024 have fixed ₹ 10,000 as sitting fee for Independent Directors and Non-Executive Directors, for attending meetings of the Board of Directors and its committees.

### Payment or benefit to Directors of our Company

Except as disclosed in this Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of the Executive Directors except the normal remuneration for services rendered as a Director of our Company. Additionally, there is no contingent or deferred compensation payable to any of our Directors.

### Remuneration paid to our Directors by our Subsidiary

As on the date of this Prospectus, our Company does not have a subsidiary.

### Loans to Directors

There are no loans that have been availed by the Directors from our Company that are outstanding as on the date of this Prospectus.

### Shareholding of Directors in our Company

Except as stated below, none of our Directors holds any Equity Shares of our Company as on the date of filing of this Prospectus:

Sr. No.	Name of the Director	Pre-Issue		Post - Issue	
		Number of Equity Shares	% of Pre-Issue Equity Share Capital	Number of Equity Shares	% of Post-Issue Equity Share Capital
1.	Hirachand Pukhraj Gulecha	12,84,400	13.51	12,84,400	9.84
2.	Niraj Hirachand Gulecha	28,28,150	29.74	28,28,150	21.68
3.	Khushbu Niraj Gulecha	9,75,650	10.26	9,75,650	7.48
	<b>Total</b>	<b>50,88,200</b>	<b>53.51</b>	<b>50,88,200</b>	<b>39.00</b>

\* *Our Articles of Association do not require our Directors to hold any qualification Equity Shares in the Company.*

### Interest of our Directors

Our Executive Directors may be deemed to be interested to the extent of remuneration paid to them for services rendered as a Director of our Company and reimbursement of expenses, if any, payable to them. For details of remuneration paid to our see “*Terms of appointment and remuneration of our Executive Directors*” above.

Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or kartas or coparceners or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to this Issue. Except as disclosed in “*Financial Information*” and “*Our Promoters and Promoter Group*” beginning on Page Nos. 164 and 155, respectively of this Prospectus, our Directors are not interested in any other company, entity or firm.

Except as stated in “*Financial Statements- Restated Financial Statements – Notes to Restated Financial Statements – Annexure 27 - Related Parties transactions*” on page 164 of this Prospectus, our Directors do not have any other interest in the business of our Company.

### Interest as to property

Except as mentioned in “*Our Business - Land and Property*” and “*Financial Statements- Restated Financial Statements – Notes to Restated Financial Statements – Annexure 27 - Related Parties transactions*” from the chapter titled “*Restated Financial Information*” on Page Nos. 126 and 164 of this Prospectus our Directors do not have any interest in any property acquired or proposed to be acquired by our Company.

### Bonus or Profit Sharing Plan for our Directors

None of our Directors are a party to any bonus or profit sharing plan.

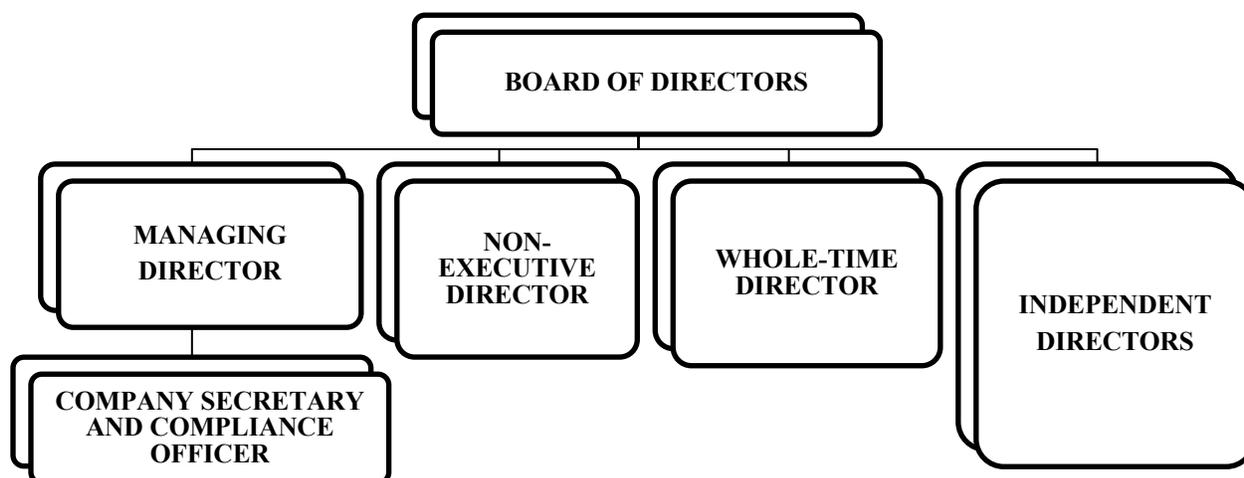
### Changes in our Board during the Last Three Years

Except as disclosed below, there have been no changes in our Board during the last three years.

Name of Director	Date of Appointment	Date of Cessation	Reasons for Change/ Appointment
Ganesh Bhanudas Bhayde	-	July 19, 2024	Resigned due to pre occupation
Heena Dhiraj Rathod	-	July 19, 2024	Resigned due to pre occupation
Manoj Premkumar Bohra	July 17, 2024	-	Appointed as Independent Director
Hiram Zubair Shaikh	June 10, 2024	-	Appointed as Independent Director
Khushbu Niraj Gulecha	July 7, 2023	-	Change in designation from Executive Director to Non-Executive Director

### Management Organization Structure

Set forth is the management organization structure of our Company:



### Corporate Governance

As our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, as on date of this Prospectus, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015 are not applicable to our Company. In additions to the applicable provisions of the Companies Act, 2013 will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. However, our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

## Committees of our Board

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

- a) Audit Committee;
- b) Stakeholders' Relationship Committee;
- c) Nomination and Remuneration Committee; and

Details of each of these committees are as follows:

### AUDIT COMMITTEE

The Audit Committee was constituted *vide* Board resolution dated July 19, 2024 pursuant to Section 177 of the Companies Act, 2013. As on the date of this Prospectus, the Audit Committee comprises of:

Name of the Director	Status in Committee	Nature of Directorship
Hiram Zubair Shaikh	Chairman	Independent Director
Manoj Premkumar Bohra	Member	Independent Director
Niraj Hirachand Gulecha	Member	Whole-time Director

Our Company Secretary and Compliance officer acts as the secretary of the Committee.

The scope, functions and the terms of reference of our Audit Committee, is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations which are as follows:

#### A. Powers of Audit Committee

The Audit Committee shall have the following powers:

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

#### B. Role of the Audit Committee

The role of the audit committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Formulation of a policy on related party transactions, which shall include materiality of related party transactions;
5. Reviewing, 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;
6. Examining and 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 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.
7. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
  8. 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 offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  9. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  10. Approval of any subsequent modification of transactions of the company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;  
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 Accounting Standards and/or the Companies Act, 2013.
  11. Scrutiny of inter-corporate loans and investments;
  12. Valuation of undertakings or assets of the company, wherever it is necessary;
  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 there on;
  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. Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
  20. Monitoring the end use of funds raised through public offers and related matters;
  21. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  22. Reviewing the functioning of the whistle blower mechanism;
  23. Monitoring the end use of funds raised through public offers and related matters;
  24. Overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
  25. Approval of appointment of CFO (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;
  26. Reviewing the utilization of loans and/or advances from/investments by the holding company in the subsidiary exceeding rupees hundred crores or 100% of the asset size of the subsidiary, whichever is lower including existing loans / advances/ investments, as may be applicable.
  27. To formulate, review and make recommendations to the Board to amend the Terms of Reference of Audit Committee from time to time;
  28. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
  29. Carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations, Companies Act, 2013, uniform listing agreements and/ or any other applicable law, as and when amended from time to time.

Further, the Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Management letters / letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses;
4. The appointment, removal and terms of remuneration of the chief internal auditor;
5. Statement of deviations in terms of the SEBI Listing Regulations:
  - a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchanges) in terms of Regulation 32(1) of the SEBI Listing Regulations, and
  - b. Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7) the SEBI Listing Regulations.
6. Review the financial statements, in particular, the investments made by any utilized subsidiary;
7. Such information as may be prescribed under the Companies Act and SEBI Listing Regulations.

The Meetings of the Committee shall be held at such regular intervals as may be required. The quorum will be either two members or one third of the members of the Nomination and Remuneration Committee whichever is greater, including at-least one independent director.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

### **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Stakeholders' Relationship Committee has been formed by the Board of Directors, at the meeting held on July 19, 2024. As on the date of this Prospectus the Stakeholders' Relationship Committee comprises of:

<b>Name of the Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Manoj Premkumar Bohra	Chairman	Independent Director
Hiram Zubair Shaikh	Member	Independent Director
Niraj Hirachand Gulecha	Member	Whole-time Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations and the terms of reference, powers and scope of the Stakeholders' Relationship Committee of our Company include:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipts of annual reports, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings, etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar and Share Transfer Agent;
4. Considering and specifically looking into various aspects of interest of shareholders, debenture holders and other security holders;
5. Investigating complaints relating to allotment of shares, approvals of transfer or transmission of shares, debentures or any other securities;
6. 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;
7. 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
8. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.
9. To approve, register, refuse to register transfer or transmission of shares and other securities;
10. To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;

11. Allotment and listing of shares;
12. To authorise affixation of common seal of the Company;
13. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
14. To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
15. Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and  
To further delegate all or any of the power to any other employee(s), officers), representatives), consultants), professional(s), or agent(s).

Any member of the Stakeholder's Relationship Committee may be removed or replaced at any time by the Board. Any member of the Committee ceasing to be the Director shall be ceased to be the member of the Stakeholder's Relationship Committee.

## **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on July 19, 2024. As on the date of this Prospectus the Nomination and Remuneration Committee comprises of:

<b>Name of the Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Hiram Zubair Shaikh	Chairman	Independent Director
Manoj Premkumar Bohra	Member	Independent Director
Khushbu Niraj Gulecha	Member	Non- Executive Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations and the terms of reference, powers and role of our Nomination and Remuneration Committee are as follows:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors 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.
2. Formulation of criteria for evaluation of the performance of the independent directors and the Board;
  3. Devising a policy on diversity of board of directors;
  4. 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 of directors their appointment and

removal and shall specify the manner for effective evaluation of performance of 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.

5. Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
6. To recommend, implement, design, execute, approve schemes of ESPS, ESOP, SAR, Sweat Equity and do all other activities
7. Recommend to the board, all remuneration, in whatever form, payable to senior management;
8. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.
9. Analysing, monitoring and reviewing various human resource and compensation matters;
10. Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
11. 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;
12. Recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary;
13. Administering, monitoring and formulating detailed terms and conditions of the employee stock option scheme, if any, of the Company;
14. Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
15. Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if applicable;
16. Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
  - a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
  - b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable; and
17. Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange board of India (Listing Obligations and Disclosure Requirements) regulations, 2015, as amended or by any other applicable law or regulatory authority.
18. 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:
  1. use the services of an external agencies, 'if required;
  2. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  3. consider the time commitments of the candidates.

The Nomination and Remuneration Committee shall meet at least once in a year.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

### **Compliance with SME Listing Regulations**

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on Emerge Platform of NSE.

### **Our Key Managerial Personnel**

In addition to our Managing Director, and Whole-time Director whose details have been provided under paragraph above titled '*Brief Profile of our Directors*', set forth below are the details of our Key Managerial Personnel as on the date of filing of this Prospectus:

**Ganesh Bhanudas Bhayde**, aged 30 years, is the Chief Financial Officer of our Company. He holds a bachelor's degree in commerce from University of Mumbai. He has passed the intermediate examination held by Institute of Chartered Accountants of India. In the past, he was associated with FynAlliance Advisors Private Limited in the capacity of a manager; KVMR & Co. in the capacity of a manager (accounts); and Maloo Rathod & Co. in the capacity of a manager (accounts). He has more than five years of experience in accounting and finance. He has been associated with our Company since October 21, 2024 and is responsible for handling the accounts and finance matters of the Company.

**Jai Dilip Shrimankar**, aged 33 years, is the Company Secretary and Compliance Officer of our Company. He holds a bachelor's degree in commerce from University of Mumbai. Additionally, he is an associate member of the Institute of Company Secretaries of India. In the past, he was associated with Sheetal Diamonds Limited in the capacity of Company Secretary and Compliance Officer and holds an experience of 7 years in the secretarial and compliance industry. He has been associated with our Company since July 19, 2024 and is responsible for handling the secretarial matters of our Company.

All our Key Managerial Personnel are permanent employees of our Company.

Except for our Managing Director, Whole-time Director and Chief Financial Officer and Company Secretary and Compliance Officer, our Company does not have a senior management personnel.

#### **Relationship of Key Managerial Personnel and Senior Management with our Directors, Promoters and / or other Key Managerial Personnel and Senior Management**

In addition to the disclosure made under the heading "*Relationship between our Directors*", none of our Key Managerial Personnel and Senior Management are related to each other or to any of our Directors.

#### **Shareholding of the Key Managerial Personnel and Senior Management**

Except as disclosed in "*Shareholding of Directors in our Company*", none of the Key Management Personnel and Senior Management hold shareholding in our Company

#### **Bonus or Profit Sharing Plan for our Key Managerial Personnel and Senior Management**

None of our Key Managerial Personnel and Senior Management is a party to any bonus or profit sharing plan.

#### **Payment or benefit to Key Managerial Personnel and Senior Management of our Company**

Except as disclosed in this Prospectus, no amount or benefit has been paid or given within two preceding years or is intended to be paid or given to any of the Key Managerial Personnel and Senior Management except the normal remuneration for services rendered by them. Additionally, there is no contingent or deferred compensation payable to any of our Key Managerial Personnel and Senior Management.

#### **Interest of Key Managerial Personnel and Senior Management**

Except as disclosed in this Prospectus, none of our Key Managerial Personnel and Senior Management have any interest in our Company other than to the extent of the remuneration, equity shares held by them 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.

Further, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel and Senior Management have been appointed.

### **Changes in Key Managerial Personnel and Senior Management in the Last Three Years**

In addition to the changes specified under “*Changes in our Board during the Last Three Years*”, set forth below, are the changes in our Key Managerial Personnel and Senior Management in the last three years immediately preceding the date of filing of this Prospectus:

<b>Name</b>	<b>Designation</b>	<b>Date of change</b>	<b>Reason</b>
Jai Dilip Shrimankar	Company Secretary and Compliance Officer	July 19, 2024	Appointment
Niraj Hirachand Gulecha	Chief Financial Officer	July 3, 2023	Appointment
Niraj Hirachand Gulecha	Chief Financial Officer	October 21, 2024	Resignation
Ganesh Bhanudas Bhayde	Chief Financial Officer	October 21, 2024	Appointment

The attrition of the Key Management Personnel and Senior Management is as per the industry standards.

### **Employees’ Stock Option Plan**

As on date of this Prospectus, our Company does not have any employee stock option plan or purchase schemes for our employees.

### **Loans taken by Directors / Key Management Personnel and Senior Management**

Our Company has not granted any loans to the Directors and/or Key Management Personnel and Senior Management as on the date of this Prospectus.

## OUR PROMOTERS AND PROMOTER GROUP

### Our Promoters

The individual promoters of our Company are Hirachand Pukhraj Gulecha, Niraj Pukhraj Gulecha, and Khushbu Niraj Gulecha (the “**Individual Promoters**”) and the corporate promoters of our Company are Hirachand P Gulecha (HUF) (“**Corporate Promoter**”).

The details of the shareholding of our Promoters, as on date of this Prospectus has been provided below:

Sr. No.	Name of the Shareholders	Pre-Issue		Post - Issue	
		Number of Equity Shares	% of Pre-Issue Equity Share Capital	Number of Equity Shares	% of Post-Issue Equity Share Capital
<i>Promoter</i>					
1.	Hirachand P Gulecha (HUF)	37,05,000	38.96	37,05,000	28.40
2.	Niraj Hirachand Gulecha	28,28,150	29.74	28,28,150	21.68
3.	Hirachand Pukhraj Gulecha	12,84,400	13.51	12,84,400	9.84
4.	Khushbu Niraj Gulecha	9,75,650	10.26	9,75,650	7.48
	<b>Total (A)</b>	<b>87,93,200</b>	<b>92.47</b>	<b>87,93,200</b>	<b>67.40</b>

For details, please see “*Capital Structure – Shareholding of our Promoters*” on page 64

### Details of our Individual Promoters are as follows:

#### *Hirachand Pukhraj Gulecha*



Hirachand Pukhraj Gulecha, aged 63 years, is one of the Promoters and Managing Director of our Company. He resides at A-904, Vardhman Heights, T.B. Kadam Marg, Byculla (East), Mumbai - 400 027, Maharashtra, India.

The Permanent Account Number of Hirachand Pukhraj Gulecha is AFBPG0965L.

For complete profile of Hirachand Pukhraj Gulecha, along with details of his date of birth, educational qualifications, professional experience, business and financial activities, positions/ posts held in the past and other directorships and special achievements, please see “*Our Management*” on page 140.

#### *Niraj Hirachand Gulecha*



Niraj Hirachand Gulecha, aged 38 years, is one of the Promoters and Whole-time Director of our Company. He resides at A-904, Vardhman Heights, T.B. Kadam Marg, Byculla (East), Mumbai - 400 027, Maharashtra, India.

The Permanent Account Number of Niraj Hirachand Gulecha is AIPPG6469A.

For complete profile of Niraj Hirachand Gulecha, along with details of his date of birth, educational qualifications, professional experience, business and financial activities, positions/ posts held in the past and other directorships and special achievements, please see “*Our Management*” on page 140.

#### *Khushbu Niraj Gulecha*



Khushbu Niraj Gulecha, aged 35 years, is one of the Promoters and Non-Executive Director of our Company. She resides at A-904, Vardhman Heights, T.B. Kadam Marg, Byculla (East), Mumbai - 400 027, Maharashtra, India.

The Permanent Account Number of Khushbu Niraj Gulecha is AVZPM2674E.

For complete profile of Khushbu Niraj Gulecha, along with details of her date of birth, educational qualifications, professional experience, business and financial activities, positions/ posts held in the past and other directorships and special achievements, please see “*Our Management*” on page 140

Our Company confirms that the permanent account numbers, bank account numbers, passport numbers, Aadhaar card numbers and driving license numbers of our Promoters, shall be submitted to the Stock Exchange at the time of filing of this Prospectus.

### Details of our Corporate Promoters

#### *Hirachand P Gulecha (HUF)*

##### *HUF Information and history*

Hirachand P Gulecha (HUF) came into existence on April 22, 1984. Hirachand Pukhraj Gulecha is the karta of Hirachand P Gulecha (HUF) and Meena Hirachand Gulecha and Niraj Hirachand Gulecha are its members.

As on the date of this Prospectus, Hirachand P Gulecha (HUF) holds 37,05,000 Equity Shares, representing 38.96 % of the issued, subscribed and paid-up equity share capital of our Company.

The PAN of Hirachand P Gulecha (HUF) is AABHH8176F.

The address of Hirachand P Gulecha (HUF) is A-904, Vardhman Heights, T.B. Kadam Marg, Byculla (East), Mumbai - 400 027, Maharashtra, India.

Our Company confirms that the permanent account number and bank account number(s) of our Corporate Promoter have been submitted to the Stock Exchange at the time of filing of the Draft Prospectus with the Stock Exchange.

### Change in control of our Company

There has been no change in the management or control of our Company during the last five years preceding the date of this Prospectus.

### Other ventures of our Promoters

Our Promoters are involved in other ventures and business activities in different capacities as listed below:

#### *Hirachand Pukhraj Gulecha*

S. No.	Name of the entity	Nature of interest / position
1.	Hirachand P Gulecha (HUF)	Karta
2.	M/s. Hirachand Pukhraj Gulecha- Sole Proprietorship	Sole Proprietor

#### *Niraj Hirachand Gulecha*

S. No.	Name of the entity	Nature of interest / position
1.	Niraj H Gulecha HUF	Karta
2.	Hirachand P Gulecha (HUF)	Member
3.	M/s. Niraj Gulecha- Sole Proprietorship	Sole Proprietor

*Khushbu Gulecha*

S. No.	Name of the entity	Nature of interest / position
1.	Niraj H Gulecha HUF	Member
2.	M/s. Khushbu Gulecha- Sole Proprietorship	Sole Proprietor

**Interests of Promoters**

- (a) Our Promoters are interested in our Company to the extent (i) that they have promoted our Company; (ii) their shareholding in our Company; (iii) the dividends payable thereon; and (iv) any other distributions in respect of their shareholding in our Company.

Additionally, our Promoters may be interested in transactions entered into by our Company with other entities (i) in which our Promoters hold shares, or (ii) in which our Promoters are partners or directors; or (iii) which are controlled by our Promoters. For further details of interest of our Promoters in our Company, see “*Financial Statements- Restated Financial Statements – Notes to Restated Financial Statements – Annexure 27 - Related Parties transactions*” on page 164.

Further, Hirachand Pukhraj Gulecha, Niraj Pukhraj Gulecha, and Khushbu Niraj Gulecha are also interested in our Company in the capacity of Managing Director, Whole-time Director, and Non-Executive Director, respectively, and may be deemed to be interested in the remuneration or sitting fee payable to them and the reimbursement of expenses incurred by them in the said capacity. For further details, see “*Our Management*” on page 140. For further details of interest of our Promoters in our Company, see “*Financial Statements- Restated Financial Statements – Notes to Restated Financial Statements – Annexure 27 - Related Parties transactions*” on page 164.

- (b) Except for the interest held by our Promoters in our Promoter Group entities, our Promoters do not have any interest in any venture that is involved in activities similar to those conducted by our Company.
- (c) No sum has been paid or agreed to be paid to our Promoters or to any firm or company in which our Promoters are interested, in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as a director or Promoter or otherwise for services rendered by the Promoters, or by such firm or company, in connection with the promotion or formation of our Company.

Except as disclosed in “*Financial Statements- Restated Financial Statements – Notes to Restated Financial Statements – Annexure 27 - Related Parties transactions*” on page 164, there has been no payment or benefits by our Company to our Promoters during the two years preceding the date of this Prospectus nor is there any intention to pay or give any benefit to our Promoters as on the date of this Prospectus.

- (d) We confirm that there are 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 Promoter Group.

**Interest in property, land, construction of building and supply of machinery**

Our Promoters do not have any interest in any property acquired by our Company in the three years preceding the date of this 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 machinery.

### **Payment or benefits to Promoter or Promoter Group**

Our Company has entered into a rent agreement, pursuant to the agreement dated August 1, 2022 with Meena Hirachand Gulecha who is the spouse of one of our Promoters- Hirachand Pukhraj Gulecha. She has let out the premises for a period of 56 months with effect from August 1, 2022 on payment of a monthly rent of ₹ 75,000. The said premises is being used as our Registered office.

Except as disclosed above and as stated in “*Financial Statements- Restated Financial Statements – Notes to Restated Financial Statements – Annexure 27 - Related Parties transactions*” on page 164, there has been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Prospectus.

### **Companies or firms with which our Promoters have disassociated in the last three years**

Except as disclosed below, our Promoters have not disassociated themselves from any companies or firms during the preceding three years from the date of filing of this Prospectus:

<b>Name of Promoter</b>	<b>Name of the Entity from which Promoter has disassociated</b>	<b>Date of disassociation</b>	<b>Reason for disassociation</b>
Niraj Hirachand Gulecha	Cyber Express Media Network Private Limited	December 17, 2022	Resignation in the capacity of a director
	Aayush Art and Bullion Limited	June 13, 2022	Resignation in the capacity of a director
	Ace Engitech Limited	March 25, 2022	Resignation in the capacity of a director
	Zyden Technologies Private Limited	July 23, 2024	Resignation in the capacity of a director

### **Material guarantees**

As on the date of this Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares.

### **Other confirmations**

Our Promoters are not Wilful Defaulters or a Fraudulent Borrowers.

Our Promoters are not Fugitive Economic Offenders.

Our Promoters and members of the Promoter Group have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.

Our Promoters are not, and have not been in the past, promoters or directors of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI.

### **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 the Promoter Group*

S. No.	Name of member of our Promoter Group	Relationship with our Promoter
<b><i>Hirachand Pukhraj Gulecha</i></b>		
1	Late Pukhraj Gulecha	Father
2	Late Patasi Bai	Mother
3	Meena Hirachand Gulecha	Spouse
4	-	Sister
5	-	Brother
6	Niraj Hirachand Gulecha	Son
7	Harsha Rahul Kothari	Daughter
8	Ankita Bhavik Palrecha	Daughter
9	Late Kesharimalji Rathod	Spouse's Father
10	Late Dhakoben Kesharimal Rathod	Spouse's Mother
11	Tejraj Keshrimal Rathod	Spouse's Brother
12	Shantilal Keshrimal Rathod	Spouse's Brother
13	Kiranraj Keshrimal Rathod	Spouse's Brother
14	Mahipal Keshrimal Jain	Spouse's Brother
15	Late Hemant Keshrimalji Jain	Spouse's Brother
16	Indra Tejprakash Siroya	Spouse's Sister
17	Late Shantidevi Prithviraj Jain	Spouse's Sister
18	Late Naynaben Babulal Jain Chopra	Spouse's Sister
<b><i>Niraj Hirachand Gulecha</i></b>		
1.	Hirachand Pukhraj Gulecha	Father
2.	Meena Hirachand Gulecha	Mother
3.	Khushbu Niraj Gulecha	Spouse
4.	-	Brother
5.	Harsha Rahul Kothari	Sister
6.	Ankita Bhavik Palrecha	Sister
7.	-	Son
8.	Dhyana Niraj Gulecha (Minor)	Daughter
9.	Rajesh Bastimal Mehta	Spouse's Father
10.	Anju Rajesh Mehta	Spouse's Mother
11.	Saurabh Rajesh Mehta	Spouse's Brother
12.	-	Spouse's Sister
<b><i>Khushbu Niraj Gulecha</i></b>		
1.	Rajesh Bastimal Mehta	Father
2.	Anju Rajesh Mehta	Mother
3.	Niraj Hirachand Gulecha	Spouse
4.	Saurabh Rajesh Mehta	Brother
5.	Dhyana Niraj Gulecha (Minor)	Daughter
8.	Hirachand Pukhraj Gulecha	Spouse's Father
9.	Meena Hirachand Gulecha	Spouse's Mother
10.	Harsha Rahul Kothari	Spouse's Sister
11.	Ankita Bhavik Palrecha	Spouse's Sister
12.	-	Spouse's Brother

***Bodies corporates, partnership firms forming part of the Promoter Group***

*Except as stated below, no other company, firm or HUF are forming part of the promoters' group (other than our Promoters):*

S. No.	Name of entities
--------	------------------

S. No.	Name of entities
1.	Hirachand P Gulecha (HUF) (Hira Traders)
2.	Niraj H Gulecha HUF
3.	M/s. Harsha Kothari- Sole Proprietorship
4.	M/s. Hirachand Pukhraj Gulecha- Sole Proprietorship
5.	M/s. Meena Gulecha- Sole Proprietorship
6.	M/s. Shantilal Rathod- Sole Proprietorship
7.	M/s. Khushbu Gulecha- Sole Proprietorship
8.	M/s. Niraj Gulecha- Sole Proprietorship
9.	Ankita Bhavik Palrecha- Sole Proprietorship
10.	Moksh Jewellers
11.	M/s. Bhimraj Shesmal Mehta
12.	M/s. Rajesh Mehta
13.	M/s. BS Jewellers
14.	M/s. Mahipal Keshrimal Jain

### ***Other Confirmations***

Neither our Promoters nor members of the Promoters' Group have been declared as wilful defaulters by the RBI or any other governmental authority nor there are any violations of securities laws committed by them in the past or are currently pending against them.

Our Promoters have not been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

Neither Promoters nor entities forming part of our Promoters' Group have been debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. Our Promoter and members of the Promoters' Group are not and have never been promoter, directors or person in control of any other company, which is debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last 5 (five) years preceding the date of this Prospectus against our Promoter.

## **OUR GROUP COMPANIES**

In accordance with the SEBI ICDR Regulations and the applicable accounting standards, for the purpose of identification of 'group companies', our Company has considered such companies (other than a subsidiary) with which there were related party transactions during the period for which Restated Financial Statements has been disclosed in this Prospectus, as covered under the applicable accounting standards.

Accordingly, all such companies (other than a subsidiary) with which there were related party transactions during the periods covered in the Restated Financial Statements, as covered under the applicable accounting standards, shall be considered as Group Companies in terms of the SEBI ICDR Regulations.

Based on the parameters outlined above, our Company does not have any group companies as on the date of this Prospectus.

## **RELATED PARTY TRANSACTIONS**

For details of the related party transactions, during the last three Fiscals and the six month period ended September 30, 2024, as per the requirements under the relevant accounting standards and as reported in the Restated Financial Information, see “*Financial Statements- Restated Financial Statements – Notes to Restated Financial Statements – Annexure 27 – Related Parties transactions*” on page 164 of this Prospectus.

## DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited, net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings, and applicable taxes including dividend distribution tax payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. As on the date of this Prospectus, our Company does not have a formal dividend policy.

Upon the listing of the Equity Shares of our Company and subject to the SEBI Listing Regulations, we may be required to formulate a dividend distribution policy which shall be required to include, among others, details of circumstances under which the shareholders may or may not expect dividend, the financial parameters that shall be considered while declaring dividend, internal and external factors that shall be considered for declaration of dividend, policy as to how the retained earnings will be utilized and parameters that shall be adopted with regard to various classes of shares, as applicable.

Our Company has not declared any dividends during the last three Financial Years and the six month period ended September 30, 2024. Further, our Company has not declared any dividend in the current Fiscal. There is no guarantee that any dividends will be declared or paid or that the amount thereof will not be decreased in future. For details in relation to the risk involved, see “*Risk Factor*” on page 23 of this Prospectus.

**SECTION V – FINANCIAL INFORMATION**

**RESTATED FINANCIAL INFORMATION**

<b>S. No.</b>	<b>Details</b>	<b>Page Number</b>
1.	Restated Financial Information	165 to 190

*(The remainder of this page is intentionally left blank)*

## Independent Auditor's Report on Restated Financial Statements

To,  
The Board of Directors  
DIVINE HIRA JEWELLERS LIMITED  
74/A, 1 St Floor, Office No. 2,  
Opp. Hotel Bhagat Tarachand, Zaveri Bazar,  
Mumbai Maharashtra, India - 400002.

1. We have examined the attached restated financial information of Divine Hira Jewellers Limited ("**the Company**") comprising the restated statement of assets and liabilities as at September 30<sup>th</sup> 2024, March 31<sup>st</sup>, 2024, 2023 and 2022, restated statement of profit and loss and restated cash flow statement for the financial period and year ended on September 2024 and March 31<sup>st</sup>, 2024, 2023 and 2022 and the summary statement of significant accounting policies and other explanatory information (collectively referred to as the "**restated financial information**" or "**Restated Financial Statements**") annexed to this report and initialed by us for identification purposes. These Restated Financial Statements have been prepared by the management of the Company and approved by the Board of Directors at their meeting in connection with the proposed Initial Public Offering on the SME platform of the stock exchanges ("**IPO**" or "**SME IPO**") of the company.
2. These restated summary statements have been prepared in accordance with the requirements of:
  - (i) Section 26 of Part – I of Chapter III of Companies Act, 2013 (the "**Act**") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
  - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("**ICDR Regulations**") and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("**SEBI**");
  - (iii) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**Guidance Note**")
3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Statements for inclusion in the Draft Prospectus / Prospectus ("**Offer Document**") to be filed with Securities and Exchange Board of India ("SEBI"), Stock exchanges and Registrar of Companies (Mumbai) in connection with the proposed IPO. The Restated Financial Statements have been prepared by the management of the Company on the basis of preparation stated in Annexure 4 to the Restated Financial Statements. The responsibility of the board of directors of the Company includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statements. The board of directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
4. We have examined such Restated Financial Statements taking into consideration:
  - (i) The terms of reference and terms of our engagement letter requesting us to carry out the assignment, in connection with the proposed IPO;
  - (ii) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - (iii) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements;
  - (iv) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

5. The Restated Financial Statements of the Company have been compiled by the management from audited financial statements as per the Companies Act, 2013 for the Year ended on March 31st, 2024, and for the period ended For the period 19 July 2022 to 31 March 2023 and tax audited financial statements as per the Income Tax Act, 1961 for the Year ended on March 31st, 2022 of HUF M/s HIRA TRADERS.
6. Audit for the financial period ended September 30<sup>th</sup>, 2024 was audited by us vide our report dated 4<sup>th</sup> November 2024, year ended March 31<sup>st</sup>, 2024 was audited by us vide our report dated 30<sup>th</sup> May 2024, and Audit for the financial year ended March 31<sup>st</sup>, 2023 was audited by us vide our report dated 26<sup>th</sup> June 2023. We have not audited the financial statements of the Issuer (HUF M/s HIRA TRADERS) as of the financial period ended 30<sup>th</sup> September 2022 and reliance has been kept on financial statements which have been audited solely by M/s Maloo Rathod & Co (Chartered Accountants) in the capacity of Auditor of the HUF. For the financial year ended March 31, 2022, reliance has been kept on financial statements which have been audited solely by M/s Maloo Rathod & Co (Chartered Accountants) in the capacity of Tax Auditor of the HUF.
7. Based on our examination and according to the information and explanations given to us, we are of the opinion that the Restated Financial Statements:
  - a) Have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping / reclassifications retrospectively in the financial year/period ended on September 30, 2024, March 31, 2024, March 31, 2023 and March 2022.
  - b) do not require any adjustment for modification as there is no modification in the underlying audit reports;
  - c) have no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments.
  - d) have been prepared in accordance with the Act, ICDR Regulations and Guidance Note.
8. In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and engagement letter, we report that:
  - (i) The “**restated statement of asset and liabilities**” of the Company as at September 30<sup>th</sup>, 2024, March 31<sup>st</sup>, 2024, 2023 and 2022 examined by us, as set out in **Annexure 1** to this report read with significant accounting policies in **Annexure 4(A)** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.
  - (ii) The “**restated statement of profit and loss**” of the Company for the financial year/period ended as at September 30<sup>th</sup>, 2024, March 31<sup>st</sup>, 2024, 2023 and 2022 examined by us, as set out in **Annexure 2** to this report read with significant accounting policies in **Annexure 4(A)** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.
  - (iii) The “**restated statement of cash flows**” of the Company for the financial year/period ended as at September 30<sup>th</sup>, 2024, March 31<sup>st</sup>, 2024, 2023 and 2022 examined by us, as set out in **Annexure 3** to this report read with significant accounting policies in **Annexure 4(A)** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to restated summary statements to this report.

9. We have also examined the following other financial information relating to the Company prepared by the management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the financial year/period ended as at September 30<sup>th</sup> 2024, March 31<sup>st</sup>, 2024, 2023 and 2022 proposed to be included in the Offer Document.

**Annexure to Restated Financial Statements of the Company:-**

1. Summary statement of assets and liabilities, as restated as appearing in Annexure 1;
  2. Summary statement of profit and loss, as restated as appearing in Annexure 2;
  3. Summary statement of cash flows as restated as appearing in Annexure 3;
  4. Corporate Information, Significant accounting policies as restated and Notes to reconciliation of restated profits and net worth as appearing in Annexure 4;
  5. Details of share capital as restated as appearing in Annexure 5 to this report;
  6. Details of reserves and surplus as restated as appearing in Annexure 6 to this report;
  7. Details of long-term borrowings as restated as appearing in Annexure 7 to this report;
  8. Details of deferred tax Liabilities (net) as appearing in Annexure 8 to this report;
  9. Details of short-term borrowings as restated as appearing in Annexure 9 to this report;
  10. Details of trade payables as restated as appearing in Annexure 10 to this report;
  11. Details of other current liabilities as restated as appearing in Annexure 11 to this report;
  12. Details of short-term provisions as restated as appearing in Annexure 12 to this report;
  13. Details of property, plant & equipment and intangible assets as appearing in Annexure 13 to this report;
  14. Details of inventories as restated as appearing in Annexure 14 to this report;
  15. Details of trade receivables as restated as appearing in Annexure 15 to this report;
  16. Details of cash and bank balance as restated as appearing in Annexure 16 to this report;
  17. Details of short-term loans and advances as restated as appearing in Annexure 17 to this report;
  18. Details of other current assets as restated as appearing in Annexure 18 to this report;
  19. Details of revenue from operations as restated as appearing in Annexure 19 to this report;
  20. Details of other income as restated as appearing in Annexure 20 to this report.
  21. Details of Cost of Finished Goods Consumed as restated as appearing in 21.1 to this report;
  22. Details of changes in inventories of finished goods, work-in-progress and stock-in-trade as restated as appearing in Annexure 21.2 to this report;
  23. Details of employee benefit expenses as restated as appearing in Annexure 22 to this report;
  24. Details of finance cost as restated as appearing in Annexure 23 to this report;
  25. Details of depreciation and amortization expenses as restated as appearing in Annexure 24 to this report;
  26. Details of other expenses as restated as appearing in Annexure 25 to this report;
  27. Summary of significant accounting ratios as restated as appearing in Annexure 26 to this report;
  28. Details of related party transaction as restated as appearing in Annexure 27 to this report;
  29. Capitalisation Statement as at March 31<sup>th</sup>, 2024 as restated as appearing in Annexure 28 to this report;
  30. Statement of tax shelters as restated as appearing in Annexure 29 to this report;
  31. Statement of other financial ratios as restated as appearing in Annexure 30 to this report;
  32. Statement of key performance indicators as restated as appearing in Annexure 31 to this report;
10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the board of directors for inclusion in the offer document to be filed with SEBI, Stock Exchanges and Registrar of Companies (Mumbai) in connection with the proposed IPO. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing. 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.

**For M/s Muchhal & Gupta**  
**Chartered Accountants**  
**FRN: 004423C**

**Vaibhav Mandhana**  
**Partner**  
**M. No.: 142514**  
**UDIN: 24142514BKEBQV8098**  
**Place: Mumbai**  
**Date: November 7, 2024**

**Annexure 1**

**Restated statement of assets and liabilities**

(Amount in INR lakhs, unless otherwise stated)

Particulars	Annexure No.	As at 30-Sep-24	As at 31-Mar-24	As at 31-Mar-23	As at 30-Sep-22	As at 31-Mar-22
<b>A) EQUITY AND LIABILITIES</b>						
<b>1. Shareholders' funds</b>						
(a) Share capital	5	950.95	731.50	731.50	-	-
(b) Reserves and surplus	6	278.88	248.51	100.34	-	-
(c) Capital employed		-	-	-	293.84	299.93
<b>Sub-Total</b>		<b>1,229.83</b>	<b>980.01</b>	<b>831.84</b>	<b>293.84</b>	<b>299.93</b>
<b>3. Non-current liabilities</b>						
(a) Long-term borrowings	7	16.72	-	2.42	472.24	633.89
(b) Deferred tax liabilities	8	1.36	1.16	0.74	-	0.15
<b>Sub-Total</b>		<b>18.08</b>	<b>1.16</b>	<b>3.16</b>	<b>472.24</b>	<b>634.04</b>
<b>4. Current liabilities</b>						
(a) Short-term borrowings	9	1,276.15	1,860.52	1,402.18	1,175.70	1,019.93
(b) Trade payables	10	-	-	-	-	-
(i) total outstanding dues of micro enterprises and small enterprises; and						
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		197.57	-	14.74	26.09	5.29
(c) Other current liabilities	11	40.17	4.67	47.16	5.19	9.18
(d) Short-term provisions	12	92.33	50.82	26.44	14.79	9.57
<b>Sub-Total</b>		<b>1,606.22</b>	<b>1,916.01</b>	<b>1,490.52</b>	<b>1,221.77</b>	<b>1,043.98</b>
<b>TOTAL</b>		<b>2,854.13</b>	<b>2,897.18</b>	<b>2,325.52</b>	<b>1,987.85</b>	<b>1,977.95</b>
<b>B) ASSETS</b>						
<b>1. Non-current assets</b>						
(a) Property, plant and equipment	13	49.62	29.48	30.28	14.42	15.71
<b>Sub-Total</b>		<b>49.62</b>	<b>29.48</b>	<b>30.28</b>	<b>14.42</b>	<b>15.71</b>
<b>2. Current assets</b>						
(a) Inventories	14	1,688.81	1,130.37	971.38	960.16	1,251.11
(b) Trade receivables	15	755.60	1,507.69	1,241.20	997.24	686.13
(c) Cash and cash equivalents	16	247.18	176.12	54.50	3.59	4.28
(d) Short-term loans and advances	17	24.15	-	0.38	12.41	0.54
(e) Other current assets	18	88.77	53.52	27.78	0.03	20.18
<b>Sub-Total</b>		<b>2,804.51</b>	<b>2,867.70</b>	<b>2,295.24</b>	<b>1,973.43</b>	<b>1,962.24</b>
<b>TOTAL</b>		<b>2,854.13</b>	<b>2,897.18</b>	<b>2,325.52</b>	<b>1,987.85</b>	<b>1,977.95</b>

The above statement should be read with basis of preparation, significant accounting policies and annexures to restated financial information appearing in Annexure 4 and adjustments to audited financial statements appearing in Annexure 5 and reconciliation of restated Equity/ Networth appearing in Annexure 6.

This is the restated statement of assets and liabilities referred to in our report of even date.

For M/s Muchhal & Gupta  
Chartered Accountants  
Firm's Registration No.: 004423C

For and on behalf of the Board of Directors  
CIN: U36999MH2022PLC387009

Vaibhav Mandhana  
Partner  
Membership No.: 142514  
Date: 7th November 2024  
Place: Mumbai  
UDIN:- 24142514BKQBQV8098

Niraj Hirachand Gulecha  
Director  
DIN : 09238372  
Jai Dilip Shrimankar  
Company Secretary  
ACS: 52471

Hirachand Pukhraj Gulecha  
Director  
DIN : 09677562  
Ganesh Bhanudas Bhayde  
Chief Financial Officer

**Annexure 2**

**Restated Statement of Profit and Loss**

(Amount in INR lakhs, unless otherwise stated)

Particulars	Annexure No.	For the year ended	For the year ended	For the period ended		For the year ended
		30-Sep-24	31-Mar-24	1st October 2022 to 31st March 2023	1st April 2022 to 30th September 2022	31-Mar-22
<b>1. Income</b>						
(a) Revenue from operations	19	13,597.69	18,325.61	12,494.58	12,150.00	14,240.17
(b) Other income	20	4.94	15.44	0.67	-	0.28
<b>Total Income</b>		<b>13,602.63</b>	<b>18,341.05</b>	<b>12,495.25</b>	<b>12,150.00</b>	<b>14,240.45</b>
<b>2. Expenses:</b>						
(a) Cost of materials consumed	21.1	13,663.31	18,066.12	12,281.54	11,748.40	14,124.55
Purchases of Stock-in-Trade						
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	21.2	(558.44)	(158.99)	(11.21)	290.95	(81.52)
(b) Employee benefits expense	22	21.14	36.19	23.22	7.70	15.21
(c) Finance costs	23	71.49	145.62	71.42	64.16	121.96
(d) Depreciation expense	24	1.96	3.44	0.84	1.29	2.42
(e) Other expenses	25	69.04	50.67	26.60	18.05	19.82
<b>Total expenses</b>		<b>13,268.50</b>	<b>18,143.05</b>	<b>12,392.41</b>	<b>12,130.55</b>	<b>14,202.44</b>
<b>3. Profit before exceptional and extraordinary items and tax (1 - 2)</b>		<b>334.13</b>	<b>198.00</b>	<b>102.84</b>	<b>19.45</b>	<b>38.01</b>
4. Exceptional items		-	-	-	-	-
<b>5. Profit before extraordinary items and tax (3 - 4)</b>		<b>334.13</b>	<b>198.00</b>	<b>102.84</b>	<b>19.45</b>	<b>38.01</b>
6. Extraordinary Items		-	-	-	-	-
<b>7 Profit before tax (5 - 6)</b>		<b>334.13</b>	<b>198.00</b>	<b>102.84</b>	<b>19.45</b>	<b>38.01</b>
<b>8. Tax expense:</b>						
(a) Current tax		84.10	49.42	25.26	5.21	9.57
(b) Deferred tax		0.21	0.41	0.74	(0.15)	0.15
(c) MAT Credit		-	-	-	-	-
(d) Current tax expense relating to prior years		-	-	-	-	-
<b>9. Profit (Loss) for the period from continuing operations (7 - 8)</b>		<b>249.83</b>	<b>148.17</b>	<b>76.84</b>	<b>14.39</b>	<b>28.29</b>
10. Adjustment in fixed asset due to change in accounting policy.		-	-	-	-	0.61
<b>11. Profit (Loss) for the period (9 + 10)</b>		<b>249.83</b>	<b>148.17</b>	<b>76.84</b>	<b>14.39</b>	<b>28.90</b>

The above statement should be read with basis of preparation, significant accounting policies and annexures to restated financial Information appearing in Annexure 4 and adjustments to audited financial statements appearing in Annexure 5 and reconciliation of restated Equity/ Networth appearing in Annexure 6.

This is the restated statement of assets and liabilities referred to in our report of even date.

For M/s Muchhal & Gupta  
Chartered Accountants  
Firm's Registration No.: 004423C

For and on behalf of the Board of Directors  
CIN: U36999MH2022PLC387009

Vaibhav Mandhana  
Partner  
Membership No.: 142514  
Date: 7th November 2024  
Place: Mumbai  
UDIN:- 24142514BKEBQV8098

Niraj Hirachand Gulecha  
Director  
DIN : 09238372

Hirachand Pukhraj Gulecha  
Director  
DIN : 09677562

Jai Dilip Shrimankar  
Company Secretary  
ACS: 52471

Ganesh Bhanudas Bhayde  
Chief Financial Officer

**Annexure 3**

**Restated Statement of Cash Flow**

(Amount in INR lakhs, unless otherwise stated)

Particulars	For the year ended	For the year ended	For the period ended		For the year ended
	30-Sep-24	31-Mar-24	1st October 2022 to 31st March 2023	1st April 2022 to 30th September 2022	31-Mar-22
<b>Cash Flow From Operating Activities</b>					
Restated Net profit Before Tax and Extraordinary Items	334.13	198.00	102.84	19.45	38.01
<b>Adjustments For:</b>					
Depreciation	1.96	3.44	0.84	1.29	2.42
Interest Received	(4.94)	(15.21)	(0.67)	-	(0.03)
Provision for expenses	8.23	1.40			
Interest and Finance Charges	63.79	137.56	52.75	61.64	117.42
<b>Operating Profit before working capital changes</b>	<b>403.17</b>	<b>325.19</b>	<b>155.75</b>	<b>82.38</b>	<b>157.82</b>
<b>Adjustment For:</b>					
Decrease/(Increase) in Inventories	(558.44)	(158.99)	(11.22)	290.95	(81.52)
Decrease/(Increase) in Trade receivables	752.08	(266.49)	(243.96)	(311.11)	7.25
Decrease/(Increase) in Other Current Assets	(0.79)	(3.69)	(27.75)	20.15	(2.23)
Decrease/(Increase) in Short-term loans and advances	(24.15)	0.38	12.04	(11.87)	49.47
Decrease/(Increase) in other non current assets	-	-			
(Decrease)/Increase in short-term provisions	(1.40)	(1.18)			
(Decrease)/Increase in Trade Payables	197.57	(14.74)	(11.34)	20.79	0.51
(Decrease)/Increase in Other Current Liabilities	35.50	(42.49)	41.96	(3.98)	2.31
<b>Cash Generated from Operations</b>	<b>803.54</b>	<b>(162.01)</b>	<b>(84.53)</b>	<b>87.31</b>	<b>133.61</b>
Less : Taxes Paid	(83.88)	(47.32)	(13.60)	-	-
<b>Net Cash From/(Used In ) Operating Activities (A)</b>	<b>719.66</b>	<b>(209.33)</b>	<b>(98.13)</b>	<b>87.31</b>	<b>133.61</b>
<b>Cash Flow From Investing Activities</b>					
Purchase of Fixed Assets	(22.11)	(2.64)	(16.70)	-	(6.78)
Interest Received	4.94	15.21	0.67	-	0.03
<b>Net Cash From/(Used In ) Investing Activities (B)</b>	<b>(17.17)</b>	<b>12.57</b>	<b>(16.03)</b>	<b>-</b>	<b>(6.75)</b>
<b>Cash Flow From Financing Activities</b>					
Proceeds from Issue of Shares	-	-	461.16	-	-
Capital withdrawn	-	-	-	(20.46)	(9.51)
Interest and Finance Charges	(63.79)	(137.56)	(52.75)	(61.64)	(117.42)
(Decrease)/Increase in Short Term Borrowing	(584.37)	458.34	226.48	155.76	82.69
(Decrease)/Increase in Long Term Borrowing	16.72	(2.42)	(469.82)	(161.66)	(83.87)
<b>Net Cash From Financing Activities (C)</b>	<b>(631.43)</b>	<b>318.37</b>	<b>165.06</b>	<b>(88.00)</b>	<b>(128.11)</b>
<b>Net Increase/ (Decrease) in Cash (A) + (B) + (C)</b>	<b>71.06</b>	<b>121.62</b>	<b>50.91</b>	<b>(0.69)</b>	<b>(1.25)</b>
Cash and Cash equivalents at the beginning of the year	176.12	54.50	3.59	4.28	5.53
Cash and Cash equivalents at the end of the year	247.18	176.12	54.50	3.59	4.28
<b>As per schedule</b>					
Cash and cash equivalents	247.18	176.12	54.50	3.59	4.28

For M/s Muchhal & Gupta  
Chartered Accountants  
Firm's Registration No.: 004423C

For and on behalf of the Board of Directors  
CIN: U36999MH2022PLC387009

Vaibhav Mandhana  
Partner  
Membership No.: 142514  
Date: 7th November 2024  
Place: Mumbai  
UDIN:- 24142514BKBEQV8098

Niraj Hirachand Gulecha  
Director  
DIN : 09238372  
Hirachand Pukhraj Gulecha  
Director  
DIN : 09677562  
Ganesh Bhanudas Bhayde  
Chief Financial Officer  
Company Secretary  
ACS: 52471

**Annexure 4 (A)**

**Significant Accounting Policies and Notes to Accounts**

**(A) Corporate Information:**

The Company was originally incorporated on 19<sup>th</sup> July, 2022 vide Certificate of Incorporation bearing Registration Number U36999MH2022PLC387009 issued by the Registrar of Companies, Mumbai. Our Company acquired the ongoing business of **M/s HIRA TRADERS** i.e. the HUF firm of our promoter Hirachand Gulecha, vide Business Succession Agreement dated 13th September 2022. Our Company is engaged in the trades or business of manufacturing, making, buying and selling in ornaments, articles, bar, coins and jewellers of all kinds in Gold and Silver.

**Basis of Preparation:**

The restated summary statements of assets and liabilities of the company as at 31st March, and the related restated summary statements of profits and losses and cash flows statement for for the year ended on 31st March, 2024, have been compiled by management from the financial statements of the company/HUF for the year ended on 31st March, 2024.

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, 1956 (up to March 31, 2014), and notified sections, schedules and rules of the Companies Act 2013 (with effect from April 01, 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014).

The presentation of financial statements requires estimates and assumption to be made that affect the reported amount of assets & Liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which results are known/materialized."

**(B) Significant Accounting Policies:**

**(a) Use of Estimates:**

The preparation of financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the reported period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the Carrying amounts of Assets or Liabilities in future periods.

**(b) Property, plant and equipment and depreciation:**

Fixed assets are stated at cost of acquisition, including any attributable cost for bringing the asset to its working condition for its intended use, less accumulated depreciation.

Depreciation:

Depreciation is provided based on useful life of asset as prescribed in schedule II of Companies Act, 2013.

Depreciation on additions to the assets and the assets sold or disposed off, during the year is provided on pro-rata basis, at their respective useful life or rate of depreciation as prescribed with reference to the date of acquisition / installation or date of sale/ disposal.

**(c) Revenue Recognition:**

Revenue is recognized when it is earned and no significant uncertainty exists as to its realization or collection. Revenue from sale of goods is recognized on delivery of the products, when all significant contractual obligations have been satisfied, the property in the goods is transferred for price, significant risk and rewards of ownership are transferred to the customers and no effective ownership is retained. Sales comprises sale of goods and services, net of trade discounts and include exchange differences arising on sales transactions.

### **(C) Foreign Currency Transactions:**

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transaction. Monetary foreign currency assets and liabilities are translated into Rupees at the exchange rate prevailing at the Balance Sheet Date. All exchange differences are dealt with in Profit and Loss Account.

### **(D) Investments:**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of Investments.

On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

### **(E) Employee Benefits:**

#### **Short-term employment benefits**

Short-term employee benefits are recognised as an expense at the undiscounted amount in the standalone statement of profit and loss for the year in which the related services are rendered.

#### **Post-employment benefits**

Retirement benefit in the form of provident fund, gratuity is a defined contribution scheme. The contribution to the provident fund is charged to the statement of profit and loss for the year when an employee renders the related services. The company has no obligation towards any contribution payable to provident or gratuity fund.

### **(F) Taxation:**

#### Current tax

Tax expenses comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the Tax Authorities in accordance with the Income Tax Act'1961 enacted or substantively enacted at the reporting date.

#### Deferred tax

Deferred Tax Assets or Deferred Tax Liability is recognized on timing difference being the difference between taxable income and accounting income. Deferred Tax Assets or Differed Tax Liability is measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Deferred Tax Assets arising from timing differences are recognized to the extent there is a reasonable certainty that the assets can be realized in future.

### **(G) Borrowing Cost:**

Borrowing Cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

### **(H) Inventory:**

Inventories of goods and packing material are valued at cost or net realisable value, whichever is lower. Cost of inventories comprises of all cost of purchases, cost of conversion and other costs incurred in bringing the inventories to their present condition and location.

### **(I) Earnings Per Share:**

Inventories of goods and packing material are valued at cost or net realisable value, whichever is lower. Cost of inventories comprises of all cost of purchases, cost of conversion and other costs incurred in bringing the inventories to their present condition and location.

Annexure 4 (B)

a) Reconciliation of Restated Profit

(Amount in INR lakhs, unless otherwise stated)

Particulars	For the year ended	For the year ended	For the period ended		For the year ended
	30-Sep-24	31-Mar-24	1st October 2022 to 31st March 2023	1st April 2022 to 30th September 2022	31-Mar-22
Net profit after tax as per audited statement of profit & loss	249.83	148.17	76.72	20.73	38.05
Net profit after tax as per unaudited statement of profit & loss	-	-	-	-	-
<b>Adjustments for:</b>					
Adjustment due to Fair value of fixed assets (Refer Note 1)	-	-	-	-	-
Adjustment due to change in accounting estimates (Refer Note 2)	-	-	-	(1.27)	(0.03)
Adjustment due to change in accounting policy (Refer Note 2)	-	-	-	-	0.61
Tax Adjusted In Current Period (Refer Note 3)	-	-	0.12	(5.07)	(9.73)
<b>Net profit after tax as restated</b>	<b>249.83</b>	<b>148.17</b>	<b>76.84</b>	<b>14.39</b>	<b>28.90</b>

Explanatory Notes to the above restatement made in Audited Financials Statement of the company for respective years or period.

Adjustment having impact on profit

Note 1

Pursuant to the Business Succession Agreement ('BTA') of Hirachand P Gulecha HUF (Hira Traders) and Divine Hira Jewellers Limited (Divine), as approved by the Borad of directors in the meeting held on 13 September 2022. The assets and liabilities of the transferor Entity were transferred to and vested in the transferee Company with effect from 30 September 2022, the closing date as per BTA. The BTA scheme has accordingly been given effect to in these restated financial statements. Accordingly, the assets and liabilities of the transferor Companies as at the aforementioned date have been taken over at their book values.

Note 2

M/s Hira Traders has provided for depreciation as per Income Tax Act, 1961. However in the aforesaid Restated financial statement, depreciation is calculated as per Companies act, 2013.

Note 3

M/s Hira Traders has adjusted the provision for tax in the Capital Employed account instead of adjusting through profit and loss account. In the aforesaid Restated Financials provision for income tax has been adjusted in the Statement for profit and loss account.

(b) Reconciliation of restated Equity/ Networth

(Amount in INR lakhs, unless otherwise stated)

Particulars	For the year ended	For the year ended	For the period ended		For the year ended
	30-Sep-24	31-Mar-24	1st October 2022 to 31st March 2023	1st April 2022 to 30th September 2022	31-Mar-22
Equity/ Networth as per audited financials	1,229.85	980.04	831.72	309.36	309.07
<b>Restatement adjustments:</b>					
Provision For Income Tax	-	-	0.15	-	-
Adjustment due to change in accounting estimates	-	-	-	(1.31)	(0.03)
Adjustment due to change in accounting policy	-	-	-	-	0.61
Tax Adjustment for previous years	-	-	-	(14.80)	(9.73)
<b>Total adjustments</b>	<b>-</b>	<b>-</b>	<b>0.15</b>	<b>(16.10)</b>	<b>(9.15)</b>
<b>Restated Equity/ Networth as per restated financial</b>	<b>1,229.83</b>	<b>980.01</b>	<b>831.84</b>	<b>293.84</b>	<b>299.93</b>

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**Annexure 5**

**Share Capital**

(Amount in INR lakhs, unless otherwise stated)

**1. Statement of Share Capital**

Particulars	30-Sep-24	31-Mar-24	As at		
			31-Mar-23	30-Sep-22	31-Mar-22
<b>Authorised</b>					
Equity shares of Rs. 10/- each	1,500.00	1,100.00	1,100.00	-	-
<b>Issued , Subscribed and Fully paid up Capital</b>					
Equity Shares of Rs.10/- each	950.95	731.50	731.50	-	-
<b>Total</b>	<b>950.95</b>	<b>731.50</b>	<b>731.50</b>	<b>-</b>	<b>-</b>

**2. Reconciliation of Shares outstanding at the beginning and at the end of the Period**

Particulars	30-Sep-24	31-Mar-24	As at		
			31-Mar-23	30-Sep-22	31-Mar-22
At the beginning of the period	73,15,000	73,15,000	-	-	-
Shares Issued during the year	21,94,500	-	73,15,000	-	-
Redeemed or bought back during the Period	-	-	-	-	-
<b>Outstanding at the end of the Period</b>	<b>95,09,500</b>	<b>73,15,000</b>	<b>73,15,000</b>	<b>-</b>	<b>-</b>

**a. Details of Shareholders holding more than 5% shares in the company (In terms of No. of Shares Holding)**

Particulars	30-Sep-24	31-Mar-24	As at		
			31-Mar-23	30-Sep-22	31-Mar-22
<b>Name of Shareholders</b>	<b>No. of Shares</b>	<b>No. of Shares</b>	<b>No. of Shares</b>		
Hirachand Pukhraj Gulecha HUF	37,05,000	28,50,000	28,50,000	-	-
Niraj Hirachand Gulecha	28,28,150	21,75,500	21,75,500	-	-
Hirachand Pukhraj Gulecha	12,84,400	9,88,000	9,88,000	-	-
Khusbhu Niraj Gulecha	9,75,650	7,50,500	7,50,500	-	-
Meena Hirachand Gulecha	6,42,200	4,94,000	4,94,000	-	-
<b>Total</b>	<b>94,35,400</b>	<b>72,58,000</b>	<b>72,58,000</b>	<b>-</b>	<b>-</b>

**b. Details of Shareholders holding more than 5% shares in the company (In terms of % Holding)**

Particulars	30-Sep-24	31-Mar-24	As at		
			31-Mar-23	30-Sep-22	31-Mar-22
<b>Name of Shareholders</b>	<b>Holding</b>	<b>Holding</b>	<b>Holding</b>		
Hirachand Pukhraj Gulecha HUF	38.96%	38.96%	38.96%	-	-
Niraj Hirachand Gulecha	29.74%	29.74%	29.74%	-	-
Hirachand Pukhraj Gulecha	13.51%	13.51%	13.51%	-	-
Khusbhu Niraj Gulecha	10.26%	10.26%	10.26%	-	-
Meena Hirachand Gulecha	6.75%	6.75%	6.75%	-	-
<b>Total</b>	<b>99.22%</b>	<b>99.22%</b>	<b>99.22%</b>	<b>-</b>	<b>-</b>

c. (i) The company has issued 11,25,000 shares for consideration other than cash and issued 53,90,000 shares as bonus shares in the ratio of 14:5 for the year ended 31st March 2023.

(i) The company has issued issued 21,94,500 shares as bonus shares in the ratio of 3:10 for the period ended 30th September 2024.

**Annexure 6**

**Reserves And Surplus**

(Amount in INR lakhs, unless otherwise stated)

Particulars	30-Sep-24	31-Mar-24	As at		
			31-Mar-23	30-Sep-22	31-Mar-22
<b>A. Securities Premium Account</b>					
Opening Balance	23.50	23.50	-	-	-
Add : Securities premium credited on Share Issue	-	-	562.50	-	-
Less : on account of issue of bonus shares	(23.50)	-	(539.00)	-	-
<b>Closing Balance</b>	<b>-</b>	<b>23.50</b>	<b>23.50</b>	<b>-</b>	<b>-</b>
<b>B. Surplus</b>					
Opening Balance	225.01	76.84	-	-	-
Add: Net Profit for the year	249.83	148.17	76.84	-	-
Less : on account of issue of bonus shares	(195.95)	-	-	-	-
<b>Closing Balance</b>	<b>278.88</b>	<b>225.01</b>	<b>76.84</b>	<b>-</b>	<b>-</b>
<b>C. Capital Employed</b>					
Opening Balance	-	-	-	299.93	280.54
Add: Net Profit/(Loss) for the year	-	-	-	14.39	28.90
Addition/ Repayment of Capital	-	-	-	(20.47)	(9.51)
<b>Closing Balance</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>293.84</b>	<b>299.93</b>
<b>Total</b>	<b>278.88</b>	<b>248.51</b>	<b>100.34</b>	<b>293.84</b>	<b>299.93</b>

**Notes:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure 1, 2 and 3.

**Annexure 7****Long Term Borrowings****(Amount in INR lakhs, unless otherwise stated)**

Particulars	As at				
	30-Sep-24	31-Mar-24	31-Mar-23	30-Sep-22	31-Mar-22
A1. From Banks (secured)	-	-	-	-	-
HDFC Bank	16.72	-	2.42	3.64	4.64
<b>Total (A1+A2+A3)</b>	<b>16.72</b>	<b>-</b>	<b>2.42</b>	<b>3.64</b>	<b>4.64</b>
<b>B1. From Banks (Unsecured)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>B2. From Other Parties (Unsecured)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>277.25</b>
<b>B3. From Promoter Group</b>					
Loan from Directors and relatives	-	-	-	468.60	211.50
From Others	-	-	-	-	140.50
<b>Total (B1+B2+B3)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>468.60</b>	<b>629.25</b>
<b>Total</b>	<b>16.72</b>	<b>-</b>	<b>2.42</b>	<b>472.24</b>	<b>633.89</b>

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Annexure 7A and 9A

Statement of principal terms of loans and assets charged as security

(Amount in INR lakhs, unless otherwise stated)

Sr. No.	Lender	Nature of Facility	Date of Issue	Sanction Amount	Securities offered	Rate of Interest	Re-Payment Period	Outstanding amount (as per Books)				
								30-Sep-24	31-Mar-24	31-Mar-23	30-Sep-22	31-Mar-22

7 and 9 Long term and Short term borrowings:

Secured Loans

Car Term Loan:

1	HDFC Bank Ltd	Term Loan	12-05-2017	12.37	Motor Vehicle	8.75%	84 Months	-	0.39	2.60	3.64	4.64
2	HDFC Bank Ltd	Term Loan	30/09/2024	20.77	Motor Vehicle	9.35%	84 Months	20.77	-	-	-	-
	<b>Total</b>							<b>20.77</b>	<b>0.39</b>	<b>2.60</b>	<b>3.64</b>	<b>4.64</b>

Sr. No.	Lender	Nature of Facility	Date of Issue	Sanction Amount	Securities offered	Rate of Interest	Re-Payment Period	Outstanding amount (as per Books)				
								30-Sep-24	31-Mar-24	31-Mar-23	30-Sep-22	31-Mar-22

Secured Loan: Cash Credit

1	HDFC Bank Ltd	Cash Credit	29-11-2023	2,086.00	1. Primary Security :- Stock, Debtors, Personal Guarantee of Hirachand Gulecha and Niraj Gulecha 2. Collateral Security :- Residential Property Flat No. 904T, 9Th Floor A-Wing Vardhaman Heights, B Kadam Marg And A. G. Pawar Lane Mumbai - 400 027.	8.75%	12 Months	1,142.60	1,705.63	1,225.49	923.31	824.88
2	GECL Hdfe Bank Loan	Cash Credit	24-07-2020	167.86	1. Primary Security :- Stock, Debtors, Personal Guarantee of Hirachand Gulecha and Niraj Gulecha 2. Collateral Security :- Residential Property Flat No. 904T, 9Th Floor A-Wing Vardhaman Heights, B Kadam Marg And A. G. Pawar Lane Mumbai - 400 027.	8.25%	48 Months	-	-	-	107.45	134.05
3	GECL Hdfe Bank Loan	Cash Credit	11-04-2022	83.93	1. Primary Security :- Stock, Debtors, Personal Guarantee of Hirachand Gulecha and Niraj Gulecha 2. Collateral Security :- Residential Property Flat No. 904T, 9Th Floor A-Wing Vardhaman Heights, B Kadam Marg And A. G. Pawar Lane Mumbai - 400 027.	8.25%	60 Months	-	-	-	83.93	-
	<b>Total</b>							<b>1,142.60</b>	<b>1,705.63</b>	<b>1,225.49</b>	<b>1,114.69</b>	<b>958.93</b>

Unsecured Loans

From Diectors & Related parties:

Sr. No.	Lender	Nature of Facility	Date of Issue	Sanction Amount	Securities offered	Rate of Interest	Re-Payment Period	Outstanding amount (as per Books)				
								30-Sep-24	31-Mar-24	31-Mar-23	30-Sep-22	31-Mar-22
1	Ankita B Parlecha	Unsecured loan			Terms & conditions not stipulated	8.00%	Repayble on Demand		-	38.50	44.00	47.00
2	Harsha Kothari	Unsecured loan				8.00%	Repayble on Demand		-	48.50	16.10	20.00
3	Hirachand Gulecha	Unsecured loan				8.00%	Repayble on Demand		48.00	34.50	106.50	27.00
4	Khusbhu N Gulecha	Unsecured loan				8.00%	Repayble on Demand		49.00	12.00	85.00	20.50
5	Niraj Gulecha	Unsecured loan				8.00%	Repayble on Demand		57.50	9.50	181.00	41.50
6	Meena H Gulecha	Unsecured loan				8.00%	Repayble on Demand		-	21.50	36.00	6.50
7	Hirachand Gulecha HUF	Unsecured loan				8.00%	Repayble on Demand		-	12.00	-	-
8	Niraj Gulecha HUF	Unsecured loan				8.00%	Repayble on Demand		-	-	-	18.00
	<b>Total</b>									<b>154.50</b>	<b>176.50</b>	<b>468.60</b>

**Annexure 8**

**Deferred Tax Liabilities (Net)**

(Amount in INR lakhs, unless otherwise stated)

Particulars	30-Sep-24	31-Mar-24	As at		
			31-Mar-23	30-Sep-22	31-Mar-22
WDV as per Books	49.62	29.47	30.27	14.43	15.72
WDV as per IT	44.16	24.87	27.31	13.94	15.14
Other Difference	-	-	-	-	-
<b>Net deferred tax liability</b>	<b>5.46</b>	<b>4.60</b>	<b>2.96</b>	<b>0.49</b>	<b>0.58</b>
Opening Balance of DTL	1.15	0.74	-	0.15	-
Liability to be created for the year as per restated	1.36	1.15	0.74	-	0.15
<b>financial traf to P&amp;L a/c</b>	<b>(0.21)</b>	<b>(0.41)</b>	<b>(0.74)</b>	<b>0.15</b>	<b>(0.15)</b>
DTL as per revised calculation					

\*Note: Since Hirachand P Gulecha HUF (Hira Traders) is being merged with Divine Hira Jewellers Limited, DTL will not be created as of 30th September 2022.

**Deferred Tax Assets & Liabilities Summary**

(Amount in INR lakhs, unless otherwise stated)

Particulars	30-Sep-24	31-Mar-24	As at		
			31-Mar-23	30-Sep-22	31-Mar-22
Opening Balance of (DTA) / DTL	1.16	0.74	-	0.15	-
Add: Provision for the Year	0.21	0.41	0.74	(0.15)	0.15
<b>Closing Balance of (DTA) / DTL</b>	<b>1.36</b>	<b>1.16</b>	<b>0.74</b>	<b>-</b>	<b>0.15</b>

**Annexure 9**

**Short Term Borrowings**

(Amount in INR lakhs, unless otherwise stated)

Particulars	30-Sep-24	31-Mar-24	As at		
			31-Mar-23	30-Sep-22	31-Mar-22
<b>Secured Loan</b>					
-From Banks					
HDFC Bank	4.05	0.39	0.19	-	-
i) Cash Credit Limit	1,142.60	1,705.63	1,225.49	1,114.70	958.93
<b>Unsecured</b>					
(a) Loan from Directors and relatives	129.50	154.50	176.50	-	-
(b) Loans & Advances from Others	-	-	-	61.00	61.00
<b>Total</b>	<b>1,276.15</b>	<b>1,860.52</b>	<b>1,402.18</b>	<b>1,175.70</b>	<b>1,019.93</b>

**Annexure 10**

**Trade Payables**

(Amount in INR lakhs, unless otherwise stated)

Particulars	30-Sep-24	31-Mar-24	As at		
			31-Mar-23	30-Sep-22	31-Mar-22
(a) Total outstanding dues of Micro, Small and Medium Enterprise	-	-	-	-	-
(b) Others	197.57	-	14.74	26.09	5.29
<b>Total</b>	<b>197.57</b>	<b>-</b>	<b>14.74</b>	<b>26.09</b>	<b>5.29</b>

There are no amounts which are due to micro and small enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" that has been determined on the basis of information available with the Company. Further the Company has not incurred any interest on these outstanding dues.

The Trade payables ageing schedule for the period Sept 30, 2024 is as follows

Particulars	Not due for payment	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 year	2-3 year	More than 3 Year	
MSME	-	-	-	-	-	-
Others	-	197.57	-	-	-	197.57
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-

The Trade payables ageing schedule for the period March 31, 2024 is as follows

Particulars	Not due for payment	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 year	2-3 year	More than 3 Year	
MSME	-	-	-	-	-	-
Others	-	-	-	-	-	-
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-

The Trade payables ageing schedule for the period March 31, 2023 is as follows

Particulars	Not due for payment	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 year	2-3 year	More than 3 Year	
MSME	-	-	-	-	-	-
Others	-	14.74	-	-	-	14.74
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-

The Trade payables ageing schedule for the period 30 September, 2022 is as follows

Particulars	Not due for payment	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 year	2-3 year	More than 3 Year	
MSME	-	-	-	-	-	-
Others	-	26.09	-	-	-	26.09
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-

The Trade payables ageing schedule for the period March 31, 2022 is as follows

Particulars	Not due for payment	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 year	2-3 year	More than 3 Year	
MSME	-	-	-	-	-	-
Others	-	5.29	-	-	-	5.29
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-

Annexure 11

Other current liabilities

(Amount in INR lakhs, unless otherwise stated)

Particulars	As at				
	30-Sep-24	31-Mar-24	31-Mar-23	30-Sep-22	31-Mar-22
(i) Current maturities of Long Term Debt	-	-	-	-	-
(ii) Statutory dues					
(i) GST Payable	-	0.25	3.09	-	-
(ii) TDS Payable	3.08	4.40	1.06	5.19	8.25
(iii) Profession Tax Payable	0.10	0.02	0.01	-	-
(iii) Advance from Customers	34.06	-	43.00	-	-
(iv) Other Payables	2.93	-	-	-	0.93
<b>Total</b>	<b>40.17</b>	<b>4.67</b>	<b>47.16</b>	<b>5.19</b>	<b>9.18</b>

Annexure 12

Short Term Provisions

(Amount in INR lakhs, unless otherwise stated)

Particulars	As at				
	30-Sep-24	31-Mar-24	31-Mar-23	30-Sep-22	31-Mar-22
Provision for expense	8.23	1.40	1.18	-	-
Provision for Income Tax	84.10	49.42	25.26	14.79	9.57
<b>Total</b>	<b>92.33</b>	<b>50.82</b>	<b>26.44</b>	<b>14.79</b>	<b>9.57</b>

Annexure 13

Property, plant and equipment

(Amount in INR lakhs, unless otherwise stated)

Particulars	Plant & Machinery	Furniture & Fixtures	Motor Vehicles	Computer	Mobile Equipment	Total
<b>Gross Block : As at April 1, 2021</b>	<b>3.99</b>	<b>0.38</b>	<b>17.22</b>	<b>1.02</b>	-	<b>22.61</b>
Additions / (Deletion) during the year	5.22	-	1.09	0.47	-	6.78
<b>As At 31 March, 2022</b>	<b>9.21</b>	<b>0.38</b>	<b>18.31</b>	<b>1.49</b>	-	<b>29.39</b>
<b>Accumulated Dep : As at April 1, 2021</b>	<b>0.67</b>	<b>0.29</b>	<b>9.82</b>	<b>0.48</b>	-	<b>11.26</b>
Charge for the period	0.38	0.04	1.67	0.33	-	2.42
Additions / (Deletion)	-	-	-	-	-	-
<b>As At 31 March, 2022</b>	<b>1.05</b>	<b>0.33</b>	<b>11.49</b>	<b>0.81</b>	-	<b>13.68</b>
<b>Net Block : As At 31 March, 2022</b>	<b>8.16</b>	<b>0.05</b>	<b>6.82</b>	<b>0.68</b>	-	<b>15.71</b>
<b>Gross Block : As at April 1, 2022</b>	<b>9.21</b>	<b>0.38</b>	<b>18.31</b>	<b>1.49</b>	-	<b>29.39</b>
Additions / (Deletion) during the year	-	-	-	-	-	-
<b>As At 30th September 2022</b>	<b>9.21</b>	<b>0.38</b>	<b>18.31</b>	<b>1.49</b>	-	<b>29.39</b>
<b>Accumulated Dep : As at April 1, 2022</b>	<b>1.05</b>	<b>0.33</b>	<b>11.49</b>	<b>0.81</b>	-	<b>13.68</b>
Charge for the period	0.29	0.02	0.81	0.17	-	1.29
Additions / (Deletion)	-	-	-	-	-	-
<b>As At As At 30th September 2022</b>	<b>1.34</b>	<b>0.35</b>	<b>12.30</b>	<b>0.98</b>	-	<b>14.97</b>
<b>Net Block : As At 30th September 2022</b>	<b>7.87</b>	<b>0.03</b>	<b>6.01</b>	<b>0.51</b>	-	<b>14.42</b>
<b>Gross Block : As at 1st October, 2022</b>	-	-	-	-	-	-
Additions / (Deletion) during the year	18.93	2.65	7.43	2.11	-	31.12
<b>As At 31 March, 2023</b>	<b>18.93</b>	<b>2.65</b>	<b>7.43</b>	<b>2.11</b>	-	<b>31.12</b>
<b>Accumulated Dep : As at 1st October, 2022</b>						
Charge for the period	0.28	0.03	0.44	0.09	-	0.84
Additions / (Deletion)	-	-	-	-	-	-
<b>As At 31 March, 2023</b>	<b>0.28</b>	<b>0.03</b>	<b>0.44</b>	<b>0.09</b>	-	<b>0.84</b>
<b>Net Block : As At 31 March, 2023</b>	<b>18.65</b>	<b>2.62</b>	<b>6.99</b>	<b>2.02</b>	-	<b>30.28</b>
<b>Gross Block : As at April 1, 2023</b>	<b>18.93</b>	<b>2.65</b>	<b>7.43</b>	<b>2.11</b>	-	<b>31.12</b>
Additions / (Deletion) during the year	-	-	-	1.64	1.00	2.64
<b>As At 31 March, 2024</b>	<b>18.93</b>	<b>2.65</b>	<b>7.43</b>	<b>3.75</b>	<b>1.00</b>	<b>33.76</b>
<b>Accumulated Dep : As at April 1, 2023</b>	<b>0.28</b>	<b>0.03</b>	<b>0.44</b>	<b>0.09</b>	-	<b>0.84</b>
Charge for the period	1.20	0.25	0.88	1.05	0.06	3.44
Additions / (Deletion)	-	-	-	-	-	-
<b>As At 31 March, 2024</b>	<b>1.48</b>	<b>0.28</b>	<b>1.32</b>	<b>1.14</b>	<b>0.06</b>	<b>4.28</b>
<b>Net Block : As At 31 March, 2024</b>	<b>17.45</b>	<b>2.37</b>	<b>6.11</b>	<b>2.61</b>	<b>0.94</b>	<b>29.48</b>
<b>Gross Block : As at April 1, 2024</b>	<b>18.93</b>	<b>2.65</b>	<b>7.43</b>	<b>3.75</b>	<b>1.00</b>	<b>33.76</b>
Additions / (Deletion) during the year	-	-	21.20	0.27	0.64	22.11
<b>As At 30 September, 2024</b>	<b>18.93</b>	<b>2.65</b>	<b>28.63</b>	<b>4.02</b>	<b>1.64</b>	<b>55.87</b>
<b>Accumulated Dep : As at April 1, 2024</b>	<b>1.48</b>	<b>0.28</b>	<b>1.32</b>	<b>1.14</b>	<b>0.06</b>	<b>4.28</b>
Charge for the period	0.60	0.13	0.45	0.61	0.18	1.97
Additions / (Deletion)	-	-	-	-	-	-
<b>As At 30 September, 2024</b>	<b>2.08</b>	<b>0.41</b>	<b>1.77</b>	<b>1.75</b>	<b>0.24</b>	<b>6.25</b>
<b>Net Block : As At 30 September, 2024</b>	<b>16.85</b>	<b>2.24</b>	<b>26.86</b>	<b>2.27</b>	<b>1.40</b>	<b>49.62</b>

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**DIVINE HIRA JEWELLERS LIMITED**

CIN:U36999MH2022PLC387009

**Annexure 14**

**Inventories**

(Amount in INR lakhs, unless otherwise stated)

Particulars	30-Sep-24	31-Mar-24	As at		31-Mar-22
			30-Sep-22	31-Mar-22	
a. Finished Goods (Valued at Cost or NRV unless otherwise stated)	1,688.81	1,130.37	971.38	960.16	1,251.11
<b>Total</b>	<b>1,688.81</b>	<b>1,130.37</b>	<b>971.38</b>	<b>960.16</b>	<b>1,251.11</b>

**Annexure 15**

**Trade Receivables**

(Amount in INR lakhs, unless otherwise stated)

Particulars	30-Sep-24	31-Mar-24	As at		31-Mar-22
			30-Sep-22	31-Mar-22	
<b><u>(Unsecured and Considered Good)</u></b>					
<b><u>a. From related party</u></b>					
More than six months	-	-	-	-	-
Less than Six Months	-	-	-	-	-
<b><u>b. From others</u></b>					
More than six months	297.76	298.04	-	293.26	290.51
Less than Six Months	457.84	1,209.65	1,241.20	703.98	395.62
<b>Total</b>	<b>755.60</b>	<b>1,507.69</b>	<b>1,241.20</b>	<b>997.24</b>	<b>686.13</b>

**Notes:**

As per the view of the management of the company there is no doubtful debt and hence provision for doubtful debts have not been made.

**The trade receivables ageing schedule for the period Sept 30, 2024 is as follows**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 Month to 1 year	1-2 years	2-3 years	More than 3 Years	
(i) Undisputed trade receivables – considered good	457.84	-	37.32	-	-	495.16
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	260.44	-	-	260.44
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

**The trade receivables ageing schedule for the period March 31, 2024 is as follows**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 Month to 1 year	1-2 years	2-3 years	More than 3 Years	
(i) Undisputed trade receivables – considered good	1,209.65	-	37.60	-	-	1,247.25
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	260.44	-	-	260.44
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

**The trade receivables ageing schedule for the period March 31, 2023 is as follows**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 Month to 1 year	1-2 years	2-3 years	More than 3 Years	
(i) Undisputed trade receivables – considered good	980.76	-	-	-	-	980.76
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	260.44	-	-	-	-	260.44
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

The trade receivables ageing schedule for the period September 30, 2022 is as follows

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 Month to 1 year	1-2 years	2-3 years	More than 3 Years	
(i) Undisputed trade receivables – considered good	694.19	24.48	9.79	8.34	-	736.80
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	260.44	260.44
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

The trade receivables ageing schedule for the period March 31, 2022 is as follows

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 Month to 1 year	1-2 years	2-3 years	More than 3 Years	
(i) Undisputed trade receivables – considered good	395.62	11.94	-	9.79	8.34	425.69
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	260.44	260.44
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

**Annexure 16****Cash And Cash Equivalents****(Amount in INR lakhs, unless otherwise stated)**

Particulars	As at				
	30-Sep-24	31-Mar-24	31-Mar-23	30-Sep-22	31-Mar-22
Cash on hand	2.63	2.61	3.48	3.59	3.48
Balances with banks	0.31	0.53	1.02	-	0.80
<b>Other Bank Balance</b>					
Bank deposit	244.24	172.98	50.00	-	-
<b>Total</b>	<b>247.18</b>	<b>176.12</b>	<b>54.50</b>	<b>3.59</b>	<b>4.28</b>

**Annexure 17****Short Term Loans & Advances****(Amount in INR lakhs, unless otherwise stated)**

Particulars	As at				
	30-Sep-24	31-Mar-24	31-Mar-23	30-Sep-22	31-Mar-22
A. Loans and advances to related parties	-	-	-	11.91	-
B. Inter Corporate Deposits	-	-	-	-	-
C. Others (deposits)	-	-	-	0.50	0.54
- Advance to Staff	-	-	-	-	-
- Advance to vendors	14.15	-	-	-	-
- Advance to others	10.00	-	0.38	-	-
<b>Total A+B+C+D</b>	<b>24.15</b>	<b>-</b>	<b>0.38</b>	<b>12.41</b>	<b>0.54</b>

**Annexure 18****Other Current Assets****(Amount in INR lakhs, unless otherwise stated)**

Particulars	As at				
	30-Sep-24	31-Mar-24	31-Mar-23	30-Sep-22	31-Mar-22
Interest receivable	5.08	4.30	0.60	-	-
Others (deposits)	0.70	0.70	0.70	-	-
Balances with government authorities	82.99	48.52	26.48	0.03	20.18
<b>Total</b>	<b>88.77</b>	<b>53.52</b>	<b>27.78</b>	<b>0.03</b>	<b>20.18</b>

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**Annexure 19**

**Revenue From Operations**

(Amount in INR lakhs, unless otherwise stated)

Particulars	For the year ended	For the year ended	For the period ended		For the year ended
	30-Sep-24	31-Mar-24	1st October 2022 to 31st March 2023	1st April 2022 to 30th September 2022	31-Mar-22
Sales of Gold and silver ornaments	13,593.46	18,312.51	12,488.49	12,141.55	14,236.07
Labour charges Sales	4.23	13.10	6.09	8.45	4.10
<b>Total</b>	<b>13,597.69</b>	<b>18,325.61</b>	<b>12,494.58</b>	<b>12,150.00</b>	<b>14,240.17</b>

**Annexure 20**

**Other Income**

(Amount in INR lakhs, unless otherwise stated)

Particulars	For the year ended	For the year ended	For the period ended		For the year ended
	30-Sep-24	31-Mar-24	1st October 2022 to 31st March 2023	1st April 2022 to 30th September 2022	31-Mar-22
Other Income	-	-	-	-	0.23
Discount received	-	0.23	-	-	0.02
Interest Income	4.94	15.21	0.67	-	0.03
<b>Total</b>	<b>4.94</b>	<b>15.44</b>	<b>0.67</b>	<b>-</b>	<b>0.28</b>

**Annexure 21.1**

**Cost of Finished Goods Consumed**

(Amount in INR lakhs, unless otherwise stated)

Particulars	For the year ended	For the year ended	For the period ended		For the year ended
	30-Sep-24	31-Mar-24	1st October 2022 to 31st March 2023	1st April 2022 to 30th September 2022	31-Mar-22
Purchase of Raw Material	13,577.11	17,952.57	12,226.17	11,719.74	14,074.43
Add : Labour Charges	86.20	113.55	55.37	28.66	50.12
<b>Total</b>	<b>13,663.31</b>	<b>18,066.12</b>	<b>12,281.54</b>	<b>11,748.40</b>	<b>14,124.55</b>

**Annexure 21.2**

**Changes in inventories of finished goods work-in-progress and Stock-in-Trade**

(Amount in INR lakhs, unless otherwise stated)

Particulars	30-Sep-24	31-Mar-24	1st October 2022 to 31st March 2023	1st April 2022 to 30th September 2022	31-Mar-22
	Finished Goods	1,130.37	971.38	-	1,251.11
Add:- Addition due to Business Succession	-	-	960.16	-	-
Closing Stock of Finished Goods	(1,688.81)	(1,130.37)	(971.37)	(960.16)	(1,251.11)
<b>Total</b>	<b>(558.44)</b>	<b>(158.99)</b>	<b>(11.21)</b>	<b>290.95</b>	<b>(81.52)</b>

**Annexure 22**

**Employee Benefits Expenses**

(Amount in INR lakhs, unless otherwise stated)

Particulars	For the year ended	For the year ended	For the period ended		For the year ended
	30-Sep-24	31-Mar-24	1st October 2022 to 31st March 2023	1st April 2022 to 30th September 2022	31-Mar-22
(a) Salaries and Wages	21.14	36.19	23.22	7.70	15.21
(b) Contributions to Provident Fund & Other Fund	-	-	-	-	-
Gratuity Provision	-	-	-	-	-
(c) Staff welfare expenses	-	-	-	-	-
<b>Total</b>	<b>21.14</b>	<b>36.19</b>	<b>23.22</b>	<b>7.70</b>	<b>15.21</b>

**Annexure 23**

**Finance Cost**

(Amount in INR lakhs, unless otherwise stated)

Particulars	For the year ended	For the year ended	For the period ended		For the year ended
	30-Sep-24	31-Mar-24	1st October 2022 to 31st March 2023	1st April 2022 to 30th September 2022	31-Mar-22
(a) Interest expense :-					
(i) Borrowings	63.79	137.56	52.74	61.63	117.41
(ii) Interest on TDS	-	-	-	0.01	0.00
(b) Other borrowing costs	7.70	8.06	18.68	2.52	4.55
<b>Total</b>	<b>71.49</b>	<b>145.62</b>	<b>71.42</b>	<b>64.16</b>	<b>121.96</b>

**Annexure 24**

**Depreciation**

(Amount in INR lakhs, unless otherwise stated)

Particulars	For the year ended	For the year ended	For the period ended		For the year ended
	30-Sep-24	31-Mar-24	1st October 2022 to 31st March 2023	1st April 2022 to 30th September 2022	31-Mar-22
Depreciation Expense	1.96	3.44	0.84	1.29	2.42
<b>Total</b>	<b>1.96</b>	<b>3.44</b>	<b>0.84</b>	<b>1.29</b>	<b>2.42</b>

**Annexure 25**

**Other Expenses**

(Amount in INR lakhs, unless otherwise stated)

Particulars	For the year ended	For the year ended	For the period ended		For the year ended
	30-Sep-24	31-Mar-24	1st October 2022 to 31st March 2023	1st April 2022 to 30th September 2022	31-Mar-22
<b>Operating Expenses</b>					
<b>Selling &amp; Distribution Expenses</b>					
Business Promotion Expenses	0.38	1.72	-	-	0.18
Packing charges	-	1.12	-	-	-
Transport charges	-	1.66	-	-	-
Commision Expense	-	6.30	-	-	-
<b>Establishment Expenses</b>					
Insurance Expenses	0.83	1.26	0.76	1.10	0.84
Hallmark charges	1.62	8.56	1.68	0.56	1.28
Membership & Subscription charges	0.11	-	-	-	-
Printing & Stationery Expense	-	-	-	0.08	0.34
Rent	4.50	9.00	6.00	3.00	6.00
Repair & Maintenance Expense	-	0.20	0.46	-	0.40
Computer Expense and software expense	0.64	-	-	0.14	1.37
Stamp duty	-	-	11.82	-	-
Legal & Professional fees	12.38	6.64	1.86	5.70	4.94
Office Expense	0.73	1.21	-	2.83	3.47
Audit Fees	-	1.00	1.00	0.25	0.25
Telephone Expense	0.27	0.55	0.24	0.25	0.33
Rates and taxes	43.67	0.79	0.13	-	-
Travelling and conveyance Expenses	0.64	3.49	0.57	-	-
Electricity Expense	0.74	0.55	0.35	0.24	0.36
Directors Sitting Fees	0.30	0.50	-	-	-
Miscellaneous Expenses	2.23	6.12	1.73	3.90	0.04
<b>Total</b>	<b>69.04</b>	<b>50.67</b>	<b>26.60</b>	<b>18.05</b>	<b>19.82</b>

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Annexure 26

Summary of Accounting Ratios

(Amount in INR lakhs, unless otherwise stated)

Ratio	As at				
	30-Sep-24	31-Mar-24	31-Mar-23	30-Sep-22	31-Mar-22
Restated PAT as per statement of profit and loss (A)	249.83	148.17	76.84	14.39	28.90
Number of equity shares at the end of the year (B)	95,09,500	73,15,000	73,15,000	29,38,442	29,99,331
Weighted average number of equity shares outstanding during the year/period (C) (Pre Bonus)	95,09,500	73,15,000	23,39,000	29,38,442	29,99,331
Weighted average number of equity shares outstanding during the year/period (D) (Post Bonus)	95,09,500	95,09,500	95,09,500	51,32,942	29,99,331
<b>Net Worth, as Restated (E)</b>	<b>1,229.83</b>	<b>980.01</b>	<b>831.84</b>	<b>293.84</b>	<b>299.93</b>
Current assets (F)	2,804.51	2,867.70	2,295.24	1,973.43	1,962.24
Current liabilities (G)	1,606.22	1,916.01	1,490.52	1,221.77	1,043.98
Basic earning per share (INR) (A/C) (Pre Bonus)	2.63	2.03	3.29	0.49	0.96
Diluted earning per share (INR) (A/D) (Pre Bonus)	2.63	2.03	3.29	0.49	0.96
Basic earning per share (INR) (A/D) (Post Bonus)	2.63	1.56	0.81	0.28	0.96
Diluted earning per share (INR) (A/D) (Post Bonus)	2.63	1.56	0.81	0.28	0.96
Return on net worth (%) (A/E)	20.31%	15.12%	9.24%	4.90%	9.64%
Net asset value per share - (E/C) (Face value of Rs. 10 each) (Pre Bonus)	12.93	13.40	11.37	10.00	10.00
Net asset value per share - (E/D) (Face value of Rs. 10 each) (Post Bonus)	12.93	10.31	8.75	5.72	10.00
Current ratio (E/G)	1.75	1.50	1.54	1.62	1.88

1) The ratios have been computed as below:

(a) Basic earnings per share (Rs.): Net profit after tax, as restated for calculating basic EPS/ Weighted average number of equity shares outstanding at the end of the period or year

(b) Diluted earnings per share (Rs.): Net profit after tax, as restated for calculating diluted EPS/ Weighted average number of equity shares outstanding at the end of the period or year

(c) Return on net worth (%): Net profit after tax, as restated / Net worth at the end of the period or year

(d) Net assets value per share (Rs.) -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year

(e) Net worth has been calculated as sum of Equity Share Capital and Reserves and surplus (comprising of Securities Premium, and Surplus of Profit and Loss Account)

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**Annexure 27**

**Related Parties Transactions**

(Amount in INR lakhs, unless otherwise stated)

**i) List of related parties and description of relationship:**

Key managerial personnel (KMP)	Name of the related party	Relationship
	Niraj Hirachand Gulecha	Director
	Khushbu Niraj Gulecha	Director
	Hirachand Pukhraj Gulecha	Director
	Hirachand P Gulecha HUF	Significant influence of Director
	Niraj Gulecha HUF	Significant influence of Director
	Meena Hirachand Gulecha	Relative of the Director
	Ankita Bhavik Palrecha	Relative of the Director
	Harsha Rahul Kothari	Relative of the Director

**ii) List of related parties with whom transaction were carried out during the years.**

Name of the Party	Nature of Relation	Nature of Transaction	As at 30-9-2024	As at 31-3-2024	As at 31-03-2023	As at 30-09-2022	As at 31-03-2022
Niraj Hirachand Gulecha	Director	Interest paid to KMP	2.68	3.03	1.54	2.61	11.09
Ankita Bhavik Palrecha	Relative of the Director	Interest paid to KMP	-	4.05	1.95	1.84	6.00
Harsha Rahul Kothari	Relative of the Director	Interest paid to KMP	-	4.98	2.39	0.74	5.36
Hirachand Gulecha	Director	Interest paid to KMP	1.99	4.14	1.48	-	-
Niraj Gulecha HUF	Significant influence by the Director	Interest paid to KMP	-	-	-	0.72	1.20
Hirachand Gulecha HUF	Significant influence by the Director	Interest paid to KMP	-	2.21	0.65	-	-
Khushbu Niraj Gulecha	Director	Interest paid to KMP	1.81	2.15	0.52	1.56	3.63
Meena Hirachand Gulecha	Relative of the Director	Interest paid to KMP	-	3.57	0.97	-	-
Meena Hirachand Gulecha	Director	Rent paid to KMP	4.50	9.00	6.00	3.00	3.00
Niraj Hirachand Gulecha	Director	Remuneration paid to KMP	7.20	10.80	5.40	1.44	11.09
Harsha Rahul Kothari	Relative of the Director	Remuneration paid to KMP	2.40	3.60	2.40	1.44	5.36
Khushbu Niraj Gulecha	Director	Commission Paid	-	6.30	-	-	-
Khushbu Niraj Gulecha	Director	Remuneration paid to KMP	-	2.10	4.20	-	-
Hirachand Gulecha	Director	Remuneration paid to KMP	7.20	10.80	5.40	-	-
Ankita Bhavik Palrecha	Relative of the Director	Outstanding balance of Unsecured Loan	-	-	38.50	44.00	47.00
Harsha Rahul Kothari	Relative of the Director	Outstanding balance of Unsecured Loan	-	-	48.50	16.10	20.00
Hirachand Gulecha	Director	Outstanding balance of Unsecured Loan	45.00	48.00	34.50	106.50	27.00
Khushbu Niraj Gulecha	Director	Outstanding balance of Unsecured Loan	-	49.00	12.00	85.00	20.50
Niraj Hirachand Gulecha	Director	Outstanding balance of Unsecured Loan	84.50	57.50	9.50	181.00	41.50
Meena Hirachand Gulecha	Relative of the Director	Outstanding balance of Unsecured Loan	-	-	21.50	36.00	6.50
Hirachand Gulecha HUF	Significant influence by the Director	Outstanding balance of Unsecured Loan	-	-	12.00	-	-
Niraj Gulecha HUF	Significant influence by the Director	Outstanding balance of Unsecured Loan	-	-	-	-	18.00

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Annexure 28

Capitalization Statement

(Amount in INR lakhs, unless otherwise stated)

Particulars	30-Sep-24	31-Mar-24	As at		31-Mar-22
			31-Mar-23	30-Sep-22	
<b>Borrowings:</b>					
Short-term Debt (A)	1,276.15	1,860.52	1,402.18	1,175.70	1,019.93
Long-term Debt (B)	16.72	-	2.42	472.24	633.89
<b>Total debts (C)</b>	<b>1,292.87</b>	<b>1,860.52</b>	<b>1,404.60</b>	<b>1,647.94</b>	<b>1,653.82</b>
<b>Shareholders' funds</b>					
Share capital	950.95	731.50	731.50	-	-
Capital employed	-	-	-	293.84	299.93
Reserve and surplus	278.88	248.51	100.34	-	-
<b>Total shareholders' funds (D)</b>	<b>1,229.83</b>	<b>980.01</b>	<b>831.84</b>	<b>293.84</b>	<b>299.93</b>
<b>Long term debt/ shareholders' funds (B/D)</b>	<b>0.01</b>	<b>-</b>	<b>0.00</b>	<b>1.61</b>	<b>2.11</b>
<b>Total debt/ shareholders' funds (C/D)</b>	<b>1.05</b>	<b>1.90</b>	<b>1.69</b>	<b>5.61</b>	<b>5.51</b>

Annexure 29

Statement of Tax Shelters

(Amount in INR lakhs, unless otherwise stated)

Particulars	30-Sep-24	31-Mar-24	As at		31-Mar-22
			31-Mar-23	30-Sep-22	
Profit before tax, as restated (A)	334.13	198.00	102.84	19.45	38.01
Tax Rate Income tax (%)	25.17	25.17	25.17	25.17	25.17
Tax at notional rate on profits	84.10	49.84	25.88	4.90	9.57
<b>Adjustments :</b>					
<b>Permanent Differences</b>					
Expenses disallowed under Income Tax Act,1961	0.00	-	-	-	-
<b>Total permanent differences(B)</b>	<b>0.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Income considered separately (C.)	(4.94)	(15.21)	-	-	-
<b>Total Income considered separately (C.)</b>	<b>(4.94)</b>	<b>(15.21)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Timing differences</b>					
Difference between tax depreciation and Books Depreciation	0.00	(1.64)	(2.89)	1.29	0.03
<b>Total timing differences (D)</b>	<b>0.00</b>	<b>(1.64)</b>	<b>(2.89)</b>	<b>1.29</b>	<b>0.03</b>
<b>Net adjustments E = (B+C+D)</b>	<b>(4.94)</b>	<b>(16.85)</b>	<b>(2.89)</b>	<b>1.29</b>	<b>0.03</b>
<b>Tax expense/ (saving) thereon Tax expense / (saving) thereon</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Income from other sources (F)</b>	<b>4.94</b>	<b>15.21</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Brought Forward Loss Set Off (G)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Investment allowance U/s 32AC	-	-	-	-	-
Losses Of Current Year Adjusted	-	-	-	-	-
<b>Taxable income/(loss) (A+E+F-G)</b>	<b>334.13</b>	<b>196.36</b>	<b>99.95</b>	<b>20.74</b>	<b>38.04</b>
Preliminary Exp	-	-	-	-	-
<b>Taxable income/(loss)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Deduction u/s 80IE</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Taxable Income</b>	<b>334.13</b>	<b>196.36</b>	<b>99.95</b>	<b>20.74</b>	<b>38.04</b>
<b>Tax as per Normal Provision</b>	<b>84.10</b>	<b>49.42</b>	<b>25.26</b>	<b>5.21</b>	<b>9.57</b>
Deferred Tax (Annexure 8)	0.21	0.41	0.74	(0.15)	0.15
<b>Tota Tax Expense</b>	<b>84.31</b>	<b>49.83</b>	<b>25.99</b>	<b>5.06</b>	<b>9.72</b>

Notes:

1. The aforesaid statement of tax shelters has been prepared as per the restated summary statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax return respective years stated above.

2. The effect of Tax Shelter i.e. short/excess provision for Income Tax has not been given effect in Annexure 2 - Restated Statement of Profit and Loss account. Provision for Income Tax given in Annexure 2 is based on the Income Tax Return/Audited Financial Statement only.

3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures 1,2, 3 and 4.

Annexure 30

Statement of other Financial Ratios

(Amount in INR lakhs, unless otherwise stated)

Particulars	As at				
	30-Sep-24	31-Mar-24	31-Mar-23	30-Sep-22	31-Mar-22
Current ratio (No of Times)	1.75	1.50	1.54	1.62	1.88
Debt equity ratio (No of times)	1.04	1.90	1.69	4.00	3.40
Debt service coverage ratio (No of times)	0.24	0.15	0.10	0.06	0.13
Return on equity ratio (%)	22.61%	16.36%	13.65%	4.85%	9.38%
Inventory turnover ratio (No of times)	9.65	17.44	12.94	10.99	11.77
Trade receivable turnover ratio (No of times)	12.02	13.33	11.16	14.44	20.65
Trade payable turnover ratio (No of times)	137.44	2,435.34	598.86	746.91	5,317.21
Net capital turnover ratio (No of times)	3.16	5.22	4.01	3.64	3.79
Net profit ratio (%)	1.84%	0.81%	0.61%	0.12%	0.20%
Return on capital employed (%)	15.13%	13.54%	8.34%	4.29%	8.18%
Return on investment/total assets (%)	8.75%	5.11%	3.30%	0.72%	1.43%

Details of numerator and denominator for the above ratio are as under

- (1) Current Ratio = Current Assets / Current Liabilities.
- (2) Debt- equity ratio = Total debt / Shareholders' equity.
- (3) Debt service coverage ratio = (Net Profit After Tax+ Depreciation+Interest)/(Principal + Interest).
- (4) Return on equity ratio = Net profit after taxes / Avg Shareholder's Equity.
- (5) Inventory turnover ratio = Revenue from operation /Average inventory.
- (6) Trade receivables turnover ratio = Revenue from Operations /Average trade receivables.
- (7) Trade payables turnover ratio = Purchase/Average trade payables.
- (8) Net Capital turnover ratio = Net sales/Average working capital.
- (9) Net profit ratio = Net profit after taxes/Total Revenue.
- (10) Return on capital employed = Earnings before interest and taxes/Capital employed.
- (11) Return on investment/Total Assets = PAT/Total Assets. Shares have been not been considered.

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**Annexure 31**

**Statement of Key Performance Indicators**

(Amount in INR lakhs, unless otherwise stated)

Particulars	As at				
	30-Sep-24	31-Mar-24	31-Mar-23	30-Sep-22	31-Mar-22
Revenue from Operations	13,597.69	18,325.61	12,494.58	12,150.00	14,240.17
Total Income	13,602.63	18,341.05	12,495.25	12,150.00	14,240.45
Gross Profit (1)	492.82	418.49	224.26	110.65	197.14
Gross Margin (2)	3.62%	2.28%	1.79%	0.91%	1.38%
EBITDA (3)	402.64	331.61	174.43	84.90	162.10
EBITDA Margin (4)	2.96%	1.81%	1.40%	0.70%	1.14%
Profit After Tax for the Year ("PAT") (5)	249.83	148.17	76.84	14.39	28.90
PAT Margin (6)	1.84%	0.81%	0.62%	0.12%	0.20%
ROE (7)*	22.61%	16.36%	13.65%	4.85%	9.38%
ROCE (8) *	15.13%	13.54%	8.34%	4.29%	8.18%
Net Debt/ EBITDA (9)	2.60	5.08	7.74	19.37	10.18

Details of numerator and denominator for the above ratio are as under

(1) Gross Profit is calculated as Revenue from Operations less Cost of material consumed.

(2) Gross Margin is calculated as Gross Profit divided by Revenue from Operations.

(3) EBITDA is calculated as restated profit before tax plus finance costs, depreciation and amortisation expense less other income.

(4) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.

(5) Profit after tax for the year means the profit for the year as appearing in the Restated Financial Information.

(6) PAT Margin is calculated as restated profit for the year divided by Revenue from Operations.

(7) Return on Equity (%) is calculated as restated profit for the year divided by average total equity.

(8) Return on Capital Employed (%) is calculated as EBIT divided by Capital Employed.

(9) Net Debt/EBITDA, Net debt is Total Borrowings less Cash and bank balances.

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## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

*The following discussion is intended to convey management's perspective on our financial condition and results of operations for the period ended on September 30, 2024, and for the financial years ended March 31, 2024, 2023, and 2022. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled "Financial Statements" and the chapter titled "Financial Information" on page no. 164 of this Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page no. 23 of this Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer to the chapter titled "Forward-Looking Statements" on page no. 16 of this Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.*

*In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Divine Hira Jewellers Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Information for the period ended on September 30, 2024 and for the financial years ended March 31, 2024, 2023 and 2022 included in this Prospectus beginning on page 164 of this Prospectus.*

### BUSINESS OVERVIEW

Our Company, Divine Hira Jewellers Limited, is engaged in the business of designing and marketing of gold jewellery. We mainly deal in 22 Karat gold jewellery, offering a wide variety of designs to suit preferences of the end customer. We have the ability to create localised product design mixes to suit various regional tastes. We cater to our customers' unique preferences, through our understanding of the local and regional market. We provide an extensive range of designs. We are engaged in wholesale of gold jewellery, silver articles, bullions and coins at Mumbai, Maharashtra. Recently we have also curating and offering exquisite antique gold jewelry that transcends time, bringing the charm of historical artistry into the modern era. Currently, we cater to a large number of wholesalers, showrooms and retailers who buy our products in bulk quantities.

We procure the required gold from bullion dealers and importers. Recently we are in the process to start importing gold directly. We do not have our own manufacturing facility and we outsource the work of making jewellery and ornaments to various artisans with whom we have developed relationships. We offer a large variety of handcrafted jewellery, which are designed by our in-house designers in close collaboration with skilled local craftsman located across the country. Due to our diversity of clients and the varied regions each of our clients cater to, we have developed an ability to design our jewellery products as per latest trends, fashion and demographic preference of the end customers. We offer a wide range of products from gold jewellery for special occasions such as weddings and festivals to daily wear jewellery for all ages, genders and across various price points. We cater to a variety of customers across mid-market and value market segments and our products are designed by our in-house team of creative designers and also certain freelance designers, allowing us to manage a large and diverse portfolio of designs.

We primarily sell gold jewelry and our product range includes machine made, handmade & plain gold jewelry like necklace, mangalsutra, chains, malas, rings, pendants, bracelets, bangles, kada, coins and other wedding jewellery. The designing and job work of our products is done either in house or by third parties on job work basis. Our primary focus has been on purity and commitment.

The Founder of our Company, Hirachand Gulecha, had started his journey in the silver business in 1984. In the year 1997 he started a proprietorship firm "Hira Traders" and gradually entered the gold jewelry segment". He has been

actively involved in the business of Jewellery since 1984 and with a vision to expand his business further, he, along with his family, incorporated a Company, “Divine Hira Jewellers Limited” as a public limited company under the provisions of Companies Act, 2013 vide Certificate of Incorporation dated July 19, 2022 bearing CIN U36999MH2022PLC387009 issued by the ROC, Mumbai, Maharashtra. Vide a Business Succession Agreement dated September 13, 2022, our Company acquired the entire assets, liabilities and business of Hira Traders with effect from the closing of September 30, 2022.

Our Company runs its operation from Zaveri Bazar, Mumbai, a market known for bullion and Jewellery and is operating from the same Registered office since incorporation. Our Promoters Hirachand Gulecha and Niraj Gulecha have around 30 years and 10 years of experience respectively in Gold and Jewellery industry and with their business notions, knowledge and management skills, we have served our customers.

A break up of our product-wise revenue from operations generated by our Company during the preceding three financials years and the six month period ended September 30, 2024 has been provided below:

Products	Six month period ended September 30, 2024		Fiscal					
	Revenue earned in (₹ in lakhs)	% of total revenue	2024		2023		2022	
			Revenue earned in (₹ in lakhs)	% of total revenue	Revenue earned in (₹ in lakhs)	% of total revenue	Revenue earned in (₹ in lakhs)	% of total revenue
Gold and gold products	13,519.68	99.43%	17,616.56	96.13%	23,441.41	95.12%	12,086.41	84.88%
Silver and silver products	73.77	0.54%	695.95	3.80%	1,188.62	4.82%	2,149.65	15.10%
Labour charges sales	4.24	0.03%	13.10	0.07%	14.55	0.06%	4.10	0.03%
<b>Total</b>	<b>13,597.69</b>	<b>100.00%</b>	<b>18,325.61</b>	<b>100.00%</b>	<b>24,644.59</b>	<b>100.00%</b>	<b>14,240.17</b>	<b>100.00%</b>

## FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “Risk Factor” beginning on page 23 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Substantial portion of our revenues are dependent on few customers and the loss of, or a significant reduction in purchases by any one or more such customers could adversely affect our financial performance
- Our dependence on few suppliers puts us at risk of interruptions in the availability of raw materials, which could adversely affect our business, financial condition and results of operations. Further, we have not entered into any long-term agreements with our suppliers for raw materials and accordingly may not be able to enjoy credit and other facilities provided by our existing suppliers.
- We may be unable to obtain, renew or maintain statutory and regulatory permits, licenses and approvals required to operate our business which could result in an adverse effect on our results of operations. We require certain statutory and regulatory permits, licenses and approvals for our business.
- The non-availability or high cost of quality gold bullion and coloured stones may have an adverse effect on our business, results of operations and financial condition.
- Our income and sales are subject to seasonal fluctuations and lower income in a peak season may have a disproportionate effect on our results of operations.

## DISCUSSION ON RESULT OF OPERATION

### *Our Significant Accounting Policies*

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled “Restated

Financial Information” beginning on page no. 164 of this Prospectus.

### Overview of Revenue & Expenditure

Our revenue and expenses are reported in the following manner:

#### Revenues

##### ◆ Revenue of operations

Our Company’s revenue is primarily derived from sale of gold products and few silver items.

##### ◆ Other Income

Our other income mainly consists of Interest income from fixed deposits.

(₹ In Lakhs)

Particulars	For the period ended			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Income</b>				
Revenue from Operations	13,597.69	18,325.61	24,644.59	14,240.17
% of total revenue	99.96%	99.92%	100.00%	100.00%
Other income	4.94	15.44	0.67	0.28
% of total revenue	0.04%	0.08%	0.00%	0.00%
<b>Total Revenue</b>	<b>13,602.63</b>	<b>18,341.05</b>	<b>24,645.25</b>	<b>14,240.45</b>

#### Expenditure

Our total expenditure primarily consists of cost of material consumed, Changes in inventories of finished goods, Employee Benefit Expenses, Depreciation and amortization Expenses, Finance Costs, and Other Expenses.

##### ◆ Employment Benefit Expenses

It includes salaries and wages including bonus and allowances.

##### ◆ Cost of materials Consumed

This relates to the cost of raw material purchased and labour charges incurred relating to it. Our major raw material is gold.

##### ◆ Changes in Inventories of finished goods

This relates to the change in inventory of finished goods.

##### ◆ Other Expenses

It includes Hall mark Charges, Rent, Professional Fees, Repair & Maintenance, Mobile Bill, Printing & Stationery, Audit Fees and Other Audit Expenses, Insurance, Rent, Rates & Taxes, General Expense, and other expenses.

##### ◆ Finance Costs

Our finance costs mainly include processing charges and interest on working capital and Unsecured Loans.

◆ Depreciation

Depreciation includes depreciation and amortization.

**RESULTS OF OUR OPERATION**

(₹ In Lakhs)

Particulars	31-Mar-24	31-Mar-23	31-Mar-22
<b>Incomes:</b>			
Revenue from Operations	18,325.61	24,644.59	14,240.17
% of total revenue	99.92%	100.00%	100.00%
% Increase/(Decrease)	(25.64%)	73.06%	-
Other income	15.44	0.67	0.28
% of total revenue	0.08%	0.00%	0.00%
% Increase/(Decrease)	2209.49%	137.24%	-
<b>Total Revenue</b>	<b>18,341.05</b>	<b>24,645.25</b>	<b>14,240.45</b>
% Increase/(Decrease)	(25.58%)	73.07%	-
<b>Expenses:</b>			
Cost of raw material consumed	18,066.12	24,029.94	14,124.55
% of total revenue	98.50%	97.50%	99.19%
% Increase/(Decrease)	(24.82%)	70.13%	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	(158.99)	279.74	(81.52)
% of total revenue	(0.87%)	1.14%	(0.57%)
% Increase/(Decrease)	(156.84%)	443.17%	-
Employee Benefit expenses	36.19	30.92	15.21
% of total revenue	0.20%	0.13%	0.11%
% Increase/(Decrease)	17.06%	103.27%	-
Other expenses	50.67	44.65	19.81
% of total revenue	0.28%	0.18%	0.14%
% Increase/(Decrease)	13.49%	125.44%	-
<b>Total Expense</b>	<b>17,993.99</b>	<b>24,385.24</b>	<b>14,078.05</b>
% of total revenue	98.11%	98.94%	98.86%
% Increase/(Decrease)	(26.21%)	73.21%	-
<b>Profit before Interest, Depreciation and Tax</b>	<b>347.06</b>	<b>260.01</b>	<b>162.41</b>
% of total revenue	1.89%	1.05%	1.14%
Depreciation and amortization Expenses	3.44	2.14	2.42
% of total revenue	0.02%	0.01%	0.02%
% Increase/(Decrease)	60.77%	-11.72%	-
<b>Profit before Interest and Tax</b>	<b>343.63</b>	<b>257.87</b>	<b>159.98</b>

% of total revenue	1.87%	1.05%	1.12%
Financial Charges	145.62	135.58	121.96
% of total revenue	0.79%	0.55%	0.86%
% Increase/(Decrease)	7.41%	11.17%	-
<b>Profit before Tax and Extraordinary Expenses</b>	<b>198.01</b>	<b>122.30</b>	<b>38.03</b>
% of total revenue	1.08%	0.50%	0.27%
Extraordinary Expenses	-	-	-
% of total revenue	-	-	-
% Increase/(Decrease)	-	-	-
<b>Restated Profit/(Loss) before tax</b>	<b>198.01</b>	<b>122.30</b>	<b>38.03</b>
% of total revenue	1.08%	0.50%	0.27%
% Increase/(Decrease)	61.91%	221.60%	-
<b>Tax expenses/(income)</b>			
Current Tax	49.42	30.47	9.58
Deferred Tax	0.41	0.60	0.15
<b>Total tax expenses</b>	<b>49.84</b>	<b>31.07</b>	<b>9.72</b>
% of total revenue	0.27%	0.13%	0.07%
<b>Restated profit/(loss) after Tax</b>	<b>148.17</b>	<b>91.23</b>	<b>28.30</b>
% of total revenue	0.81%	0.37%	0.20%
% Increase/(Decrease)	62.41%	222.33%	-

## REVIEW OF OPERATIONS FOR THE PERIOD ENDED SEPTEMBER 30, 2024

### Income from Operations

Our revenue from operations for the six month period ended September 30, 2024 was ₹ 13,597.69 Lakhs which was about 99.96% of the total revenue and which comprises of revenue from sale of Gold & Silver Ornaments and labour charges received.

### Other Income

Our other income for the six month period ended September 30, 2024 was ₹ 4.94 Lakhs which was about 0.04% of the total revenue and which mainly includes interest on fixed deposits.

### Expenditure

#### Cost of Material Consumed

The cost of material consumed for the six month period ended September 30, 2024 were ₹ 13,663.31 Lakhs. The primary raw material purchased by the company is gold.

#### Changes in inventories of finished goods, and stock-in-trade

The changes in inventories of finished goods, and stock-in-trade for the six month period ended September 30, 2024 was ₹ (558.44) Lakhs.

#### Employee Benefits expenses

The employee benefits expenses for the six month period ended September 30, 2024 were ₹ 21.14 Lakhs which was about 0.16% of the total revenue and which includes salaries, wages and staff welfare expenses.

#### **Other Expenses**

Other Expenses for the six month period ended September 30, 2024 were ₹ 69.04 Lakhs which was about 0.51% of the total revenue and which includes Profession Fees, Vehicle Repair & Maintenance, Hall Mark Charges, Mobile Bill, Printing & Stationery, Audit Fees and Other Audit Expenses, Insurance, Rent, Rates & Taxes, Licenses, Legal & Professional Fees, General Expense, Travelling Expenses and other expenses.

#### **Profit before Interest, Depreciation and Tax**

Our Profit before Interest, Depreciation and Tax for the six month period ended September 30, 2024 were ₹ 407.58 Lakhs.

#### **Financial Costs**

Financial costs for the six month period ended September 30, 2024 were ₹ 71.49 Lakhs which was about 0.53% of the total revenue and which consists of interest and other finance charges.

#### **Depreciation**

Depreciation for the six month period ended September 30, 2024 were ₹ 1.96 Lakhs which was about 0.02 % of the total revenue and which consists of depreciation and amortization expenses.

#### **Profit after Tax**

PAT for the six month period ended September 30, 2024 was ₹249.83 Lakhs which was about 1.84 % of the total revenue.

### **REVIEW OF OPERATIONS FOR THE PERIOD ENDED MARCH 31, 2024**

#### **Income from Operations**

Our revenue from operations for the period ended March 31, 2024 was ₹ 18,325.61 Lakhs which was about 99.92% of the total revenue and which comprises of revenue from sale of Gold & Silver Ornaments labour charges received.

#### **Other Income**

Our other income for the period ended March 31, 2024 was ₹ 15.44 Lakhs which was about 0.08% of the total revenue and which mainly includes interest on fixed deposits.

#### **Expenditure**

##### **Cost of Material Consumed**

The cost of material consumed for the period ended March 31, 2024 were ₹ 18,066.12 Lakhs which has about 98.50% of the total revenue. The primary raw material purchased by the company is gold.

##### **Changes in inventories of finished goods, and stock-in-trade**

The changes in inventories of finished goods, and stock-in-trade for the period ended March 31, 2024 was ₹ (158.99) Lakhs which was about (0.87%) of total revenue.

### **Employee Benefits expenses**

The employee benefits expenses for the period March 31, 2024 were ₹ 36.19 Lakhs which was about 0.20% of the total revenue and which includes salaries, wages and staff welfare expenses.

### **Other Expenses**

Other Expenses for the period ended March 31, 2024 were ₹ 50.67 Lakhs which was about 0.28% of the total revenue and which includes Profession Fees, Vehicle Repair & Maintenance, Hall Mark Charges, Mobile Bill, Printing & Stationery, Audit Fees and Other Audit Expenses, Insurance, Rent, Rates & Taxes, Licenses, Legal & Professional Fees, General Expense, Travelling Expenses and other expenses.

### **Profit before Interest, Depreciation and Tax**

Our Profit before Interest, Depreciation and Tax for the period ended March 31, 2024 were ₹ 347.05 Lakhs.

### **Financial Costs**

Financial costs for the period ended March 31, 2024 were ₹ 145.62 Lakhs which was about 0.79 % of the total revenue and which consists of interest and other finance charges.

### **Depreciation**

Depreciation for the period ended March 31, 2024 were ₹ 3.44 Lakhs which was about 0.02 % of the total revenue and which consists of depreciation and amortization expenses.

### **Profit after Tax**

PAT for the period ended March 31, 2024 was ₹148.17 Lakhs which was about 0.81 % of the total revenue.

## **REVIEW OF OPERATIONS FOR THE PERIOD ENDED MARCH 31, 2023**

### **Income from Operations**

Our revenue from operations for the fiscal year ended March 31, 2023 was ₹ 24,644.59 Lakhs which was about 99.997 % of the total revenue and which comprises of revenue from sale of Gold & Silver Ornaments & labour charges received.

### **Other Income**

Our other income for the fiscal year ended March 31, 2023 was ₹ 0.67 Lakhs which was about 0.003 % of the total revenue and which mainly includes interest income.

### **Expenditure**

#### **Cost of Materials Consumed**

The cost of materials consumed for the year ended March 31, 2023 were ₹ 24,029.94 Lakhs which has about 97.50% of the total revenue. The primary raw material purchased by the company is gold.

#### **Changes in inventories of finished goods, and stock-in-trade**

The changes in inventories of finished goods, and stock-in-trade for the year ended March 31, 2023 was ₹ 279.74

Lakhs which was about 1.14% of total revenue.

### **Employee Benefits expenses**

The employee benefits expenses for the fiscal year ended March 31, 2023 were ₹ 30.92 Lakhs which was about 0.13% of the total revenue and which includes salaries, wages and staff welfare expenses.

### **Other Expenses**

Other Expenses for the fiscal year ended March 31, 2023 were ₹44.65Lakhs which was about 0.18% of the total revenue and which includes Profession Fees, Vehicle Repair & Maintenance, Hall Mark Charges, Mobile Bill, Printing & Stationery, Audit Fees and Other Audit Expenses, Insurance, Rent, Rates & Taxes, Licenses, Legal & Professional Fees, General Expense, Travelling Expenses and other expenses.

### **Profit before Interest, Depreciation and Tax**

Our Profit before Interest, Depreciation and Tax for the fiscal year ended March 31, 2023 were ₹ 260.01 Lakhs.

### **Financial Costs**

Financial costs for the year ended March 31, 2023 were ₹ 135.58 Lakhs which was about 0.55% of the total revenue and which consists of interest and other finance charges.

### **Depreciation**

Depreciation for the fiscal year ended March 31, 2023 were ₹ 2.14 Lakhs which was about 0.01% of the total revenue and which consists of depreciation and amortization expenses.

### **Profit after Tax**

PAT for the period ended March 31, 2023 was ₹ 91.23 Lakhs.

## **FISCAL YEAR ENDED MARCH 31, 2024 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2023**

### **Income**

Revenue has decreased both in terms of value and percentage by ₹ 6318.97 Lakhs and 25.64%, from ₹ 24,644.59 Lakhs in the fiscal year ended March 31, 2023 to ₹ 18,325.61 Lakhs in the fiscal year ended March 31, 2024. The decrease in revenue was on account of decrease in sale of bullion and silver products as these products were of low margin, and the aim was to focus on high margin products.

### **Expenditure**

Total Expenditure has decreased both in terms of value and percentage by ₹ 6,391.26 Lakhs and 26.19 %, from ₹ 24,385.25 Lakhs in the fiscal year ended March 31, 2023 to ₹ 17,993.99 Lakhs in the fiscal year ended March 31, 2024. This was mainly on account of decrease in cost of material consumed.

### **Cost of materials Consumed**

Cost of Materials consumed decreased by ₹ 5,963.82 Lakhs and 24.82% from ₹ 24,029.94 Lakhs in the fiscal year ended March 31, 2023 to ₹ 18,066.12 Lakhs in the fiscal year ended March 31, 2024. This was mainly on account of decrease in purchase of bullion for further sale and of silver.

### **Changes in inventories of finished goods, and stock-in-trade**

Changes in inventories of finished goods, and stock-in-trade decreased from ₹ 279.74 Lakhs in FY2023 to ₹ (158.99) Lakhs in FY2024

### **Employee Benefit Expenses**

Employee Benefit Expenses in terms of value and percentage increased by ₹ 5.27 Lakhs and 17.06 % from ₹ 30.92 Lakhs in the fiscal year ended March 31, 2023 to ₹ 36.19 Lakhs in the fiscal year ended March 31, 2024. Overall employee cost was increased due to general increment in salary levels.

### **Other Expenses**

Other Expenses in terms of value and percentage increased by ₹ 6.02 Lakhs and 13.49% from ₹ 44.65 Lakhs in the fiscal year ended March31, 2023 to ₹ 50.67 Lakhs in the fiscal year ended March31, 2024. Other Expenses was increased mainly due to increase in Hall Mark charges and commission.

### **Profit before Interest, Depreciation and Tax**

Profit before Interest, Depreciation and Tax has increased by ₹ 87.05 Lakhs and 33.48% from ₹ 260.01 Lakhs in the fiscal year ended March 31, 2023 to ₹ 347.06 Lakhs in the fiscal year ended March 31, 2024. Profit before Interest, Depreciation and Tax was increased due to increased margin

### **Finance Costs**

Finance Costs in terms of value and percentage increased by ₹ 10.04 Lakhs and 7.41% from ₹ 135.58 Lakhs in the fiscal year ended March 31, 2023 to ₹ 145.62 Lakhs in the fiscal year ended March 31, 2024. Finance Costs was increased mainly due to higher interest outgo and increased credit limit.

### **Depreciation & Amortization Expenses**

Depreciation in terms of value & percentage increased by ₹ 1.30 Lakhs and 60.77% from ₹ 2.14 Lakhs in the fiscal year ended March 31, 2023 to ₹ 3.44 Lakhs in the fiscal year ended March 31, 2024. Increase in depreciation is due to increase in assets and is general in nature.

### **Net Profit after Tax**

Net Profit has increased by ₹ 56.94 Lakhs and 62.41% from profit of ₹ 91.22 Lakhs in the fiscal year ended March 31, 2023 to profit of ₹ 148.17 Lakhs in the fiscal year ended March 31, 2024. Net profit was increased due to increased margin.

## **FISCAL YEAR ENDED MARCH 31, 2023 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2022**

### **Income**

Revenue from operations has increased by ₹ 10,404.41 Lakhs and 73.06%, from ₹ 14,240.17 Lakhs in the fiscal year ended March 31, 2022 to ₹ 24,644.59 Lakhs in the fiscal year ended March 31, 2023. The increase in revenue was on account of higher revenue from operations.

### **Expenditure**

Total Expenditure increased by ₹ 10,307.19 Lakhs and 73.21%, from ₹ 14,078.05 Lakhs in the fiscal year ended March 31, 2022 to ₹24,385.24 Lakhs in the fiscal year ended March 31, 2023. Overall expenditure was increased

mainly due to higher raw materials consumed.

### Cost of Material Consumed

Cost of Material Consumed increased by ₹ 9,905.39 Lakhs and 70.13%, from ₹ 14,124.55 Lakhs in the fiscal year ended March 31, 2022 to ₹ 24,029.94 Lakhs in the fiscal year ended March 31, 2023. Cost of Material Consumed was increased mainly due to increase in raw material purchased on account of increased sale of finished goods.

### Changes in inventories of finished goods, and stock-in-trade

Changes in inventories of finished goods, and stock-in-trade increased from ₹ (81.52) Lakhs in FY2022 to ₹ 279.74 Lakhs in FY2023.

### Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage increased by ₹ 15.71 Lakhs and 103.27% from ₹ 15.21 Lakhs in the fiscal year ended March 31, 2022 to ₹ 30.92 Lakhs in the fiscal year ended March 31, 2023. Overall employee cost was increased due to general increment in salary and directors remuneration.

### Other Expenses

Other Expenses in terms of value and percentage increased by ₹ 24.84 Lakhs and 125.44% from ₹ 19.81 Lakhs in the fiscal year ended March 31, 2022 to ₹ 44.65 Lakhs in the fiscal year ended March 31, 2023. Other Expenses was increased mainly due to increase in Hall Mark charges, stamp duty and rent.

### Profit before Interest, Depreciation and Tax

Profit Before Interest, Depreciation and Tax has increased by ₹ 97.60 Lakhs and 60.10% from ₹ 162.12 Lakhs in the fiscal year ended March 31, 2022 to ₹ 260.01 Lakhs in the fiscal year ended March 31, 2023. Profit Before Interest, Depreciation and Tax has increased due to increase in sale of finished products.

### Finance Costs

Finance Costs in terms of value and percentage increased by ₹ 13.62 Lakhs and 11.17% from ₹ 121.96 Lakhs in the fiscal year ended March 31, 2022 to ₹ 135.58 Lakhs in the fiscal year ended March 31, 2023. Finance Costs was increased mainly due to higher interest outgo and increased borrowings.

### Depreciation & Amortization Expenses

Depreciation in terms of value decreased by ₹ 0.28 Lakhs and 11.72 % from ₹ 2.42 Lakhs in the fiscal year ended March 31, 2022 to ₹ 2.14 Lakhs in the fiscal year ended March 31, 2023.

### Net Profit after Tax

Net Profit has increased by ₹ 62.93 Lakhs and 222.33% from profit of ₹ 28.30 Lakhs in the fiscal year ended March 31, 2022 to profit of ₹ 91.23 Lakhs in the fiscal year ended March 31, 2023. Net profit was increased due to increase in revenue from operations and sales volume.

### Cash Flows

(Amount ₹ in lakhs)

Particulars	Or six month period ended September 30, 2024	For the year ended March 31,		
		2024	2023	2022
Net Cash from Operating Activities	719.66	(209.32)	(10.82)	133.62

Particulars	Or six month period ended September 30, 2024	For the year ended March 31,		
		2024	2023	2022
Net Cash from Investing Activities	(17.17)	12.57	(16.03)	(6.75)
Net Cash used in Financing Activities	(631.43)	318.37	77.07	(128.12)

### ***Cash Flows from Operating Activities***

Net cash from operating activities for fiscal 2024 was at ₹ (209.32) lakhs as compared to the Profit before Tax at ₹ 198.00 lakhs, while for fiscal 2023, net cash from operating activities was at ₹ (10.82) lakhs as compared to the Profit Before Tax at ₹ 122.30 lacs. For fiscal 2022, the net cash from operating activities was ₹133.62 lakhs compared to Profit before Tax of ₹ 38.03 lakhs.

### ***Cash Flows from Investing Activities***

Net cash from investing activities for fiscal 2024 was at ₹12.57 lacs while for fiscal 2023, net cash from investing activities was at ₹ (16.03). For fiscal 2022, the net cash from investing activities was ₹ (6.75) lacs due to investment in fixed Assets.

### ***Cash Flows from Financing Activities***

Net cash from financing activities for fiscal 2024 was at ₹ 318.37 lakhs due to increase in borrowings, while for fiscal 2023, net cash from financing activities was at ₹ 77.07 lakhs which was due to issue of equity shares. For fiscal 2022, the net cash from financing activities was ₹ (128.12) lakhs due to decrease in borrowings.

## **OTHER MATTERS**

### **1. Unusual or infrequent events or transactions**

Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

### **2. Significant economic changes that materially affected or are likely to affect income from continuing Operations**

Other than as described in the Section titled “*Financial Information*” and chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*”, beginning on Page no. 164 and 191 respectively of this Prospectus, to our knowledge there are no significant economic changes that materially affected or are likely to affect income from continuing Operations.

### **3. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations**

Other than as described in the chapter titled “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Conditions and Result of Operations*”, beginning on Page no. 23 and 191 respectively of this Prospectus, best to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

### **4. Future relationship between Costs and Income**

Other than as described in the chapter titled “*Risk Factors*” beginning on Page no. 23 of this Prospectus, best to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

### **5. Competition Conditions**

Our Industry is fragmented consisting of large established players and small niche players. We compete with organized as well as unorganized sector on the basis of availability of product, product quality and product range. Further, there are no entry barriers in this industry and any expansion in capacity of existing manufacturers would

further intensify competition. Industry is very competitive and we expect competition to continue and likely to increase in the future.

## OTHER FINANCIAL INFORMATION

### Accounting ratios

The accounting ratios derived from Restated Financial Statements required to be disclosed under the SEBI ICDR Regulations are set forth below:

*(In Lakhs)*

Particulars	September 30, 2024	31-Mar-24	31-Mar-23	31-Mar-22
Net Worth (A)	1,229.83	980.01	831.84	299.93
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) (B)	402.64	331.61	174.43	162.11
Restated PAT as per Profit and Loss Account (C )	249.83	148.17	76.84	28.91
Number of equity shares at the end of the year (D)	95,09,500	73,15,000	73,15,000	29,99,306
Weighted average number of equity shares outstanding during the year/period (E) (Pre Bonus)	95,09,500	73,15,000	23,39,000	29,99,306
Weighted average number of equity shares outstanding during the year/period (F) ( Post Bonus)	95,09,500	95,09,500	95,09,500	29,99,306
Current assets (G)	2,804.51	2,867.70	2,295.25	1,962.24
Current liabilities (H)	1,606.22	1,916.02	1,490.52	1,043.98
Basic earning per share (INR) (C/E) (Pre Bonus)	2.63	2.03	3.29	0.96
Diluted earning per share (INR) (C/E) (Pre Bonus)	2.63	2.03	3.29	0.96
Basic earning per share (INR) (C/F) (Post Bonus)	2.63	1.56	0.81	0.96
Diluted earning per share (INR) (C/F) (Post Bonus)	2.63	1.56	0.81	0.96
Return on net worth (%) (C/A)	22.61%	16.36%	13.65%	9.38%
Net asset value per share - (A/D) (Face value of Rs. 10 each) (Pre Bonus)	12.93	13.40	11.37	10.00
Net asset value per share - (A/F) (Face value of Rs. 10 each) (Post Bonus)	12.93	10.31	8.75	10.00
Current ratio (G/H)	1.75	1.50	1.54	1.88

Note:

1) The ratios have been computed as below:

(a) Basis Earning per share (Rs.): Net profit after tax as restated for calculating Basic EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS

(c) Return on net worth (%): Net profit after tax (as restated) / Net worth at the end of the period or year

(d) Current Ratio -: Current Assets at the end of the period or year / Current Liabilities at the end of the period or year.

3) The figures disclosed above are based on the restated summary statements of the Group.

4) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows.

### Other financial statements

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company for the six month period ended September 30, 2024 and for the Fiscals 2024 and 2023 and of Hira Traders for 2022 (“**Audited Financial Statements**”), respectively, are available on our website at [www.divinehirajewellers.com](http://www.divinehirajewellers.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 of our Company and the reports thereon do not constitute, (i) a part of the Draft Prospectus; or (ii) this 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, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere.

The Audited Financial Statements and the reports thereon should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company or any entity in which our Shareholders have significant influence and should not be relied upon or used as a basis for any investment decision. None of the entities specified above, nor any of their advisors, nor LM, 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.

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## FINANCIAL INDEBTEDNESS

Our company avails loans in the ordinary course of its business for the purposes of working capital and other business requirements. For details of the borrowing powers of our Board, please see the chapter entitled 'Our Management - Borrowing Powers of our Board' on page no. 143.

Our company has obtained the necessary consents required under the loan agreements entered into in connection with and for undertaking activities in relation to the Issue, including effecting a change in our capital structure, change in our shareholding pattern, change in our constitutional documents including amending the Memorandum of Association and Articles of Association of our company, change in the management or board composition, as applicable.

### **Facilities availed directly by our Company**

Our Company has availed credit facilities from banks and financial institution. As on September 30, 2024, we have availed secured loans of which the total outstanding amount is ₹ 1,163.37 lakhs. The details of the loans availed by the Company have been provided below:

Sr. No.	Purpose	Amount Sanctioned (in ₹ lakhs)	Amount Outstanding (as on September 30, 2024) (in ₹ lakhs)	Rate of Interest p.a.	Tenure	Security
<b>Secured Loans</b>						
<b>HDFC Bank</b>						
1.	Working Capital – cash credit	2,086.00	1,142.60	8.75%	12 months	1. Primary Security:- Stock, Debtors. Personal Guarantee of Hirachand P Gulecha and Niraj Hirachand Gulecha  2. Collateral Security:- Residential Property at Flat No. 904T, 9Th Floor A-Wing Vardhaman Heights, B Kadam Marg And A. G. Pawar Lane Mumbai - 400 027
2.	Vehicle Loan	20.77	20.77	9.35%	84 months	Hyundai Alcazar
		<b>2,106.77</b>	<b>1,163.37</b>			

### **UNSECURED BORROWINGS**

We have availed unsecured loans of which the total outstanding amount is ₹129.50 lakhs as on September 30, 2024, the details of which are as under:

Sr. No.	Nature of Facilities	Tenure	Rate of interest	Amount outstanding as on September 30, 2024 (₹ In lakhs)
1	Hirachand Gulecha	Repayable on demand	8.00% p.a.	45.00

<b>Sr. No.</b>	<b>Nature of Facilities</b>	<b>Tenure</b>	<b>Rate of interest</b>	<b>Amount outstanding as on September 30, 2024 (₹ In lakhs)</b>
2	Niraj Hirachand Gulecha	Repayable on demand	8.00% p.a.	84.50
	<b>Total</b>			<b>129.50</b>

We are required to ensure that the aforementioned events of default and other events of default, as specified under the various binding documents and agreements entered into by the Company for the purpose of availing of loans, are not triggered.

## CAPITALISATION STATEMENT

(in ₹ lakhs)

Particulars	Pre Issue (As on September 30, 2024)	Post-Issue
<b>Borrowings</b>		
Short- term	1,276.15	976.15
Long- term (including current maturities) (A)	16.72	16.72
<b>Total Borrowings (B)</b>	<b>1,292.87</b>	<b>992.87</b>
<b>Shareholders' funds</b>		
Share capital	950.95	1304.71
Reserves and surplus	278.88	3,108.96
Less: Miscellaneous Expenses not w/off	-	-
<b>Total Shareholders' funds (C)</b>	<b>1,229.83</b>	<b>4413.67</b>
<b>Long- term borrowings/ equity* {(A)/(C)}</b>	<b>0.01</b>	<b>0.00</b>
<b>Total borrowings / equity* {(B)/(C)}</b>	<b>1.05</b>	<b>0.22</b>

\*equity= total shareholders' funds

**Notes:**

1. Short term debts represents the debts which are expected to be paid/payable within 12 months.
2. Long term debts represent debts other than Short term debts as defined above
3. The figures disclosed above are based on restated statement of assets and liabilities of the Company as at 30th, September 2024.

## SECTION VI – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or Stock Exchanges against the Promoters in the last five financial years, including any outstanding action; or (v) Material Litigation (as defined below); involving our Company, Directors and Promoters.

For the purposes of (iv) above, in terms of the Materiality Policy adopted by our Board pursuant to a resolution dated August 1, 2024, any pending litigation / arbitration proceedings involving the Relevant Parties shall be considered “material” for the purposes of disclosure in this Prospectus, if:

- a.) The aggregate monetary claim/ dispute amount/ liability made by or against our Company in any such pending litigation (individually or in aggregate), is equivalent to or above 20% of the restated profit after tax of our Company, as per the latest completed fiscal year of the Restated Financial Statements (amounting to ₹ 29.63 lakhs);
- b.) Any such pending litigation / arbitration proceeding involving the Directors or Promoters of our Company, which may have a material adverse impact on the business, operations, performance, prospects, financial position or reputation our Company; and
- c.) any such litigation wherein a monetary liability is not determinable or quantifiable, or which does not fulfil the threshold as specified in (a) or (b) above, as applicable, or wherein our Company is not a party, but the outcome of which could, nonetheless, have a material effect on the business, operations, performance, prospects, financial position or reputation of our Company.

Our Board of Directors considers dues owed by our Company to the small-scale undertakings and other creditors exceeding 20% of restated trade payables for the most recent period for which financial statements have been included in the Prospectus as material dues for the Company. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on August 1, 2024. Further, for outstanding dues to any party which is a micro, small or a medium enterprise (“MSME”), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Statutory Auditors.

All terms defined in a particular litigation are for that particular litigation only.

#### 1. LITIGATION INVOLVING OUR COMPANY

##### i. Litigation against our Company

###### 1. Criminal Proceedings

Nil

###### 2. Actions taken by Statutory/Regulatory Authorities

Nil

###### 3. Tax Proceedings

Below are the details of pending tax cases involving our Company, specifying the number of cases pending and the total amount involved:

(₹ in lacs)

<b>Particulars</b>	<b>Number of cases</b>	<b>Amount involved*</b>
<b>Indirect Tax</b>		
Sales Tax/VAT	Nil	Nil
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil
<b>Total</b>	Nil	Nil
<b>Direct Tax</b>		
Cases filed against our Company	Nil	Nil
Cases filed by our Company	Nil	Nil
<b>Total</b>	Nil	Nil

*\*To the extent quantifiable*

4. *Other Material Litigations*

Nil

5. *Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals*

Nil

**ii. Litigation by our Company**

1. *Criminal Proceedings*

Nil

2. *Civil and other Material Litigations*

Nil

**2. LITIGATION INVOLVING OUR PROMOTERS**

***Cases filed against our Promoters***

1. *Criminal Proceedings*

Nil

2. *Actions taken by Statutory/Regulatory Authorities*

Nil

3. *Tax Proceedings*

Below are the details of pending tax cases involving our Promoters, specifying the number of cases pending and the total amount involved:

<b>Particulars</b>	<b>Number of cases</b>	<b>Amount involved*</b>
<i>(₹ in lacs)</i>		
<b>Indirect Tax</b>		
Sales Tax/VAT	Nil	Nil
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil

<b>Particulars</b>	<b>Number of cases</b>	<b>Amount involved*</b>
<b>Total</b>	Nil	Nil
<b>Direct Tax</b>		
Cases filed against our Promoters	1	386.87
Cases filed by our Promoters	Nil	Nil
<b>Total</b>	Nil	Nil

*\*To the extent quantifiable*

#### 4. Other Material Litigations

Nil

##### **Cases filed by our Promoters**

#### 1. Criminal Proceedings

Nil

#### 2. Other Material Litigations

Nil

##### **Disciplinary action against our Promoters by SEBI or any stock exchange in the last five Fiscals**

As on date of this Prospectus, no disciplinary action including penalty imposed by SEBI or stock exchanges has been initiated against our Promoters in the last five Fiscals including any outstanding action.

### 3. LITIGATION INVOLVING OUR DIRECTORS

##### **Cases filed against our Directors**

#### 1. Criminal Proceedings

Nil

#### 2. Actions taken by Statutory/Regulatory Authorities

Nil

#### 3. Tax Proceedings

Below are the details of pending tax cases involving our Directors, specifying the number of cases pending and the total amount involved:

<b>Particulars</b>	<b>Number of cases</b>	<b>Amount involved*</b>
<i>(₹ in lacs)</i>		
<b>Indirect Tax</b>		
Sales Tax/VAT	Nil	Nil
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil
<b>Total</b>	Nil	Nil
<b>Direct Tax</b>		
Cases filed against our Directors	Nil	Nil
Cases filed by our Directors	Nil	Nil

Particulars	Number of cases	Amount involved*
Total	Nil	Nil

\*To the extent quantifiable

3. *Disciplinary action by SEBI or any stock exchange in the last five Fiscals*

Nil

4. *Other Material Litigations*

Nil

**Cases filed by our Directors**

1. *Criminal Proceedings*

- a) A complaint dated May 16, 2019 (“**Complaint**”) has been filed by Hirachand Pukhraj Gulecha, HUF (“**Complainant**”) registration no. 5609051/2019 bearing before the Add. Chief Metropolitan Magistrate, Court at Sewree, Mumbai, against Pranav Marathe Jewellers Pvt. Ltd., Mr. Balwant Arvind Marathe, and Mr. Kaustabh Arvind Marathe (“**Accused**”) under Section 138 read with section 142 of Negotiable Instrument Act in relation to dishonour of a cheque no. 470953 dated February 20, 2019, amounting to Rs. 10.29 lakhs made by the Accused towards payment of purchase of goods. The matter is currently pending before the Add. Chief Metropolitan Magistrate, Court at Sewree, Mumbai.
- b) A complaint dated July 5, 2022 (“**Complaint**”) has been filed by Hirachand Pukhraj Gulecha HUF (“**Complainant**”) case no. bearing 2601 of 2022 before the Hon’ble Metropolitan Magistrate Court at Sewree, Mazgaon, against M/s Sam Jewellers, Samir Pravin Shah, and Pravin Mulchand Shah (“**Accused**”) under Section 138 read with section 142 of Negotiable Instrument Act. Our Promoter in the Complaint has alleged that the Accused issued two cheques bearing no. 000052, dated April 11, 2022 amounting Rs. 10,00,000/- and Ch. no. 000117, dated April 11, 2022, amounting to Rs. 6,13,056/- towards payment of purchase of silver, silver coin, silver bar *etc.*, which when deposited were dishonored. The matter is currently pending before the Hon’ble Metropolitan Magistrate Court at Sewree, Mazgaon.

2. *Other Material Litigations*

Nil

**4. LITIGATION INVOLVING OUR SUBSIDIARY**

As on date of this Prospectus, our Company does not have any subsidiaries.

**5. LITIGATION INVOLVING OUR GROUP COMPANIES**

As on date of this Prospectus, our Company does not have any group companies.

**6. OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS**

In terms of the Materiality Policy dated August 1, 2024, our Company has one material creditor, as on September 30, 2024.

Details of amounts outstanding to material and other creditors as on September 30, 2024 is as follows:

<b>Particulars</b>	<b>No. of Creditors</b>	<i>(₹ in lacs)</i>
		<b>Amount</b>
Outstanding dues to material creditors	1	178.18
Outstanding dues to micro, small and medium enterprises	-	-
Outstanding dues to other creditors	9	19.39
<b>Total outstanding dues</b>	<b>10</b>	<b>197.57</b>

For further details, refer to the section titled “*Financial Information*” on page 164 of this Prospectus.

## **7. MATERIAL DEVELOPMENT SINCE SEPTEMBER 30, 2024**

There have not arisen, since the date of the last financial statements disclosed in this Prospectus, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months. For further details, please refer to the chapter titled “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on page 191 of this Prospectus.

## GOVERNMENT AND OTHER STATUTORY APPROVALS

*We are required to obtain consents, licenses, registrations, permissions and approvals for carrying out our present business activities. Our Company has obtained the necessary material consents, licenses, permissions and approvals from the Government and various Government agencies required for our present business and carrying on our business activities. For details in connection with the regulatory and legal framework within which we operate, please refer the chapter “Key Industrial Regulations and Policies” on page 127 of this Prospectus. The main objects clause of the Memorandum of Association and objects incidental to the main objects of our Company enables our Company to carry out its respective activities.*

*The following statements set out the details of licenses, permissions and approvals taken by our Company under various central and state laws for carrying out the business:*

### ***I. Issue related Approvals***

For the approvals and authorizations obtained by our Company in relation to the Issue, see “*Other Regulatory and Statutory Disclosures – Authority for the Issue*” on page 216 of this Prospectus.

### ***II. Approvals from the Stock Exchanges***

- a) Our Company has received an in-principle approval from Emerge Platform of National Stock Exchange of India Limited dated February 10, 2025 for listing of Equity Shares issued pursuant to the Issue.
- b) Our Company’s ISIN is INE0NA501011.

### ***A. Licenses and Approvals required to be obtained by our Company***

#### ***I. General Approvals***

- a) Certificate of Incorporation dated July 19, 2022 issued under the Companies Act, 2013 by the Registrar of Companies, Central Registration Centre.
- b) Letter dated July 19, 2022, issued by the Sub-Regional Office of the Employees’ State Insurance Corporation, Maharashtra under the Employee State Insurance Act, 1948 for allotting code number 35000673350000910 to our Company.
- c) Certificate of Importer-Exporter Code dated January 20, 2023 bearing file number MUMIECPAPPLY00056727AM23 issued by the Office of Additional Director General of Foreign Trade, Ministry of Commerce and Industry, Government of India for the purpose of allotting the code number AAJCD4450F to our Company.
- d) Udyam Aadhaar Registration Certificate dated September 30, 2020 issued by the Ministry of Micro, Small and Medium Enterprises, Government of India for allotting udyam registration number UDYAM-MH-19-0163837 to our Company.
- e) Legal Entity Identifier certificate registered on June 9, 2023 issued by the LEI Register India Private Limited for the purpose of allotting LEI no. 984500CB9652FA42E781 to our Company.

#### ***II. Tax Related Approvals***

- a) Our Company’s Permanent Account Number issued by the Income Tax department is AAJCD4450F.

- b) Our Company's Tax Deduction and Collection Number dated July 19, 2022 issued by the Income Tax department is MUMD31355C.
- c) Registration certificate dated August 12, 2022 issued by the Government of India under the Central Goods and Services Tax Act, 2017 for allotting registration number 27AAJCD4450F1ZQ (Maharashtra), to our Company.
- d) Certificate dated July 19, 2022 bearing registration number 27732020784P issued by Sales Tax Department, Government of Maharashtra, under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.
- e) Certificate dated July 22, 2022 bearing enrollment number 99484357579P issued by Sales Tax Department, Government of Maharashtra, under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.

### III. Business Related Approvals

As mentioned hereinabove, we require various approvals, licenses, registrations and permits to carry on our operations in India. Some of these may expire in the ordinary course of business and applications for renewal of such approvals are submitted in accordance with applicable procedures and requirements. An indicative list of the material approvals required by our Company for conducting our operations is provided below:

Sr. No.	Type of License/Approval	Issuing Authority	Reference / Registration / License No.	Date of Issue/Renewal	Valid up to
1.	Certificate of Registration for Selling Articles with Hallmark for hallmarking gold jewellery and artefacts under the standard "IS 1417: 2016 Gold and Gold Alloys, Jewellery/Artefacts - Fineness and Marking"	Bureau of Indian Standards	Certificate No.: HM/C-7790959616	October 1, 2022	September 30, 2027
2.	Intimation receipt issued under the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017	Office of the Chief Facilitator, Brihanmumbai Municipal Corporation	Application ID: 890715611/C Ward/ Shop I	April 7, 2023	Valid until cancelled or modified
3.	Certificate of Verification issued under the Legal Metrology Act, 2009 for NAWI electronics scale – 1,000 mg	Inspector of Legal Metrology, Mandavi	<b>Serial Number:</b> 91202403718214  <b>LCR Number:</b> CLM03473986	August 29, 2024	August 28, 2025
4.	Registration-cum Membership Certificate (RCMC) issued under the provisions of Foreign Trade Policy	Gem & Jewellery Export Promotion Council	RCMC/GJEPC/01367/2023-2024	June 24, 2023	March 31, 2028
5.	Trade License under section 394 of the Municipal Corporation Act 1888 (Amendment of 1962) for various	License Department, Brihanmumbai Municipal Corporation	871793470	September 12, 2024	September 11, 2025

Sr. No.	Type of License/Approval	Issuing Authority	Reference / Registration / License No.	Date of Issue/Renewal	Valid up to
	commodities and Trades				

**IV. Intellectual Property Related Approvals**

Sr. No.	Particulars of Trademark	Application No.	Class	Date of Application	Status
1		6504435	14	June 29, 2024	Formalities Chk Pass
2	Word mark: DIVINE HIRA	6504434	14	June 29, 2024	Formalities Chk Pass

**V. Licenses/ Approvals for which applications have been made by our Company and are pending:**

Nil

**VI. Licenses / approvals which have expired and for which renewal applications have not been made by our Company.**

Nil

**VII. Licenses / Approvals which are required but not yet applied for by our Company:**

Nil

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue**

This Issue in terms of this Prospectus has been authorized by the Board of Directors pursuant to a resolution dated July 29, 2024 and by the shareholders pursuant to a special resolution in an EGM held on July 30, 2024 under section 62 (1) (c) of the Companies Act, 2013.

Our Company has obtained in-principle approval from the Emerge Platform of NSE for using its name in this Prospectus pursuant to letter dated February 10, 2025. NSE is the Designated Stock Exchange.

### **Prohibition by the SEBI or other Governmental Authorities**

Our Company, our Promoters, our Promoter Group, our Directors, Person in control of our Company, have not been prohibited from accessing the capital market for any reason or restrained from buying, selling or dealing in securities, under any order or directions by the SEBI or any other regulatory or government authorities.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

None of our Directors are associated with the securities market and there are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which our director was associated have been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, none of our Promoters or Directors are declared as fugitive economic offenders under Fugitive Economic Offenders Act, 2018.

### **Association with Securities Market**

None of our Directors in any manner are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or directors.

### **Prohibition by RBI**

Neither our Company, our Promoters, our Directors, the relatives (as defined under the Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a wilful defaulter or a fraudulent borrower by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them.

### **Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018**

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of this Prospectus.

### **Eligibility for the Issue**

Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:

- Neither our company, nor any of its Promoters, promoter group or directors are debarred from accessing the capital market by the Board.
- Neither our Promoters, nor any directors of our company is a promoter or director of any other company which is debarred from accessing the capital market by the Board.
- Neither our Promoters nor any of our directors is declared as Fugitive Economic Offender.

- Neither our Company, nor our Promoters, relatives (as defined under the Companies Act, 2013) of our Promoters nor our directors, are Wilful Defaulters or a fraudulent borrower.
- Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post issue paid-up capital shall be more than ten crore rupees and upto twenty five crore rupees, and can issue Equity Shares to the public and propose to list the same on the EMERGE Platform of National Stock Exchange of India Limited.

We further confirm that:

- In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size.
- In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee's in the issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded within 4 (Four) days of such intimation. If such money is not repaid within 4 (Four) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 4 (Four) days, be liable to repay such application money, with interest at the rate 15% per annum. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.
- In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, a copy of the prospectus will be filed with the SEBI through the Lead Manager immediately upon filing of the offer document with the Registrar of Companies.

However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, The SEBI shall not issue any observation on the offer document.

Further, in terms of Regulation 246 (3) of the SEBI (ICDR) Regulations, 2018 the Lead Manager will also submit a due diligence certificate as per format prescribed by SEBI along with the prospectus to SEBI.

Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the SEBI, The Lead Manager and the EMERGE Platform of NSE. Moreover, in terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of prospectus shall also be furnished to the SEBI in a soft copy.

- In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement dated March 03, 2025 with the Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the EMERGE Platform of NSE.

**In terms of Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, We confirm that we have fulfilled eligibility criteria for EMERGE Platform of NSE, which are as under:**

**1. The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.**

Our Company is incorporated under the Companies Act, 2013.

**2. The post issue paid up capital of the company (face value) shall not be more than ₹ 25.00 Crore.**

The present paid-up capital of our Company is ₹ 950.95 Lakh and we are proposing issue of 35,37,600 Equity Shares of ₹ 10/- each at Issue price of ₹ 90/- per Equity Share including share premium of ₹ 80/- per Equity Share, aggregating to ₹ 3,183.84 Lakhs. Hence, our Post Issue Paid up Capital will be ₹ 1304.71 Lakhs which is less than ₹ 25.00 Crore.

**3. Track Record**

**A. The company should have a track record of at least 3 years.**

Our Company was incorporated on July 19, 2022 as '*Divine Hira Jewellers Limited*', as a public limited company under the Companies Act, 2013, pursuant to a certificate of incorporation issued by Registrar of Companies, Central

Registration Centre *vide* a Business Succession Agreement dated September 13, 2022, our Company acquired the entire assets, assumed liabilities, clients and employees and business of Hira Traders (proprietorship firm of Hirachand P Gulecha HUF) with effect from the closing date i.e. September 30, 2022.

**B. The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth should be positive.**

Our Company satisfies the criteria of track record which is given hereunder based on Restated Financial Statement.

(₹ In lakh)

Particulars	Six month period ended	For the year ended		
	Septmeber 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Operating profit (earnings before interest, depreciation and tax and other income) from operations	402.64	331.61	259.33	162.11
Net Worth as per Restated Financial Statement	1,229.83	980.01	831.84	299.93

**4. The company/entity should have positive Free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application.**

Our Company satisfies the criteria of Free cash flow to Equity (FCFE) for at least 2 out of 3 financial years which is given hereunder based on Restated Financial Statement.

(₹ In lakh)

Particulars	September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Free cash flow to Equity (FCFE)	82.16	141.02	(362.36)	37.78

**5. Other Requirements**

We confirm that;

- i. The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- ii. There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.
- iii. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.

**6. The Company has a website:** [www.divinehirajewellers.com](http://www.divinehirajewellers.com)

**7. Disclosures**

We confirm that:

- i. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of Promoters/promoting Company(ies), group companies, companies promoted by the Promoters/promoting companies of the Company.
- ii. There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks by the Company, Promoters/promoting Company(ies), group companies, companies promoted by the Promoters/promoting Company(ies) during the past three years.

**In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:**

1. In accordance with regulation 260 of the SEBI ICDR Regulations, this Issue is 100% underwritten by the LM in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting by LM, please refer to Section titled “*General Information*” beginning on page no. 49 of this Prospectus.
2. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, the LM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares Issue in the Initial Public Issue. For details of the market making arrangement, see Section titled “*General Information*” beginning on page no. 49 of this Prospectus.
3. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest at rate of fifteen per cent per annum and within such time as disclosed in the Issue document and LM shall ensure the same.
4. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we shall also ensure that we submit the soft copy of Issue Document through LM immediately up on registration of the Issue Document with the Registrar of Companies along with a Due Diligence Certificate including additional confirmations. However, SEBI shall not issue any observation on our Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and Subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

**DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA (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 PROSPECTUS. THE LEAD MERCHANT BANKER, HORIZON MANAGEMENT PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. 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 ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE PROSPECTUS, THE LEAD MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, HORIZON MANAGEMENT PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MARCH 06, 2025.**

**THE FILING OF THE PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT**

## **ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE PROSPECTUS.**

*Note:*

*All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Maharashtra at Mumbai in terms of sections 26, 32 and 33 of the Companies Act.*

### **Disclaimer from our Company and the Lead Manager**

Our Company and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The LM accept no responsibility, save to the limited extent as provided in the Agreement entered between the LM (Horizon Management Private Limited) and our Company on August 1, 2024 and the Underwriting Agreement dated March 03, 2025 entered into between the Underwriters and our Company and the Market Making Agreement dated March 03, 2025 entered into among the Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager 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 collection centres or elsewhere.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Entities, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in 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, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, VCFs, FVCIs, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), NBFCSIs or trusts under registered applicable trust law and who are authorised under their constitution to hold and invest in 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 IRDAI, provident funds (subject to applicable law) and pension funds, 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, GoI and permitted non-residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) at Maharashtra, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

Applicants are advised to ensure that any Applications from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Applicant where required must agree in the Allotment Advice that such Applicants 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 pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

#### **Disclaimer Clause of the Emerge Platform of NSE**

As required, a copy of the Draft Prospectus was submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of the Draft Prospectus, has been included in this Prospectus prior to the filing with the RoC.

*“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/4834 dated February 10, 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.”*

#### **Filing**

The Draft Prospectus was not filed with SEBI, nor did SEBI issue any observation on the Issue Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. Pursuant to SEBI Master Circular, a copy of this Prospectus is being filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. Further, a copy of the Prospectus, is also being filed with the EMERGE Platform of National Stock Exchange of India Limited, where the Equity Shares are proposed to be listed.

A copy of this Prospectus, along with the material contracts, documents is also being filed with the RoC under Section 26 and Section 32 of the Companies Act, 2013 and through the electronic portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>.

#### **Listing**

Application will be made to the NSE for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The Emerge Platform of NSE has given its in-principle approval for using its name in our Offer documents vide its letter February 10, 2025.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the Emerge Platform of NSE, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE mentioned above are taken within three Working Days from the Issue Closing Date

### **Consents**

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Our Banker(s) to the Company; (b) Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Legal Advisor to the Issue, Underwriter(s) to the Issue, and Market Maker to the Issue to act in their respective capacities have been obtained as required under section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

Our Company has received written consent dated November 07, 2024 from the Statutory Auditors to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Prospectus as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated November 07, 2024 on our restated financial information; and (ii) its report dated August 1, 2024 on the statement of special tax benefits in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

### **Particulars regarding Public or Rights Issues during the last five (5) years**

Our Company has not made any previous public or rights issue in India or abroad the five (5) years preceding the date of this Prospectus except as disclosed in this Prospectus.

### **Previous issues of Equity Shares otherwise than for cash**

For detailed description please refer to section titled “*Capital Structure*” beginning on page 59 of this Prospectus.

### **Underwriting Commission, brokerage and selling commission on Previous Issues**

Since this is the initial public offering of our Company’s Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

**Particulars in regard to our Company and other listed group-companies / subsidiaries/ associates under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:**

Neither our Company nor any other companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 has made / Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

**Performance vis-à-vis objects – Public/rights issue of our Company and/or listed Group Companies/ Subsidiaries and Associates of our Company**

Except as stated in the chapter titled “*Capital Structure*” beginning on page 59 of this Prospectus our Company has not undertaken any previous public or rights issue. Our Company does not have any group companies or subsidiaries.

**Performance vis-a-vis objects - Last Issue of Group/Associate Companies**

As of date of this Prospectus, our Company does not have any Associate companies or group companies.

**Performance Vis-À-Vis Objects –Public/ Rights Issue Of Subsidiaries/ Listed Promoters**

As on the date of this Prospectus, our Company our Company does not have any subsidiaries. Further, corporate promoter is a HUF and therefore has not listed its securities on any stock exchange in India or abroad.

**Outstanding Debentures or Bond Issues or Redeemable Preference Shares and other instruments**

Our Company does not have any outstanding debentures or bonds or preference redeemable shares as on the date of filing this Prospectus.

**Outstanding Convertible Instruments**

Our Company does not have any outstanding convertible instruments as on the date of filing this Prospectus.

**Option to Subscribe**

Equity Shares being offered through the Prospectus can be applied for in dematerialized form only.

**Stock Market Data of the Equity Shares**

This being an initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

**Mechanism for Redressal of Investor Grievances**

The Agreement amongst the Registrar to the Issue, our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) years from the last date of dispatch of the letters of allotment, or refund orders, demat credit or where refunds are being made electronically, giving of refund instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there is no investor complaints received during the three years preceding the filing of Prospectus. Since there is no investor complaints received, none are pending as on the date of filing of this Prospectus.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection centre where the application was submitted.

The Applicant should give full details such as name of the sole/ first Applicant, Application Form number, Applicant DP ID, Client ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned herein above.

### **Disposal of Investor Grievances by our Company**

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholders Relationship Committee in the meeting of our Board of Directors held on July 19, 2024. For further details on the Stakeholders Relationship Committee, please refer to section titled “*Our Management*” beginning on page 140 of this Prospectus.

**Our Company has appointed Jai Dilip Shrimankar, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:**

74/A, 1<sup>st</sup> Floor, Office No.2,  
Opp. Hotel Bhagat Tarachand,  
Zaveri Bazar, Mumbai City,  
Mumbai- 400 002,  
Maharashtra, India  
**Telephone:** +91 222 240 2662  
**Facsimile:** NA  
**E-mail:** cs@divinehirajewellers.com

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system “**SCORES**”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

### **Status of Investor Complaints**

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

### **Disposal of investor grievances by listed companies under the same management as our Company**

We do not have any listed company under the same management.

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

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws.

## Price Information of past issues handled by the Lead Manager

Price Information of past issues handled by the Horizon Management Private Limited

Sr. No.	Issue Name	Issue Size @ (Rs. Lakhs )	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date (Rs.)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing*	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing**	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing***
<b>Main Board</b>								
NIL								
<b>SME Board</b>								
1.	Cosmic CRF Limited ^	5,721.08	314.00	30-06-2023	251.20	+10.83% [+2.23%]	+6.70% [+2.16%]	+87.24% [+10.23%]
2.	Baba Food Processing (India) Limited §	3,288.06	76.00	15-11-2023	76.00	-6.93% [+7.66%]	-23.48% [+9.86%]	-23.75% [+12.10%]
3.	MVK Agro Food Product Limited §	6,588.00	120.00	07-03-2024	79.00	-36.29% [+0.09%]	-52.98% [-2.71%]	-33.27% [+12.38%]
4.	Shree Karni Fabcom Limited §	4,249.44	227.00	14-03-2024	260.00	+67.18% [+1.68%]	+88.35% [+5.05%]	+193.22% [+12.60%]
5.	Veritaas Advertising Limited §	848.16	114.00	21-05-2024	275.00	-40.00% [+4.38%]	-49.53% [+8.93%]	-51.39% [+4.45%]
6.	Tunwal E-Motors Limited §	11,564.00	59.00	23-07-2024	64.00	-9.87% [+1.19%]	-26.56% [+1.53%]	-25.82% [-5.21%]
7.	Forcas Studio Limited §	3,744.00	80.00	26-08-2024	152.00	-34.42% [+3.72%]	-37.85% [-4.41%]	N.A.
8.	Osel Devices Limited §	7,065.60	160.00	24-09-2024	198.05	-5.03% [-5.80%]	+3.56% [-9.07%]	N.A.
9.	Thinking Hats Entertainment Solutions Limited §	1,508.76	44.00	03-10-2024	60.00	-6.23% [-3.75%]	-25.18% [-6.36%]	N.A.
10.	Onyx Biotec Limited §	2,934.10	61.00	22-11-2024	54.05	-5.99% [-1.34%]	N.A.	N.A.
11.	Abha Power and Steel Limited §	3,854.40	75.00	04-12-2024	81.90	-33.29% [-1.14%]	N.A.	N.A.
12.	Citichem India Limited ^	1,260.00	70.00	03-01-2025	70.00	N.A.	N.A.	N.A.
13.	Swasth Foodtech Inida Limited	1,492.34	94.00	28-02-2025	94.00	N.A.	N.A.	N.A.

<sup>@As per Prospectus</sup>

Source: All share price data are taken from [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

- \* 30<sup>th</sup> calendar day has been taken as listing day plus 29 calendar days  
 \*\* 90<sup>th</sup> calendar day has been taken as listing day plus 89 calendar days  
 \*\*\* 180<sup>th</sup> calendar day has been taken as listing day plus 179 calendar days  
 ^ BSE as the Designated Stock Exchange  
 § NSE as the Designated Stock Exchange

Notes:

1. The information is as on the date of this Draft Red Herring Prospectus
2. Opening price information as disclosed on the website of the Designated Stock Exchange
3. In case where the security is not being traded on 30<sup>th</sup>, 90<sup>th</sup> and 180<sup>th</sup> day, the closing price on BSE/NSE of the previous trading day for the respective scrips has been considered. However, if scrips are not traded on that previous trading day then last trading price has been considered.
4. In case where 30<sup>th</sup>, 90<sup>th</sup> and 180<sup>th</sup> day is trading holiday, the closing price on BSE/NSE of the previous trading day has been considered for benchmark and security purpose
5. The BSE SENSEX and NIFTY 50 is considered as the Benchmark Index, depending upon the Designated Stock Exchange disclosed by the respective Issuer at the time of issue, as applicable.
6. N.A. means Not Applicable – Period not completed
7. “Closing Price” on the listing day of respective scrips is taken as “Base Price” for calculating % Change in Closing Price of the respective Issue on 30<sup>th</sup> / 90<sup>th</sup> / 180<sup>th</sup> Calendar days from listing.
8. “Closing Benchmark” on the listing day of the respective scrips is taken as “Base Benchmark” for calculating % Change in Closing Benchmark on 30<sup>th</sup> / 90<sup>th</sup> / 180<sup>th</sup> Calendar days from listing.

**Summary statement of price information of past issues handled by Horizon Management Private Limited**

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30 <sup>th</sup> calendar day from listing day*			Nos. of IPOs trading at premium - 30 <sup>th</sup> calendar day from listing day*			Nos. of IPOs trading at discount - 180 <sup>th</sup> calendar day from listing day*			Nos. of IPOs trading at premium – 180 <sup>th</sup> calendar day from listing day*		
			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%
2023-24	*4	19,396.58	-	1	1	1	-	1	-	1	1	2	-	-
2024-25	**9	34,271.36	-	3	5	-	-	-	1	1	-	-	-	-

<sup>#</sup> As per Prospectus

Notes

1. The information is as on the date of this Draft Red Herring Prospectus
2. The information for each of the financial years is based on the issues listed during such financial year
3. Data for number of IPOs trading at premium/discount taken at closing price on NSE or BSE on the respective date, depending upon the Designated Stock Exchange

\*\* The scrips of Veritaas Advertising Limited and Tunwal E-Motors Limited were listed on May 21, 2024 and July 23, 2024 respectively. The scrips of Forcas Studio Limited, Osel Devices Limited and Thinking Hats Entertainment Solutions Limited were listed on August 26, 2024, September 24, 2024 and October 03, 2024 respectively have not completed 180 calendar days. The scrips of Onyx Biotec Limited and Abha Power and Steel Limited were listed on November 22, 2024 and December 04, 2024 respectively have not completed 90 calendar days. The scrips of Citichem India Limited were listed on January 03, 2025 and have not completed 30 calendar days.

*\*The scrips of Cosmic CRF Limited, Baba Food Processing (India) Limited, MVK Agro Food Product Limited and Shree Karni Fabcom Limited were listed on June 30, 2023, November 15, 2023, March 07, 2024 and March 14, 2024 respectively*

Break -up of past issues handled by Horizon Management Private Limited:

<b>Financial Year</b>	<b>No. of SME IPOs</b>	<b>No. of Main Board IPOs</b>
2023-24	4	Nil
2024-25	9	Nil

The Lead Manager has not handled any main Board IPO.

Notes:

1. In the event any day falls on a holiday, the price/index of the immediate preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.
2. Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

For details regarding the track record of the Lead Manager, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website of the Lead Manager as set forth in the table below:

<b>Sr. No.</b>	<b>Name of the Lead Manager</b>	<b>Website</b>
1	Horizon Management Private Limited	<a href="http://www.horizonmanagement.in">www.horizonmanagement.in</a>

## SECTION VII – ISSUE INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being offered are subject to the provisions of the Companies Act, 2013, SCRR, 1957, SEBI (ICDR) Regulations, 2018, our Memorandum and Articles of Association, the terms of the Prospectus, Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (CAN), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, the FIPB, the RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.*

For details in relation to Issue expenses, see “*Objects of the Issue*” and “*Other Regulatory and Statutory Disclosures*” on pages 73 and 216, respectively.

#### **Authority for the Issue**

The present Public Issue of 35,37,600 Equity Shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on July 29, 2024 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra-Ordinary General Meeting held on July 30, 2024 in accordance with the provisions of Section 62 (1) (c) of the Companies Act, 2013.

#### **Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares of our Company including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to “*Description of Equity shares and terms of the Articles of Association*” on page 294 of this Prospectus.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act. For further details, please refer to “*Dividend Policy*” on page 163 of this Prospectus.

#### **Face Value and Issue Price**

The Equity Shares having a Face Value of ₹10.00 each are being offered in terms of the Prospectus at the price of ₹ 90/- per equity Share (including premium of ₹ 80/- per share). The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled “*Basis for Issue Price*” on page 84 of the Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

#### **Compliance with SEBI (ICDR) Regulations**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. 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 the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares; and
- Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to Section titled “*Description of Equity Shares and terms of the Articles of Association*” beginning on page 294 of the Prospectus.

## **Allotment only in Dematerialised Form**

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Issue:

1. Tripartite agreement dated September 16, 2022 between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.
2. Tripartite agreement dated September 15, 2022 between our Company, CDSL and the Registrar and Share Transfer Agent to the Issue.

## **Minimum Application Value, Market Lot and Trading Lot**

The trading of the Equity Shares will happen in the minimum contract size of 1600 Equity Shares and the same may be modified by the SME Platform of National Stock Exchange of India Limited from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 1600 Equity Shares and is subject to a minimum allotment of 1600 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

*Further, in accordance with SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.*

## **Minimum Number of Allottees**

The minimum number of allottees in the Issue shall be 50 shareholders in case the number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked forthwith.

## **Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

### **Nomination Facility to Investor**

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 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 of equity share(s) by the person nominating. 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 the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- To register himself or herself as the holder of the Equity Shares; or
- To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the 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 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys 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 is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

### **Withdrawal of the Issue**

Our Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for 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 issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Prospectus.

### **Period of Operation of Subscription List of Public Issue**

<b>ISSUE OPENS ON</b>	<b>MONDAY, MARCH 17, 2025</b>
<b>ISSUE CLOSSES ON</b>	<b>WEDNESDAY, MARCH 19, 2025</b>

## **Minimum Subscription**

*In accordance with Regulation 260 (1) of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the offer through the Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than Rs. 1,00,000 (Rupees One Lakh) per application.*

As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum

payable on application is not received within a period of 30 days from the date of Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the Issue through the Offer Document including devolvement of Underwriters, our Company shall forthwith refund the entire subscription amount received within four days from the closure of the issue, if there is a delay beyond such time, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest as prescribed under the SEBI ICDR Regulations, the Companies Act, 2013 and applicable laws.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than fifty (50), no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within four (4) working days of closure of issue.

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through this Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000 (Rupees One Lakh) per application.

The Equity Shares have not been and will not registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the application law of such jurisdiction.

## **Arrangements for disposal of odd lots**

The trading of the Equity Shares will happen in the minimum contract size of 1600 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Exchange.

## **Application by Eligible NRIs, FPIs or VCFs registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

## **As per the extent Guidelines of the Government of India, OCBs cannot participate in this Issue.**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

### **Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting**

Except for lock-in of the Pre- Issue Equity Shares and Promoters minimum contribution in the Issue as detailed in the section titled “*Capital Structure*” beginning on page 59 of the Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer sub-heading “*Description of Equity Shares and terms of the Articles of Association*” on page 294 of the Prospectus.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.*

### **Allotment of Securities in Dematerialised Form**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

### **Migration to Main Board**

<b>Parameter</b>	<b>Migration policy from NSE SME Platform to NSE Main Board</b>
Paid up Capital & Market Capitalisation	The paid-up equity capital of the applicant shall not be less than 10 crores and the capitalisation of the applicant's equity shall not be less than 25 crores** ** Explanation For this purpose capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during 3 months preceding the application date) and the post issue number of equity shares
Earnings before Interest, Depreciation and Tax (EBITDA) and Profit After Tax (PAT)	The applicant company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.
Listing period	The applicant should have been listed on SME platform of the Exchange for at least 3 years.
Other Listing conditions	<ul style="list-style-type: none"> <li>• The applicant Company has not referred to the Board of Industrial &amp; Financial Reconstruction (BIFR) &amp;/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.</li> <li>• The company has not received any winding up petition admitted by a NCLT.</li> <li>• The net worth* of the company should be at least 50 crores</li> </ul> <p>*Net Worth – as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018</p>
Public Shareholders	Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1,000.
The applicant desirous of listing its securities on the main board of the Exchange should also satisfy the Exchange on the following:	<ul style="list-style-type: none"> <li>• The Company should have made disclosures for all material Litigation(s) / dispute(s) / regulatory action(s) to the stock exchanges where its shares are listed in adequate and timely manner.</li> <li>• Cooling period of two months from the date the security has come out of trade-to-trade category or any other surveillance action, by other exchanges where the</li> </ul>

Parameter	Migration policy from NSE SME Platform to NSE Main Board
	security has been actively listed. <ul style="list-style-type: none"> <li>• Redressal mechanism of Investor grievance</li> <li>• PAN and DIN no. of Director(s) of the Company</li> <li>• Change in Control of a Company/Utilization of funds raised from public</li> </ul>

### Market Making

The shares issued and transferred through this Offer are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the Emerge Platform of National Stock Exchange of India Limited. For further details of the market making arrangement please refer to chapter titled “*General Information*” beginning on page 49 of this Prospectus.

### New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

### Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

### Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Maharashtra.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up face value capital shall not be more than ten crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“**SME Exchange**”, in this case being the SME Platform of National Stock Exchange of India Limited). For further details regarding the salient features and terms of such an issue please refer chapter titled “*Terms of the Issue*” and “*Issue Procedure*” on page 228 and 237 of this Prospectus.

Our Company is proposing the public issue of 35,37,600 equity shares of face value of ₹ 10/- each of Divine Hira Jewellers Limited (the “**Company**” or the “**Issuer**”, and such equity shares the “**Equity Share**”) for cash at a price of ₹ 90/- per Equity Share including a share premium of ₹ 80/- per Equity Share (the “**Issue Price**”) aggregating to ₹ 3,183.84 lakhs (the “**Issue**”), of which 1,77,600 Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ 90/- per Equity Share including a share premium of ₹ 80/- per Equity Share aggregating to ₹ 159.84 lakhs will be reserved for subscription by Market Maker to the Issue (the “**Market Maker Reservation Portion**”). The Issue less the Market Maker Reservation Portion i.e. Net Issue of 33,60,000 Equity Shares of face value of ₹ 10/- each at a price of ₹ 90/- per Equity Share including a share premium of ₹ 80/- per Equity Share aggregating to ₹ 3,024.00 lakhs is herein after referred to as the “**Net Issue**”. The Issue and the Net Issue will constitute 27.11% and 25.75%, respectively, of the post issue paid up Equity Share capital of our company.

The Issue is being made by way of Fixed Price Issue Process

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation	33,60,000 Equity Shares	1,77,600 Equity Shares
Percentage of Issue Size available for allocation	94.98% of the Issue Size	5.02% of the Issue Size
Basis of Allotment	Proportionate subject to minimum allotment of 1600 Equity Shares and further allotment in multiples of 1600 Equity Shares each. For further details please refer to “ <i>Issue Procedure</i> ” on page 237 of this Prospectus.	Firm Allotment
Mode of Application	All the applications shall make the application (Online or Physical) through ASBA Process Only	Through ASBA Process Only
Mode of Allotment	Compulsorily in dematerialized form.	Compulsorily in dematerialized form.
Minimum Application Size	<b><u>For Other than Retail Individual Investors:</u></b> Such number of Equity Shares in multiples of 1600 Equity Shares at an Issue price of 90 each, such that the Application Value exceeds ₹ 2,00,000/-.  <b><u>For Retail Individuals Investors:</u></b> 1600 Equity Shares at an Issue price of 90 Each	1,77,600 Equity Shares
Maximum Application Size	<b><u>For Other than Retail Individual Investors:</u></b> The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable.  <b><u>For Retail Individuals Investors:</u></b> Such number of Equity Shares in	1,77,600 Equity Shares

	multiples of 1600 Equity Shares such that the Application Value does not exceed ₹2,00,000/-	
Trading Lot	1600 Equity Shares	1600 Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Application lot Size	1600 Equity Shares thereafter Equity Shares and in multiples of 1600	
Terms of Payment	The entire Application Amount shall be blocked by the SCSBs in the bank account of the Applicants, or by the Sponsor Banks through UPI mechanism (for RIIs using the UPI Mechanism) at the time of the submission of the Application Form	

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to “*Issue Structure*” on page 234 of this Prospectus.

\*As per Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue ‘the allocation’ in the net offer to the public category shall be made as follows:

- a) Minimum fifty percent to retail individual investors; and
- b) Remaining to
  - (i) Individual Applicant other than retail Individual Investors; and
  - (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
- c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

***If the retail individual investor category is entitled to more than fifty percent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.***

#### **Withdrawal of the Issue**

The Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If the Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, the Company will file a fresh Draft Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the final RoC approval to the Prospectus after it is filed with the RoC.

#### **Issue Programme:**

<b>ISSUE OPENING DATE</b>	<b>MONDAY, MARCH 17, 2025</b>
<b>ISSUE CLOSING DATE</b>	<b>WEDNESDAY, MARCH 19, 2025</b>

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form.  
Standardization of cut-off time for uploading of applications on the issue closing date:

- a) A standard cut-off time of 3.00 p.m. for acceptance of applications.
- b) A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- c) A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of applications received up to the closure of timings and reported by LM to NSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical application form of that Bidder may be taken as the final data for the purpose of allotment.

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1:00 p.m. IST on the Issue Closing Date. Any time mentioned in this prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

## ISSUE PROCEDURE

All Applicants shall review the “General Information Document for Investing in Public Issues” prepared and issued in accordance with the circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 notified by SEBI, suitably modified from time to time, if any, and the UPI Circulars (“General Information Document”), highlighting the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations.

The General Information Documents will be updated to reflect the enactments and regulations including the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document will also be available on the websites of the Stock Exchange and the Lead Manager, before opening of the Issue. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 effective to public issues opening on or after from May 01, 2021. However, said circular has been modified pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in which certain applicable procedure w.r.t. SMS Alerts, Web portal to CUG etc shall be applicable to Public Issue opening on or after January 1, 2022 and October 1, 2021 respectively.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) Allocation of shares; (iii) Payment Instructions for ASBA Applicants; (iv) Issuance of CAN and Allotment in the Offer; (v) General instructions (limited to instructions for completing the Application Form); (vi) Submission of Application Form; (vii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (viii) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (vi) mode of making refunds; and (vii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, had 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 RIBs applying through 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 no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular no. 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”) and this phase was to continue till March 31, 2020 and post which reduced timeline from T+6 days to T+3 days was to be made effective using the UPI Mechanism for applications by RIBs. 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 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 (“T+3 SEBI Circular”). The Issue will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has introduced certain additional measures for

*streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, are deemed to form part of this Prospectus. SEBI, vide the SEBI RTA Master Circular, consolidated the aforementioned circulars to the extent relevant for RTAs, and rescinded these circulars. 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 (opening on or after May 1, 2022) whose application size are up to ₹5 lakhs shall use the UPI Mechanism. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). These circulars are effective for initial public offers opening on/or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Prospectus.*

*In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead manager shall continue to coordinate with intermediaries involved in the said process.*

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated as per applicable law. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.*

*Our Company and the LM do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do 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 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.*

## **FIXED PRICE ISSUE PROCEDURE**

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI (ICDR) Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229 (1) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via Fixed Price Issue method. In terms of Regulation 253(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be issued to Non Retail Category i.e. QIBs and Non Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Subject to the valid Applications being received at Issue Price, allocation to all categories in the Net Offer, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange. However, if the retail individual

investor category is entitled to more than fifty per cent of the net Issue on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI.

In case of QIB Applicants, the Company, in consultation with the Lead Manager, may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing. In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds.

**Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchange.**

#### **PHASED IMPLEMENTATION OF UPI FOR BIDS BY RETAIL INDIVIDUAL BIDDERS AS PER THE UPI CIRCULAR**

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI 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 intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to upto three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circulars proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

- a) Phase I: This phase was applicable from January 01, 2019 and lasted till June 30, 2019. Under this phase, a Retail Individual Bidder, besides the modes of Bidding available prior to the UPI Circulars, also had the option to submit the Bid cum Application Form with any of the 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.
- b) Phase II: This phase has commenced with effect from July 01, 2019 and will continue for a period of three months or floating of five main board public issues, whichever is later. Under this phase, submission of the Bid cum Application Form by a Retail Individual Investor through intermediaries to SCSBs for blocking of funds has been discontinued and has been replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. 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.
- c) Phase III/T+3: 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 T+3 Press Release. In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Press Release 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.

Pursuant to the UPI Circular, 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 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 not later than one day from the date on which the Basis of Allotment is finalized. 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 in this regard, the relevant SCSB as well as the post – Issue BRLM will be required to compensate the concerned investor.

All SCSBs offering the facility of making applications in public issues shall also provide the facility to make application using UPI. The Company will be required to appoint one of the SCSBs as a Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the Retail Individual Bidders using the UPI.

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.

For further details, refer to the “General Information Document” available on the websites of the Stock Exchange and the LM.

### **Electronic registration of Bids**

a) The Designated Intermediary registered the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries could also set up facilities for off-line electronic registration of Bids, subject to the condition that they would subsequently upload the off-line data file into the online facilities on a regular basis before the closure of the Offer.

b) On the Bid/Offer Closing Date, the Designated Intermediaries uploaded the Bids till such time as were permitted by the Stock Exchanges and as disclosed in this Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform were considered for allocation/Allotment. The Designated Intermediaries were given till 1:00 pm on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchanges’ Platform during the Bid/Offer Period after which the Stock Exchange(s) sent the bid information to the Registrar to the Offer for further processing.

### **AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS**

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. An electronic copy of the Application Form will also be available for download on the website of the Stock Exchange (NSE) i.e. [www.nseindia.com](http://www.nseindia.com) at least one day prior to the Issue Opening Date.

All the investors (except Retail Individual Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, Retail Individual Investors applying in public Issue through intermediaries shall use only UPI payment mechanism for application. The application form submitted by NIIs and QIBs must provide applicant’s bank account details and authorization to block funds in the relevant space provided in the Application Form. Further, Retail Individual Investors submitting application form using UPI shall mention the UPI of his/her own Bank account in the application form in the relevant space. The Application Forms that do not contain applicant’s bank account details or UPI of own Bank Account, as the case may be, are liable to be rejected. All the investors were also required to ensure that the ASBA Account had sufficient credit balance as an amount equivalent to the full Bid Amount which could have been blocked by the SCSB.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the syndicate member/ SCSBs/ RTA/ DPs/ stock brokers, submitted at the Collection Centres only (except in case of electronic

Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID were liable for rejection.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue

*\*excluding electronic Application Forms downloaded by the Applicants.*

## **SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS**

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account or UPI linked Bank Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

- i. An SCSB, with whom the bank account to be blocked, is maintained
- ii. A syndicate member (or sub-syndicate member)
- iii. A stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
- iv. A depository participant (“DP”) (Whose name is mentioned on the website of the stock exchange as eligible for this activity)
- v. A registrar to an issuer and share transfer agent (“RTA”) (Whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retail investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), shall enter their UPI ID in the application form.

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the applicants has a bank account and shall not submit it to any non-SCSB Bank.

For applications submitted to Designated Intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of Stock Exchange. Further, Intermediaries shall retain physical application forms submitted by retail individual investors with UPI as a payment mechanism, for a period of six months and thereafter forward the same to the issuer/ Registrar to the Issue. However, in case of Electronic forms, “printouts” of such applications need not be retained or sent to the issuer. Intermediaries shall, at all times, maintain the electronic records relating to such forms for a minimum period of three years.

SCSB, after accepting the form, shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and blocked funds available in the bank account specified in the form, to the extent of the application money specified.

It is clarified that Retail Individual Investors may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by investors to SCSB:</b>	After accepting the form submitted by RIIs (without using UPI for payment), NIIs and QIBs, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors (other than Retail Individual Investors) to intermediaries other than SCSBs without use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment</b>	<p>After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).</p> <p>Stock Exchange shall share application details including the UPI ID with Sponsor Bank on a continuous basis through API integration, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds.</p> <p>Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor shall accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account.</p>

Stock exchange(s) shall validate the electronic application details with depository's records for DP ID/Client ID and PAN Combination, on a real time basis through API Integration and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange(s) shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the application details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants have deemed to have authorised our Company to make the necessary changes in the Prospectus, without prior or Subsequent notice of such changes to the Applicants.

#### **WHO CAN APPLY?**

**As per the existing RBI regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case to case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.**

Each Applicants should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

**Subject to the above, an illustrative list of Applicants is as follows:**

- a) Indian nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) QIBs;
- e) Mutual Funds registered with SEBI;
- f) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- g) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- h) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- i) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- j) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant's category;
- k) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- l) Foreign Venture Capital Investors registered with the SEBI;
- m) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- n) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- o) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- p) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- r) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;

- s) Insurance funds set up and managed by army, navy or air force of the Union of India;
- t) Multilateral and bilateral development financial institution;
- u) Eligible QFIs;
- v) Insurance funds set up and managed by army, navy or air force of the Union of India;
- w) Insurance funds set up and managed by the Department of Posts, India;
- x) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

- |                                       |                                        |
|---------------------------------------|----------------------------------------|
| 1. Minors (except under guardianship) | 2. Partnership firms or their nominees |
| 3. Foreign Nationals (except NRIs)    | 4. Overseas Corporate Bodies           |

*The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.*

**PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER**

The Lead Manager and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, in the Non-Institutional Category where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of Lead Manager and syndicate members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Promoters and Promoter Group and any persons related to our Promoters and Promoter Group cannot participate in the Issue.

**APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS APPLYING ON NON-REPATRIATION**

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depository), foreign nationals, trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

**APPLICATION BY MUTUAL FUNDS**

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

- No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company.

Provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds.

- No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications, provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

#### **APPLICATIONS BY ELIGIBLE NRIS ON REPATRIATION BASIS**

##### **ELIGIBLE NRIS APPLYING ON A REPATRIATION BASIS ARE ADVISED TO USE THE APPLICATION FORM MEANT FOR NON-RESIDENTS (BLUE IN COLOUR).**

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. Companies are required to file declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRI's on repatriation basis.

NRIs may obtain copies of Application Form from the offices of the Lead Manager and the Designated Intermediaries. Eligible NRI Applicants making application on a repatriation basis by using the Non Resident Forms, should authorize their SCSB to block their Non-Resident External (NRE) accounts, or Foreign Currency Non-Resident (FCNR) or ASBA Accounts.

**Eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non Resident Ordinary (NRO) accounts for the full Application Amount, at the time of the submission of the Application Form.**

Allotment of Equity Shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's, FII's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

#### **APPLICATIONS BY ELIGIBLE FPIs INCLUDING FIIs ON REPATRIATION BASIS**

##### **FPIs INCLUDING FIIs WHO WISH TO PARTICIPATE IN THE ISSUE ARE ADVISED TO USE THE APPLICATION FORM FOR NON- RESIDENTS (BLUE IN COLOUR).**

As per the current regulations, the following restrictions are applicable for investments by FPIs:

1. Foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies'(IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
2. Where a foreign institutional investor or a sub account, prior to commencement of FEMA Act, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:
  - (a). A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
  - (b). Nothing contained in clause (a) shall apply to:
    - i. Any transactions in derivatives on a recognized stock exchange;
    - ii. Short selling transactions in accordance with the framework specified by the Board;
    - iii. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
    - iv. Any other transaction specified by the Board.
  - (c). No transaction on the stock exchange shall be carried forward;
  - (d). The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board;

Provided nothing contained in this clause shall apply to:

- i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
- ii. sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- iii. sale of securities in response to an offer made by any promoters or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
- iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 2018;
- v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of

- American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
- vi. Any Application for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
  - vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - viii. Any other transaction specified by the Board.

- (e). A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:

Provided that any shares held in non-dematerialized form, before the commencement of FEMA Act, can be held in non-dematerialized form, if such shares cannot be dematerialized.

Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

- 4. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
- 5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
- 6. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
- 7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.
- 8. No foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:
  - (a). Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;
  - (b). Such offshore derivative instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly:

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

- 9. A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.
- 10. Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such

instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.

11. Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.
12. A FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
13. A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
14. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.
15. The issue of Equity Shares to a single FII should not exceed 10% of our post Issue Paid up Capital of the Company. In respect of an FII investing in Equity Shares of our Company on behalf of its sub accounts, the investment on behalf of each sub account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub account is a foreign corporate or an individual.
16. In accordance with the foreign investment limits, the aggregate FII holding in our Company cannot exceed 24% of our total issued capital. However, this limit can be increased to the permitted sectoral cap/statutory limit, as applicable to our Company after obtaining approval of its board of Directors followed by the special resolution to that effect by its shareholders in their General Meeting. As on the date of filing the Prospectus, no such resolution has been recommended to the shareholders of the Company for adoption.
17. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended, an FII may issue, deal or hold, off shore derivative instruments such as participatory notes, equity linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of "Know Your Client" requirements. An FII shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity.
18. In case of FII's in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.

#### **APPLICATION BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS**

The SEBI (Venture Capital Funds) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. Further, the SEBI, AIF Regulations prescribes, among others, the investment restrictions on AIFs.

The holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicants on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all such Applicants will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

#### **APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS**

In case of applications 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 Application Form. Failing which, the Company reserves the right to reject any application, without assigning any reason thereof.

#### **APPLICATIONS BY INSURANCE COMPANIES**

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (The "IRDA Investment Regulations"), are broadly set forth below:

- (a.) Equity shares of a Company: the least of 10% of the investee Company's subscribed capital (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;
- (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 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 belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer 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. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **APPLICATION BY PROVIDENT FUNDS / PENSION FUNDS**

In case of applications made by provident funds with minimum corpus of ₹ 25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

#### **APPLICATION UNDER POWER OF ATTORNEY**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, 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 with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- a.) With respect to applications by VCFs, FVCIs, FPIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- b.) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- c.) With respect to applications made by provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.
- d.) With respect to Applications 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 Application Form.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the lead manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

***The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.***

## INDICATIVE PROCESS FLOW FOR APPLICATIONS IN PUBLIC ISSUE

### ASBA PROCESS

**In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.**

Lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on [www.sebi.gov.in](http://www.sebi.gov.in). For details on designated branches of SCSB collecting the Application Form, please refer the below mentioned SEBI link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (“ASBA Account”) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

### CHANNELS OF SUBMISSION OF APPLICATION FORMS

From July 1, 2019 in Phase II, RIIs shall use only Channel I, Channel II and Channel IV (as described below) for making applications in a public issue:

Category of Investor	Channel I	Channel II	Channel III	Channel IV
Retail Individual Investor (RII)	Investor may submit the Application Form with ASBA as the sole mechanism for making payment either physically (at the branch of the SCSB) or online.	Investor may submit the Application Form online using the facility of linked online trading, demat and bank account (3-in-1 type accounts) provided by Registered	Not Applicable	RIIs may submit the Application Form with any of the Designated Intermediaries and use his/her UPI ID for the purpose of

Category of Investor	Channel I	Channel II	Channel III	Channel IV
Non- Institutional Investor (NII) including Qualified Institutional Buyer (QIB)	For such applications the existing process of uploading the Application and blocking of funds in the RIIs account by the SCSB would continue.	Brokers.	Investor may submit the Application Form with any of the Designated Intermediaries, along with details of his/her ASBA Account for blocking of funds.  For such applications the Designated Intermediary will upload the Application in the stock exchange bidding platform and forward the application form to Designated Branch of the concerned SCSB for blocking of funds.	blocking of funds. Not Applicable

Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such Applications with the Stock Exchange.

If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Applications and shall not upload such Applications with the Stock Exchange.

If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each Application into the electronic bidding system as a separate Application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Application Form, as the case may be.

Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

#### **PROCESS FLOW FOR APPLICATIONS IN PUBLIC ISSUE SUBMITTED BY RETAIL INDIVIDUAL INVESTOR**

In addition to application to be submitted to SCSB, with whom the bank account to be blocked, is maintained, a RII would also have the option to submit application form with any of the intermediary and use his / her bank account linked UPI ID for the purpose of blocking of funds with effect from January 01, 2019.

The detailed process in this regard is as detailed hereunder:

#### **Application and validation process**

(a). submission of the application with the intermediary, the RII would be required to have / create a UPI ID, with a

maximum length of 45 characters including the handle (Example: InvestorID@bankname).

- (b). RII will fill in the Application details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediary.
- (c). The intermediary upon receipt of form will upload the Application details along with UPI ID in the stock exchange bidding platform.
- (d). Once the Application has been entered in the bidding platform, the exchange will undertake validation of the PAN and Demat Account details of RII with the depository.
- (e). Depository will validate the aforesaid Application details on a real time basis and send response to stock exchange which would be shared by stock exchange with intermediary through its platform, for corrections, if any.
- (f). SMS from exchange to RII for applying: Once the Application details are uploaded on the stock exchange platform, the stock exchange shall send an SMS to the RII regarding submission of his / her application, daily at the end of day basis, during bidding period. For the last day of applying, the SMS may be sent out the next working day.

### **The Block Process**

- (a). Post undertaking validation with depository, the stock exchange will, on a continuous basis, electronically share the Application details along with RIIs UPI ID, with the Sponsor Bank appointed by the issuer.
- (b). The Sponsor Bank will initiate a mandate request on the RII i.e. request the RII to authorize blocking of funds equivalent to application amount and Subsequent debit of funds in case of allotment. For all pending UPI Mandate Requests, the Sponsor Bank will initiate requests for blocking of funds in the ASBA Accounts of relevant investors with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/Issue Closing Date (“**Cut-Off Time**”). Accordingly, RIIs using the UPI Mechanism need to accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests after the Cut-Off Time will lapse.
- (c). The request raised by the Sponsor Bank, would be electronically received by the RII as a SMS / intimation on his / her mobile no. / Mobile app, associated with UPI ID linked bank account.
- (d). The RII would be able to view the amount to be blocked as per his / her Application in such intimation. The RII would also be able to view an attachment wherein the IPO Application details submitted by RII will be visible. After reviewing the details properly, RII would be required to proceed to authorize the mandate. Such mandate raised by sponsor bank would be a one-time mandate for each application in the IPO.
- (e). Upon successful validation of block request by the RII, as above, the said information would be electronically received by the RIIs’ bank, where the funds, equivalent to application amount, would get blocked in RIIs account. Intimation regarding confirmation of such block of funds in RIIs account would also be received by the RII.
- (f). The information containing status of block request (e.g. – accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with stock exchange. The block request status would also be displayed on stock exchange platform for information of the intermediary.
- (g). The information received from Sponsor Bank, would be shared by stock exchange with RTA in the form of a file for the purpose of reconciliation.
- (h). RIIs would continue to have the option to modify or withdraw the Application till the closure of the Issue

period. For each such modification of Application, RII will submit a revised Application and shall receive a mandate request from sponsor bank to be validated as per the process indicated above.

Post closure of the Offer, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

#### **NUMBER OF APPLICATIONS PER BANK ACCOUNT**

An investor making application using any of channels under UPI Payments Mechanism, shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

#### **HOW TO APPLY?**

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

#### **MODE OF PAYMENT**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Applicants must specify the Bank Account number, or the UPI ID, as applicable, in the Application Form. The Application Form submitted by applicant and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted. The SCSB or Sponsor Bank shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount.

However, Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 and all related circulars issued thereafter, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any

against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

In case of applications made by using any of channels under UPI Payments Mechanism, post closure of the Offer, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

The RTA, based on information of Applications and blocking received from stock exchange, would undertake reconciliation of the Applications data and block confirmation corresponding to the Applications by all investor category applications (with and without the use of UPI) and prepare the basis of allotment.

Upon approval of basis of allotment, RTA will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to public issue account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

Upon confirmation of receipt of funds in the public issue account, shares would be credited to the RII's account. RII will be notified for full/partial/no allotment. For partial allotment the remaining funds would be unblocked. For no allotment, mandate would be revoked and application amount would be unblocked for the RII.

#### **UNBLOCKING OF ASBA ACCOUNT**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

In case of applications made by using any of channels under UPI Payments Mechanism, Registrar to the Issue will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to public issue account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

However, the Application Amount may be unblocked in the ASBA Account or Bank Account link in UPI Mechanism prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application or Application made through UPI Mechanism, as the case may be.

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

The applications in this Issue, being a fixed price issue, will be categorized into two;

##### **1. For Retail Individual Applicants**

The Application must be for a minimum of 1600 Equity Shares so as to ensure that the Application amount payable by the Applicant does not exceed ₹ 2,00,000.

##### **2. For Other Applicants (Non Institutional Applicants and QIBs):**

The Application must be for a minimum of 3200 Equity Shares so as to ensure that the Application Amount exceeds ₹ 2,00,000 and in multiples of 1600 Equity Shares thereafter.

A person shall not make an application in the net Issue category for a number of specified securities that exceeds the total number of securities offered to the public. Further, the maximum application by non-institutional investors shall not exceed total number of specified securities offered in the issue less total number of specified securities offered in the issue to qualified institutional buyers.

Further, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non Institutional Portion.

**Applicants are advised to ensure that any single Application form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.**

#### **OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM**

**Furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.**

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

#### **INFORMATION FOR THE APPLICANTS**

- a.) The Company will file the Prospectus with the RoC at least 3 (three) working days before the Issue Opening Date.
- b.) The Lead Manager will circulate copies of the Prospectus along with the Application Form to potential investors.
- c.) Any investor, being eligible to invest in the Equity Shares offered, who would like to obtain the Prospectus and/or the Application Form can obtain the same from the Company's Registered Office or from the Registered Office of the Lead Manager.
- d.) Applicants who are interested in subscribing to the Equity Shares should approach the Lead Manager or their authorized agent(s) to register their Applications.
- e.) Applications made in the name of Minors and/or their nominees shall not be accepted.

#### **PRE-ISSUE ADVERTISEMENT**

As provided in Section 30 of the Companies Act, 2013 and 264(2) of the SEBI (ICDR) Regulations, 2018, the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations.

#### **SIGNING OF UNDERWRITING AGREEMENT**

The issue is 100% Underwritten. Our Company has entered into an Underwriting Agreement with the Underwriters on March 03, 2025.

#### **FILING OF THE PROSPECTUS WITH THE ROC**

The Company will file a copy of the Prospectus with the RoC in terms of Section 32 of Companies Act, 2013.

#### **INFORMATION FOR THE APPLICANTS**

- a.) **Designated Date and Allotment of Equity Shares Designated Date:** On the Designated date, the SCSBs or Sponsor Bank shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.
- b.) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload it on its website. On the basis of approved basis of allotment, the Issuer shall make necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.
- c.) Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.
- d.) Issuer will make the allotment of the equity shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 5 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within two working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

**Designated Date:** On the Designated date, the SCSBs or Sponsor Bank shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 5 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

#### **INTEREST AND REFUNDS**

#### **COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING**

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at Emerge Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed are taken within 3 (three) working days from Issue Closing Date. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

#### **GROUND FOR REFUND**

#### **NON RECEIPT OF LISTING PERMISSION**

An Issuer makes an Application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Prospectus.

In case, our Company fails to obtain listing or trading permission from the stock exchanges where the specified securities were to be listed, our Company shall refund through verifiable means the entire monies received within seven days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities. The Lead Manager and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary Applicants.

If any such money is not repaid within eight days after the issuer becomes liable to repay it the issuer and every director of the company who is an officer in default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent. per annum.

#### **MINIMUM SUBSCRIPTION**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per section 39 of the Companies Act, 2013, if the “Stated Minimum Amount” has not been subscribed and the sum payable on application is not received within a period of thirty days from the date of issue of the Prospectus, or such other period as may be specified by the Securities and Exchange Board, the amount received under sub-section (1) shall be returned within such time and manner as may be prescribed under that section. If the Issuer does not receive the subscription of 100% of the Issue through this Prospectus including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies Act, 2013.

#### **MINIMUM NUMBER OF ALLOTTEES**

The Issuer may ensure that the number of proposed Allottees to whom Equity Shares may be allotted shall not be less than 50 (Fifty), failing which the entire application monies may be refunded forthwith.

#### **MODE OF REFUND**

Within three Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs or in case of Applications by RIIs applying through the UPI mechanism to the Sponsor Bank, to revoke the mandate and for unblocking the amount in ASBA Accounts of unsuccessful Applicants and also for any excess amount blocked on Applications.

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Applications or in the event of withdrawal or failure of the Issue.

#### **LETTERS OF ALLOTMENT OR REFUND ORDERS OR INSTRUCTIONS TO THE SCSBS**

The Registrar to the Issue shall give instructions for credit to the beneficiary account with depository participants within 3 Working Days from the Issue Closing Date. The Registrar shall instruct the Sponsor Bank or relevant SCSBs to, on the receipt of such instructions from the Registrar, revoke the mandate and for unblocking the amount

in ASBA Accounts to the extent of the Application Amount specified in the Application Form or the relevant part thereof, for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 3 Working Days of the Issue Closing Date.

#### **INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND:**

The issuer shall allot securities offered to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent. per annum if the allotment letters or refund orders have not been despatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within eight days from the date of the closure of the issue. However applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

1. **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Lead Manager or the Registrar to the Issue shall send to the Bankers to the Issue a list of their Applicants who have been allocated/Allotted Equity Shares in this Issue.
2. Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
3. Approval of the Basis of Allotment by the Designated Stock Exchange. As described above shall be deemed a valid, binding and irrevocable contract for the Applicant.

#### **GENERAL INSTRUCTIONS**

##### **Do's:**

- Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- Read all the instructions carefully and complete the Application Form in the prescribed form;
- Ensure that the details about the PAN, DP ID and Client ID, UPI ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
- Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
- If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder.
- Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the signature of the First Applicants in case of joint Applications, is included in the Application Forms;
- QIBs, Non-Institutional Applicants and the Retail Applicants should submit their Applications through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their Application by using UPI mechanism for payment.
- Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicants whose name should also appear as the first holder of the beneficiary account held in joint names;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Application;
- Ensure that you have funds equal to the Application Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the

SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);

- Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
- Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants 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 beneficiary 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;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- 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;
- Ensure that the category and the investor status is indicated;
- Ensure that in case of Application under power of attorney or by limited companies, corporates, trust etc, relevant documents are submitted;
- Ensure that Application submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
- Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
- Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
- Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

- Do not apply for lower than the minimum Application size;

- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form;
- Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not make Application on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not make Application at Cut-off Price (for Applications by QIBs and Non-Institutional Applicants);
- Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
- Do not make Application for Application Amount exceeding ₹ 2,00,000 (for Applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Net 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 the Prospectus;
- Do not submit the General Index Register number instead of the PAN;
- Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
- Do not submit Application on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicants;
- Do not submit Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- Do not make Application 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);
- Do not submit Application by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

## **INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected. SEBI, vide Circular No. CIR/CFD/14/2012 dated October 4, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker ("broker") network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker's Centre is available on the websites of NSE i.e. [www.nsesme.com](http://www.nsesme.com).

Applicants may note that forms not filled completely or correctly as per instructions provided in this Prospectus, the General Information Document which shall be made available on the website of the Stock Exchange, the Issuer and the LM, are liable to be rejected. Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below;

### **A. INSTRUCTION FOR FILLING THE APPLICATION FORM**





### **1. FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT:**

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- a.) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (letters notifying the unblocking of the bank accounts of Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the members of the Syndicate the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- b.) **Joint Applicants:** In the case of Joint Applicants, the Application should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

### **2. FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT:**

- a.) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- b.) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Application on behalf of the Central or State Government, Application by officials appointed by the courts and Application by Applicant residing in Sikkim ("PAN Exempted Applicant"). Consequently, all Applicants, other than the PAN Exempted Applicant, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Application by the Applicant whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.
- c.) The exemption for the PAN Exempted Applicant is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary 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.
- d.) Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- e.) Applications by Applicant whose demat accounts have been "suspended for credit" are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

### **3. FIELD NUMBER 3: APPLICANT'S DEPOSITORY ACCOUNT DETAILS**

- a.) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Application Form is liable to be rejected.
- b.) Applicants should ensure that the beneficiary account provided in the Application Form is active.

- c.) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Issue.
- d.) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

#### 4. FIELD NUMBER 4: APPLICATION OPTIONS

- a.) Since, this is the Fixed Price Issue and the Price has already been disclosed in the Prospectus, the Applicants should make application at the Issue Price only. For the purpose of this Issue, the Price has been Determined as 90 per equity shares (including premium of 80 per equity share).
- b.) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can make application at the Cut-off Price indicating their agreement to apply for and purchase the Equity Shares at the Issue Price as determined in terms of Prospectus. Making Application at the Cut-off Price is prohibited for QIBs and NIIs and such Applications from QIBs and NIIs may be rejected.
- c.) **Minimum Application Value and Application Lot:** For Application made by Retail Individual Investors, minimum application of 1600 Equity Shares to ensure that the minimum Application value is not exceeding ₹ 2,00,000 and not less than ₹ 1,00,000. For Application made by QIBs and Non – Institutional Investors, minimum application of 3200 Equity Shares and in multiples of 1600 Equity Shares thereafter to ensure that the minimum Application value is exceeding ₹ 2,00,000.
- d.) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum application Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. Also, in case if the RII category is entitled to more than the allocated equity shares on proportionate basis, the RII category shall be allotted that higher percentage.

#### Maximum and Minimum Application Size

- e.) The Applicants may apply for the desired number of Equity Shares in multiple of 1600 equity shares at Issue Price. Applications by Retail Individual Investors and Retail Individual Shareholders must be for 1600 equity shares, so as to ensure that the Application Amount, payable by the Applicants does not exceed ₹ 2,00,000.

In case the Application Amount exceeds ₹ 2,00,000 due to revision of the Application or any other reason, the Application may be considered for allocation under the Non-Institutional Category or if it is at the Cut-off Price, then such Application may be rejected.

For NRIs, Application Amount of up to ₹ 2,00,000 may be considered under the Retail Category for the purposes of allocation and Application Amount exceeding ₹ 2,00,000 may be considered under the Non-Institutional Category for the purposes of allocation.

- f.) Application by QIBs and NIIs must be for a minimum of 3200 equity shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of 1600 Equity Shares thereafter, as may be disclosed in the Application Form and the Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Investors and QIBs are not allowed to make application at Cut off Price.
- g.) RII may revise or withdraw their application until Issue Closing Date. QIBs and NII's cannot withdraw or lower their Application (in terms of quantity of Equity Shares or the Application Amount) at any stage after making application and are required to pay the Application Amount upon submission of the Application.

- h.) In case the Application Amount reduces to ₹ 2,00,000 or less due to a revision of the Price, Application by the Non-Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- i.) An Application cannot be submitted for more than the net issue size.
- j.) The maximum application by any applicant including QIB applicant should not exceed the investment limits prescribed for them under the applicable laws.

#### **Multiple Applications**

- k.) Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Application Forms bearing the same application number shall be treated as multiple Applications and are liable to be rejected.
- l.) Applicants are requested to note the following procedures that may be followed by the Registrar to the Issue to detect multiple Applications:
  - i. All Applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN may be treated as multiple Application by Applicants and may be rejected.
  - ii. For Application from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Application on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. Such Applications which have the same DP ID and Client ID may be treated as multiple applications and are liable to be rejected.
- m.) **The following Applications may not be treated as multiple Applications:**
  - i. Applications by Reserved Categories making application in their respective Reservation Portion as well as application made by them in the Issue portion in public category.
  - ii. Separate Applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.
  - iii. Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

#### **5. FIELD NUMBER 5: CATEGORY OF APPLICANTS**

- a.) The categories of Applicants are identified as per the SEBI (ICDR) Regulations, 2018 for the purpose of Applications, allocation and allotment in the Issue are RIIs, NIIs and QIBs.
- b.) An Issuer can make reservation for certain categories of Applicants as permitted under the SEBI (ICDR) Regulations, 2018. For details of any reservations made in the Issue, Applicants may refer to the Prospectus.
- c.) The SEBI (ICDR) Regulations, 2018, specify the allocation or allotment that may be made to various categories of Application in an issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form.
- d.) For Issue specific details in relation to allocation, Applicants may refer to the Prospectus.

**6. FIELD NUMBER 6: INVESTOR STATUS**

- a.) Each Applicants should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue follows the investment restrictions under applicable law.
- b.) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.
- c.) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.
- d.) Applicants should ensure that their investor status is updated in the Depository records.

**7. FIELD NUMBER 7: PAYMENT DETAILS**

- a.) Applicants are required to enter either the ASBA Bank account details or the UPI ID in this field. In case the Applicants doesn't provide any of the ASBA Bank account details or the UPI ID then the application would be rejected. For application submitted to Designated Intermediaries (other than SCSBs), Applicants providing both the ASBA Bank account details as well as the UPI ID, the UPI ID will be considered for processing of the application.
- b.) The full Application Amount shall be blocked based on the authorization provided in the Application Form.
- c.) RIIs who make application at Cut-off price shall be blocked on the Cap Price.
- d.) All Applicants (other than Anchor Investors) can participate in the Issue only through the ASBA mechanism.
- e.) RIIs submitting their applications through Designated Intermediaries can participate in the Issue through the UPI mechanism, through their UPI ID linked with their bank account.
- f.) Application Amount cannot be paid in cash, cheque, and demand draft, through money order or through postal order.

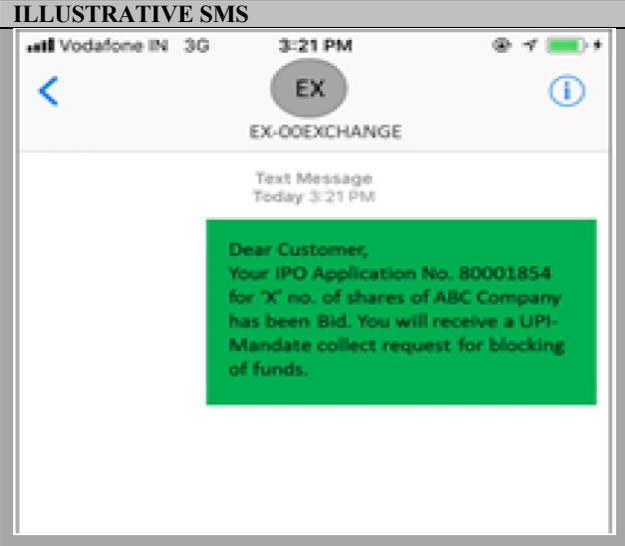
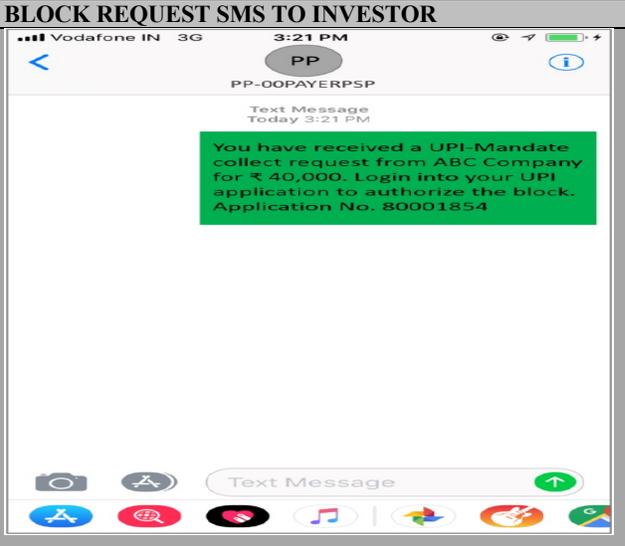
**Payment instructions for Applicants (other than Anchor Investors)**

- a.) From July 1, 2019 in Phase II, RIIs shall use only Channel I, Channel II and Channel IV (as described below) for making applications in a public issue:

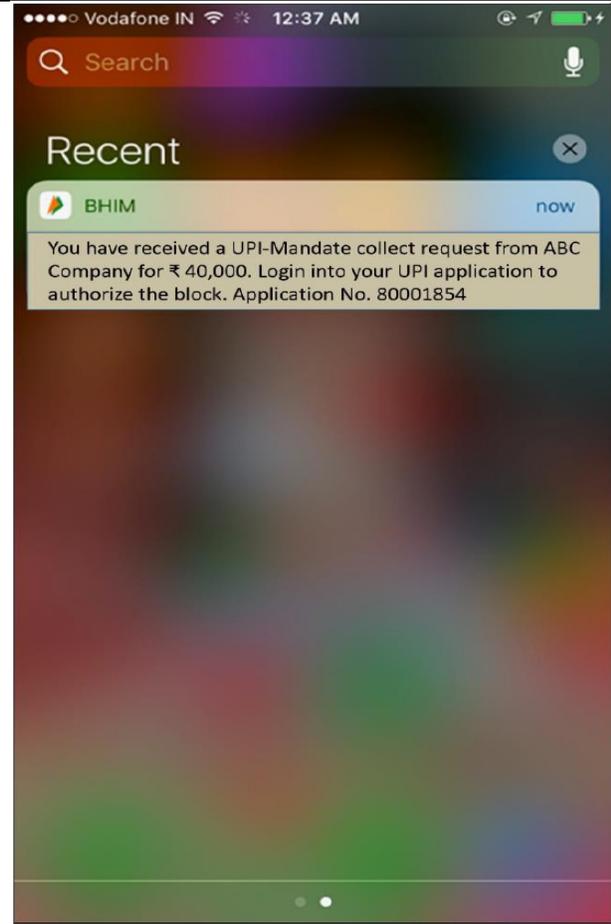
Category of Investor	Channel I	Channel II	Channel III	Channel IV
Retail Individual Investor (RII)	Investor may submit the Application Form with ASBA as the sole mechanism for making payment either physically (at the branch of the SCSB) or online.	Investor may submit the Application Form online using the facility of linked online trading, demat and bank account (3-in-1 type accounts) provided by Registered Brokers.		RIIs may submit the Application Form with any of the Designated Intermediaries and use his/her UPI ID for the purpose of blocking of funds.
Non- Institutional Investor (NII)	For such applications the existing process of uploading the Application and blocking of finds in the		Investor may submit the Application Form with any of the Designated Intermediaries, along with details of his/her ASBA Account for blocking of funds.	Not Applicable

Category of Investor	Channel I	Channel II	Channel III	Channel IV
	RIIs account by the SCSB would continue.		For such applications the Designated Intermediary will upload the Application in the stock exchange bidding platform and forward the application form to Designated Branch of the concerned SCSB for blocking of funds.	

Please see below a graphical illustrative process of the investor receiving and approving the UPI mandate request:

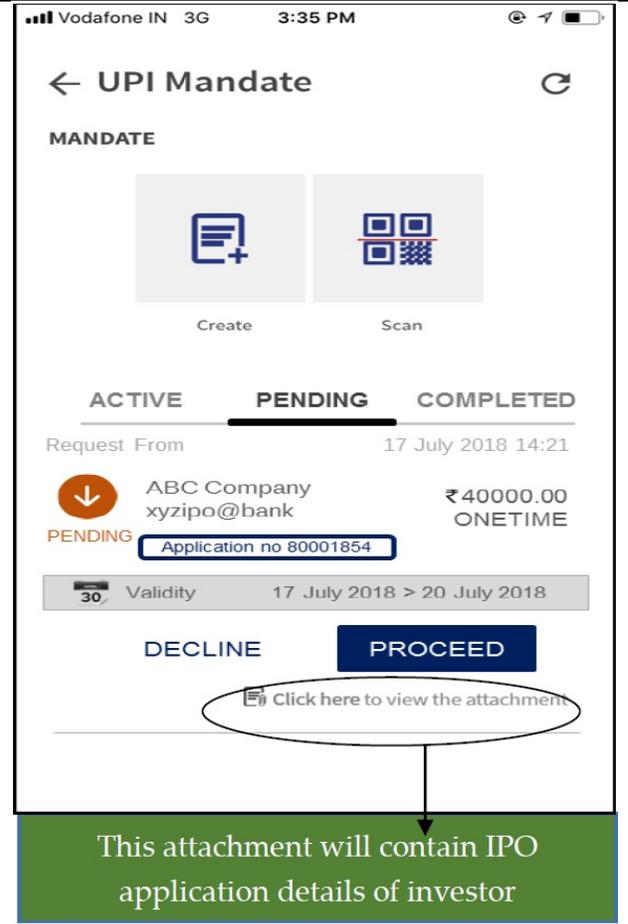
ILLUSTRATIVE SMS	BLOCK REQUEST SMS TO INVESTOR
 <p>The screenshot shows a text message from 'EX-OOEXCHANGE' at 3:21 PM. The message content is: "Dear Customer, Your IPO Application No. 80001854 for 'X' no. of shares of ABC Company has been Bid. You will receive a UPI-Mandate collect request for blocking of funds."</p>	 <p>The screenshot shows a text message from 'PP-00PAYERPSP' at 3:21 PM. The message content is: "You have received a UPI-Mandate collect request from ABC Company for ₹ 40,000. Login into your UPI application to authorize the block. Application No. 80001854"</p>
BLOCK REQUEST INTIMATION THROUGH UPI APPLICATION	BLOCK REQUEST SMS TO INVESTOR

**BLOCK REQUEST INTIMATION THROUGH UPI APPLICATION**



**SAMPLE OF IPO DETAILS IN ATTACHMENT**

**BLOCK REQUEST SMS TO INVESTOR**



**POST VERIFICATION OF DETAILS ABOVE**

**BLOCK REQUEST INTIMATION THROUGH UPI APPLICATION**

Secure | https://

1 Enter Details

Investor Details

Depository Name	DP ID	Client ID
NSDL	IN300513	14871468
Beneficiary No.	PAN Card	Investor's Name
-	AAMPF7581P	SHYAM SHARAM

IPO Details

Company Name	IPO Symbol	Bid Lot
IPO	SUPREMEENG	40000
Face Value	Maximum Price	Minimum Price
10.00	₹ 32.00	₹ 27.00
Cut Off Price	IPO Start Date	IPO End Date
₹ 32.00	20 July 2018	27 July 2018
Discount Amount	Discount Category	
NA	-	

**BLOCK REQUEST SMS TO INVESTOR**

Vodafone IN 3G 5:43 PM

← Create Mandate

TO

ABC Company

xyzipo@bank **Verified Merchant**

Mandate Amount

₹ 40000.00

The Amount entered will be blocked immediately & debited from payer account as per your Mandate inputs

Frequency

**ONETIME**

Validity

31 Start Date > 31 End Date

**20 JULY 2018** > **27 JULY 2018**

Users account will be debited within validity period.

REMARKS

Application no 80001834

Click here to view the attachment

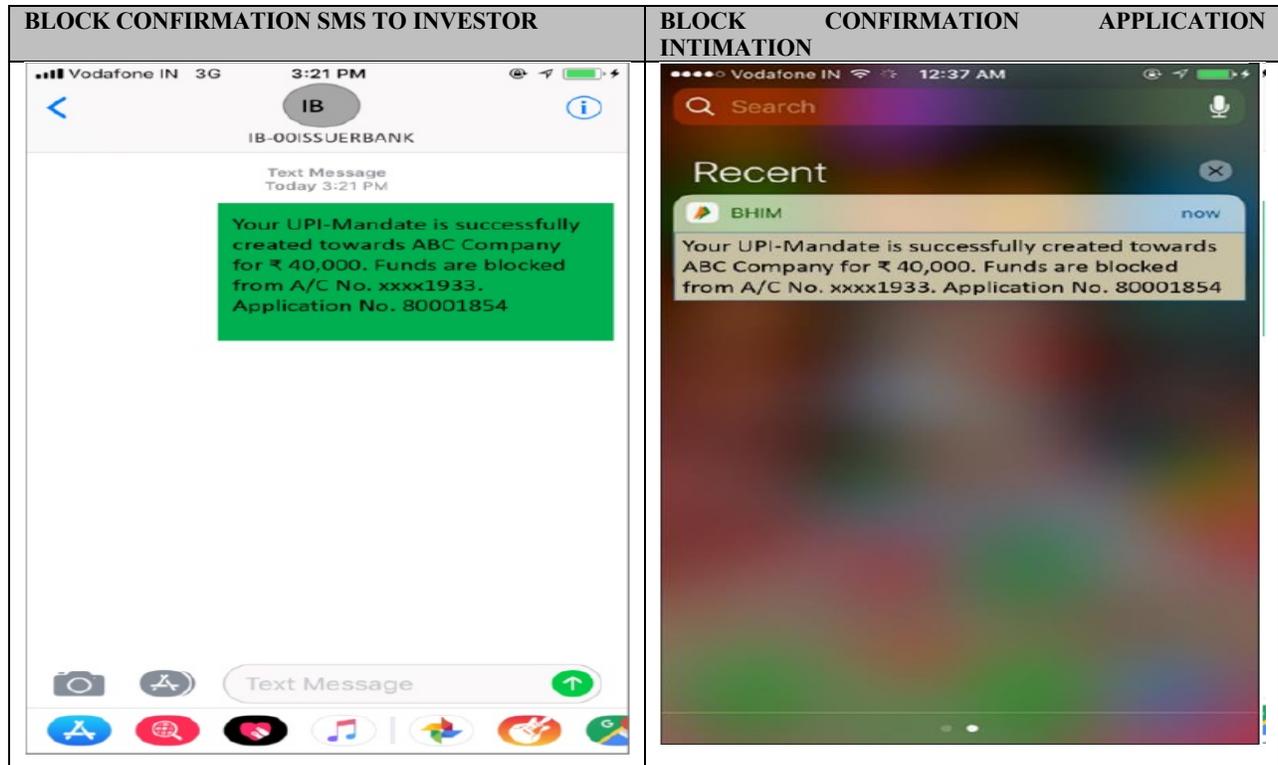
**PROCEED**

**PRE-CONFIRMATION PAGE**

**ENTERING OF UPI PIN**

PRE-CONFIRMATION PAGE	ENTERING OF UPI PIN												
<p>Vodafone IN 3G 3:48 PM</p> <p> Please check the below details as the amount will be <b>blocked</b> for the validity period and will be debited as per the mandate inputs. In case of non-execution of the Mandate, the amount will be unblocked</p> <p><b>Mandate Details</b></p> <p>To ABC Company</p> <p> xyzipo@bank</p> <p>AMOUNT ₹ 0000.00</p> <p>FREQUENCY ONETIME</p> <p>VALIDITY 20 JULY 2018 to 27 JULY 2018</p> <p>REMARKS Application no 80001854</p> <p><b>CANCEL</b> <b>CONFIRM</b></p>	<p>Vodafone IN 3G 1:39 AM</p> <p><b>CANCEL</b></p> <p>STATE BANK OF INDIA </p> <p>ABC Company ₹ 40000</p> <p><b>ENTER UPI PIN</b></p> <p>— — — —</p> <table border="1"> <tbody> <tr> <td>1</td> <td>2</td> <td>3</td> </tr> <tr> <td>4</td> <td>5</td> <td>6</td> </tr> <tr> <td>7</td> <td>8</td> <td>9</td> </tr> <tr> <td></td> <td>0</td> <td><b>SUBMIT</b></td> </tr> </tbody> </table>	1	2	3	4	5	6	7	8	9		0	<b>SUBMIT</b>
1	2	3											
4	5	6											
7	8	9											
	0	<b>SUBMIT</b>											
<b>CONFIRMATION PAGE</b>	<b>APPROVED MANDATES VISIBLE IN UPI APPLICATION</b>												

PRE-CONFIRMATION PAGE	ENTERING OF UPI PIN
<p>Vodafone IN 3G 3:49 PM</p>  <p><b>Mandate Approved</b></p> <p>UPI ID: xyzipo@bank  Amount: Rs 40000.00  Frequency: ONETIME  UMN: 5473tsfeh735489jsbyw457isntea59jdkn@upi  Validity: 20<sup>th</sup> July 2018 to 27<sup>th</sup> July 2018</p> <p><a href="#">VIEW DETAILS</a> <a href="#">HOME</a></p>	<p>Vodafone IN 3G 5:43 PM</p> <p>← <b>Active Mandate</b></p> <p>Received From 18 July 2018 14:21</p> <p>  ABC Company ₹ 40000.00  xyzipo@bank ONETIME  ACTIVE </p> <p>Application No 80001834</p> <p><b>MANDATE DETAILS</b></p> <p>START DATE: 20 July 2018  END DATE: 27 July 2018  FREQUENCY: One Time  UMN: 5473tsfeh735489jsbyw457isntea59jdkn@upi  REMARKS: Application No 80001834</p>
BLOCK CONFIRMATION SMS TO INVESTOR	BLOCK CONFIRMATION APPLICATION INTIMATION



- b.) QIB and NII Applicants may submit the Application Form either;
- i. to SCSB in physical or electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Application Form, or
  - ii. in physical mode to any Designated Intermediary.
- c.) Applicants must specify the Bank Account number, or the UPI ID, as applicable, in the Application Form. The Application Form submitted by Applicants and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted.
- d.) Applicants should note that application made using third party UPI ID or ASBA Bank account are liable to be rejected.
- e.) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the ASBA Account.
- f.) Applicants should submit the Application Form only at the Bidding Centres, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the RTA at the Designated CRTA Locations or CDP at the Designated CDP Locations.
- g.) **Applicants making application through Designated Intermediaries** other than a SCSB, should note that ASBA Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.

- h.) **Applicants making application directly through the SCSBs** should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- i.) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- j.) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and for application directly submitted to SCSB by investor, may enter each application details into the electronic bidding system as a separate application.
- k.) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Application on the Stock Exchange platform and such Applications are liable to be rejected.
- l.) Upon submission of a completed Application Form each Applicants (not being a RII who has opted for the UPI payment mechanism and provided a UPI ID with the Application Form) may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs. For details regarding blocking of Application Amount for RIIs who have provided a UPI ID with the Application Form, please refer to graphical illustrative process of the investor receiving and approving the UPI mandate request provided in clause (a).
- m.) The Application Amount may remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- n.) SCSBs making application in the Issue must apply through an Account maintained with any other SCSB; else their Applications are liable to be rejected.

## **8. FIELD NUMBER 8: UNBLOCKING OF ASBA ACCOUNT**

- a.) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB or the Sponsor Bank, as the case may be, along with instructions to unblock the relevant ASBA Accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant ASBA Account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, (iv) the amount to be unblocked, if any in case of partial allotments and (v) details of rejected ASBA Application, if any, along with reasons for rejection and details of withdrawn or unsuccessful Application, if any, to enable the SCSBs or the Sponsor Bank, as the case may be, to unblock the respective ASBA Accounts.
- b.) On the basis of instructions from the Registrar to the Issue, the SCSBs or the Sponsor Bank, as the case may be, may transfer the requisite amount against each successful Applicants to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- c.) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB or to the Sponsor Bank to revoke the mandate and, as the case may be, to unblock the Application Amount in the Relevant Account within four Working Days of the Issue Closing Date.

### **Additional Payment Instructions for RIIs applying through Designated Intermediaries using the UPI mechanism**

- d.) Before submission of the application form with the Designated Intermediary, an RII shall download the mobile app for UPI and create a UPI ID (xyz@bankname) of not more than 45 characters with its bank and link it to his/ her bank account where the funds equivalent to the application amount is available.
- e.) RIIs shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount is available for blocking has been notified as Issuer Banks for UPI. A list of such banks is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>
- f.) RIIs shall mention his / her UPI ID along with the application details in the Application Form in capital letters and submit the Application Form to any of the Designated Intermediaries.
- g.) The Designated Intermediary upon receipt of the Application Form will upload the application details along with UPI ID in the stock exchange bidding platform.
- h.) Once the application has been entered into the Stock Exchange bidding platform, the stock exchange will validate the PAN and Demat Account details of the RII with the Depository. The Depository will validate the aforesaid details on a real time basis and send a response to the stock exchange which will be shared by the stock exchange with the Designated Intermediary through its bidding platform, for corrections, if any.
- i.) Once the application details have been validated by the Depository, the stock exchange will, on a continuous basis, electronically share the application details along with the UPI ID of the concerned RII with the Sponsor Bank appointed by the Issuer.
- j.) The Sponsor Bank will validate the UPI ID of the RII before initiating the Mandate request.
- k.) The Sponsor Bank after validating the UPI ID will initiate a UPI Mandate Request for valid UPI ID on the RII which will be electronically received by the RII as an SMS / intimation on his / her mobile number / mobile app associated with the UPI ID linked account. The RII shall ensure that the details of the application are correct 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 authorization of the mandate using his/her UPI PIN, an RII may be deemed to have verified the attachment containing the application details of the RII in the UPI Mandate Request and have agreed to block the entire application Amount and authorized the Sponsor Bank to block the application Amount mentioned in the Application Form and Subsequent debit in case of allotment.
- l.) Upon successful validation of the block request by the RII, the said information would be electronically received by the RII's bank, where the funds, equivalent to the application amount would get blocked in the ASBA Account of the RII. Intimation regarding confirmation of such blocking of funds in the ASBA Account of the RII would also be received by the RII. Information on the block status request would be shared with the Sponsor Bank which in turn would share it with the stock exchange which in turn would share it with the Registrar in the form of a file for the purpose of reconciliation and display it on the stock exchange bidding platform for the information of the Designated Intermediary.
- m.) RIIs may continue to modify or withdraw the application till the closure of the Issue Period. For each modification of the application, the RII will submit a revised application and will receive a new UPI Mandate Request from the Sponsor Bank to be validated as per the process indicated above.
- n.) RIIs to check the correctness of the details on the mandate received before approving the Mandate Request.
- o.) Post closure of the Issue, the stock exchange will share the application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

**Discount: NOT APPLICABLE**

**Additional Payment Instruction for NRIs**

The Non-Resident Indians who intend to block funds through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

#### **9. FIELD NUMBER 9: SIGNATURES AND OTHER AUTHORISATIONS**

- a.) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- b.) In relation to the Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.
- c.) Applicants must note that Application Form without signature of Applicants and /or ASBA Account holder is liable to be rejected.

#### **10. FIELD NUMBER 10: ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

- a.) Applicant should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediary or SCSB, as applicable, for submission of the Application Form.
- b.) All communications in connection with Application made in the Issue should be addressed as under:
  - i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, the Applicant should contact the Registrar to the Issue.
  - ii. In case of ASBA Application submitted to the Designated Branches of the SCSBs, the Applicant should contact the relevant Designated Branch of the SCSB.
  - iii. Applicants may contact the Company Secretary and Compliance Officer or Lead Manager in case of any other complaints in relation to the Issue.
  - iv. In case of queries relating to uploading of Application by a Syndicate Member, the Applicant should contact the relevant Syndicate Member.
  - v. In case of queries relating to uploading of Application by a Registered Broker, the Applicant should contact the relevant Registered Broker
  - vi. In case of Application submitted to the RTA, the Applicant should contact the relevant RTA.
  - vii. In case of Application submitted to the DP, the Applicant should contact the relevant DP.
  - viii. In case of queries relating to uploading of Application through the UPI Mechanism, the Applicant should contact the Sponsor Bank;
- c.) The following details (as applicable) should be quoted while making any queries –
  - i. Full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on Application.
  - ii. name and address of the Designated Intermediary, where the Application was submitted; or

- iii. Applications, ASBA Account number or the UPI ID (for RIIs who make the payment of Application Amount through the UPI mechanism) linked to the ASBA Account where the Application Amount was blocked in which the amount equivalent to the Application Amount was blocked.
- iv. For further details, Applicants may refer to the Prospectus and the Application Form.

**B. INSTRUCTIONS FOR FILLING THE REVISION FORM**

- a.) During the Issue Period, any Applicants (other than QIBs and NIIs, who can only revise their Application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- b.) RII may revise / withdraw their Application till closure of the Issue period.
- c.) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.
- d.) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had made the original Application. It is clarified that RIIs whose original Application is made using the UPI mechanism, can make revision(s) to their Application using the UPI mechanism only, whereby each time the Sponsor Bank will initiate a new UPI Mandate Request. Applicants are advised to retain copies of the blank Revision Form and the Application(s) must be made only in such Revision Form or copies thereof.

A sample Revision form is reproduced below:

<b>LOGO</b>	TO, THE BOARD OF DIRECTORS XYZ LIMITED	<b>FIXED PRICE SME ISSUE</b> ISIN : XXXXXXX	Application Form No. <span style="border: 1px solid black; display: inline-block; width: 100px; height: 20px;"></span>
-------------	----------------------------------------------	------------------------------------------------	------------------------------------------------------------------------------------------------------------------------

<b>SYNDICATE MEMBER'S STAMP &amp; CODE</b>	<b>BROKER/SCSB/CDP/RTA STAMP &amp; CODE</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE/FIRST APPLICANT</b>
		Mr. / Ms. <span style="border: 1px solid black; display: inline-block; width: 100px; height: 15px;"></span>
		Address <span style="border: 1px solid black; display: inline-block; width: 100px; height: 15px;"></span>
<b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b>	<b>SCSB BRANCH STAMP &amp; CODE</b>	
		Tel. No (with STD code) / Mobile <span style="border: 1px solid black; display: inline-block; width: 100px; height: 15px;"></span>
<b>BANK BRANCH SERIAL NO.</b>	<b>SCSB SERIAL NO.</b>	<b>2. PAN OF SOLE/FIRST APPLICANT</b>
		<span style="border: 1px solid black; display: inline-block; width: 100px; height: 15px;"></span>
		<b>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b> NSDL <span style="border: 1px solid black; display: inline-block; width: 50px; height: 15px;"></span> CDSL <span style="border: 1px solid black; display: inline-block; width: 50px; height: 15px;"></span>
		For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY APPLICATION  PHYSICAL

4. FROM (as per last Application or Revision)																
Options	No. of Equity Shares Application (Application must be in multiples of [ ] Equity Share)							Price per Equity Share (₹) [ ]								
	(In Figures)							(In Figures)								
	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	"Cut-off" (Please tick)
Option 1 (OR) Option 2 (OR) Option 3	ORIGINAL APPLICATION							ORIGINAL APPLICATION								

5. TO (Revised Application) (Only Retail Individual Investor can apply at "Cut-Off")																
Options	No. of Equity Shares Application (Application must be in multiples of [ ] Equity Share)							Price per Equity Share (₹) [ ]								
	(In Figures)							(In Figures)								
	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	"Cut-off" (Please tick)
Option 1 (OR) Option 2 (OR) Option 3	REVISED APPLICATION							REVISED APPLICATION								

<b>6. PAYMENT DETAILS</b>													<b>PAYMENT OPTION : Full Payment</b>		
Additional Amount Blocked (₹ in Figures) <span style="border: 1px solid black; display: inline-block; width: 100px; height: 15px;"></span> (₹ in words) _____															
ASBA Bank A/c No. <span style="border: 1px solid black; display: inline-block; width: 100px; height: 15px;"></span>															
Bank Name & Branch _____															
OR															
UPI Id <span style="border: 1px solid black; display: inline-block; width: 100px; height: 15px;"></span>															
(Maximum 45 characters)															

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE REVISION FORM GIVEN OVERLEAF.

<b>7A. SIGNATURE OF SOLE / FIRST APPLICANT</b>	<b>7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b>	<b>SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)</b>
Date: ....., 2019	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	<div style="border: 1px solid black; width: 100%; height: 100%;"></div>
	1) _____	
	2) _____	
	3) _____	

-----TEAR HERE-----

<b>LOGO</b>	<b>XYZ LIMITED</b> REVISION FORM - INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Application Form No. <span style="border: 1px solid black; display: inline-block; width: 100px; height: 20px;"></span>
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DPID / CLID	<span style="border: 1px solid black; display: inline-block; width: 100%; height: 15px;"></span>	PAN	<span style="border: 1px solid black; display: inline-block; width: 100%; height: 15px;"></span>
Additional Amount Blocked (₹ in figures) <span style="border: 1px solid black; display: inline-block; width: 100px; height: 15px;"></span>		ASBA Bank & Branch <span style="border: 1px solid black; display: inline-block; width: 100px; height: 15px;"></span>	
ASBA Bank A/c No./UPI Id <span style="border: 1px solid black; display: inline-block; width: 100%; height: 15px;"></span>			
Received from Mr./Ms. <span style="border: 1px solid black; display: inline-block; width: 100%; height: 15px;"></span>			
Telephone / Mobile	<span style="border: 1px solid black; display: inline-block; width: 100px; height: 15px;"></span>	Email	<span style="border: 1px solid black; display: inline-block; width: 100px; height: 15px;"></span>

Stamp & Signature of SCSB Branch

-----TEAR HERE-----

<b>XYZ LIMITED</b> REVISION FORM - INITIAL PUBLIC ISSUE - R		Option 1	Option 2	Option 3	<b>Stamp &amp; Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA</b>	<b>Name of Sole / First Applicant</b>	
	No. of Equity Shares	X			<div style="border: 1px solid black; width: 100%; height: 100%;"></div>	<div style="border: 1px solid black; width: 100%; height: 100%;"></div>	
	Issue Price	X					
	Additional Amount Blocked (₹)	X					
	ASBA Bank A/c No. / UPI Id: <span style="border: 1px solid black; display: inline-block; width: 100%; height: 15px;"></span>						
Bank & Branch: <span style="border: 1px solid black; display: inline-block; width: 100%; height: 15px;"></span>							
<b>Acknowledgment Slip for Applicant</b>							
<b>Application Form No.</b> <span style="border: 1px solid black; display: inline-block; width: 100px; height: 20px;"></span>							

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

<b>LOGO</b>	<b>TO, THE BOARD OF DIRECTORS XYZ LIMITED</b>	<b>FIXED PRICE SME ISSUE ISIN : XXXXXXX</b>	<b>Application Form No.</b>
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<b>SYNDICATE MEMBER'S STAMP &amp; CODE</b>	<b>BROKER/SCSB/CDP/RTA STAMP &amp; CODE</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE/FIRST APPLICANT</b>
		Mr. / Ms.
		Address
		Tel. No (with STD code) / Mobile
<b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b>	<b>SCSB BRANCH STAMP &amp; CODE</b>	<b>2. PAN OF SOLE/FIRST APPLICANT</b>
<b>BANK BRANCH SERIAL NO.</b>	<b>SCSB SERIAL NO.</b>	<b>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b> NSDL <input type="checkbox"/> CDSL <input type="checkbox"/>
		For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

**PLEASE CHANGE MY APPLICATION**  **PHYSICAL**

Options	No. of Equity Shares Application (Application must be in multiples of [•] Equity Share) (In Figures)							Price per Equity Share (₹) [•]												"Cut-off" (Please ✓ tick)
								Issue Price				Discount, if any				Net Price				
	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	4	3	2	1	
Option 1	ORIGINAL APPLICATION							ORIGINAL APPLICATION												
(OR) Option 2	<del> </del>							<del> </del>												
(OR) Option 3	<del> </del>							<del> </del>												

Options	No. of Equity Shares Application (Application must be in multiples of [•] Equity Share) (In Figures)							Price per Equity Share (₹) [•]												"Cut-off" (Please ✓ tick)
								Issue Price				Discount, if any				Net Price				
	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	4	3	2	1	
Option 1	REVISED APPLICATION							REVISED APPLICATION												
(OR) Option 2	<del> </del>							<del> </del>												
(OR) Option 3	<del> </del>							<del> </del>												

<b>6. PAYMENT DETAILS</b>		<b>PAYMENT OPTION : Full Payment</b>
Additional Amount Blocked (₹ in Figures)		(₹ in words) _____
ASBA Bank A/c No.		
Bank Name & Branch		
OR		
UPI Id		
(Maximum 45 characters)		

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE REVISION FORM GIVEN OVERLEAF.

<b>7A. SIGNATURE OF SOLE / FIRST APPLICANT</b>	<b>7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)</b>	<b>SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)</b>
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
	1) _____	
	2) _____	
	3) _____	
Date: _____, 2019		

----- TEAR HERE -----

<b>LOGO</b>	<b>XYZ LIMITED REVISION FORM - INITIAL PUBLIC ISSUE - NR</b>	<b>Acknowledgement Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA</b>	<b>Application Form No.</b>
DPID/CLID		PAN	
Additional Amount Blocked (₹ in figures)	ASBA Bank & Branch	<b>Stamp &amp; Signature of SCSB Branch</b>	
ASBA Bank A/c No./UPI Id			
Received from Mr./Ms.			
Telephone / Mobile	Email		

----- TEAR HERE -----

<b>XYZ LIMITED REVISION FORM - INITIAL PUBLIC ISSUE - NR</b>		Option 1	Option 2	Option 3	<b>Stamp &amp; Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA</b>	<b>Name of Sole / First Applicant</b>
	No. of Equity Shares					
	Issue Price					
	Additional Amount Blocked (₹)					
	ASBA Bank A/c No. / UPI Id:					
Bank & Branch:						
<b>Acknowledgment Slip for Applicant</b>						
<b>Application Form No.</b>						

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.



## **11. FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT**

Applicants should refer to instructions contained in paragraphs 1, 2 and 3 above under the heading “Instructions for Filling the Application Form”.

## **12. FIELDS 4 AND 5: APPLICATION OPTIONS REVISION ‘FROM’ AND ‘TO’**

- a.) Apart from mentioning the revised number of shares in the Revision Form, the Applicants must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form. For example, if Applicant has applied for 1600 equity shares in the Application Form and such applicant is changing number of shares applied for in the Revision Form, the applicant must fill the details of 1600 equity shares, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Form.
- b.) In case of revision, applicants’ options should be provided by applicants in the same order as provided in the Application Form.
- c.) In case of revision of Applicants by Retail Individual Investors and Retail Individual Shareholders, such Applicants should ensure that the Application Amount, Subsequent to revision, does not exceed ₹ 200,000. In case the Application Amount exceeds ₹ 200,000 due to revision of the Application or for any other reason, the Application may be considered, subject to eligibility, for allocation under the Non-Institutional Category or if it is at the Cut-off Price, then such Application may be rejected. The Cut-off Price option is given only to the Retail Individual Investors and Retail Individual Shareholders indicating their agreement to apply for and purchase the Equity Shares at the Issue Price.
- d.) In case the total amount (i.e., original Application Amount plus additional payment) exceeds ₹ 200,000, the Application will be considered for allocation under the Non-Institutional Category in terms of the Prospectus. If, however, the RII does not either revise the Application or make additional payment and the Issue Price is higher than the price disclosed in the Prospectus, the number of Equity Shares applied for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised application at Cut-off Price.
- e.) In case of a downward revision in the Price, RIIs who have applied at the Cut-off Price could either revise their application or the excess amount paid at the time of application may be unblocked in case of applicants.

## **13. PAYMENT DETAILS**

- a.) All Applicants are required to make payment of the full Application Amount along with the Application Revision Form.
- b.) Applicant may Issue instructions to block the revised amount based on the revised Price in the ASBA Account of the UPI Linked Bank Account, to the same Designated Intermediary through whom such applicant had placed the original application to enable the relevant SCSB to block the additional Application Amount, if any.
- c.) In case the total amount (i.e., original Application Amount plus additional payment) exceeds ₹ 200,000, the Application may be considered for allocation under the Non-Institutional Category in terms of the Prospectus. If, however, the Applicant does not either revise the application or make additional payment and the Price is higher than Issue price disclosed in the Prospectus prior to the revision, the number of Equity Shares applied for may be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the applicant is deemed to have approved such revised application at the Cut-off Price.

- d.) In case of a downward revision in the Price, RIIs and Retail Individual Shareholders, who have applied at the Cut-off Price, could either revise their application or the excess amount paid at the time of application may be unblocked.

#### **14. FIELD NUMBER 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Applicants may refer to instructions contained at paragraphs 9 above under the heading “Instructions for Filling the Application Form” for this purpose.

##### **APPLICANT’S DEPOSITORY ACCOUNT AND BANK DETAILS**

*Please note that, providing bank account details or UPI ID in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.*

*Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.*

Applicants should note that on the basis of name of the Applicants, Depository Participant’s name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code, occupation (hereinafter referred to as ‘Demographic Details’) or UPI ID (in case of Retail Individual Investors). These Bank Account or UPI ID details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants’ sole risk and neither the Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

##### **PAYMENT BY STOCK INVEST**

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

##### **OTHER INSTRUCTIONS**

##### **JOINT APPLICATIONS IN THE CASE OF INDIVIDUALS**

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

##### **MULTIPLE APPLICATIONS**

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- I. All applications are electronically strung on first name, address (1<sup>st</sup> line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- II. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- III. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 (Twenty) valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of "know your client" norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application or Application through UPI Mechanism either in physical or electronic mode, an Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected.

An investor making application using any of channels under UPI Payments Mechanism, shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

#### **PERMANENT ACCOUNT NUMBER OR PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (“PAN”) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the Income Tax Act, 1961. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the General Index Registration (“GIR”) number instead of the PAN, as the Application is liable to be rejected on this ground.

**Our Company/ Registrar to the Issue/ Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB’s in the ASBA system, without any fault on the part of Applicant.**

## **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

## **GROUNDS FOR REJECTIONS**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and not firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 1600;
- Category not ticked;
- Multiple Applications as defined in the Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant’s identity (DP ID) and the beneficiary’s account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations for “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account, UPI ID and/or Depositories Account;
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchanges;
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;
- ASBA Account number or UPI ID not mentioned or incorrectly mentioned in the Application Form;
- Submission of Application Form(s) using third party ASBA Bank Account;
- Submission of more than one Application Form per UPI ID by RIIs applying through Designated Intermediaries;
- In case of Applications by RIIs (applying through the UPI mechanism), the UPI ID mentioned in the Application Form is linked to a third party bank account;
- The UPI Mandate is not approved by Retail Individual Investor; and
- The original Application is made using the UPI mechanism and revision(s) to the Application is made using ASBA either physically or online through the SCSB, and *vice versa*.

#### **EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

1. Tripartite agreement dated September 16, 2022 between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.
2. Tripartite agreement dated September 15, 2022 between our Company, CDSL and the Registrar and Share Transfer Agent to the Issue.
  - a. The Company's shares bear an ISIN: INE0NA501011.
    - a) An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
    - b) The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
    - c) Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
    - d) Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
    - e) If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
    - f) The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.
    - g) It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
    - h) The trading of the Equity Shares of our Company would be only in dematerialized form.

#### **COMMUNICATIONS**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

**Investors can contact the Compliance Officer 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, credit of allotted shares in the respective beneficiary accounts, etc. at below mentioned addresses;**

<p>74/A, 1<sup>st</sup> Floor, Office No.2, Opp. Hotel Bhagat Tarachand, Zaveri Bazar, Mumbai City, Mumbai- 400 002, Maharashtra, India <b>Telephone:</b> +91 222 240 2662 <b>E-mail:</b> <a href="mailto:cs@divinehirajewellers.com">cs@divinehirajewellers.com</a></p>	<p><b>To the Registrar to the Issue</b> <b>Bigshare Services Private Limited</b> S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400 093, Maharashtra, India. <b>Telephone:</b> +91 226 263 8200 <b>Facsimile:</b> +91 226 263 8299 <b>E-mail:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> <b>Investor grievance:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> <b>Contact Person:</b> Mr. Ganesh Shinde <b>SEBI Registration No.:</b> INR000001385</p>
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#### **DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY**

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall make best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at Emerge Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed are taken within 3 (three) working days of closure of the issue.

#### **IMPERSONATION**

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

- a) **‘Any person who: 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 of Companies Act, 2013 and shall be treated as Fraud.**

*Section 447 of the Companies Act, 2013, is reproduced as below:*

*Without prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which*

*shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud:*

*Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.*

*Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the 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 twenty lakh rupees or with both.*

## **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

**The allotment of Equity Shares to Bidders other than Retail Individual Investors may be on proportionate basis. No Retail Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issue was 100% underwritten.**

### **Flow of Events from the closure of Bidding period (T DAY) Till Allotment:**

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details
- RTA identifies cases with mismatch of account number as per bid file / FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The DSE, post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below.

### **Process for generating list of Allottees:**

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.

On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

### **Issuance of Allotment Advice**

- Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.
- The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to the allottees who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed valid, binding and irrevocable contract for the Allotment to such allottee.
- Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful allottee Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures that credit of shares to the successful allottee Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

### **BASIS OF ALLOTMENT**

Allotment will be made in consultation with NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than 1600 equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted 1600 equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 1600 equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 1600 equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.
6. Since present issue is a fixed price issue, the allocation in the net Issue to the public category in terms of Regulation 253(2) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows;
  - (a). minimum fifty per cent. to retail individual investors; and

(b). remaining to:

- i) individual applicants other than retail individual investors; and
- ii) other investors including corporate bodies or institutions, irrespective of the number of Equity Shares applied for;

Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.

**Explanation:** If the retail individual investor category is entitled to more than fifty per cent of the net issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled "BASIS OF ALLOTMENT".

"Retail Individual Investor" means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the Emerge Platform of National Stock Exchange of India Limited.

#### **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the Emerge Platform of National Stock Exchange of India Limited – the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

#### **UNDERTAKING BY OUR COMPANY**

Our Company undertakes the following:

1. that the complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within three working days of closure of the Issue;
3. that funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
4. that the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non-resident Indians shall be completed within specified time; and
5. that no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or till the application monies are refunded on account of non-listing, under subscription etc.
6. that Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

7. Adequate arrangements shall be made to collect all Application forms.

## **UTILIZATION OF ISSUE PROCEEDS**

The Board of Directors certifies that:

- 1) 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;
- 2) Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested;
- 4) Our Company shall comply with the requirements of section SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 177 of the Company's Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue respectively;
- 5) Our Company shall not have recourse to utilize the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

## **METHOD OF ALLOTMENT AS MAY BE PRESCRIBED BY SEBI FROM TIME TO TIME**

The below outline summarizes the steps followed from the receipt of applications to the final allotment:

### *Allotment Process Methodology*

#### **1. Post-Approval of Basis of Allotment from the Exchange**

Once the basis of allotment is approved by the stock exchange, the following steps are initiated:

- Random Allocation: The basis of allotment is based on a reverse application number to ensure a random lottery system, eliminating any discretion in the allotment process.
- Sharing of Lucky Numbers: The Exchange provides the lucky numbers based on the ratio determined for each investor category.

#### **2. Reversal of Application Numbers**

- Reversal Process: For each valid application, the application number is reversed. For example, an application number of 12345678 becomes 87654321 after reversal.
- Arrangement: All reversed application numbers are arranged in ascending order for each investor category.

#### **3. Segregation into Buckets**

- Bucket Creation: If the ratio for allotment is determined to be 2:5, the applications are segregated into buckets of five. This allows for a structured allocation approach.
- Selection of Lucky Numbers: The Exchange assigns lucky numbers (e.g., 3 and 4) to determine which applications will receive shares from each bucket.

#### **4. Allotment Determination**

- Allocating Shares: For every bucket of applications:

Applications numbered 3 and 4 in each bucket will be selected for allotment.

This process is repeated for all categories that require allotment via the lottery system.

**Note on Allotment Process**

**a) Receipt & Validation of Bid Data**

- Data Download: Bid data is downloaded from the stock exchanges through SFTP (Secure File Transfer Protocol)
- Validation Checks: The data is validated against depository records to check for: Invalid demat accounts, Invalid client status and PAN mismatch records
- Error Marking: Any errors identified are marked with the corresponding rejection criteria.

**b) Collection of Final Certificates (FCs) and Schedule Data**

- Follow-Up: The RTA follows up with Self-Certified Syndicate Banks (SCSBs) to collect Final Certificates confirming: The total amount blocked and The number of applications.
- Reconciliation Process: A reconciliation is performed between bid data and bank schedule data. Applications without funds blocked are removed from the master list. Post-reconciliation, a valid dataset of applications is prepared for the allotment process.

**c) Technical Rejection Process**

- Identification of Valid Applications: The technical rejection process as per the terms outlined in the letter of offer is executed, which identifies valid applications eligible for the basis of allotment.

**d) Basis of Allotment**

- Category-wise Allocation: The basis of allotment is prepared for different categories:
  - Market Makers
  - Eligible Employees
  - Retail Individual Investors (RII) (applications under ₹2 lakhs)
  - High Net worth Individual Investors (HNI) (applications over ₹2 lakhs)
- Tagging Applications: Applications are tagged according to the above categories for allotment processing.
- Allocable Shares Calculation: Allocable shares for each category are determined as per the RHP and in proportion to subscriptions among each category.

**Illustration of HNI Basis of Allotment**

Assuming the following:

- Lot Size: 1,000 shares
- Allocable Shares as per RHP: 75,000 shares

No. of Shares applied for (Category wise)	Number of applications received	Total No. of Shares applied in each category	% to total	Proportionate shares available	Allocation per Applicant (Before rounding off)	Allocation per Applicant (After rounding off)	Ratio of allottees to applicants	Number of successful applicants (after rounding off)	Total No. of Shares allocated/ allotted	Surplus/ Deficit [14]- [7]
		(3) =		(5) =75000*	(6) =				(10) = (9) *	
(1)	(2)	(1*2)	(4)	(4)/100	(5)/(2)	(7)	(8)	(9)	(7)	(11)
1000	30	30000	26.09	19568	652.26	1000	2:3	20	20000	-432

2000	20	40000	34.78	26085	1304.25	1000	FIRM	20	20000	
						1000	3:10		6000	85
3000	15	45000	39.13	29347	1956.46	1000	FIRM	15	15000	
						1000	14:15		14000	347
		115000		75000						0

- Allocable Shares as per RHP: 75,000 shares

### ***Allotment Process***

1. Submission to Stock Exchange: The basis of allotment is submitted to the stock exchange for approval.
2. Draw of Lucky Numbers: The exchange assigns lucky numbers to each application category.
3. Application Number Reversal: Valid application numbers are reversed and sorted in ascending order.
4. Allocation Process: Based on the lucky numbers and the sorted application numbers, allotment is determined according to the previously defined ratio. For example, in the first category of 1000 lot, the 30 application numbers will be reversed and arranged in ascending order. They will be assigned numbers from 1 to 3 repeatedly in loop. If the lucky numbers chosen by stock exchange is 1 & 3 for this category, then those applications which were assigned with numbers 1 & 3 will be allottee applications and the applications assigned with number 2 will be non-allottee application.
5. Final Confirmation: Successful applicants are notified, and shares are credited to their demat accounts. Refunds for unsuccessful applications are processed accordingly.

### ***Conclusion***

This comprehensive methodology outlines the RTA's operational process from receiving applications to final allotment. By implementing these steps, the RTA ensures a fair, transparent, and efficient allotment process in accordance with regulatory guidelines and market practices.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the FDI Policy and FEMA. The government bodies responsible for granting foreign investment approvals are the concerned ministries/departments of the Government of India and the RBI, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as Department of Industrial Policy and Promotion (“DPIIT”).

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT, issued the Consolidated FDI Policy which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Consolidated FDI Policy will be valid until the DPIIT issues an updated circular and shall be subject to FEMA Rules.

The 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 FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

The foreign investment in our Company is governed by inter alia the FEMA, as amended, the FEMA Rules, the FDI Policy issued and amended by way of press notes. 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 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.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. The above information is given for the benefit of the Bidders. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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 - DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below:

We confirm that there are no material clauses of Article of Association that have been left out from disclosure having bearing on the Issue.

Article No.	Articles	Particulars
I	<b>Table F Applicable.</b>	No regulation contained in Table “F” in the First Schedule to Companies Act, 2013 shall apply to this Company 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.
<b>SHARE CAPITAL &amp; VARIATION OF RIGHTS</b>		
II 1	<b>Authorized Capital.</b>	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.
2	<b>Non-Voting Shares</b>	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.
3	<p><b>Redeemable Preference Shares</b></p> <p><b>Voting rights of preference shares</b></p> <p><b>Provisions to apply on issue of Redeemable Preference Shares</b></p>	<p>Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.</p> <p>The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.</p> <p>On the issue of redeemable preference shares under the provisions of Article hereof, the following provisions-shall take effect:</p> <p>No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;</p> <p>No such Shares shall be redeemed unless they are fully paid;</p> <p>Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the</p>

Article No.	Articles	Particulars
		<p>Company or out of the Company's security premium account, before the Shares are redeemed;</p> <p>Where any such Shares are redeemed otherwise then 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 "the 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 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p> <p>Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital</p>
4	<p><b>Debentures</b></p> <p><b>Issue of Sweat Equity Shares</b></p> <p><b>ESOP</b></p>	<p>Any debentures, debenture-stock or other securities may be issued at a discount, 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, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.</p> <p>The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.</p> <p>The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.</p>
5	<p><b>Issue of Depository Receipts</b></p> <p><b>Issue of Securities</b></p>	<p>Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.</p> <p>Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.</p>
6	<b>Modification of rights</b>	(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different

Article No.	Articles	Particulars
	<p><b>New Issue of Shares not to affect rights attached to existing shares of that class.</b></p> <p><b>Shares at the disposal of the Directors.</b></p> <p><b>Power to issue shares on preferential basis.</b></p> <p><b>Shares should be Numbered progressively and no share to be subdivided.</b></p> <p><b>Acceptance of Shares.</b></p>	<p>classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting.</p> <p>(b) Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation</p> <p>The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.</p> <p>Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may 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 and at such time as they may from time to time think fit 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 Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.</p> <p>The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.</p> <p>The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.</p> <p>An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an</p>

Article No.	Articles	Particulars
	<p><b>Directors may allot shares as full paid-up</b></p> <p><b>Deposit and call etc.to be a debt payable immediately.</b></p> <p><b>Liability of Members.</b></p> <p><b>Registration of Shares.</b></p> <p><b>Return of Allotments to be made or Restrictions on Allotment</b></p>	<p>acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.</p> <p>Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or 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 in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.</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 become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.</p> <p>Every Member, or his heirs, executors, administrators, or legal representatives, 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 Company's regulations, require on date fixed for the payment thereof.</p> <p>Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.</p> <p>The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act</p>
7	<b>Share Certificates.</b>	(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a

Article No.	Articles	Particulars
	<p><b>Issue of new certificates in place of those defaced, lost or destroyed.</b></p>	<p>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 of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.</p> <p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof 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 lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. 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 Directors</p>

Article No.	Articles	Particulars
	<p><b>The first named joint holder deemed Sole holder.</b></p> <p><b>Maximum number of joint holders.</b></p> <p><b>Company not bound to recognise any interest in share other than that of registered holders.</b></p> <p><b>Instalment on shares to be duly paid.</b></p> <p><b>Commission</b></p> <p><b>Brokerage</b></p>	<p>shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p> <p>(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.</p> <p>(b) The Company shall not be bound to register more than three persons as the joint holders of any share.</p> <p>Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.</p> <p>If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by instalment, every such instalment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.</p> <p>Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.</p> <p>The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.</p>
8	<b>Dematerialisation of</b>	Subject to the provisions of the Act and Rules made thereunder the

Article No.	Articles	Particulars
	<p style="text-align: center;"><b>Securities</b></p> <p style="text-align: center;"><b>Joint Holders</b></p> <p><b>Joint and several liabilities for all payments in respect of shares.</b></p> <p style="text-align: center;"><b>Title of survivors.</b></p> <p><b>Receipts of one sufficient.</b></p> <p><b>Delivery of certificate and giving of notices to first named holders.</b></p> <p style="text-align: center;"><b>Power to issue share warrants</b></p> <p><b>Deposit of share warrants</b></p>	<p>Company may offer its members facility to hold securities issued by it in dematerialized form.</p> <p>Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.</p> <p>(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.</p> <p>(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;</p> <p>(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and</p> <p>(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 delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.</p> <p>The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.</p> <p>(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant.</p> <p>(b) Not more than one person shall be recognized as depositor of the Share warrant.</p> <p>(c ) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.</p>

Article No.	Articles	Particulars
	<p><b>Privileges and disabilities of the holders of share warrant</b></p> <p><b>Issue of new share warrant coupons</b></p> <p><b>Conversion of shares into stock or reconversion.</b></p> <p><b>Transfer of stock.</b></p> <p><b>Rights of stock holders.</b></p> <p><b>Regulations.</b></p>	<p>(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall 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.</p> <p>(b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.</p> <p>The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.</p> <p>The Company may, by ordinary resolution in General Meeting.</p> <p>a) convert any fully paid-up shares into stock; and</p> <p>b) re-convert any stock into fully paid-up shares of any denomination.</p> <p>The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.</p> <p>The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.</p> <p>Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words “share” and “shareholders” in those regulations shall include “stock” and “stockholders” respectively.</p>
9	<b>Company to have Lien on shares.</b>	<p>The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company’s lien if any, on such shares/debentures. The Directors may</p>

Article No.	Articles	Particulars
		at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.
10	<b>As to enforcing lien by sale.</b>	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfilment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer.
11		Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.
12	<b>Application of proceeds of sale.</b>	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to 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.
13	<b>Directors may make calls</b>	<p>(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board.</p> <p>(2) A call may be revoked or postponed at the discretion of the Board.</p> <p>(3) A call may be made payable by instalments.</p>
14	<p><b>Notice of Calls</b></p> <p><b>Calls to date from resolution.</b></p> <p><b>Calls on uniform basis.</b></p>	<p>Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.</p> <p>A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.</p> <p>Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.</p>

Article No.	Articles	Particulars
	<p><b>Directors may extend time.</b></p> <p><b>Calls to carry interest.</b></p> <p><b>Sums deemed to be calls.</b></p> <p><b>Proof on trial of suit for money due on shares.</b></p> <p><b>Judgment, decree, partial payment motto proceed for forfeiture.</b></p>	<p>The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.</p> <p>If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.</p> <p>If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by instalments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or instalment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or instalment accordingly.</p> <p>On the trial or hearing of any action or suit brought by the Company against any Member or his representatives 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 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 share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.</p> <p>Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of 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 forfeiture of such shares as hereinafter provided.</p> <p>(a) The Board may, if it thinks fit, receive from any Member willing</p>

Article No.	Articles	Particulars
	<p><b>Payments in Anticipation of calls may carry interest</b></p>	<p>to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.</p> <p>(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p>
19	<p><b>Execution of the instrument of shares.</b></p> <p><b>Transfer Form.</b></p> <p><b>Transfer not to be registered except on production of instrument of transfer.</b></p>	<p>(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee.</p> <p>(b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.</p> <p>The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof.</p> <p>The instrument of transfer shall be in a common form approved by the Exchange;</p> <p>The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.</p>

Article No.	Articles	Particulars
	<p><b>Directors may refuse to register transfer.</b></p> <p><b>Notice of refusal to be given to transferor and transferee.</b></p>	<p>Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register—</p> <p>(a) any transfer of shares on which the company has a lien.</p> <p>That registration of transfer shall however 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> <p>If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.</p>
20	<p><b>No fee on transfer.</b></p> <p><b>Closure of Register of Members or debenture holder or other security holders.</b></p> <p><b>Custody of transfer Deeds.</b></p> <p><b>Application for transfer of partly paid shares.</b></p>	<p>No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.</p> <p>The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.</p> <p>The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.</p> <p>Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.</p>
21	<p><b>Notice to transferee.</b></p>	<p>For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.</p>
22	<p><b>Recognition of legal representative.</b></p>	<p>(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or</p>



Article No.	Articles	Particulars
	<p><b>Refusal to register nominee.</b></p>	<p>shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.</p> <p>Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.</p>
25	<p><b>Board may require evidence of transmission.</b></p> <p><b>Company not liable for disregard of a notice prohibiting registration of transfer.</b></p> <p><b>Form of transfer Outside India.</b></p> <p><b>No transfer to insolvent etc.</b></p>	<p>Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.</p> <p>The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.</p> <p>In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.</p> <p>No transfer shall be made to any minor, insolvent or person of unsound mind.</p>
26	<p><b>Nomination</b></p>	<p>i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.</p> <p>ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of</p>

Article No.	Articles	Particulars
	<b>Transmission of Securities by nominee</b>	<p>the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</p> <p>iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</p> <p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p> <p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</p> <p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further 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 or debenture, 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 or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>
28	<b>If call or instalment not paid, notice may be given.</b>	<p>If any Member fails to pay the whole or any part of any call or instalment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or instalment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or instalment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or instalment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions</p>

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		contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.
29	<p><b>Terms of notice.</b></p> <p><b>On default of payment, shares to be forfeited.</b></p>	<p>The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or instalment and such interest thereon as the Directors shall determine from the day on which such call or instalment ought to have been paid and expenses as aforesaid are to be paid.</p> <p>The notice shall also state that, in the event of the non- payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or instalment is payable will be liable to be forfeited.</p> <p>If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or instalments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.</p>
30	<p><b>Notice of forfeiture to a Member</b></p> <p><b>Forfeited shares to be property of the Company and may be sold etc.</b></p> <p><b>Members still liable to pay money owing at time of forfeiture and interest.</b></p> <p><b>Effect of forfeiture.</b></p> <p><b>Evidence of Forfeiture.</b></p>	<p>When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.</p> <p>Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.</p> <p>Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, instalments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.</p> <p>The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.</p> <p>A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration,</p>

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		shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.
31	<b>Title of purchaser and allottee of Forfeited shares.</b>	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.
32	<b>Cancellation of share certificate in respect of forfeited shares.</b>	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.
33	<p data-bbox="337 869 548 930"><b>Forfeiture may be remitted.</b></p> <p data-bbox="337 1171 516 1203"><b>Validity of sale</b></p>	<p data-bbox="621 869 1382 1115">In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.</p> <p data-bbox="621 1171 1382 1507">Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of 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 the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, 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 and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.</p>
34	<b>Surrender of shares.</b>	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.
35	<b>Increase of capital by the Company how carried into effect</b>	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the

Article No.	Articles	Particulars
		distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.
36		<p>The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <ul style="list-style-type: none"> <li>(a) the share capital;</li> <li>(b) any capital redemption reserve account; or</li> <li>(c) any security premium account</li> </ul> <p>In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>
37	<b>Consolidation, Sub-Division and Cancellation</b>	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
38	<b>New Capital same as existing capital</b>	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.
39	<b>Capitalization.</b>	<p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <ul style="list-style-type: none"> <li>(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</li> <li>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</li> </ul> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <ul style="list-style-type: none"> <li>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</li> <li>(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or</li> <li>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</li> </ul>

Article No.	Articles	Particulars
		<p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>
40	<b>Fractional Certificates.</b>	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and</p> <p>(b) generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(b) to authorise 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 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 the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p>
41	<b>Buy Back of shares</b>	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.
42	<b>Distinction between AGM &amp; EGM.</b>	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.
43	<p><b>Extra-Ordinary General Meeting by Board and by requisition</b></p> <p><b>When a director or any two Members may call an Extra Ordinary General Meeting</b></p>	<p>(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members</p> <p>(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share</p>

Article No.	Articles	Particulars
		capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.
44	<b>Business confined to election of Chairman or Vice Chairman whilst chair is vacant.</b>	No business, except the election of a Chairman or Vice Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.
45	<b>Chairman of General Meeting</b>	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Vice Chairman of the Company so shall take the chair and preside the meeting. In the absence of the Vice Chairman as well, the Directors present may choose one of the Directors among themselves to preside the meeting
46		No business, except the election of a Chairman or Vice Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.
47	<b>Chairman's casting vote.</b>  <b>In what case poll taken without adjournment.</b>  <b>Demand for poll not to prevent transaction of other business.</b>	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.  Any poll duly demanded on the election of Chairman or Vice Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.  The demand for a poll except on the question of the election of the Chairman or Vice Chairman and of an adjournment 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.
48		
49	<b>Chairman with consent may adjourn meeting.</b>	a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. c) 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. d) Save as aforesaid, and as provided in section 103 of 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.
50	<b>Members in arrears not to vote.</b>	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.  Subject to the provision of these Articles and without prejudice to any

Article No.	Articles	Particulars
	<p><b>Number of votes each member entitled.</b></p> <p><b>Casting of votes by a member entitled to more than one vote.</b></p> <p><b>Vote of member of unsound mind and of minor</b></p>	<p>special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.</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>A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor 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.</p>
51	<p><b>Postal Ballot</b></p> <p><b>E-Voting</b></p>	<p>Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.</p> <p>A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.</p>
52	<p><b>Votes of joint members.</b></p>	<p>a) 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. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof.</p>

Article No.	Articles	Particulars
	<p align="center"><b>Votes may be given by proxy or by representative</b></p>	<p>b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p> <p>Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles</p>
53	<p align="center"><b>Representation of a body corporate.</b></p>	<p>A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.</p>
54	<p align="center"><b>Members paying money in advance.</b></p> <p align="center"><b>Members not prohibited if share not held for any specified period.</b></p>	<p>(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.</p> <p>(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.</p>
55	<p align="center"><b>Votes in respect of shares of deceased or insolvent members.</b></p>	<p>Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.</p>
56	<p align="center"><b>No votes by proxy on show of hands.</b></p>	<p>No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.</p>
57	<p align="center"><b>Appointment of a Proxy.</b></p>	<p>The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised 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</p>

Article No.	Articles	Particulars
		instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
58	<b>Form of proxy.</b>	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
59	<p><b>Validity of votes given by proxy notwithstanding death of a member.</b></p> <p><b>Time for objections to votes.</b></p> <p><b>Chairperson of the Meeting to be the judge of validity of any vote.</b></p>	<p>A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.</p> <p>No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.</p> <p>Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.</p>
60	<p><b>Number of Directors</b></p> <p><b>Qualification shares.</b></p>	<p>Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution.</p> <p>A Director of the Company shall not be bound to hold any Qualification Shares in the Company.</p>
61	<b>Nominee Directors.</b>	<p>(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement</p> <p>(b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.</p> <p>(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.</p> <p>(d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any</p>

Article No.	Articles	Particulars
	<p><b>Appointment of alternate Director.</b></p> <p><b>Additional Director</b></p> <p><b>Directors power to fill casual vacancies.</b></p>	<p>information obtained by him/them to the Financial Institution appointing him/them as such Director/s.</p> <p>The Board may appoint an Alternate Director to act for a Director (hereinafter called “The Original Director”) during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.</p> <p>Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.</p> <p>Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, 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, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.</p>
62	<p><b>Sitting Fees.</b></p> <p><b>Travelling expenses Incurred by Director on Company's business.</b></p> <p><b>Power to fill casual vacancy</b></p>	<p>Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.</p> <p>The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.</p> <p>Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.</p>
63	<b>Powers of the Board</b>	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to

Article No.	Articles	Particulars
		be exercised by the Company in General Meeting. However, no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
64	<p data-bbox="316 380 565 441"><b>Certain powers of the Board</b></p> <p data-bbox="297 562 584 623"><b>To acquire any property, rights etc.</b></p> <p data-bbox="342 774 539 804"><b>To take on Lease.</b></p> <p data-bbox="316 989 565 1018"><b>To erect &amp; construct.</b></p> <p data-bbox="321 1293 560 1323"><b>To pay for property.</b></p> <p data-bbox="282 1568 589 1629"><b>To insure properties of the Company.</b></p>	<p data-bbox="625 380 1383 531">Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say</p> <ol data-bbox="673 562 1383 1841" style="list-style-type: none"> <li data-bbox="673 562 1383 743">(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.</li> <li data-bbox="673 743 1383 957">(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.</li> <li data-bbox="673 957 1383 1262">(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.</li> <li data-bbox="673 1262 1383 1566">(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.</li> <li data-bbox="673 1566 1383 1841">(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.</li> </ol>

Article No.	Articles	Particulars
	<p><b>To open Bank accounts.</b></p> <p><b>To secure contracts by way of mortgage.</b></p> <p><b>To accept surrender of shares.</b></p> <p><b>To appoint trustees for the Company.</b></p> <p><b>To conduct legal proceedings.</b></p> <p><b>Bankruptcy &amp; Insolvency</b></p> <p><b>To issue receipts &amp; give discharge.</b></p> <p><b>To invest and deal with money of the Company.</b></p> <p><b>To give Security by way of indemnity.</b></p> <p><b>To determine signing powers.</b></p>	<p>(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.</p> <p>(7) To secure the fulfilment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.</p> <p>(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.</p> <p>(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.</p> <p>(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.</p> <p>(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.</p> <p>(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.</p> <p>(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the 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 187 of the Act, all investments shall be made and held in the Company's own name.</p> <p>(14) 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 as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;</p> <p>(15) To determine from time-to-time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.</p>

Article No.	Articles	Particulars
	<p><b>Commission or share in profits.</b></p> <p><b>Bonus etc. to employees.</b></p> <p><b>Transfer to Reserve Funds.</b></p> <p><b>To appoint and remove officers and other employees.</b></p>	<p>(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.</p> <p>(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.</p> <p>(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the deprecation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power 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.</p> <p>(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, 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 or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in</p>

Article No.	Articles	Particulars
	<p><b>To appoint Attorneys.</b></p> <p><b>To enter into contracts.</b></p> <p><b>To make rules.</b></p> <p><b>To effect contracts etc.</b></p> <p><b>To apply &amp; obtain concessions licenses etc.</b></p> <p><b>To pay commissions or interest.</b></p> <p><b>To redeem preference</b></p>	<p>any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.</p> <p>(20) 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 power 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 such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.</p> <p>(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary 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>(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.</p> <p>(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.</p> <p>(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.</p> <p>(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.</p>

Article No.	Articles	Particulars
	<p>shares.</p> <p><b>To assist charitable or benevolent institutions.</b></p>	<p>(26) To redeem preference shares.</p> <p>(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.</p> <p>(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.</p> <p>(29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.</p> <p>(30) To provide for the welfare of Directors or ex-Directors 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, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.</p> <p>(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.</p> <p>(32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.</p> <p>(33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.</p> <p>(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to</p>



Article No.	Articles	Particulars
		<p>as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and specially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p>
67	<b>Meetings of Directors.</b>	<p>(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit.</p> <p>(b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.</p>
68	<b>Chairman and Vice Chairman</b>	<p>a) The Directors may from time to time elect from among their members a Chairperson of the Board as well as a Vice Chairman of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, to the Vice Chairman shall preside at the meeting and in the absence of the Vice Chairman as well, the Directors present may choose one of the Directors among themselves to preside the meeting.</p> <p>Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.</p>
69	<b>Questions at Board meeting how decided.</b>	<p>Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman or the Vice Chairman, as the case may be will have a second or casting vote.</p>
70	<b>Continuing directors may act notwithstanding any</b>	<p>The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the</p>

Article No.	Articles	Particulars
	<b>vacancy in the Board</b>	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.
71	<b>Directors may appoint committee.</b>	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee 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 done by the Board.
72	<b>Committee Meetings how to be governed.</b>	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.
73	<b>Chairperson of Committee Meetings</b>	a) A committee may elect a Chairperson of its meetings. b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
74	<b>Meetings of the Committee</b>	a) A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
75	<b>Acts of Board or Committee shall be valid notwithstanding defect in appointment.</b>	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.
76		
77	<b>Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer</b>	a) Subject to the provisions of the Act,— i. A chief executive officer, manager, company secretary or 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 or chief financial officer so appointed may be removed by means of a resolution of the Board; ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
78		(c) 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 or chief

Article No.	Articles	Particulars
		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 or chief financial officer.
79	<p><b>The seal, its custody and use.</b></p> <p><b>Deeds how executed.</b></p>	<p>(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p> <p>The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.</p>
80	<b>The company in General Meeting may declare Dividends.</b>	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.
81	<b>Interim Dividend.</b>	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
82	<b>Transfer to reserves</b>	<p>a) 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 applicable 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, thinks fit.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>
83	<b>Division of profits.</b>	(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,

Article No.	Articles	Particulars
		<p>dividends may be declared and paid according to the amounts of the shares.</p> <p>(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>(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.</p>
84	<p><b>Debts may be deducted.</b></p> <p><b>Capital paid up in advance not to earn dividend.</b></p> <p><b>Dividends in proportion to amount paid-up.</b></p> <p><b>Retention of dividends until completion of transfer under Articles.</b></p> <p><b>No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.</b></p> <p><b>Effect of transfer of shares.</b></p>	<p>The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.</p> <p>No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.</p> <p>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 dividends as from a particular date such share shall rank for dividend accordingly.</p> <p>The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.</p> <p>No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.</p> <p>A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.</p>
85	<p><b>Dividends how remitted.</b></p>	<p>a) Any dividend, interest or other monies payable in cash in respect of shares may be paid 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.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>
86	<p><b>Dividend to joint holders.</b></p>	<p>Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and</p>

Article No.	Articles	Particulars
		payments on account of dividends in respect of such share.
87	<b>Notice of dividend.</b>	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
88	<b>No interest on Dividends.</b>	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.
89	<b>Inspection of Accounts</b>	<p>a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p>
90	<b>WINDING UP</b>	<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder—</p> <p>(i) 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.</p> <p>(ii) 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.</p> <p>(iii) 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.</p>
91	<p><b>Directors' and others right to indemnity.</b></p> <p><b>Not responsible for acts of others</b></p>	<p>Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.</p> <p>Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts,</p>

Article No.	Articles	Particulars
		neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.
92	<p data-bbox="342 688 540 743"><b>Others Power to borrow.</b></p> <p data-bbox="306 1234 576 1289"><b>Issue of discount etc. or with special privileges.</b></p> <p data-bbox="318 1478 565 1566"><b>Securing payment or repayment of Moneys borrowed.</b></p>	<p data-bbox="625 716 1383 1203">Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, anybody corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.</p> <p data-bbox="625 1234 1383 1446">Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.</p> <p data-bbox="625 1478 1383 1839">The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or</p>

Article No.	Articles	Particulars
	<p><b>Bonds, Debentures etc. to be under the control of the Directors.</b></p> <p><b>Mortgage of uncalled Capital.</b></p> <p><b>Inspection of Minutes Books of General Meetings.</b></p> <p><b>Foreign Register</b></p> <p><b>Signing of documents &amp; notices to be served or given.</b></p> <p><b>Authentication of documents and proceedings.</b></p>	<p>any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.</p> <p>Any bonds, debentures, debenture-stock or their 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 they shall consider to be for the benefit of the Company.</p> <p>If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.</p> <p>(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.</p> <p>(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof</p> <p>The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.</p> <p>Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.</p> <p>Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.</p>

## SECTION IX - OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following 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 or contracts entered into more than two years before the date of this Prospectus) which are or may be deemed material will be attached to the copy of the Prospectus which will be delivered to the RoC for registration. Copies of these contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Prospectus until the Issue Closing Date and have also been uploaded on the website of our Company at [www.divinehirajewellers.com](http://www.divinehirajewellers.com).

#### 1. Material Contracts for the Issue

- (i) Issue Agreement dated August 1, 2024 entered into between our Company and the LM.
- (ii) Registrar Agreement dated August 1, 2024 entered into amongst our Company and the Registrar to the Issue.
- (iii) Tripartite agreement dated September 16, 2022 between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.
- (iv) Tripartite agreement dated September 15, 2022 between our Company, CDSL and the Registrar and Share Transfer Agent to the Issue.
- (v) Banker to the Issue Agreement dated March 03, 2025 among our Company, Lead Manager, Banker to the Issue and the Registrar to the Issue.
- (vi) Market Making Agreement dated March 03, 2025 between our Company, Lead Manager and Market Maker.
- (vii) Underwriting Agreement dated March 03, 2025 amongst our Company and the Underwriters.
- (viii) Syndicate Agreement dated March 03, 2025 amongst our Company and the Syndicate Member.

#### 2. Material Documents

- (i) Certificate of Incorporation dated July 19, 2022 under the Companies Act, 2013 issued by Registrar of Companies, Central Registration Centre.
- (ii) Resolution of the Board of Directors dated July 29, 2024 in relation to the Issue.
- (iii) Shareholders' resolution dated July 30, 2024 in relation to the Issue.
- (iv) The examination reports dated November 07, 2024 of the Statutory Auditor, on our Company's Restated Financial Statements, included in this Prospectus.
- (v) Copies of the annual reports of our Company for the Fiscals 2024, 2023 and of Hira Traders for 2022.
- (vi) Statement of Tax Benefits dated August 1, 2024 from the Statutory Auditor included in this Prospectus.
- (vii) Consent of the Promoters, Directors, the Lead Manager, Legal Counsel, Registrar to the Issue, Market Maker, Bankers to our Company, Company Secretary and Compliance Officer and Chief Financial Officer as referred to in their specific capacities.

- (viii) Resolution of the Board of Directors of the Company dated March 06, 2025, taking on record and approving this Prospectus.
- (ix) Certificate on Key Performance Indicators (KPI's) issued by Statutory Auditor dated November 07, 2024.
- (x) Consent letter dated November 07, 2024 of the Statutory Auditor to include their names as experts in relation to their report dated November 07, 2024 on the Restated Financial Information and the Statement of Tax Benefits dated August 1, 2024 included in this Prospectus.
- (xi) Due Diligence Certificate dated March 06, 2025 issued by the LM.
- (xii) In principle listing approval dated February 10, 2025 issued by NSE.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act, 2013 and other relevant statutes.

## DECLARATION

We hereby 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 or guidelines issued by the 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 statement made in this Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Prospectus are true and correct.

### SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

Sd/-

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**Hirachand Pukhraj Gulecha**  
(Managing Director)

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**Niraj Hirachand Pukhraj**  
(Whole-time Director)

Sd/-

Sd/-

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**Khushbu Niraj Gulecha**  
(Non-Executive Director)

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**Harim Zubair Shaikh**  
(Independent Director)

Sd/-

Sd/-

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**Manoj Premkumar Bohra**  
(Independent Director)

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**Ganesh Bhanudas Bhayde**  
(Chief Financial Officer)

Sd/-

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**Jai Dilip Shrimankar**  
(Company Secretary & Compliance Officer)

**Place: Mumbai, Maharashtra**  
**Date: March 06, 2025**